

North Asia Strategic Holdings Limited 北亞策略控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號：8080)

2024/25

中期業績報告 Interim Report



* For identification purpose only 僅供識別



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

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

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

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This report, for which the directors (the “Directors” or the “Board”) of North Asia Strategic Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to North Asia Strategic Holdings Limited. The Directors, having made all reasonable enquiries, 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 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較於聯交所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。

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本報告的資料乃遵照聯交所《GEM 證券上市規則》(「GEM 上市規則」)而刊載，旨在提供有關北亞策略控股有限公司的資料；北亞策略控股有限公司的董事(「董事」或「董事會」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，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。

RESULTS

The Board of directors (the “Board”) of North Asia Strategic Holdings Limited (the “Company”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30th September 2024, together with the comparative unaudited figures of the corresponding period in 2023.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

業績

北亞策略控股有限公司(「本公司」)董事會(「董事會」)提呈本公司及其附屬公司(合稱「本集團」)截至二零二四年九月三十日止六個月之未經審核簡明綜合業績，連同二零二三年同期之未經審核比較數字。

未經審核簡明綜合損益表

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
Revenue	收入	3	750,422
Cost of sales	銷售成本		(608,188)
Gross profit	毛利		142,234
Other income and gains, net	其他收入及收益，淨額		3,933
Selling and distribution expenses	銷售及分銷費用		(58,793)
General and administrative expenses	一般及行政費用		(86,259)
Operating profit/(loss)	經營溢利/(虧損)		1,115
Finance income	財務收入	4	5,232
Finance costs	財務費用	4	(1,360)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)		4,987
Income tax (expense)/credit	所得稅(支出)/抵免	5	(3,773)
PROFIT/(LOSS) FOR THE PERIOD	期內溢利/(虧損)		1,214
Earnings/(loss) per share attributable to ordinary shareholders of the Company	本公司普通股股東應佔每股盈利/(虧損)	6	
Basic (HK cents)	基本(港仙)		0.3
Diluted (HK cents)	攤薄(港仙)		(9.8)
			(9.8)

**UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF COMPREHENSIVE INCOME**

未經審核簡明綜合全面收益表

For the six months ended

30th September

截至九月三十日止六個月

		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit/(loss) for the period	期內溢利／(虧損)	1,214	(44,573)
OTHER COMPREHENSIVE INCOME/(LOSS) 其他全面收益／(虧損)			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	可能於其後期間重新分類至損益之其他全面收益／(虧損)：		
Currency translation differences of foreign operations	海外業務之貨幣換算差額	3,225	(19,526)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD, NET OF TAX OF NIL	期內其他全面收益／(虧損)，除零稅項後淨額	3,225	(19,526)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD	期內全面收益／(虧損)總額	4,439	(64,099)

**UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF FINANCIAL POSITION**

未經審核簡明綜合財務狀況表

		Notes 附註	As at 30th September 2024 於 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2024 於 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	117,501	84,466
Investment properties	投資物業	8	229,084	231,609
Intangible assets	無形資產	8	397,378	398,776
Right-of-use assets	使用權資產	8	44,950	55,559
Trade and other receivables	貿易應收款項及其他應收款項	9	25,229	17,222
Deferred tax assets	遞延稅項資產		1,331	1,302
			815,473	788,934
Current assets	流動資產			
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產		102,631	101,083
Inventories	存貨		210,637	215,810
Trade and other receivables	貿易應收款項及其他應收款項	9	644,050	503,637
Pledged deposits	抵押按金		2,332	2,100
Cash and cash equivalents	現金及現金等值項目		254,367	345,494
			1,214,017	1,168,124
Total assets	資產總值		2,029,490	1,957,058
EQUITY	權益			
Equity attributable to shareholders of the Company	本公司股東應佔權益			
Issued capital	已發行股本	11	45,450	45,450
Reserves	儲備		1,332,727	1,328,288
Total equity	權益總額		1,378,177	1,373,738

**UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF FINANCIAL POSITION** (Continued)

未經審核簡明綜合財務狀況表(續)

		Note 附註	As at 30th September 2024 於 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2024 於 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
LIABILITIES	負債			
Current liabilities	流動負債			
Bank borrowings	銀行借貸		8,711	—
Trade and other payables	貿易應付款項及其他應付款項	10	580,022	506,758
Lease liabilities	租賃負債		18,102	20,779
Income tax liabilities	所得稅負債		6,347	9,417
			613,182	536,954
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		33,120	40,628
Deposits received	已收按金		2,403	2,913
Other non-current liabilities	其他非流動負債		251	254
Deferred tax liabilities	遞延稅項負債		2,357	2,571
			38,131	46,366
Total liabilities	負債總額		651,313	583,320
Total equity and liabilities	權益及負債總額		2,029,490	1,957,058
Net current assets	流動資產淨值		600,835	631,170
Total assets less current liabilities	資產總值減流動負債		1,416,308	1,420,104

**UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF CHANGES IN EQUITY**

未經審核簡明綜合權益變動表

		(Unaudited) (未經審核)		
		Attributable to shareholders of the Company 本公司股東應佔		
		Share capital 股本 HK\$'000 千港元	Reserves 儲備 HK\$'000 千港元 (note 12) (附註 12)	Total 總計 HK\$'000 千港元
Balances as at 1st April 2023	於二零二三年四月一日之結餘	45,450	1,389,886	1,435,336
Comprehensive income	全面收益			
Loss for the period	期內虧損	—	(44,573)	(44,573)
<i>Other comprehensive loss</i>	<i>其他全面虧損</i>			
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	(19,526)	(19,526)
Total other comprehensive loss	其他全面虧損總額	—	(19,526)	(19,526)
Total comprehensive loss for the period	期內全面虧損總額	—	(64,099)	(64,099)
Equity-settled share-based transactions	以權益結算並以股份為基礎的交易	—	865	865
Balances as at 30th September 2023	於二零二三年九月三十日之結餘	45,450	1,326,652	1,372,102
Balances as at 1st April 2024	於二零二四年四月一日之結餘	45,450	1,328,288	1,373,738
Comprehensive income	全面收益			
Profit for the period	期內溢利	—	1,214	1,214
<i>Other comprehensive income</i>	<i>其他全面收益</i>			
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	3,225	3,225
Total other comprehensive income	其他全面收益總額	—	3,225	3,225
Total comprehensive income for the period	期內全面收益總額	—	4,439	4,439
Balances as at 30th September 2024	於二零二四年九月三十日之結餘	45,450	1,332,727	1,378,177

**UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF CASH FLOWS**

未經審核簡明綜合現金流量表

For the six months ended
30th September

截至九月三十日止六個月

		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Cash flows from operating activities	經營活動之現金流量		
Net cash flows (used in)/from operating activities	經營活動(所使用)/所產生之現金流量淨額	(39,809)	75,114
Cash flows from investing activities	投資活動之現金流量		
Additions to property, plant and equipment	添置物業、廠房及設備	(87,225)	(52,005)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目之所得款項	28,223	27,496
Acquisition of a subsidiary	收購一間附屬公司	—	(13,059)
Receipts from sales of financial assets at fair value through profit or loss	銷售按公允值計入損益之金融資產之所收款項	—	17,226
Others	其他	5,000	8,818
Net cash flows used in investing activities	投資活動所使用之現金流量淨額	(54,002)	(11,524)

**UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF CASH FLOWS** (Continued)

未經審核簡明綜合現金流量表(續)

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Cash flows from financing activities	融資活動之現金流量		
Repayment of other borrowings	償還其他借貸	—	(1,800)
New bank loan	新銀行貸款	8,711	—
Principal portion of lease payments	租賃付款之本金部分	(10,497)	(10,369)
Net cash flows used in financing activities	融資活動所使用之現金流量淨額	(1,786)	(12,169)
(Decrease)/increase in cash and cash equivalents	現金及現金等值項目之(減少)/增加	(95,597)	51,421
Cash and cash equivalents at 1st April	於四月一日之現金及現金等值項目	345,494	425,154
Effect of foreign exchange rate changes, net	外匯匯率變動之影響·淨額	4,470	(13,283)
Cash and cash equivalents at 30th September	於九月三十日之現金及現金等值項目	254,367	463,292
Analysis of balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Cash at banks and on hand	銀行及手頭現金	131,084	219,349
Non-pledged time deposits with original maturity of three months or less when acquired	於取得時原訂到期日為三個月或以下之無抵押定期存款	123,283	243,943
Cash and cash equivalents as stated in the unaudited condensed consolidated statement of financial position	於未經審核簡明綜合財務狀況表所列之現金及現金等值項目	254,367	463,292

Notes:

1 GENERAL INFORMATION

The Group is principally engaged in the following businesses during the period:

- **hi-tech distribution and services:** trading of surface mount technology (“SMT”) assembly machinery and spare parts and provision of related installation, training, repair and maintenance services for SMT assembly machinery;
- **leasing:** provision of finance to its customers via a wide array of assets under finance lease arrangements and operating lease arrangements, and trading of lease assets;
- **electronic payment solution:** provision of payment solution that bridges online payment acquirers and the merchants; and
- **property and investment holding.**

The Company is a limited liability company incorporated in Bermuda as an exempted company under the Bermuda Companies Act 1981 (the “Companies Act”). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and that of its principal place of business is Suite 1618, 16th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong.

The Company’s ordinary shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

This report is presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

In the opinion of the directors, the immediate holding company and ultimate holding company of the Company is Sky Virtue Holdings Limited, which was incorporated in the British Virgin Islands.

This report has been approved and authorised for issue by the Company’s board of directors on 14th November 2024.

附註：

1 一般資料

本集團於期內主要從事以下業務：

- **高科技產品分銷及服務：**表面貼裝技術（「SMT」）組裝機器及零部件貿易，以及提供SMT組裝機器之相關安裝、培訓、維修及保養服務；
- **租賃：**透過融資租賃安排及經營租賃安排下之各種資產向其客戶提供融資以及租賃資產貿易；
- **電子支付解決方案：**提供支付解決方案，連結網上支付收單機構與商戶；及
- **物業及投資控股。**

本公司為根據百慕達一九八一年公司法（「公司法」）於百慕達註冊成立之獲豁免有限公司。其註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而其主要營業地點之地址為香港中環康樂廣場1號怡和大廈16樓1618室。

本公司之普通股於香港聯合交易所有限公司（「聯交所」）GEM上市。

除另有說明外，本報告以港元（「港元」）呈列，所有價值均調整至最接近千位數。

董事認為，本公司之直接控股公司及最終控股公司為於英屬維爾京群島註冊成立之Sky Virtue Holdings Limited。

本報告已於二零二四年十一月十四日經本公司董事會批准及授權刊發。

2 BASIS OF PREPARATION

This report has been prepared to comply with the disclosure requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange (the "GEM Listing Rules").

The unaudited condensed consolidated financial information for the six months ended 30th September 2024 has been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 *Interim Financial Reporting*. This report does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31st March 2024.

The accounting policies adopted in the preparation of this unaudited condensed consolidated financial information are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31st March 2024, except for the adoption of the following revised Hong Kong Financial Reporting Standards ("HKFRSs") effective as of 1st April 2024.

Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current</i> (the "2020 Amendments")
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants</i> (the "2022 Amendments")
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i>

The adoption of the above revised HKFRSs has had no significant impact on the Group's result and financial position.

2 編製基準

本報告乃遵照聯交所《GEM證券上市規則》(「GEM上市規則」)之披露規定編製而成。

截至二零二四年九月三十日止六個月的未經審核簡明綜合財務資料乃按香港會計準則(「香港會計準則」)第34號中期財務報告編製。本報告並不包括年度財務報表之所有資料及披露要求，故應與本集團截至二零二四年三月三十一日止年度之年度綜合財務報表一併閱覽。

除採納以下自二零二四年四月一日生效之經修訂香港財務報告準則(「香港財務報告準則」)外，編製本未經審核簡明綜合財務資料所採納之會計政策與編製本集團截至二零二四年三月三十一日止年度之年度綜合財務報表所依循者相符。

香港財務報告準則第16號 修訂本	售後租回的租賃負債
香港會計準則第1號修訂本	將負債分類為流動或非流動(「二零二零年修訂」)
香港會計準則第1號修訂本	附帶契諾的非流動負債(「二零二二年修訂」)
香港會計準則第7號及 香港財務報告準則第7號 修訂本	供應商融資安排

採納上述經修訂香港財務報告準則對本集團之業績及財務狀況並無重大影響。

3 REVENUE AND SEGMENT INFORMATION

3.1 Revenue

An analysis of revenue is as follows:

3 收入及分類資料

3.1 收入

收入分析如下：

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from contracts with customers (note)	來自與客戶合約之收入 (附註)		
Recognised at a point in time:	於某一時點確認：		
Sales of goods	銷售貨品	695,706	477,289
Sales support service	銷售支援服務	2,631	7,869
E-payment service income	電子支付服務收入	1,337	3,815
Recognised over time:	按時間確認：		
Other service income	其他服務收入	15,471	15,306
		715,145	504,279
Revenue from other sources	來自其他來源之收入		
Income from finance lease arrangements	來自融資租賃安排之收入	4,191	3,950
Income from operating lease arrangements	來自經營租賃安排之收入	31,086	9,511
		750,422	517,740
Note:	附註：		
Disaggregated revenue information	分拆收入資料		
Geographic markets	地區市場		
The PRC including Hong Kong	中國，包括香港	682,858	481,374
Asia — others	亞洲 — 其他	32,287	22,905
Total revenue from contracts with customers	來自與客戶合約之總收入	715,145	504,279

3 REVENUE AND SEGMENT INFORMATION (Continued)

3.2 Operating segment information

For management purposes, the Group is organised into three major reportable operating segments — hi-tech distribution and services, leasing and electronic payment solution. The hi-tech distribution and services operating segment derives revenue from the sales of goods, sales support services and other service income. The leasing operating segment derives revenue from finance lease and operating lease arrangements, and trading of lease assets. The electronic payment solution operating segment derives revenue from the provision of payment solution that bridges online payment acquirers and the merchants.

