

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)

2021/22

First Quarterly Report 第一季度業績報告



* For identification purpose only 僅供識別

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

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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 three months ended 30th June 2021, together with the comparative unaudited figures of the corresponding period in 2020.

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」)截至二零二一年六月三十日止三個月之未經審核簡明綜合業績，連同二零二零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 three months ended 30th June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
Revenue	收入	3	639,396
Cost of sales	銷售成本		(535,724)
Gross profit	毛利		103,672
Other income and gains, net	其他收入及收益，淨額		9,516
Selling and distribution expenses	銷售及分銷費用		(34,884)
General and administrative expenses	一般及行政費用		(46,060)
Other expenses	其他費用		(37)
Operating profit	經營溢利		51,729
Finance income	財務收入	4	1,385
Finance costs	財務費用	4	(323)
Profit before income tax	除所得稅前溢利		52,351
Income tax expense	所得稅支出	5	(12,041)
PROFIT FOR THE PERIOD	期內溢利		15,980
Earnings per share attributable to ordinary shareholders of the Company	本公司普通股股東應佔每股盈利	6	(Restated) (經重列)
Basic (HK cents)	基本(港仙)		15.6
Diluted (HK cents)	攤薄(港仙)		15.6

**UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF COMPREHENSIVE INCOME**

未經審核簡明綜合全面收益表

**For the three months ended
30th June**

截至六月三十日止三個月

		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 <i>HK\$'000</i> 千港元 (Unaudited) (未經審核)
Profit for the period	期內溢利	15,980	42,531
OTHER COMPREHENSIVE INCOME	其他全面收益		
Other comprehensive income 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：		
Currency translation differences of foreign operations	海外業務之貨幣換算差額	5,279	(1,572)
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX OF NIL	期內其他全面收益，除零稅項後淨額	5,279	(1,572)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收益總額	21,259	40,959

Notes:

1. GENERAL INFORMATION

North Asia Strategic Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") are principally engaged in the following businesses during the period:

- **hi-tech distribution and services:** trading of surface mount technology ("SMT") assembly equipment, machinery and spare parts and provision of related installation, training, repair and maintenance services for SMT assembly equipment;
- **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; 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 18th Floor, Shanghai Commercial Bank Tower, 12 Queen's Road Central, Hong Kong.

The Company's ordinary shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

In the opinion of the directors, the immediate holding company and ultimate holding company is Sincere Ardent Limited, which was incorporated in the British Virgin Islands ("BVI").

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

This report has been approved and authorised for issue by the Company's board of directors on 5th August 2021.

附註：

1. 一般資料

北亞策略控股有限公司(「本公司」)及其附屬公司(合稱「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」)組裝設備、機器及零部件貿易，以及提供SMT組裝設備之相關安裝、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；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皇后大道中12號上海商業銀行大廈18樓。

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。

董事認為，直接控股公司及最終控股公司為Sincere Ardent Limited，該公司於英屬處女群島(「英屬處女群島」)註冊成立。

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。

本報告已於二零二一年八月五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").

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 2021.

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 2021, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") effective as of 1st April 2021.

Amendments to HKAS 39, HKFRS 4,
HKFRS 7, HKFRS 9 and HKFRS 16

*Interest Rate Benchmark
Reform – Phase 2*

The adoption of the above new and 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。

本報告並不包括年度財務報表之所有資料及披露要求，故應與本集團截至二零二一年三月三十一日止年度之年度綜合財務報表一併閱覽。

除採納以下自二零二一年四月一日生效之新訂及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二零二一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。

香港會計準則第39號、
香港財務報告準則第4號、
香港財務報告準則第7號、
香港財務報告準則
第9號及香港財務報告
準則第16號

*利率基準改革 —
第二階段*

採納上述新訂及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

An analysis of revenue is as follows:

3. 收入

收入分析如下：

		For the three months ended 30th June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 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：		
Sale of goods	銷售貨品	584,675	560,158
Sales support service	銷售支援服務	38,245	—
Recognised over time:	按時間確認：		
Commission and other services income	佣金及其他服務收入	6,781	42,527
		629,701	602,685
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	3,454	5,066
Income from operating lease arrangements	來自經營租賃安排之收入	6,241	12,717
		639,396	620,468

		For the three months ended 30th June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Note:	附註：		
Disaggregated revenue information	分拆收入資料		
<i>Geographic markets</i>	<i>地區市場</i>		
The PRC including Hong Kong	中國(包括香港)	608,359	583,777
Asia — others	亞洲 — 其他	21,342	18,908
Total revenue from contract with customers	來自與客戶合約之總收入	629,701	602,685

4. FINANCE INCOME AND COSTS

An analysis of finance income and costs is as follows:

4. 財務收入及費用

財務收入及費用分析如下：

		For the three months ended 30th June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 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	1,385	1,008
Finance costs:	財務費用：		
Interest on bank and other borrowings	銀行及其他借貸之利息	53	171
Interest on lease liabilities	租賃負債之利息	270	215
		323	386

5. INCOME TAX EXPENSE

The Company is exempted from taxation in Bermuda until 2035. Hong Kong profits tax has been calculated at the rate of 16.5% (2020: 16.5%) on the estimated assessable profit 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 (2020: HK\$2,000,000) of assessable profits of this subsidiary is taxed at 8.25% (2020: 8.25%) and the remaining assessable profit are taxed at 16.5% (2020: 16.5%).

Subsidiaries established in Mainland China are subject to Mainland China corporate income tax at the standard rate of 25% (2020: 25%).

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

5. 所得稅支出

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%（二零二零年：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（二零二零年：2,000,000港元）之應課稅溢利按稅率8.25%（二零二零年：8.25%）繳稅，而餘下應課稅溢利則按稅率16.5%（二零二零年：16.5%）繳稅。

於中國內地成立之附屬公司須按25%（二零二零年：25%）之標準稅率繳納中國內地企業所得稅。

於未經審核簡明綜合損益表入賬之所得稅支出金額指：

		For the three months ended 30th June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 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	8,770	7,058
Mainland China corporate income tax	中國內地企業所得稅		
— current period	— 本期間	140	2,790
— under-provision in prior year	— 過往年度撥備不足	3,512	—
Deferred	遞延	(381)	(28)
		12,041	9,820

6. EARNINGS PER SHARE

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

The weighted average number of ordinary shares adopted in the calculation of the basic and diluted earnings per share for both periods has been adjusted retrospectively to reflect the impact of the Open Offer (as defined in note 8 of this unaudited condensed consolidated financial information) completed on 13th May 2021.

The calculation of the diluted earnings per share amounts for the three months ended 30th June 2021 is based on the profit for the period attributable to ordinary shareholders of the Company. The weighted average number of ordinary shares used in the calculation was the total of the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all share options.

No adjustment had been made to the basic earnings per share amount presented for the three months ended 30th June 2020 in respect of a dilution as the impact of the share options had an anti-dilutive effect in the basic earnings per share amount presented.

6. 每股盈利

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

計算兩個期間之每股基本及攤薄盈利時採用的普通股之加權平均數已予以追溯調整，以反映於二零二一年五月十三日完成之公開發售（定義見未經審核簡明綜合財務資料附註8）之影響。

截至二零二一年六月三十日止三個月之每股攤薄盈利乃按本公司普通股股東應佔期內溢利計算。於計算時使用之普通股加權平均數是用於計算每股基本盈利時使用之期內已發行普通股總數，以及假設因視為行使所有購股權而已無償發行之普通股加權平均數。

由於購股權對所呈列之每股基本盈利金額有反攤薄影響，故並無就截至二零二零年六月三十日止三個月呈列之每股基本盈利金額作出攤薄調整。

		For the three months ended 30th June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Earnings	盈利		
Profit attributable to the shareholders of the Company, used in the basic and diluted earnings per share calculation	用於計算每股基本及攤薄盈利時使用之本公司股東應佔溢利	15,980	42,531