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 income tax. The adjusted profit/loss before income tax is measured consistently with the Group's profit/loss before income tax except that finance income, finance costs, fair value gain/loss from the Group's financial instruments as well as corporate and other unallocated expenses are excluded from such measurement.

Segment assets consist primarily of property, plant and equipment, intangible assets, right-of-use assets, other non-current assets, inventories and trade and other receivables. Unallocated assets comprise investment properties, pledged deposits, cash and cash equivalents, financial assets at fair value through profit or loss, deferred tax assets and corporate and others.

Capital expenditure comprises additions to property, plant and equipment, intangible assets, investment properties and right-of-use assets.

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

3 收入及分類資料(續)

3.2 業務分類資料

就管理而言，本集團分為三個主要可申報業務分類 — 高科技產品分銷及服務、租賃及電子支付解決方案。高科技產品分銷及服務業務分類之收入源自銷售貨品、銷售支援服務及其他服務收入。租賃業務分類之收入源自融資租賃及經營租賃安排以及租賃資產貿易。電子支付解決方案業務分類之收入源自提供支付解決方案，連結網上支付收單機構與商戶。

管理層分開監察本集團業務分類之業績，以便作出有關資源分配及表現評估之決策。分類表現按可申報分類溢利／虧損（即經調整除所得稅前溢利／虧損之基準）評估。經調整除所得稅前溢利／虧損之計量方式與本集團除所得稅前溢利／虧損之計量方式一致，惟財務收入、財務費用、本集團金融工具之公允價值收益／虧損以及企業及其他未分配費用在計量時不包括在內。

分類資產主要包括物業、廠房及設備、無形資產、使用權資產、其他非流動資產、存貨以及貿易應收款項及其他應收款項。未分配資產包括投資物業、抵押按金、現金及現金等值項目、按公允價值計入損益之金融資產、遞延稅項資產以及企業及其他。

資本開支包括添置物業、廠房及設備、無形資產、投資物業及使用權資產。

分類間銷售及轉讓乃按當前現行市價參考向第三方進行銷售的售價進行交易。

3 REVENUE AND SEGMENT INFORMATION (Continued)

3.2 Operating segment information (Continued)

The operating segment results for the period are as follows:

		Hi-tech distribution and services operation 高科技產品 分銷及服務 業務 HK\$'000 千港元	Leasing operation 租賃業務 HK\$'000 千港元	Electronic payment solution 電子支付 解決方案 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收入				
— Sales to external customers	— 對外客戶銷售	678,433	70,652	1,337	750,422
Segment results	分類業績	24,885	8,453	(2,350)	30,988
Change in fair value of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之公允價值變動				1,290
Interest income of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之利息收入				258
Finance income	財務收入				5,232
Finance costs	財務費用				(1,360)
Corporate and other unallocated expenses	企業及其他未分配費用				(31,421)
Profit before income tax	除所得稅前溢利				4,987
Income tax expense	所得稅支出				(3,773)
Profit for the period	期內溢利				1,214
Capital expenditure	資本開支	16,147	71,117	266	87,530
Depreciation and amortisation	折舊及攤銷	14,575	17,105	1,310	32,990
Corporate and other unallocated depreciation and amortisation	企業及其他未分配折舊及攤銷				4,200
					37,190
Impairment of trade, bills and finance lease receivables, net	貿易應收款項、應收票據及融資租賃應收款項減值，淨額	238	211	—	449
Loss/(gain) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損/(收益)	462	(219)	—	243

3 收入及分類資料(續)

3.2 業務分類資料(續)

期內業務分類業績如下：

For the six months ended 30th September 2024
截至二零二四年九月三十日止六個月
(Unaudited)
(未經審核)

3 REVENUE AND SEGMENT INFORMATION (Continued)

3.2 Operating segment information (Continued)

The operating segment results for the period are as follows: (Continued)

		For the six months ended 30th September 2023 截至二零二三年九月三十日止六個月 (Unaudited) (未經審核)			
		Hi-tech distribution and services operation 高科技產品 分銷及服務 業務 HK\$'000 千港元	Leasing operation 租賃業務 HK\$'000 千港元	Electronic payment solution 電子支付 解決方案 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收入				
— Sales to external customers	— 對外客戶銷售	445,839	68,086	3,815	517,740
Segment results	分類業績	(28,365)	2,914	(81)	(25,532)
Change in fair value of financial assets at fair value through profit or loss	按公允值計入損益之金融資產之公允值變動				2,084
Interest income of financial assets at fair value through profit or loss	按公允值計入損益之金融資產之利息收入				567
Finance income	財務收入				6,040
Finance costs	財務費用				(1,688)
Corporate and other unallocated expenses	企業及其他未分配費用				(35,872)
Loss before income tax	除所得稅前虧損				(54,401)
Income tax credit	所得稅抵免				9,828
Loss for the period	期內虧損				(44,573)
Capital expenditure	資本開支	11,179	44,702	22,740	78,621
Corporate and other unallocated expenditure	企業及其他未分配開支				2,968
					81,589
Depreciation and amortisation	折舊及攤銷	12,380	15,062	64	27,506
Corporate and other unallocated depreciation and amortisation	企業及其他未分配折舊及攤銷				4,107
					31,613
Reversal of impairment of trade, bills and finance lease receivables, net	貿易應收款項、應收票據及融資租賃應收款項減值撥回，淨額	(95)	(177)	—	(272)
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益	(503)	—	—	(503)

3 收入及分類資料 (續)

3.2 業務分類資料 (續)

期內業務分類業績如下：(續)

For the six months ended 30th September 2023
截至二零二三年九月三十日止六個月
(Unaudited)
(未經審核)

Hi-tech distribution and services operation 高科技產品 分銷及服務 業務 HK\$'000 千港元	Leasing operation 租賃業務 HK\$'000 千港元	Electronic payment solution 電子支付 解決方案 HK\$'000 千港元	Total 總計 HK\$'000 千港元
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Revenue	收入				
— Sales to external customers	— 對外客戶銷售	445,839	68,086	3,815	517,740
Segment results	分類業績	(28,365)	2,914	(81)	(25,532)
Change in fair value of financial assets at fair value through profit or loss	按公允值計入損益之金融資產之公允值變動				2,084
Interest income of financial assets at fair value through profit or loss	按公允值計入損益之金融資產之利息收入				567
Finance income	財務收入				6,040
Finance costs	財務費用				(1,688)
Corporate and other unallocated expenses	企業及其他未分配費用				(35,872)
Loss before income tax	除所得稅前虧損				(54,401)
Income tax credit	所得稅抵免				9,828
Loss for the period	期內虧損				(44,573)
Capital expenditure	資本開支	11,179	44,702	22,740	78,621
Corporate and other unallocated expenditure	企業及其他未分配開支				2,968
					81,589
Depreciation and amortisation	折舊及攤銷	12,380	15,062	64	27,506
Corporate and other unallocated depreciation and amortisation	企業及其他未分配折舊及攤銷				4,107
					31,613
Reversal of impairment of trade, bills and finance lease receivables, net	貿易應收款項、應收票據及融資租賃應收款項減值撥回，淨額	(95)	(177)	—	(272)
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益	(503)	—	—	(503)

3 REVENUE AND SEGMENT INFORMATION (Continued)

3.2 Operating segment information (Continued)

The segment assets at the end of the reporting period are as follows:

		Hi-tech distribution and services operation 高科技產品 分銷及服務 業務 HK\$'000 千港元	Leasing operation 租賃業務 HK\$'000 千港元	Electronic payment solution 電子支付 解決方案 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 30th September 2024 (Unaudited)	於二零二四年九月三十日 (未經審核)				
Segment assets	分類資產	1,082,159	331,097	20,377	1,433,633
Unallocated assets:	未分配資產：				
Investment properties	投資物業				229,084
Deferred tax assets	遞延稅項資產				1,331
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產				102,631
Pledged deposits	抵押按金				2,332
Cash and cash equivalents	現金及現金等值項目				254,367
Corporate and others	企業及其他				6,112
Total assets per the unaudited condensed consolidated statement of financial position	未經審核簡明綜合財務狀況表內之 資產總值				2,029,490

3 收入及分類資料(續)

3.2 業務分類資料(續)

於報告期末之分類資產如下：

3 REVENUE AND SEGMENT INFORMATION (Continued)

3.2 Operating segment information (Continued)

The segment assets at the end of the reporting period are as follows:
(Continued)

		Hi-tech distribution and services operation 高科技產品 分銷及服務 業務 HK\$'000 千港元	Leasing operation 租賃業務 HK\$'000 千港元	Electronic payment solution 電子支付 解決方案 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31st March 2024 (Audited)	於二零二四年三月三十一日 (經審核)				
Segment assets	分類資產	948,266	299,083	20,567	1,267,916
Unallocated assets:	未分配資產：				
Investment properties	投資物業				231,609
Deferred tax assets	遞延稅項資產				1,302
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產				101,083
Pledged deposits	抵押按金				2,100
Cash and cash equivalents	現金及現金等值項目				345,494
Corporate and others	企業及其他				7,554
Total assets per the consolidated statement of financial position	綜合財務狀況表內之資產總值				1,957,058

3 收入及分類資料 (續)

3.2 業務分類資料 (續)

於報告期末之分類資產如下：(續)

		Hi-tech distribution and services operation 高科技產品 分銷及服務 業務 HK\$'000 千港元	Leasing operation 租賃業務 HK\$'000 千港元	Electronic payment solution 電子支付 解決方案 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31st March 2024 (Audited)	於二零二四年三月三十一日 (經審核)				
Segment assets	分類資產	948,266	299,083	20,567	1,267,916
Unallocated assets:	未分配資產：				
Investment properties	投資物業				231,609
Deferred tax assets	遞延稅項資產				1,302
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產				101,083
Pledged deposits	抵押按金				2,100
Cash and cash equivalents	現金及現金等值項目				345,494
Corporate and others	企業及其他				7,554
Total assets per the consolidated statement of financial position	綜合財務狀況表內之資產總值				1,957,058

3 REVENUE AND SEGMENT INFORMATION (Continued)

3.2 Operating segment information (Continued)

Geographical information

(a) Revenue from external customers

The Group's activities are conducted predominantly in the Hong Kong, Chinese Mainland and the rest of Asia. Revenue by geographical location is determined on the basis of the destination of shipment of goods for the hi-tech distribution and service operating segment and the location of the customers by the leasing operating segment and electronic payment solution operating segment.

The following table provides an analysis of the Group's revenue by geographical location:

The PRC including Hong Kong	中國，包括香港
Asia — others	亞洲 — 其他

(b) Non-current assets

The geographic information of non-current assets is not presented since over 90% of the Group's non-current assets are located in the PRC (including Hong Kong).

3 收入及分類資料(續)

3.2 業務分類資料(續)

地區資料

(a) 來自對外客戶之收入

本集團業務主要於香港、中國內地及亞洲其他地方進行。按地理位置劃分之收入按高科技產品分銷及服務業務分類付運貨品之目的地及租賃業務分類及電子支付解決方案業務分類客戶之所在地釐定。

下表提供按地理位置劃分之本集團收入分析：

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

	2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
The PRC including Hong Kong	718,135	494,835
Asia — others	32,287	22,905
	750,422	517,740

(b) 非流動資產

由於本集團逾90%之非流動資產位於中國(包括香港)，故並無呈列非流動資產之地區資料。

3 REVENUE AND SEGMENT INFORMATION (Continued)

3.2 Operating segment information (Continued)

Information about major customers

During the six months ended 30th September 2024, revenue of HK\$95,851,000 was derived from sales to a customer of the hi-tech distribution and services operating segment, which accounted for more than 10% of the Group's total revenue.

Revenue from each major customer is set out as below:

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Customer 1	客戶 1	95,851	N/A* 不適用*

* Less than 10% of the Group's total revenue.

3 收入及分類資料(續)

3.2 業務分類資料(續)

有關主要客戶之資料

於截至二零二四年九月三十日止六個月，收入95,851,000港元乃來自向高科技產品分銷及服務業務分類一名客戶作出之銷售，佔本集團總收入多於10%。

來自各主要客戶之收入載列如下：

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Customer 1	客戶 1	95,851	N/A* 不適用*

* 佔本集團總收入少於10%。

4 FINANCE INCOME AND COSTS

An analysis of finance income and costs is as follows:

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Finance income:	財務收入：		
Interest income from bank deposits	銀行存款之利息收入	5,232	6,040
Finance costs:	財務費用：		
Interest on other borrowings	其他借貸之利息	152	131
Interest on lease liabilities	租賃負債之利息	1,208	1,557
		1,360	1,688

5 INCOME TAX (EXPENSE)/CREDIT

The Company is exempted from taxation in Bermuda until 2035. Hong Kong profits tax has been calculated at the rate of 16.5% (2023: 16.5%) on the estimated assessable profits for the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2023: HK\$2,000,000) of assessable profits of this subsidiary is taxed at 8.25% (2023: 8.25%) and the remaining assessable profits are taxed at 16.5% (2023: 16.5%).

Subsidiaries established in Chinese Mainland are subject to the Chinese Mainland corporate income tax at the standard rate of 25% (2023: 25%).

4 財務收入及費用

財務收入及費用分析如下：

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Finance income:	財務收入：		
Interest income from bank deposits	銀行存款之利息收入	5,232	6,040
Finance costs:	財務費用：		
Interest on other borrowings	其他借貸之利息	152	131
Interest on lease liabilities	租賃負債之利息	1,208	1,557
		1,360	1,688

5 所得稅(支出)/抵免

本公司獲豁免繳納百慕達稅項直至二零三五年。香港利得稅就期內估計應課稅溢利按稅率16.5% (二零二三年：16.5%) 計算，惟本集團根據利得稅率兩級制為合資格實體之一間附屬公司除外。該附屬公司首2,000,000港元 (二零二三年：2,000,000港元) 之應課稅溢利按稅率8.25% (二零二三年：8.25%) 繳稅，而餘下應課稅溢利則按稅率16.5% (二零二三年：16.5%) 繳稅。

於中國內地成立之附屬公司須按25% (二零二三年：25%) 之標準稅率繳納中國內地企業所得稅。

5 INCOME TAX (EXPENSE)/CREDIT (Continued)

The amounts of income tax expense/(credit) recorded in the unaudited condensed consolidated statement of profit or loss represent:

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Current taxation	當期稅項		
Hong Kong profits tax	香港利得稅		
— current period	— 本期間	577	—
Chinese Mainland corporate income tax	中國內地企業所得稅		
— current period	— 本期間	3,439	516
Deferred	遞延	(243)	(10,344)
		3,773	(9,828)

6 EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per share is calculated by dividing the Group's profit/(loss) attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the period.

No adjustment had been made to the basic earnings per share amount presented for the six months ended 30th September 2024 and the basic loss per share amount presented for the six months ended 30th September 2023 in respect of a dilution as the impact of the share options had an anti-dilutive effect on the basic earnings/(loss) per share amount presented.

5 所得稅(支出)/抵免(續)

於未經審核簡明綜合損益表入賬之所得稅支出/(抵免)金額指：

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Current taxation	當期稅項		
Hong Kong profits tax	香港利得稅		
— current period	— 本期間	577	—
Chinese Mainland corporate income tax	中國內地企業所得稅		
— current period	— 本期間	3,439	516
Deferred	遞延	(243)	(10,344)
		3,773	(9,828)

6 每股盈利/(虧損)

每股基本盈利/(虧損)乃透過將本公司股東應佔本集團之溢利/(虧損)除以期內已發行普通股之加權平均數計算。

概無就攤薄對截至二零二四年九月三十日止六個月呈列之每股基本盈利金額及截至二零二三年九月三十日止六個月呈列之每股基本虧損金額作出調整，乃由於購股權對呈列之每股基本盈利/(虧損)具有反攤薄作用之影響。

6 EARNINGS/(LOSS) PER SHARE (Continued)

The calculations of basic and diluted earnings/(loss) per share amount are based on:

6 每股盈利／(虧損)(續)

每股基本及攤薄盈利／(虧損)之計算基準如下：

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核)	2023 二零二三年 (Unaudited) (未經審核)
Profit/(loss)	溢利／(虧損)		
Profit/(loss) attributable to shareholders of the Company, used in the basic and diluted earnings/(loss) per share calculation (HK\$'000)	用於計算每股基本及攤薄盈利／(虧損)之本公司股東應佔溢利／(虧損) (千港元)	1,214	(44,573)
Shares	股份		
Weighted average number of ordinary shares in issue, used in the basic and diluted earnings/(loss) per share calculation	用於計算每股基本及攤薄盈利／(虧損)之已發行普通股加權平均數	454,509,311	454,509,311

7 DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the six months ended 30th September 2024 (2023: Nil).

7 股息

董事不建議派付截至二零二四年九月三十日止六個月之中期股息(二零二三年：無)。

8 CAPITAL EXPENDITURE

8 資本開支

		Property, plant and equipment 物業、廠房 及設備 HK\$'000 千港元 (Unaudited) (未經審核)	Investment properties 投資物業 HK\$'000 千港元 (Unaudited) (未經審核)	Intangible assets 無形資產 HK\$'000 千港元 (Unaudited) (未經審核)	Right-of-use assets 使用權資產 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
At 1st April 2024	於二零二四年四月一日	84,466	231,609	398,776	55,559	770,410
Additions	添置	87,225	—	—	305	87,530
Disposals	出售	(28,466)	—	—	—	(28,466)
Depreciation and amortisation	折舊及攤銷	(22,356)	(2,525)	(1,398)	(10,911)	(37,190)
Exchange realignments	匯兌調整	(3,368)	—	—	(3)	(3,371)
At 30th September 2024	於二零二四年九月三十日	117,501	229,084	397,378	44,950	788,913
At 1st April 2023	於二零二三年四月一日	88,810	236,660	378,992	66,131	770,593
Additions	添置	52,005	—	—	6,849	58,854
Acquisition of a subsidiary (note 15)	收購一間附屬公司 (附註 15)	—	—	22,735	—	22,735
Disposals	出售	(26,993)	—	—	—	(26,993)
Depreciation and amortisation	折舊及攤銷	(18,068)	(2,525)	(164)	(10,856)	(31,613)
Exchange realignments	匯兌調整	(2,707)	—	—	(648)	(3,355)
At 30th September 2023	於二零二三年九月三十日	93,047	234,135	401,563	61,476	790,221

9 TRADE AND OTHER RECEIVABLES

9 貿易應收款項及其他應收款項

		As at 30th September 2024 於 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2024 於 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收款項	423,169	299,215
Less: Impairment of trade receivables	減：貿易應收款項減值	(7,310)	(7,067)
		415,859	292,148
Bills receivable	應收票據	12,812	15,159
Less: Impairment of bills receivable	減：應收票據減值	(194)	(199)
		12,618	14,960
Trade and bills receivables, net (note (a))	貿易應收款項及應收票據，淨額(附註(a))	428,477	307,108
Finance lease receivables	融資租賃應收款項	103,447	80,790
Less: Impairment of finance lease receivables	減：融資租賃應收款項減值	(1,015)	(804)
Finance lease receivables, net (note (b))	融資租賃應收款項，淨額(附註(b))	102,432	79,986
Less: Non-current portion*	減：非流動部分*	(21,306)	(12,004)
Finance lease receivables, net, current portion (note (b))	融資租賃應收款項，淨額，流動部分(附註(b))	81,126	67,982
Prepayments, deposits and other receivables, net	預付款項、按金及其他應收款項，淨額	138,370	133,765
Less: Non-current portion*	減：非流動部分*	(3,923)	(5,218)
Prepayments, deposits and other receivables, net, current portion	預付款項、按金及其他應收款項，淨額，流動部分	134,447	128,547
Total trade and other receivables, current portion	貿易應收款項及其他應收款項總額，流動部分	644,050	503,637
* Total trade and other receivables, non-current portion	* 貿易應收款項及其他應收款項總額，非流動部分	25,229	17,222

9 TRADE AND OTHER RECEIVABLES (Continued)

(a) Trade and bills receivables, net

The Group's trading terms with its customers of hi-tech distribution and service operation are mainly on letters of credit or documents against payment, and in some cases granting a credit period of 5 to 180 days. Payment in advance is normally required. In respect of the Group's operating leasing operation, trade receivables are settled based on the terms stipulated in the lease agreements. The Group's terms with its debtors of electronic payment solution operation are generally with a credit period of 4 to 7 days. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. Since the Group's trade and bills receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade and bills receivable balances.

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

		As at 30th September 2024 於 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2024 於 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
3 months or less	三個月或以下	312,196	162,599
4 to 6 months	四至六個月	80,886	64,681
7 to 9 months	七至九個月	27,836	51,375
10 to 12 months	十至十二個月	4,456	12,103
Over 12 months	超過十二個月	3,103	16,350
		428,477	307,108

9 貿易應收款項及其他應收款項(續)

(a) 貿易應收款項及應收票據，淨額

本集團與高科技產品分銷及服務業務客戶進行交易之條款以信用證或付款交單為主，而個別客戶會獲授介乎5日至180日不等之信貸期。一般須預先付款。就本集團之經營租賃業務而言，貿易應收款項乃根據租賃協議所訂明之條款償還。本集團與電子支付解決方案業務的債務人之條款一般獲授介乎4至7日不等之信貸期。本集團尋求對其未收取之應收款項維持嚴格控制以盡量減低信貸風險。高級管理層會定期檢討逾期結餘。由於本集團之貿易應收款項及應收票據涉及大量不同客戶，故並無重大集中之信貸風險。本集團並無就其貿易應收款項及應收票據結餘持有任何抵押品或其他信用提升之保障。

於報告期末，貿易應收款項及應收票據按發票日期及扣除虧損撥備後之賬齡分析如下：

9 TRADE AND OTHER RECEIVABLES (Continued)

(b) Finance lease receivables, net

		As at 30th September 2024 於 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2024 於 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Gross investment in finance leases	融資租賃總投資	110,401	86,482
Less: Unearned finance lease income	減：未賺取之融資租賃收入	(6,954)	(5,692)
Present value of minimum lease amounts receivables	應收最低租金之現值	103,447	80,790
Less: Accumulated allowance for impairment	減：累計減值撥備	(1,015)	(804)
		102,432	79,986
Less: Current portion	減：流動部分	(81,126)	(67,982)
Non-current portion	非流動部分	21,306	12,004

Gross amounts and present values

The analysis of the Group's gross investment in finance leases and present value of minimum lease amounts receivable under finance leases by relevant maturity groupings at the end of the reporting period is as follows:

總金額及現值

按於報告期末之相關到期情況劃分，本集團之融資租賃總投資及根據融資租賃應收最低租金之現值分析如下：

		Gross amounts 總金額		Present values 現值	
		As at 30th September 2024 於 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2024 於 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)	As at 30th September 2024 於 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2024 於 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within one year	一年內	87,592	71,736	81,126	67,982
After one year but not more than two years	一年後但不超過兩年	22,809	14,746	21,306	12,004
		110,401	86,482	102,432	79,986

10 TRADE AND OTHER PAYABLES

10 貿易應付款項及其他應付款項

		As at 30th September 2024 於 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2024 於 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade and bills payables (note)	貿易應付款項及應付票據(附註)	322,896	267,154
Accrual for operating expenses	經營費用之應計開支	78,822	71,842
Receipts in advance	預收款項	607	613
Contract liabilities	合約負債	153,858	146,268
Deposits received	已收按金	12,280	9,806
Other payables	其他應付款項	11,559	11,075
		580,022	506,758

Note:

The ageing analysis of trade and bills payables, based on the invoice date, is as follows:

附註：

貿易應付款項及應付票據按發票日期之賬齡分析如下：

		As at 30th September 2024 於 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2024 於 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
3 months or less	三個月或以下	283,477	229,369
4 to 6 months	四至六個月	22,321	20,651
7 to 9 months	七至九個月	11,490	10,376
10 to 12 months	十至十二個月	1,526	789
Over 12 months	超過十二個月	4,082	5,969
		322,896	267,154

11 SHARE CAPITAL

(a) Share capital of the Company

		Ordinary shares		Preference shares		Total
		普通股		優先股		
		Number of shares	Ordinary share capital	Number of shares	Preference share capital	
		'000	HK\$'000	'000	HK\$'000	HK\$'000
		千股	千港元	千股	千港元	千港元
Authorised:	法定：					
At 1st April 2023,	於二零二三年四月一日、					
31st March 2024,	二零二四年三月三十一日、					
1st April 2024 and	二零二四年四月一日及					
30th September 2024	二零二四年九月三十日					
— HK\$0.1 each	— 每股面值0.1港元	4,000,000	400,000	3,000,000	300,000	700,000
Issued:	已發行：					
At 1st April 2023,	於二零二三年四月一日、					
31st March 2024,	二零二四年三月三十一日、					
1st April 2024 and	二零二四年四月一日及					
30th September 2024	二零二四年九月三十日	454,509	45,450	—	—	45,450

(b) Share options of the Company

On 4th September 2014, the shareholders of the Company approved the adoption of a share option scheme (the "2014 Scheme"). Under the terms of the 2014 Scheme, the Board may at its discretion offer share options to any employee, agent, consultant or representative of the Company or any subsidiary, including any executive or non-executive director of the Company or any subsidiary or any other person whom the Board considers, in its sole discretion, has contributed or will contribute to the Group (the "Participants"). The principal purpose of the 2014 Scheme is to reward the Participants who have contributed or will contribute to the Group and to encourage the Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The 2014 Scheme shall be valid and effective for a period of ten years commencing on the adoption date.

11 股本

(a) 本公司股本

(b) 本公司購股權

於二零一四年九月四日，本公司股東批准採納購股權計劃（「二零一四年計劃」）。根據二零一四年計劃之條款，董事會可酌情向本公司或任何附屬公司之任何僱員、代理、顧問或代表，包括本公司或任何附屬公司之任何執行或非執行董事或董事會按其絕對酌情判斷對本集團作出貢獻或將作出貢獻之任何其他人士（「參與者」）授出購股權。二零一四年計劃主要旨在獎勵對本集團作出貢獻或將作出貢獻之參與者，並鼓勵參與者以本公司及其股東之整體利益為目標，努力提升本公司及其股份之價值。二零一四年計劃由採納日期起計十年期間內有效及生效。

11 SHARE CAPITAL (Continued)

(b) Share options of the Company (Continued)

The movement in the number of share options outstanding and their related weighted average exercise price are as follows:

		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of share options 購股權數目
At 1st April 2023	於二零二三年四月一日	0.79	22,196,388
Granted during the period	期內授出	0.34	9,860,000
At 30th September 2023	於二零二三年九月三十日	0.65	32,056,388
At 1st April 2024	於二零二四年四月一日	0.79	32,056,388
Lapsed during the period	期內失效	0.79	(32,056,388)
At 30th September 2024	於二零二四年九月三十日	—	—

During the six months ended 30th September 2024 and 2023, no share options granted were exercised.