6. EARNINGS PER SHARE (Continued)

6. 每股盈利(續)

		Number of shares For the three months ended 30th June 截至六月三十日止三個月 之股份數目	
		2021 二零二一年 (Unaudited) (未經審核)	2020 二零二零年 (Unaudited) (未經審核) (Restated) (經重列)
Shares	股份		
Weighted average number of ordinary shares in issue, used in the basic earnings per share calculation	用於計算每股基本盈利時使用之已發行普通股加權平均數	304,698,014	273,213,243
Effect of dilution — weighted average number of ordinary shares: Assumed to have been issued at no consideration on deemed exercise of all share options outstanding during the period	攤薄效應 — 普通股加權平均數： 假設期內全部尚未行使購股權行使時被視為已以無償代價發行	422,332	—
Weighted average number of ordinary shares in issue, used in the diluted earnings per share calculation	用於計算每股攤薄盈利之已發行普通股加權平均數	305,120,346	273,213,243

7. DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the three months ended 30th June 2021 (2020: Nil).

8. EQUITY

Movements in unaudited consolidated equity are as follows:

7. 股息

董事不建議派付截至二零二一年六月三十日止三個月之中期股息(二零二零年：無)。

8. 權益

未經審核綜合權益變動如下：

		(Unaudited) (未經審核)			
		Share capital 股本 <i>HK\$'000</i> 千港元	Other reserves 其他儲備 <i>HK\$'000</i> 千港元	Retained earnings 保留盈利 <i>HK\$'000</i> 千港元	Total 總計 <i>HK\$'000</i> 千港元
Balances at 1st April 2021	於二零二一年四月一日之結餘	27,258	1,105,473	112,336	1,245,067
Profit for the period	期內溢利	—	—	15,980	15,980
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	5,279	—	5,279
Total comprehensive income for the period	期內全面收益總額	—	5,279	15,980	21,259
Open offer (note (a))	公開發售(附註(a))	5,452	33,255	—	38,707
Open offer expenses (note (a))	公開發售費用(附註(a))	—	(2,411)	—	(2,411)
Share option exercised (note (b))	已行使購股權(附註(b))	769	5,469	—	6,238
Equity-settled share-based transactions (note (b))	以權益結算及以股份付款交易(附註(b))	—	8,367	—	8,367
Balances at 30th June 2021	於二零二一年六月三十日之結餘	33,479	1,155,432	128,316	1,317,227

8. EQUITY (Continued)

8. 權益(續)

		Share capital	Other reserves	(Unaudited) (未經審核) Retained earnings/ (accumulated losses) 保留盈利/ (累計虧損)	Total
		股本 HK\$'000 千港元	其他儲備 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Balances at 1st April 2020	於二零二零年四月一日之結餘	27,258	1,086,133	(24,927)	1,088,464
Profit for the period	期內溢利	—	—	42,531	42,531
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	(1,572)	—	(1,572)
Total comprehensive income for the period	期內全面收益總額	—	(1,572)	42,531	40,959
Balances at 30th June 2020	於二零二零年六月三十日之結餘	27,258	1,084,561	17,604	1,129,423

Note:

- (a) On 13th May 2021, the Company completed an open offer of one offer share for every five existing shares of the Company held by qualifying shareholders at a subscription price of HK\$0.71 per offer share (the "Open Offer") and a total of 54,516,161 offer shares were issued at a total cash consideration, before expenses, of approximately HK\$38,707,000.

Upon the completion of the Open Offer, the share capital and share premium were increased by approximately HK\$5,452,000 and HK\$33,255,000, respectively. The related expenses charged to share premium account amounted to approximately HK\$2,411,000.

Details of the Open Offer were disclosed in the Company's circular dated 21st April 2021 and the results of the Open Offer were set out in the Company's announcement dated 12th May 2021.