11 股本(續)

(b) 本公司購股權(續)

尚未行使之購股權數目變動及其有關加權平均行使價如下：

		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of share options 購股權數目
At 1st April 2023	於二零二三年四月一日	0.79	22,196,388
Granted during the period	期內授出	0.34	9,860,000
At 30th September 2023	於二零二三年九月三十日	0.65	32,056,388
At 1st April 2024	於二零二四年四月一日	0.79	32,056,388
Lapsed during the period	期內失效	0.79	(32,056,388)
At 30th September 2024	於二零二四年九月三十日	—	—

於截至二零二四年及二零二三年九月三十日止六個月，概無已授出購股權獲行使。

11 SHARE CAPITAL (Continued)

(b) Share options of the Company (Continued)

The exercise price and exercise period of the share options outstanding as at the end of the reporting period are as follows:

As at 30th September 2023

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
7,404,388	1.14	16th August 2017 – 15th August 2027 二零一七年八月十六日至二零二七年八月十五日
11,524,000	0.70	24th December 2021 – 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日
3,268,000	0.33	7th November 2022 – 6th November 2032 二零二二年十一月七日至二零三二年十一月六日
9,860,000	0.34	6th July 2023 – 5th July 2033 二零二三年七月六日至二零三三年七月五日
32,056,388		

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

The fair value of the share options granted during the six months ended 30th September 2023, determined using a binomial model, was approximately HK\$865,000. The Group had recognised a share option expense of HK\$865,000 during the six months ended 30th September 2023. No share option was granted during the six months ended 30th September 2024.

The fair value of equity-settled share options granted during the six months ended 30th September 2023 was determined as at the date of grant using a binomial model, taking into account the terms and conditions upon which the share options were granted. The following table lists the inputs to the model used:

Expected dividend yield (%)	0.000
Expected volatility (%)	76.965
Risk-free interest rate (%)	3.937
Exercise multiple (times)	1.03

11 股本 (續)

(b) 本公司購股權 (續)

於報告期末，尚未行使之購股權的行使價及行使期如下：

於二零二三年九月三十日

Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
1.14	16th August 2017 – 15th August 2027 二零一七年八月十六日至二零二七年八月十五日
0.70	24th December 2021 – 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日
0.33	7th November 2022 – 6th November 2032 二零二二年十一月七日至二零三二年十一月六日
0.34	6th July 2023 – 5th July 2033 二零二三年七月六日至二零三三年七月五日

* 購股權之行使價可因供股或紅股發行或本公司股本之其他類似變動而調整。

以二項式模式釐定於截至二零二三年九月三十日止六個月授出之購股權公允值約865,000港元。本集團已於截至二零二三年九月三十日止六個月確認購股權開支865,000港元。於截至二零二四年九月三十日止六個月並無授出購股權。

於截至二零二三年九月三十日止六個月授出之以權益結算之購股權之公允值為於授出日期使用二項式模式釐定，並已考慮已授出購股權之條款及條件。下表列示使用該模式之輸入數據：

預期股息收益率 (%)	0.000
預期波幅 (%)	76.965
無風險利率 (%)	3.937
行使倍數 (倍)	1.03

11 SHARE CAPITAL (Continued)

(b) Share options of the Company (Continued)

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the share options granted was incorporated into the measurement of fair value.

11 股本(續)

(b) 本公司購股權(續)

預期波幅反映過往波幅為未來趨勢之指標之假設，亦未必為實際結果。

於進行公允值計量時，並無計及已授出購股權之其他特點。

12 RESERVES

12 儲備

		(Unaudited) (未經審核)					
		Share premium	Contributed surplus	Share option reserve	Cumulative translation adjustments	Retained earnings	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Balances as at 1st April 2024	於二零二四年四月一日之結餘	227,465	956,292	15,609	(15,560)	144,482	1,328,288
Profit for the period	期內溢利	-	-	-	-	1,214	1,214
Currency translation differences of foreign operations	海外業務之貨幣換算差額	-	-	-	3,225	-	3,225
Total comprehensive income for the period	期內全面收益總額	-	-	-	3,225	1,214	4,439
Balances as at 30th September 2024	於二零二四年九月三十日之結餘	227,465	956,292	15,609	(12,335)	145,696	1,332,727
Balances as at 1st April 2023	於二零二三年四月一日之結餘	227,465	956,292	14,744	(1,832)	193,217	1,389,886
Loss for the period	期內虧損	-	-	-	-	(44,573)	(44,573)
Currency translation differences of foreign operations	海外業務之貨幣換算差額	-	-	-	(19,526)	-	(19,526)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	(19,526)	(44,573)	(64,099)
Equity-settled share-based transactions (note 11(b))	以權益結算並以股份為基礎的交易 (附註 11(b))	-	-	865	-	-	865
Balances as at 30th September 2023	於二零二三年九月三十日之結餘	227,465	956,292	15,609	(21,358)	148,644	1,326,652

13 RELATED PARTY TRANSACTIONS

(a) Key management compensation of the Group

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Salaries, allowances and bonuses	薪金、津貼及花紅	8,181	6,273
Equity-settled share option expenses	以股權結算之購股權開支	—	865
Retirement benefits — defined contribution scheme	退休福利 — 界定供款計劃	36	27
		8,217	7,165

(b) During the six months ended 30th September 2024, compensation of HK\$2,277,000 (six months ended 30th September 2023: HK\$1,209,000) was payable to the spouse of Ms. Zhang Yifan, a director of the Company, for service rendered to the Group.

14 FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade, bills and other receivables, trade and other payables and other borrowings approximate to their carrying amounts largely due to short term maturities of these instruments.

The Group's corporate finance team is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The corporate finance team reports directly to the chief financial officer and the audit committee. At each reporting date, the corporate finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

13 關連人士交易

(a) 本集團主要管理人員酬金

		For the six months ended 30th September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Salaries, allowances and bonuses	薪金、津貼及花紅	8,181	6,273
Equity-settled share option expenses	以股權結算之購股權開支	—	865
Retirement benefits — defined contribution scheme	退休福利 — 界定供款計劃	36	27
		8,217	7,165

(b) 截至二零二四年九月三十日止六個月，就向本集團提供服務而應付予本公司董事張一帆女士之配偶之酬金為2,277,000港元(截至二零二三年九月三十日止六個月：1,209,000港元)。

14 金融工具之公允值及公允值等級

管理層已評定，現金及現金等值項目、抵押按金、貿易應收款項、應收票據及其他應收款項、貿易應付款項及其他應付款項以及其他借貸之公允值與其賬面值相若，主要由於該等工具於短期內到期。

本集團之企業融資團隊負責釐定金融工具公允值計量之政策及程序。企業融資團隊直接向財務總監及審核委員會匯報。於各報告日期，企業融資團隊會分析金融工具價值之變動及釐定估值所用之主要輸入數據。財務總監會審閱並批准估值，且每年兩次就中期及年度財務申報與審核委員會討論估值過程及結果。

金融資產及負債之公允值按自願雙方目前進行交易(而非強逼或清算銷售)時可交換之工具金額計入。估計公允值所用之方法及假設如下：

14 FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The fair values of finance lease receivables have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The carrying amounts of finance lease receivables approximate to their fair values.

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

Assets measured at fair value:

		Fair value measurement using 利用下列各項進行之公允值計量			
		Quoted prices in markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		市場報價 (級別一)	重大可觀察 輸入數據 (級別二)	重大不可觀察 輸入數據 (級別三)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 30th September 2024 (Unaudited)	於二零二四年九月三十日 (未經審核)				
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	102,631	—	—	102,631
As at 31st March 2024 (Audited)	於二零二四年三月三十一日 (經審核)				
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	101,083	—	—	101,083

The Group did not have any financial liabilities measured at fair value as at 30th September 2024 and 31st March 2024.

During the period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (six months ended 30th September 2023: Nil).

14 金融工具之公允值及公允值等級 (續)

融資租賃應收款項之公允值按適用於具有類似條款、信貸風險及餘下年期之工具之現行利率貼現預期未來現金流量計算。融資租賃應收款項之賬面值與其公允值相若。

下表說明本集團金融工具之公允值計量等級：

以公允值計量之資產：

於二零二四年九月三十日及二零二四年三月三十一日，本集團並無任何按公允值計量之金融負債。

於期內，就金融資產及金融負債而言，級別一與級別二公允值計量之間並無轉移及級別三亦無公允值計量轉入或轉出 (截至二零二三年九月三十日止六個月：無)。

15 BUSINESS COMBINATION

On 4th April 2023, the Group acquired a 100% interest in Jarvix (Hong Kong) Limited from a vendor (the "Vendor"). Jarvix (Hong Kong) Limited is engaged in operating the payment business. Details of the transactions are set out in the Company's announcement dated 21st December 2022. The acquisition was made as part of the Group's strategy to expand its business into other industry. The purchase consideration for the acquisition was in the form of cash of US\$2,400,000 (equivalent to HK\$18,672,000).

The provisional fair values of the identifiable assets and liabilities of Jarvix (Hong Kong) Limited as at the date of acquisition were as follows:

		Provisional fair value recognised on acquisition 收購時確認之 臨時公允值 HK\$'000 千港元
Intangible assets	無形資產	19,107
Inventories	存貨	9
Trade and other receivables	貿易應收款項及其他應收款項	42
Trade and other payables	貿易應付款項及其他應付款項	(961)
Deferred tax liabilities	遞延稅項負債	(3,153)
Total identifiable net assets at fair value	按公允值列賬之可識別資產總淨值	15,044
Goodwill on acquisition	收購所產生之商譽	3,628
Satisfied by cash	以現金支付	18,672

The fair value of the identifiable assets and liabilities of the subsidiary at the completion date of the acquisition for initial accounting purpose are determined on a provisional basis as the Group is in the process of completing the valuation. They may be adjusted upon the completion of the initial accounting year which shall not exceed one year from the acquisition date.

The fair values of the other receivables as at the date of acquisition amounted to HK\$42,000.

The Group incurred transaction costs of HK\$3,674,000 for this acquisition. These transaction costs have been expensed and are included in general and administrative expenses in the consolidated statement of profit or loss.

15 業務合併

於二零二三年四月四日，本集團從一名賣方（「賣方」）收購 Jarvix (Hong Kong) Limited 之 100% 權益。Jarvix (Hong Kong) Limited 從事營運支付業務。交易詳情載於本公司日期為二零二二年十二月二十一日之公告。該收購為本集團將業務擴展至其他行業之策略一部分。收購代價以現金 2,400,000 美元（相等於 18,672,000 港元）支付。

於收購日，Jarvix (Hong Kong) Limited 之可識別資產及負債之臨時公允值如下：

		Provisional fair value recognised on acquisition 收購時確認之 臨時公允值 HK\$'000 千港元
Intangible assets	無形資產	19,107
Inventories	存貨	9
Trade and other receivables	貿易應收款項及其他應收款項	42
Trade and other payables	貿易應付款項及其他應付款項	(961)
Deferred tax liabilities	遞延稅項負債	(3,153)
Total identifiable net assets at fair value	按公允值列賬之可識別資產總淨值	15,044
Goodwill on acquisition	收購所產生之商譽	3,628
Satisfied by cash	以現金支付	18,672

由於本集團仍在完成估值過程中，就初步會計目的而言，附屬公司於收購完成日期可識別資產及負債之公允值乃按暫定基準釐定。其可於首個會計年度（不得超過收購日期起計一年）完結後予以調整。

於收購日，其他應收款項之公允值為 42,000 港元。

本集團就該收購產生交易成本為 3,674,000 港元。該等交易成本已於綜合損益表支銷並計入一般及行政費用內。

15 BUSINESS COMBINATION (Continued)

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	(18,672)
Deposit paid in the prior year	過往年度已付按金	(5,613)
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之現金及現金等值項目流出淨額	(13,059)
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流量之收購交易成本	(3,674)
		(22,346)

Since the acquisition, Jarvix (Hong Kong) Limited contributed HK\$3,815,000 to the Group's revenue and HK\$71,000 to the consolidated loss for the six months ended 30th September 2023.

Had the combination taken place at the beginning of the prior period, there would have been no significant impact to the revenue and the loss of the Group for the prior period.

15 業務合併(續)

有關收購一間附屬公司之現金流量分析如下：

	HK\$'000 千港元
Cash consideration	(18,672)
Deposit paid in the prior year	(5,613)
Net outflow of cash and cash equivalents included in cash flows from investing activities	(13,059)
Transaction costs of the acquisition included in cash flows from operating activities	(3,674)
	(22,346)

自收購以來，截至二零二三年九月三十日止六個月Jarvix (Hong Kong) Limited為本集團貢獻收入3,815,000港元及綜合虧損71,000港元。

倘合併於上一期初進行，將不會對本集團上一期內之收入及虧損造成重大影響。



BUSINESS REVIEW

Financial and Business Performance

For the six months ended 30th September 2024 (the “Interim Period”), the Group recorded unaudited consolidated revenue of approximately HK\$750,422,000, representing an increase of 44.9% from approximately HK\$517,740,000 in the corresponding period last year.

During the Interim Period, revenue of the Group’s hi-tech distribution and services division increased by 52.2%, from corresponding period last year. Such increase is mainly due to the rebound in demand in global mobile phone market which caused the Group’s customers, which are mainly mobile phone manufacturers in China, to expand their acquisition plans. The leasing division recorded an increase in revenue of 3.8% compared to the corresponding period last year mainly due to the net effect of increase in revenue from operating lease and reduction in revenue from sale of machines during the Interim Period. The electronic payment solution division recorded a decrease in revenue of 28.8% compared to the corresponding period last year mainly due to the sluggish local consumption market and weak spending.

During the Interim Period, the Group’s total operating expenses amounted to approximately HK\$145,052,000, representing a decrease of 10.6% from approximately HK\$162,220,000 in the corresponding period last year. The decrease in operating expenses was mainly because of the reduction in staff cost as a result of the optimization of sales and service cohort over the past year and reduction of net exchange loss from approximately HK\$8,944,000 in the corresponding period last year to approximately HK\$5,383,000 in the Interim Period. During the Interim Period, the Group’s total operating expenses (excluding the net exchange loss) to the revenue ratio decreased to 18.6% from approximately 29.6% in the corresponding period last year.

業務回顧

財務及業務表現

截至二零二四年九月三十日止六個月（「中期期間」），本集團錄得未經審核綜合收入約750,422,000港元，較去年同期約517,740,000港元增加44.9%。

於中期期間，本集團高科技產品分銷及服務分部之收入較去年同期增加52.2%。有關增加主要由於全球手機市場需求回升，導致本集團客戶（主要為中國手機製造商）擴大其採購計劃。租賃分部錄得收入較去年同期增加3.8%。有關增加主要是中期期間的經營租賃收入增加及機器銷售收入減少的淨影響。電子支付解決方案分部的收入較去年同期減少28.8%，主要是由於本地消費市場不景氣以及消費疲弱。

於中期期間，本集團經營費用總額約為145,052,000港元，較去年同期約162,220,000港元減少10.6%。經營費用減少主要由於去年銷售及服務團隊人員優化導致員工成本減少，以及匯兌虧損淨額由去年同期約8,944,000港元減少至中期期間約5,383,000港元。於中期期間，本集團經營費用總額（不包括匯兌虧損淨額）佔收入的比例由去年同期約29.6%減少至18.6%。

During the Interim Period, the Group recorded an unaudited consolidated net profit of approximately HK\$1,214,000 in contrast to the unaudited consolidated net loss of approximately HK\$44,573,000 in the corresponding period last year. The unaudited basic earnings per share in the Interim Period was approximately HK0.3 cent, while the Group incurred a loss per share of approximately HK9.8 cents in the corresponding period last year.

Below is a summary of the financial and business highlights of the Group's business divisions. The profit/loss figures disclosed below do not include any intra-group sales and charges, as they are eliminated upon consolidation.

Hi-Tech Distribution and Services Division

The Group conducts its hi-tech distribution and services business through its wholly-owned subsidiary, American Tec Company Limited ("AMT"). AMT is a leader in Asia in the business of distribution, sales and service of SMT equipment, semiconductor manufacturing equipment and software on manufacturing control, with a history of more than 30 years in serving its customers in the hi-technology sector. AMT's team of more than 250 engineers and customer care staff are located in more than 25 cities in China, South-East Asia, including Thailand, Vietnam and India. Customers include most of the major telecom and electronic equipment manufacturers in the world. AMT is especially well positioned with the growing base of Chinese manufacturers. Its suppliers include leading equipment and solutions manufacturers from Asia, the United States and Europe.

於中期期間，本集團錄得未經審核綜合溢利淨額約1,214,000港元，而去年同期則錄得未經審核綜合虧損淨額約44,573,000港元。中期期間未經審核每股基本盈利約為0.3港仙，而本集團於去年同期則錄得每股虧損約9.8港仙。

以下為本集團業務分部之財務及業務摘要。由於集團內公司間之銷售及費用已於綜合入賬時對銷，故以下披露之溢利／虧損數字並不包括任何該等款項。

高科技產品分銷及服務分部

本集團透過其全資附屬公司美亞電子科技有限公司（「美亞科技」）經營高科技產品分銷及服務業務。美亞科技為亞洲SMT設備、半導體製造設備及製造過程控制軟件之分銷、銷售及服務業務之領導者，為高科技行業之客戶提供服務逾30年。美亞科技之團隊由逾250名工程師及客戶服務員工組成，分佈於中國、東南亞，包括泰國、越南及印度逾25個城市。客戶包括全球大部分主要電訊及電子設備製造商。隨着中國製造商不斷增加，美亞科技具備之條件尤為有利。其供應商包括來自亞洲、美國及歐洲之領先設備及解決方案製造商。



During the Interim Period, the unaudited revenue of the division was approximately HK\$678,433,000, representing an increase of 52.2% from approximately HK\$445,839,000 in the corresponding period last year. Extending growth trend from the second half of last financial year, the division's revenue continued to grow from the market rebound during the Interim Period. According to the International Data Corporation ("IDC") Worldwide Quarterly Mobile Phone Tracker, the global smartphone shipment for both the Q2 and Q3 of 2024, the same period as the Interim Period, recorded 6.5% and 4% year on year gain respectively. Such increase demand was driven by the artificial intelligence ("AI") feature in the smartphone and stockpiling for upcoming holiday sales seasons. The division's customers, mainly smartphones manufacturers in China, have received new orders and expanded their manufacturing facilities and placed significant orders to the division during Interim Period. Thus it led to a higher completion of orders and consequently recorded a higher revenue during the Interim Period than the same period last year.

The division's direct machine sales during the Interim Period was approximately HK\$618,616,000, representing an increase of 61.5% from approximately HK\$382,951,000 in the corresponding period last year. It also recorded sales support service and other service income of approximately HK\$17,693,000, representing a decrease of 22.6% from approximately HK\$22,847,000 in the corresponding period last year. Sales of spare parts and software sales were approximately HK\$42,124,000, representing an increase of 5.2% from approximately HK\$40,041,000 in the corresponding period last year.

During the Interim Period, the division recorded an unaudited net profit of approximately HK\$24,284,000, compared to an unaudited net loss of approximately HK\$20,624,000 in the corresponding period last year.

於中期期間，該分部之未經審核收入約為678,433,000港元，較去年同期約445,839,000港元增加52.2%。該分部延續上一財政年度下半年的增長趨勢，其收入於中期期間因市場反彈而持續增長。根據國際數據資訊有限公司（「IDC」）的《全球季度手機追蹤器》，二零二四年第二季及第三季（即中期報告期間）的全球智能手機出貨量分別錄得按年增長6.5%及4%。有關需求增長是由於智能手機中的人工智能（「AI」）以及就即將來臨的假期銷售旺季進行儲備所致。該分部的客戶（主要為中國智能手機製造商）接獲新訂單並擴充其製造設施，並於中期期間向該分部大量下單。因此，本中期期間之完成訂單與去年同期相比有所增加，並因而錄得較去年同期更高的收益。

於中期期間，該分部之直接機器銷售約為618,616,000港元，較去年同期約382,951,000港元上升61.5%。銷售支援服務及其他服務收入亦錄得約17,693,000港元，較去年同期約22,847,000港元減少22.6%。零部件及軟件銷售約為42,124,000港元，較去年同期約40,041,000港元上升5.2%。

於中期期間，該分部錄得未經審核溢利淨額約24,284,000港元，而去年同期則為未經審核虧損淨額約20,624,000港元。

Leasing Division

The Group conducts its leasing business through its wholly-owned subsidiaries, North Asia Financial Leasing (Shanghai) Co., Ltd. (“NAFL”) in China Shanghai Pilot Free Trade Zone and Fuji North Asia Leasing (Shenzhen) Co., Ltd. (“FNAL”) in Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone. The leasing division provides finance and operating lease arrangements to customers of the Group’s hi-tech distribution and services division and other projects.

Canalys has reported that in the third quarter of 2024, global smartphone shipments increased by 5% year-on-year, marking the fourth consecutive quarter of growth. Despite this positive trend, the consumer electronics market remained volatile throughout the Interim Period. The overall operation of the leasing business shows a trend of low performance in the early part of the year followed by significant growth later on and experienced some short-lived but intense demand for operating lease equipment.

In response to market fluctuations, management has implemented several strategic measures to elevate service standards. These include enhancing equipment customization, optimizing leasing scheduling processes through collaboration with other second-hand dealers, and offering more comprehensive technical support. Additionally, pricing has been adjusted in alignment with market demand and competitive pressures to maintain competitiveness and appeal. By implementing these operational strategies, the division generated unaudited revenue of approximately HK\$70,652,000, representing an increase of 3.8%, from the same period last year of approximately HK\$68,086,000.

租賃分部

本集團透過其全資附屬公司北亞融資租賃(上海)有限公司(「北亞融資租賃」)於中國上海自由貿易試驗區，及富士北亞租賃(深圳)有限公司(「富士北亞租賃」)於前海深港現代服務業合作區經營租賃業務。租賃分部為本集團之高科技產品分銷及服務分部及其他項目之客戶提供融資及經營租賃安排。

Canalys 報告指出，全球智能手機出貨量於二零二四年第三季按年增長 5%，連續四季錄得增長。儘管有此向好走勢，但消費電子市場於整個中期期間仍然波動不定。租賃業務的整體營運於年初表現低迷，其後顯著增長，經營租賃設備亦曾經歷多輪短暫而強烈的需求。

因應市場波動，管理層已實施數項策略性措施，以提升服務水平。該等措施包括加強設備客製化、透過與其他二手經銷商合作優化租賃調度流程，以及提供更全面的技術支援。再者，為保持競爭力及吸引力，我們已根據市場需求及競爭壓力調整定價。透過實施該等營運策略，該分部錄得未經審核收入約 70,652,000 港元，較去年同期約 68,086,000 港元增加 3.8%。



Furthermore, the revenue generated from operating lease arrangements was approximately HK\$31,086,000, representing an increase of 226.8% from approximately HK\$9,511,000 in the same period last year. This significant increase was due to the short-lived intense demand mentioned, they have notably improved our equipment utilization rate.

To adapt to market changes and interest rates, the division flexibly adjusted its strategies to balance risk and growth. The division continued to diversify its customer base and to offer short-term (6-12 months) finance lease options. As at 30th September 2024, the division's principal amount of finance lease receivables increased by 56.8% to approximately HK\$102,432,000 as of 30th September 2024, from approximately HK\$65,332,000 as of 30th September 2023. This highlights the market's need for short-term financing and indicates signs of market recovery. Finance lease income also rose by 6.1% to HK\$4,191,000, compared to HK\$3,950,000 in the same period last year.

The division continues to strengthen its customer base and diversify its revenue streams to sale of electronic components, devices and equipment. Additionally, the division is actively adding new brands to its portfolio to further enhance its products offering. During the Interim Period, the division recorded revenue from sales of machines and other service income of approximately HK\$35,375,000, representing a 35.2% decrease from approximately HK\$54,625,000 in the same period last year.

The division has made persistent effort in leveraging the resources of the market to generate revenue and implemented cost-saving measures under unfavourable market conditions. During the Interim Period, the division managed to record an unaudited net profit of approximately HK\$5,621,000, representing an increase of 92.0% from approximately HK\$2,927,000 in the same period last year.

此外，來自經營租賃安排的收入約為31,086,000港元，較去年同期約9,511,000港元增加226.8%。收入顯著增長乃由於上述短暫而強烈的需求，顯著提高了我們的設備利用率所致。

為應對市場變化及利率，該分部靈活調整其策略，以平衡風險與增長。該分部之客戶群持續多元化，並繼續提供短期（六至十二個月）融資租賃選項。於二零二四年九月三十日，該分部之融資租賃應收款項本金額由二零二三年九月三十日約65,332,000港元增加56.8%至二零二四年九月三十日約102,432,000港元。此增長突顯市場對短期融資的需求，亦顯示市場復甦的跡象。融資租賃收入亦增長6.1%至4,191,000港元，而去年同期則為3,950,000港元。

該分部繼續鞏固其客戶群，實現收入來源多元化，以銷售電子元件、裝置及設備。此外，該分部正積極增加新品牌至其產品組合，以進一步增強供應。於中期期間，該分部錄得機器銷售收入及其他服務收入約35,375,000港元，較去年同期約54,625,000港元減少35.2%。

在不利的市場條件下，該部門堅持努力利用市場資源創收，並實施節約成本措施。於中期期間，該分部錄得未經審核溢利淨額約5,621,000港元，較去年同期約2,927,000港元增加92.0%。

Electronic Payment Solution Division

The Group conducted its payment solution business through its wholly-owned subsidiary, Jarvix (Hong Kong) Limited (“Jarvix”). Jarvix is principally engaged in providing a payment solution to local merchants such that they can accept wide range of electronic payment methods. Jarvix has been focusing on various industries such as fitness, beauty and sports.

According to the latest data from the Census and Statistics Department, the total retail sales value for the first nine months of this year is provisionally estimated to have decreased by 7.6% compared to the same period last year. Changes in consumer behavior and the high exchange rate of the Hong Kong dollar continue to exert pressure on the retail industry.

During the Interim Period, Jarvix has successfully signed a partnership agreement with a well-known acquiring institution, enabling Jarvix to offer offline services to both existing and potential customers. This integration of online and offline payment solutions enhances Jarvix’s competitiveness in the market of payment solution business. Apart, the division continued to increase its investment in manpower to enable it to expand and diversify its client base. During the Interim Period, the division recorded unaudited revenue of approximately HK\$1,337,000, representing a 28.8% decrease from approximately HK\$1,879,000 in the same period last year. During the Interim Period, the division recorded an unaudited net loss of approximately HK\$2,136,000, representing an increase of 2,908.5% from approximately HK\$71,000 in the corresponding period last year. This loss includes HK\$1,298,000 in amortization of intangible assets during the Interim Period.

電子支付解決方案分部

本集團透過其全資附屬公司Jarvix (Hong Kong) Limited (「Jarvix」)經營支付解決方案業務。Jarvix主要從事為本地商戶提供支付解決方案，使該等商戶能夠接受多種電子支付方式。Jarvix一直專注於健身、美容及體育等各個行業。

根據政府統計處的最新數據，初步估計今年首九個月的總零售銷售額較去年同期下跌7.6%。消費者行為變化及港元匯率高企持續對零售業構成壓力。

於中期期間，Jarvix成功與一家知名收單機構簽訂合作協議，使Jarvix能夠為現有及潛在客戶提供線下服務。線上下支付解決方案整合增強了Jarvix在支付解決方案業務市場的競爭力。此外，該分部繼續在人力方面增加投資，使其客戶群得以擴大及多元化。於中期期間，該分部錄得未經審核收入約1,337,000港元，較去年同期約1,879,000港元減少28.8%。於中期期間，該分部錄得未經審核虧損淨額約2,136,000港元，較去年同期約71,000港元增加2,908.5%。該虧損包括於中期期間無形資產攤銷1,298,000港元。

OUTLOOK

General

The global economic growth is expected to remain stable in 2024 to 2025 at 3.2% according to International Monetary Fund's ("IMF") latest World Economic Outlook published in October 2024. IMF also forecasted the global growth five years from now at 3.1%. However, it upgraded the forecast for emerging Asia where surging demand for semiconductors and electronics, driven by the significant investments in AI bolstering growth.

IDC has revised upward its forecast of 2024 worldwide smartphone shipments from a growth of 4% to 5.8% year over year to 1.23 billion units. According to the quarterly report of global smartphone market by Canalys published in October 2024, the continuous growth of the first three quarters in 2024 is primarily driven by resilient demand in emerging countries and a replacement cycle of new AI feature smartphone in North America, China and Europe. Canalys also stated that although the market conditions are improving, the smartphone demand remains fragile and smartphone vendors facing regulatory challenges such as EU's eco-design directive.

From Global EV Outlook 2024 published by International Energy Agency ("IEA"), the electric car sales keep rising and could reach around 17 million in 2024, accounting for more than one in five cars sold worldwide. IEA estimated that as soon as 2030, almost one in three cars on the roads in China is electric and almost one in five in both the United States and European Union. The Group expects the replacement of petroleum fuelled vehicles with electric vehicles will be continued rapidly in the years ahead. China electric vehicle manufacturing industry had created massive opportunities for the Group since some of the Group's major customers are leading electric vehicle manufacturers, or their OEM manufacturers in China.

展望

整體

根據國際貨幣基金（「IMF」）於二零二四年十月發佈最新的《世界經濟展望》，預期二零二四年至二零二五年全球經濟增長將維持於3.2%。IMF亦預測今後五年的全球經濟增長率為3.1%。然而，由於在大量投資於AI的推動下，對半導體及電子產品的需求激增，該組織已提高對亞洲新興市場的預測。

IDC將其二零二四年全球智能手機出貨量的預測按年增長由4%上升至5.8%，至12.3億部。根據Canalys於二零二四年十月發表全球智能手機市場的季度報告，二零二四年首第三季的持續增長，主要乃受新興國家需求反彈，以及北美、中國及歐洲內含新AI功能智能手機的換機周期所帶動。Canalys亦表示，雖然市場狀況正在改善，惟智能手機的需求仍然不穩，智能手機廠商亦正面對規管挑戰，如歐盟的環保指令。

根據國際能源總署（「IEA」）所發表的《全球電動車展望2024》，電動汽車銷售仍然向上，並可於二零二四年達到約1,700萬輛，佔全球售出汽車逾五分之一。IEA預測，到二零三零年，中國幾乎三分之一上路汽車將為電動汽車，而於美國及歐洲聯盟的比率則將接近五分之一。本集團預期，電動汽車於未來數年將繼續快速取代燃油汽車。中國電動汽車製造行業為本集團創造大量機會，乃由於本集團部分主要客戶為中國領先的電動汽車製造商或其OEM製造商。



Nevertheless, with EU tariff increases, US-China trade tensions, and uncertainties following the US elections, business owners in the electronics manufacturing sector in China which are heavily reliant on external demand continue to be more cautious, translating into further challenges and uncertainties for our business in the latter half of 2024 and into 2025. Further, with the continuing US-China decoupling and other geopolitical reasons, the trend of manufacturing base moving outside China amongst our customers is persisting. The Group, having already established operations in Thailand and Vietnam, will continue to expand the service cohort in South East Asia region to support the Group's customers.

On a more positive note, faster than expected upgrade of AI is causing the surge of demand in AI chips and user device such as AI notebooks, AI smartphones and AI servers. The Group expects this in turn to further drive up the demand for SMT and semiconductor manufacturing facilities.

According to the National Bureau of Statistics ("NBS") of China's preliminary estimate in October 2024, the gross domestic product ("GDP") for the Q1 to Q3 of 2024 were up 5.3%, 4.7% and 4.6% year-on-year respectively. NBS also reported that the value-added output of the manufacturing industry increased by 5.4% year-on-year in September 2024, decelerating from 7.5% year-on-year growth in April 2024. Meanwhile, several key manufacturing sectors experienced high levels of growth in added value output including manufacturing of computers, communication equipment and other electronic equipment increased by 12.8% year-on-year for Q1 to Q3 2024.

The Greater Bay Area blue print by President Xi outlines the future for growth and development for Hong Kong. Since the Group is motivated and optimistic about the future of Hong Kong and its role in the Greater Bay Area initiative, the Group will seek to continue to emphasize its business in Hong Kong and the Greater Bay Area and to enhance the operational efficiency of its various business divisions to improve their profitability and increase shareholders' value.

The Group will continue to closely monitor its working capital, gross margin, operating cost and industry developments with a view to maintaining adequate cash flow, improving its results and achieving long-term sustainability and growth of its business.

然而，隨著歐盟關稅提高、中美貿易緊張局勢及美國大選隨之而來的不確定性，高度依賴外部需求的中國電子製造行業的企業主繼續轉趨謹慎，在二零二四年下半年及二零二五年，我們的業務將面臨進一步的挑戰及不確定性。此外，鑑於中美持續脫鉤及其他地緣政治原因，我們的客戶將生產基地轉移至中國以外的趨勢持續。本集團已在泰國及越南開展業務，並將繼續擴大在東南亞的服務團隊，為本集團客戶提供支援。

從正面來看，AI升級較預期快，導致對AI芯片以及AI筆記型電腦、AI智能手機及AI伺服器等用戶設備的需求急增，本集團預期對SMT及半導體製造設備的需求將因而進一步受帶動。

根據中國國家統計局（「國家統計局」）於二零二四年十月的初步估計，二零二四年第一至第三季度國內生產總值分別按年上升5.3%、4.7%及4.6%。國家統計局亦報告，製造業增值輸出於二零二四年九月按年增長5.4%，與二零二四年四月按年增長7.5%相比有所放緩。同時，多個關鍵製造板塊都出現增值輸出的長足增長，包括電腦、通訊設備及其他電子設備製造，於二零二四年第一至第三季度按年增長12.8%。

大灣區由習近平主席謀劃，概述了香港的未來增長及發展。由於本集團對香港的未來充滿信心，對其在大灣區計劃中的角色滿懷動力及熱情，本集團將繼續努力加強於香港及大灣區的業務，同時亦會提高不同業務分部之營運效率，力求改善其盈利能力及提升股東價值。

本集團將繼續密切監察其營運資金、毛利率、經營成本及行業發展，以維持足夠現金流、改善其業績，以及達致業務長期可持續發展及增長。



Hi-Tech Distribution and Services Division

Despite the uncertainties that geopolitical factors may engender in the Group's markets, the division expects continuous year over year growth of orders from customers after the Interim Period given the new demand from AI notebooks and AI smartphones. Some of the division's customers engaging in smartphone manufacturing in China, has started to acquire new manufacturing facilities in large scale after the end of Interim Period and this trend is likely to extend into the second half of the financial year. Additionally, the division's operations in South East Asia is able to serve some of its customers' operations in those markets. In 2025, the Group's major SMT product, NXT III, will be replaced by a new generation model, NXTR, which has improved performance and automation capabilities. The division expects a new wave of replacement demand will surge in coming years.

Leasing Division

Since the beginning of 2024, the market has encountered significant uncertainties and challenges, pushing the leasing operation business into intense competition and price pressures. Customer demand has shorter lead times and stricter terms. In response, we are leveraging our newer equipment and expertise while enhancing our customized services and focusing on accessories and domestic substitution to help customers reduce costs, and enhance the added value of our services. We are also intensifying our focus on accessories and self-developed products. Our objective is to entrench market share and enhance profit margins through targeted diversification.

By September 2024, as the traditional Christmas and New Year stocking season, a brief leasing peak was observed, especially in the new energy sector, though its sustainability remains uncertain. We are integrating market resources to meet customer leasing needs while carefully managing our resource investments. As risks in the financing and leasing sectors accumulate, we will maintain our current scale and strengthen risk management.

高科技產品分銷及服務分部

儘管地緣政治因素可能導致本集團市場不明朗，該分部預期，由於對AI筆記型電腦及AI智能手機的新需求，中期間後客戶訂單持續錄得按年增長。該分部內部分在中國從事智能手機製造業務的客戶已開始在中期間末後大規模購置新製造設施，而此趨勢可望會在本財政年度下半年更進一步。此外，該分部在東南亞的業務能夠為其客戶在該等市場的部分業務提供服務。於二零二五年，本集團的主要SMT產品NXT III將以性能更佳且具自動化能力的新一代型號NXTR取代。該分部預期，未來幾年的新一波換機需求可望急增。

租賃分部

自二零二四年開始，市場遇到重大的不確定性及挑戰，導致租賃經營業務陷入激烈競爭及價格壓力。客戶要求較短的交貨期及較嚴格的條款。為此，我們正在利用較新的設備及專業知識，同時加強定製服務，並專注於配件及國產替代，以幫助客戶降低成本，並提升服務的附加價值。我們亦加強專注於配件及自行研發產品。我們的目標是透過有針對性的多元化發展，鞏固市場份額及提高利潤率。

作為傳統的聖誕及新年備貨季，二零二四年九月出現了短暫的租賃高峰，尤其是在新能源領域，但其可持續性仍不明朗。我們正在整合市場資源以滿足客戶租賃需求，同時審慎管理資源投資。隨著融資及租賃領域風險積聚，我們將維持現有規模及加強風險管理。

Electronic Payment Solution Division

This year, Hong Kong's retail market and consumer spending situation are pessimistic. According to data from the Census and Statistics Department, the total retail sales value and quantity have declined compared to the same period last year in most months this year. Since March 2024, the total retail sales value has dropped for seven consecutive months, with an estimated decline of 7.6% for the first nine months of 2024. In the same month, online sales accounted for 10.4% of the total retail sales value, approximately HK\$3.1 billion, but this represents an 11.8% decrease compared to last year. The challenges faced by the retail industry included changes in tourist spending patterns, a decline in purchasing power, and residents opting to shop in mainland China. Additionally, the strong Hong Kong dollar has further impacted retail performance. Recently in Hong Kong, several major retail chain stores have been closed, highlighting the difficulties in the retail environment.

Looking ahead, the economic outlook for the mainland China has improved with the recent introduction of a package of stimulus measures by the government of the People's Republic of China and supportive measures for Hong Kong. Furthermore, the Hong Kong government has also recently launched a funding scheme aimed at helping and encouraging small and medium-sized enterprises ("SMEs") to undergo digital transformation and to promote the use of electronic payments. The division is collaborating with some local service providers to launch promotional programs to attract more SMEs to adopt our online and offline electronic payment solutions and participate in this funding scheme. Our future goal is to have a wider variety of merchants, such as those in the catering industry and some small to medium-sized hotels.

電子支付解決方案分部

今年，香港零售市場及消費者消費狀況均不容樂觀。根據政府統計處的數據顯示，今年大部分月份的零售銷售總值及總量均較去年同期下跌。自二零二四年三月起，零售銷售總值已連續七個月下跌，預計二零二四年首九個月的跌幅為7.6%。同月，網上銷售佔零售銷售總值的10.4%，約31億港元，但較去年下跌11.8%。零售業面臨的挑戰包括旅客消費模式改變、購買力下降，以及本港居民選擇前往中國內地購物。此外，港元強勢亦進一步影響零售表現。近期香港有多間大型零售連鎖店倒閉，突顯零售環境艱難。

展望未來，隨著中華人民共和國政府最近推出一系列刺激措施及對香港的支援措施，中國內地的經濟前景已有所改善。此外，香港政府最近亦推出資助計劃，旨在協助及鼓勵中小企（「SME」）進行數碼轉型及推廣電子支付應用。該分部正與部分本地服務供應商合作推出推廣計劃，以吸引更多SME採用我們的線上及線下電子支付解決方案，並參與此項資助計劃。我們未來的目標是希望擁有更多類型的商戶，例如飲食業及部分中小型酒店商戶。

LIQUIDITY AND FINANCIAL RESOURCES

During the Interim Period, the Group generally financed its operation with internally generated resources and banking facilities provided by its principal bankers in Hong Kong. At 30th September 2024, the gearing ratio of the Group, which was calculated as total liabilities over the total assets was 32.1%, as compared to 29.8% as at 31st March 2024.

Contingent Liabilities

As at 30th September 2024, pledged deposits of HK\$2,332,000 (31st March 2024: HK\$2,100,000) were held as security at a bank in respect of performance bonds in favour of certain contract customers. The guarantee given by the Group to a bank in respect of a performance bond in favour of a supplier amounted to HK\$4,549,000 (31st March 2024: HK\$4,549,000).

Foreign Currency Exposure

The business of the Group was primarily transacted in HK\$, US\$, Japanese Yen and Renminbi. The Group's cash and bank deposits were mainly denominated in HK\$ and US\$. The foreign currency exposure of the Group is mainly driven by its business division. The Group attempts to minimise its foreign currency exposure through (i) matching its payables for purchases against its receivables on sales and (ii) maintain sufficient foreign currency cash balances to settle the foreign currency payables. The Group will continue to monitor closely the exchange rate between Renminbi, US\$ and Japanese Yen and will make necessary hedging arrangements to minimise its foreign currency exposure arising from foreign currency fluctuation in the future.

流動資金及財務資源

於中期期間，本集團一般以內部產生之資源及香港主要往來銀行提供之銀行融資撥付其營運資金。於二零二四年九月三十日，本集團之資產負債率（以總負債除以總資產計算）為32.1%，而於二零二四年三月三十一日則為29.8%。

或然負債

於二零二四年九月三十日，抵押按金2,332,000港元（二零二四年三月三十一日：2,100,000港元）已就若干合約客戶獲得之履約保證金於銀行持作抵押。本集團已就一間供應商獲得之履約保證金向銀行提供擔保4,549,000港元（二零二四年三月三十一日：4,549,000港元）。

外匯風險

本集團業務主要以港元、美元、日圓及人民幣進行交易。本集團之現金及銀行存款主要以港元及美元計值。本集團之外匯風險主要來自其業務分部。本集團嘗試透過(i)配對應付購貨款項與應收銷售款項；及(ii)維持充裕外幣現金結餘以結清應付外幣款項，盡量降低其外幣風險。本集團將繼續密切監察人民幣、美元及日圓匯率，並適時作出對沖安排，盡量減低未來外匯波動產生之外匯風險。

Employee Information

As at 30th September 2024, the Group employed 331 staff (as at 30th September 2023: 395). Total staff costs including contribution to retirement benefit schemes incurred during the six months ended 30th September 2024 amounted to approximately HK\$71,845,000 (for the six months ended 30th September 2023: HK\$79,432,000).

Capital Commitments

There was no material capital commitments as at 30th September 2024.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30th September 2024, the Directors and chief executive of the Company and their respective associates had the following interests or short positions in the shares and/or underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by Directors:

Long positions in the shares of the Company:

Name of Director	Capacity	Number of ordinary shares held	Approximate percentage of shares held
董事姓名	身份	所持普通股數目	所持股份之概約百分比
			(Note a) (附註 a)
Zhang Yifan 張一帆	Interest of controlled corporation (Note b) 受控法團權益(附註 b)	257,003,901	56.55%

僱員資料

於二零二四年九月三十日，本集團僱用331名員工（於二零二三年九月三十日：395名）。於截至二零二四年九月三十日止六個月產生之總員工成本（包括退休福利計劃供款）約為71,845,000港元（截至二零二三年九月三十日止六個月：79,432,000港元）。

資本承擔

於二零二四年九月三十日，概無任何重大資本承擔。

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零二四年九月三十日，董事及本公司最高行政人員以及彼等各自之聯繫人於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及／或相關股份中擁有以下已列入根據證券及期貨條例第352條須予存置之登記冊內，或根據GEM上市規則第5.46條至第5.67條有關董事進行證券交易之規定已知會本公司及聯交所之權益或淡倉：

於本公司股份之好倉：



Notes:

- (a) The above approximate percentages of the shareholdings are based on 454,509,311 ordinary shares in issue as at 30th September 2024.
- (b) Sky Virtue Holdings Limited is wholly-owned by Ms. Zhang Yifan. By virtue of Part XV of the SFO, Ms. Zhang Yifan is deemed to be interested in the shares held by Sky Virtue Holdings Limited.

Save as disclosed above, as at 30th September 2024, none of the Directors and chief executive of the Company or their respective associates had any interests or short positions in the securities of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30th September 2024, so far as is known to the Directors and chief executive of the Company, the following persons (other than the Directors and chief executive of the Company whose interests were disclosed above) had interests or short positions in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

附註：

- (a) 上述持股之概約百分比乃根據於二零二四年九月三十日已發行之454,509,311股普通股而計算。
- (b) Sky Virtue Holdings Limited由張一帆女士全資擁有。根據證券及期貨條例第XV部，張一帆女士被視為於Sky Virtue Holdings Limited所持有之股份中擁有權益。

除上文所披露者外，於二零二四年九月三十日，董事及本公司最高行政人員或彼等各自之聯繫人概無於本公司或其相聯法團（定義見證券及期貨條例第XV部）之證券中擁有任何已列入根據證券及期貨條例第352條須予存置之登記冊內，或根據GEM上市規則第5.46條至第5.67條有關董事進行證券交易之規定已知會本公司及聯交所之權益或淡倉。

主要股東於股份及相關股份之權益及淡倉

於二零二四年九月三十日，就董事及本公司最高行政人員所知，下列人士（已於上文披露權益之董事及本公司最高行政人員除外）於本公司股份及／或相關股份中擁有已列入本公司根據證券及期貨條例第336條須予存置之登記冊內之權益或淡倉：

Long positions in the shares of the Company:

於本公司股份之好倉：

Name of Shareholder	Capacity	Number of ordinary shares held 所持普通股 數目	Approximate percentage of shares held 所持股份 之概約百分比 (Note a) (附註 a)
Lu Ying 陸穎	Interest of controlled corporation (Note b) 受控制法團權益 (附註 b)	51,752,205	11.39%
Sincere Ardent Limited	Beneficial owner (Note b) 實益擁有人 (附註 b)	51,752,205	11.39%
Sky Virtue Holdings Limited	Beneficial owner (Note c) 實益擁有人 (附註 c)	257,003,901	56.55%
Sun Ciyang 孫慈穎	Beneficial owner 實益擁有人	39,861,357	8.77%

Notes:

附註：

- (a) The above approximate percentages of the shareholdings are based on 454,509,311 ordinary shares in issue as at 30th September 2024.
- (b) Sincere Ardent Limited is wholly-owned by Ms. Lu Ying. By virtue of Part XV of the SFO, Ms. Lu Ying is deemed to be interested in the shares held by Sincere Ardent Limited.
- (c) Sky Virtue Holdings Limited is wholly-owned by Ms. Zhang Yifan, the Chairlady and an executive Director of the Company. By virtue of Part XV of the SFO, Ms. Zhang Yifan is deemed to be interested in the shares held by Sky Virtue Holdings Limited.

- (a) 上述持股之概約百分比乃根據於二零二四年九月三十日已發行之 454,509,311 股普通股而計算。
- (b) Sincere Ardent Limited 由陸穎女士全資擁有。根據證券及期貨條例第 XV 部，陸穎女士被視為於 Sincere Ardent Limited 所持有之股份中擁有權益。
- (c) Sky Virtue Holdings Limited 由本公司主席兼執行董事張一帆女士全資擁有。根據證券及期貨條例第 XV 部，張一帆女士被視為於 Sky Virtue Holdings Limited 所持有之股份中擁有權益。

Save as disclosed above, the Directors and the chief executive of the Company were not aware of any person (other than the Directors or chief executive of the Company the interests of which were disclosed above) who has any interests or short positions in the securities of the Company that were required to be entered in the register of the Company pursuant to Section 336 of the SFO as at 30th September 2024.

除上文所披露者外，於二零二四年九月三十日，就董事及本公司最高行政人員所知，概無任何人士（已於上文披露權益之董事或本公司最高行政人員除外）於本公司證券中擁有任何須列入根據證券及期貨條例第 336 條予以存置之本公司登記冊內之權益或淡倉。

SHARE OPTION SCHEME

2023 Scheme

On 7th September 2023, the shareholders of the Company approved the adoption of a share option scheme (the “2023 Scheme”). Under the terms of the 2023 Scheme, the Board may at its discretion offer share options to eligible participants including any Director or employee of the Company or any subsidiary, including any executive or non-executive director of the Company or any subsidiary, and any employee whom the Board considers, at its sole discretion, have contributed or will contribute to the Group, and persons who are granted options under 2023 Scheme as inducement to enter into employment contracts with the Company or any subsidiary. The purpose of the 2023 Scheme is to reward eligible participants who have contributed or will contribute to the Group and to encourage longer term commitment of eligible participants to the Group and to better align their interests with those of shareholders as a whole, which can contribute towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The 2023 Scheme shall be valid and effective for a period of ten years commencing on the adoption date.

As at 30th September 2024, no share options have been granted by the Company pursuant to the 2023 Scheme. As at 1st April 2024 and 30th September 2024, the number of share options available for grant under the 2023 Scheme was 45,450,931.

購股權計劃

二零二三年計劃

於二零二三年九月七日，本公司股東批准採納購股權計劃（「二零二三年計劃」）。根據二零二三年計劃之條款，董事會可酌情向合資格參與者，包括本公司或任何附屬公司之任何董事或僱員，包括本公司或任何附屬公司之任何執行董事或非執行董事，及董事會全權酌情認為已對或將對本集團作出貢獻之任何僱員，以及根據二零二三年計劃被授予購股權作為與本公司或任何附屬公司訂立僱傭合約的誘因之人士授出購股權。二零二三年計劃旨在獎勵已對或將對本集團作出貢獻之合資格參與者，並鼓勵合資格參與者長期投入本集團及使其利益與股東的整體利益更為一致，有助為本公司及其股東之整體利益，提升本公司及其股份之價值。二零二三年計劃由採納日期起計十年期間內有效及生效。

於二零二四年九月三十日，本公司並無根據二零二三年計劃授出購股權。於二零二四年四月一日及二零二四年九月三十日，二零二三年計劃項下可供授出購股權數目為45,450,931份。

2014 Scheme

On 4th September 2014, the shareholders of the Company approved the adoption of a share option scheme (the “2014 Scheme”). Under the terms of the 2014 Scheme, the Board may at its discretion offer share options to eligible participants including any employee, agent, consultant or representative of the Company or any subsidiary, including any executive or non-executive director of the Company or any subsidiary or any other person whom the Board considers in its sole discretion, have contributed or will contribute to the Group. The principal purpose of the 2014 Scheme is to reward the eligible participants who have contributed or will contribute to the Group and to encourage the eligible participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The 2014 Scheme shall be valid and effective for a period of ten years commencing on the adoption date. The 2014 Scheme has expired on 4th September 2024.

The following table sets out the movements in the Company’s share options under the 2014 Scheme during the reporting period:

Name	Date of grant	Exercise period	Vesting period	Exercise price ^(HK\$)	Outstanding as at 1st April 2024 於二零二四年四月一日 尚未行使	Number of share options 購股權數目				Outstanding as at 30th September 2024 於二零二四年九月三十日 尚未行使
						Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
姓名	授出日期	行使期	歸屬期	行使價 ^(HK\$)	期內已授出	期內已行使	期內已註銷	期內已失效		
Executive Directors 執行董事										
Zhang Yifan	16th August 2017	16th August 2017 to 15th August 2027	Vested on the date of grant	HK\$1.137	2,755,817	–	–	–	2,755,817	–
張一帆	二零一七年八月十六日	二零一七年八月十六日至二零二七年八月十五日	於授出日期歸屬	1.137港元						
	24th December 2021	24th December 2021 to 23rd December 2031	Vested on the date of grant	HK\$0.700	980,000	–	–	–	980,000	–
	二零二一年十二月二十四日	二零二一年十二月二十四日至二零三一年十二月二十三日	於授出日期歸屬	0.700港元						
	7th November 2022	7th November 2022 to 6th November 2032	Vested on the date of grant	HK\$0.325	3,268,000	–	–	–	3,268,000	–
	二零二二年十一月七日	二零二二年十一月七日至二零三二年十一月六日	於授出日期歸屬	0.325港元						
	6th July 2023	6th July 2023 to 5th July 2033	Vested 12 months after date of grant	HK\$0.339	1,276,000	–	–	–	1,276,000	–
	二零二三年七月六日	二零二三年七月六日至二零三三年七月五日	於授出日期後12個月歸屬	0.339港元						

二零一四年計劃

於二零一四年九月四日，本公司股東批准採納購股權計劃（「二零一四年計劃」）。根據二零一四年計劃之條款，董事會可酌情向合資格參與者，包括本公司或任何附屬公司之任何僱員、代理、顧問或代表，包括本公司或任何附屬公司之任何執行或非執行董事或董事會按其絕對酌情判斷對本集團作出貢獻或將作出貢獻之任何其他人士授出購股權。二零一四年計劃主要旨在獎勵對本集團作出貢獻或將作出貢獻之合資格參與者，並鼓勵合資格參與者以本公司及其股東之整體利益為目標，努力提升本公司及其股份之價值。二零一四年計劃由採納日期起計十年期間內有效及生效。二零一四年計劃已於二零二四年九月四日到期。

下表載列於報告期間根據二零一四年計劃本公司購股權之變動：

Name	Date of grant	Exercise period	Vesting period	Exercise price ^(HK\$) 行使價 ^(HK\$)	Number of share options 購股權數目					Outstanding as at 30th September 2024 於二零二四年九月三十日尚未行使
					Outstanding as at 1st April 2024 於二零二四年四月一日尚未行使	Granted during the period 期內已授出	Exercised during the period 期內已行使	Cancelled during the period 期內已註銷	Lapsed during the period 期內已失效	
姓名	授出日期	行使期	歸屬期	行使價 ^(HK\$)	於二零二四年四月一日尚未行使	期內已授出	期內已行使	期內已註銷	期內已失效	於二零二四年九月三十日尚未行使
Kenneth Kon Hiu King 干奠勳	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	Vested on the date of grant 於授出日期歸屬	HK\$1.137 1.137港元	202,217	—	—	—	202,217	—
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	Vested on the date of grant 於授出日期歸屬	HK\$0.700 0.700港元	4,248,000	—	—	—	4,248,000	—
	6th July 2023 二零二三年七月六日	6th July 2023 to 5th July 2033 二零二三年七月六日至二零三三年七月五日	Vested 12 months after date of grant 於授出日期後12個月歸屬	HK\$0.339 0.339港元	4,544,000	—	—	—	4,544,000	—
Non-executive Director 非執行董事										
Pierre Tsui Kwong Ming 徐廣明	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	Vested on the date of grant 於授出日期歸屬	HK\$1.137 1.137港元	202,217	—	—	—	202,217	—
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	Vested on the date of grant 於授出日期歸屬	HK\$0.700 0.700港元	980,000	—	—	—	980,000	—
Independent non-executive Directors 獨立非執行董事										
Joseph Liang Hsien Tse 梁顯治	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	Vested on the date of grant 於授出日期歸屬	HK\$1.137 1.137港元	202,217	—	—	—	202,217	—
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	Vested on the date of grant 於授出日期歸屬	HK\$0.700 0.700港元	424,000	—	—	—	424,000	—
	6th July 2023 二零二三年七月六日	6th July 2023 to 5th July 2033 二零二三年七月六日至二零三三年七月五日	Vested 12 months after date of grant 於授出日期後12個月歸屬	HK\$0.339 0.339港元	452,000	—	—	—	452,000	—

Name	Date of grant	Exercise period	Vesting period	Exercise price ^(HK\$)	Outstanding as at 1st April 2024 於二零二四年四月一日尚未行使	Number of share options 購股權數目				Outstanding as at 30th September 2024 於二零二四年九月三十日尚未行使
						Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
姓名	授出日期	行使期	歸屬期	行使價 ^(HK\$)	期內已授出	期內已行使	期內已註銷	期內已失效		
Joseph Chan Nap Kee 陳立基	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	Vested on the date of grant 於授出日期歸屬	HK\$1.137 1.137港元	202,217	—	—	—	202,217	—
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	Vested on the date of grant 於授出日期歸屬	HK\$0.700 0.700港元	424,000	—	—	—	424,000	—
	6th July 2023 二零二三年七月六日	6th July 2023 to 5th July 2033 二零二三年七月六日至二零三三年七月五日	Vested 12 months after date of grant 於授出日期後12個月歸屬	HK\$0.339 0.339港元	452,000	—	—	—	452,000	—
Sub-Total 小計					20,612,685	—	—	—	20,612,685	—
Substantial Shareholder 主要股東										
Lu Ying 陸穎	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	Vested on the date of grant 於授出日期歸屬	HK\$1.137 1.137港元	275,016	—	—	—	275,016	—
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	Vested on the date of grant 於授出日期歸屬	HK\$0.700 0.700港元	424,000	—	—	—	424,000	—
Employees of the Group 本集團僱員										
Other Employees 其他僱員	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	Vested on the date of grant 於授出日期歸屬	HK\$1.137 1.137港元	3,564,687	—	—	—	3,564,687	—
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	Vested on the date of grant 於授出日期歸屬	HK\$0.700 0.700港元	4,044,000	—	—	—	4,044,000	—
	6th July 2023 二零二三年七月六日	6th July 2023 to 5th July 2033 二零二三年七月六日至二零三三年七月五日	Vested 12 months after date of grant 於授出日期後12個月歸屬	HK\$0.339 0.339港元	3,136,000	—	—	—	3,136,000	—
Total 總計					32,056,388	—	—	—	32,056,388	—

Notes:

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

The number and the exercise price of share options which remained outstanding on 13th May 2021 have been adjusted due to completion of open offer on 13th May 2021.

- For the share options granted on 16th August 2017, the total number of share options outstanding on 13th May 2021 was adjusted from 7,323,200 to 7,404,388 and the exercise price per share was adjusted from HK\$1.15 to HK\$1.137.

The number of share options available for grant under the 2014 Scheme as at 1st April 2024 and 30th September 2024 was 531 and 0 respectively.

Fair value of share options and assumptions

The fair value of the share options granted to Directors, a substantial shareholder and employees was determined using the binomial model. The inputs into the model and the fair value of the total share options granted were as follows:

		Date of grant			
		授出日期			
		16th August 2017	24th December 2021	7th November 2022	6th July 2023
		二零一七年	二零二一年	二零二二年	二零二三年
		八月十六日	十二月二十四日	十一月七日	七月六日
Expected dividend yield (%)	預期股息收益率 (%)	0.000	0.000	0.000	0.000
Expected volatility (%)	預期波幅 (%)	79.012	72.564	73.844	76.965
Risk-free interest rate (%)	無風險利率 (%)	2.030	1.512	4.422	3.937
Exercise multiple (times)	行使倍數 (倍)	2.80	1.10	1.10	1.03
Fair value of the total share options granted	已授購股權總額之公允值	HK\$4,684,000	HK\$730,000	HK\$961,000	HK\$865,000
		4,684,000港元	730,000港元	961,000港元	865,000港元

附註：

購股權之行使價可因供股或紅股發行或本公司股本之其他類似變動而調整。

由於公開發售已於二零二一年五月十三日完成，故於二零二一年五月十三日未行使的購股權之數目及行使價已作調整。

- 就於二零一七年八月十六日授出之購股權而言，於二零二一年五月十三日未行使之購股權總數由7,323,200份調整至7,404,388份，而行使價則由每股1.15港元調整至1.137港元。

於二零二四年四月一日及二零二四年九月三十日，二零一四年計劃項下可供授出購股權數目分別為531份及0份。

購股權之公允值及假設

授予董事、主要股東及僱員之購股權之公允值乃按二項式模式釐定。該模式之輸入數據及已授購股權總額之公允值如下：

The binomial model is a generally accepted method of valuing share options. The significant assumptions used in the calculation of the values of the share options were risk-free interest rate, exercise multiple, expected volatility and expected dividend yield. The measurement date used in the valuation model was the date on which the share options were granted.

The values of share options determined using the binomial model are 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 the share 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 the share option.

The total number of shares of the Company (the “Shares”) that may be issued in respect of share options granted under all schemes of the Company during six months ended 30th September 2024 divided by the weighted average number of Shares in issue for the six months ended 30th September 2024 is 0%.

Save as disclosed above, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, (i) none of the grantees is a director, chief executive or substantial shareholder of the Company or an associate (as defined under the GEM Listing Rules) of any of them; (ii) none of the grantees is a participant with options granted and to be granted exceeding the 1% individual limit under Rule 23.03D(1) of the GEM Listing Rules; and (iii) none of the grantees is a related entity participant or a service provider (as defined under the GEM Listing Rules).

COMPETING INTERESTS

As at 30th September 2024, none of the Directors or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

二項式模式被普遍採納為對購股權進行估值之方法。計算購股權之價值時所採用之重大假設為無風險利率、行使倍數、預期波幅及預期股息收益率。估值模式所使用之計量日期為授出購股權之日期。

基於就輸入模式之預計日後表現所作出多個假設之主觀性質及不明朗因素，使用二項式模式釐定之購股權價值須受若干基本限制之規限，而模式本身亦具若干內在限制。上述購股權價值隨若干主觀假設之不同變量而定，所採用變量任何變動或會對購股權公允值之估計造成重大影響。

就截至二零二四年九月三十日止六個月本公司全部計劃項下已授出購股權而言可予發行的本公司股份（「股份」）總數除以截至二零二四年九月三十日止六個月已發行股份加權平均數為0%。

除上文所披露者外，就董事在作出一切合理查詢後所知、所悉及所信，(i)概無承授人為本公司的董事、主要行政人員或主要股東或任何彼等之聯繫人（定義見GEM上市規則）；(ii)概無承授人為根據GEM上市規則第23.03D(1)條已授出及將授出之購股權超過1%個人限額之參與者；及(iii)概無承授人為關連實體參與者或服務提供者（定義見GEM上市規則）。

競爭權益

於二零二四年九月三十日，董事或本公司之主要股東或任何彼等各自之聯繫人概無從事任何與本集團業務構成或可能構成競爭之業務或與本集團產生任何其他利益衝突。



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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the six months ended 30th September 2024.

CORPORATE GOVERNANCE CODE

The Company endeavours to maintain high standards of corporate governance in the interests of shareholders, and follows the principles set out in the Corporate Governance Code (the "Code") contained in Appendix C1 of the GEM Listing Rules. Except for the deviations described below, no Director is aware of any information which would reasonably indicate that the Company is not, or was not at any time during the six months ended 30th September 2024, acting in compliance with the Code.

Code provision C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. However, the Board's decisions are implemented under the leadership of the Chairlady with the involvement and support of the chief executive officer(s) and general manager(s) of the Company's operating companies. The Board believes that the balance of authority and division of responsibility are adequately ensured by the operations of the Board and management which comprise experienced and high calibre individuals.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard set out in rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard"). Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the Required Standard and the Company's code of conduct regarding securities transactions throughout the six months ended 30th September 2024.

購入、售出或贖回本公司之上市證券

本公司或其任何附屬公司概無於截至二零二四年九月三十日止六個月內購入、售出或贖回本公司任何上市證券。

企業管治守則

本公司致力保持高水平之企業管治，以符合股東之利益，並遵守GEM上市規則附錄C1所載之企業管治守則（「守則」）所載原則。除下文所述之偏離情況外，概無董事知悉任何資料足以合理地顯示本公司於截至二零二四年九月三十日止六個月內任何時間內並無遵守守則。

守則條文第C.2.1條訂明，主席與行政總裁的角色應有區分，並不應由一人同時兼任。然而，董事會之決策在主席之領導下，以及本公司營運公司之行政總裁及總經理之參與及支持下獲執行。董事會相信，由具備豐富經驗及高素質人材組成之董事會及管理層負責運作，足以確保權力平衡及責任分立。

董事之證券交易

本公司已採納不低於GEM上市規則第5.48至5.67條所載必守標準（「必守標準」）之董事進行證券交易的行為守則。經向全體董事作出具體查詢後，全體董事確認彼等於截至二零二四年九月三十日止六個月內已遵守必守標準及本公司有關證券交易的行為守則。

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference that set out the authorities and duties of the committee adopted by the Board. The committee comprises four independent non-executive Directors and is chaired by Mr. Joseph Liang Hsien Tse who has appropriate professional qualifications and experience in financial matters. The terms of reference of the audit committee are aligned with the provisions set out in the Code. The committee's principal duties are to ensure the adequacy and effectiveness of the accounting and financial controls of the Group, oversee the performance of internal control systems, risk management and financial reporting process, monitor the integrity of the financial statements and compliance with statutory and listing requirements and to oversee independence and qualifications of the external auditors.

The unaudited condensed consolidated financial information for the six months ended 30th September 2024 of the Company now reported on has been reviewed by the audit committee.

By Order of the Board

North Asia Strategic Holdings Limited

Zhang Yifan

Chairlady and Executive Director

Hong Kong, 14th November 2024

As at the date of this report, the Board comprises Ms. Zhang Yifan (Chairlady and Executive Director); Mr. Kenneth Kon Hiu King (Executive Director); Mr. Pierre Tsui Kwong Ming (Non-executive Director); Mr. Joseph Liang Hsien Tse, Mr. Joseph Chan Nap Kee, Dr. Cai Qing and Mr. Airy Lau Tak Chuen (being Independent Non-executive Directors).

審核委員會

本公司已成立審核委員會，並已書面訂明職權範圍，載有董事會採納之委員會權限及職責。委員會由四名獨立非執行董事組成，委員會主席為梁顯治先生，彼具備適當之專業資格及財務事宜經驗。審核委員會之職權範圍與守則所載條文相符一致。委員會之主要職責為確保本集團之會計及財務監控足夠及有效、監察內部監控制度、風險管理及財務申報程序之表現、監控財務報表之完整性及符合法定及上市規定之情況以及監察外聘核數師之獨立性及資格。

本公司現正提呈之截至二零二四年九月三十日止六個月之未經審核簡明綜合財務資料已經由審核委員會審閱。

承董事會命

北亞策略控股有限公司

主席兼執行董事

張一帆

香港，二零二四年十一月十四日

於本報告日期，董事會成員包括張一帆女士（主席兼執行董事）；干曉勁先生（執行董事）；徐廣明先生（非執行董事）；梁顯治先生、陳立基先生、蔡青博士及劉德泉先生（獨立非執行董事）。

North Asia Strategic Holdings Limited 北亞策略控股有限公司*

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