附註：

- (a) 於二零二一年五月十三日，本公司完成按合資格股東每持有五股本公司現有股份獲配發一股發售股份之基準以認購價每股發售股份0.71港元進行之公开发售（「公开发售」），合共54,516,161股發售股份已獲發行，總現金代價（扣除費用前）約為38,707,000港元。

完成公开发售後，股本及股份溢價分別增加約5,452,000港元及33,255,000港元。計入股份溢價賬之相關開支約2,411,000港元。

有關公开发售之詳情披露於本公司日期為二零二一年四月二十一日之通函，以及公开发售之結果載於本公司日期為二零二一年五月十二日之公告。

8. EQUITY (Continued)

Note:

- (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, have 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.

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

		Weight 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 2020, 31st March 2021 and 1st April 2021	於二零二零年四月一日、二零二一年三月三十一日 及二零二一年四月一日	0.98	14,931,200
Adjusted upon open offer	公開發售後調整	—	165,533
Exercised during the period	期內行使	0.81	(7,692,345)
Granted during the period	期內授出	0.71	19,484,000
At 30th June 2021	於二零二一年六月三十日	0.83	26,888,388

8. 權益(續)

附註：

- (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。

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：

8. EQUITY (Continued)

Note: (Continued)

(b) Share options of the Company (Continued)

The closing price at the date of exercise for share options exercised during the three months ended 30th June 2021 was HK\$0.86 per share (For the three months ended 30th June 2020: No share options were exercised).

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 June 2021

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
19,484,000	0.71	18th June 2021 – 17th June 2031 二零二一年六月十八日至二零三一年六月十七日
<u>26,888,388</u>		

As at 31st March 2021

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
7,323,200	1.15	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
7,608,000	0.82	26th June 2019 – 25th June 2029 二零一九年六月二十六日至二零二九年六月二十五日
<u>14,931,200</u>		

* 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.

8. 權益(續)

附註：(續)

(b) 本公司購股權(續)

截至二零二一年六月三十日止三個月內行使之購股權於行使日期的收市價為每股0.86港元(截至二零二零年六月三十日止三個月：並無行使購股權)。

於報告期末，尚未行使之購股權的行使價及行使期如下：

於二零二一年六月三十日

於二零二一年三月三十一日

* 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。

8. EQUITY (Continued)

Note: (Continued)

(b) Share options of the Company (Continued)

The fair value of the share options granted during the three months ended 30th June 2021, determined using a binomial model, was approximately HK\$8,367,000. The Group had recognised a share option expense of HK\$8,367,000 during the three months ended 30th June 2021. No share option was granted during the three months ended 30th June 2020.

The fair value of equity-settled share options granted during the three months ended 30th June 2021 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 (%)	71.913
Risk-free interest rate (%)	1.364
Expected life of share options (year)	10.000

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.

8. 權益(續)

附註：(續)

(b) 本公司購股權(續)

以二項式模式釐定於截至二零二一年六月三十日止三個月授出之購股權公允值約8,367,000港元。本集團已於截至二零二一年六月三十日止三個月確認購股權開支8,367,000港元。截至二零二零年六月三十日止三個月並無授出購股權。

於截至二零二一年六月三十日止三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(%)	71.913
無風險利率(%)	1.364
預期購股權年期(年)	10.000

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。

BUSINESS REVIEW

Financial and Business Performance

For the three months ended 30th June 2021 (the “quarter”), the Group recorded an unaudited consolidated revenue of approximately HK\$639,396,000, representing an increase of 3.1% from approximately HK\$620,468,000 in the corresponding period last year.

During the quarter, the Group’s hi-tech distribution and services division recorded a revenue growth of 1.6% as compared with corresponding period last year. Although the leasing division recorded an increase in revenue of approximately 43.4% as compared with corresponding period last year, revenue from both operating lease arrangements and interest income from finance leases decreased by approximately 50.9% and 31.8% respectively, as described below. The leasing division has also disposed of operating lease assets, the gross amount of which amounted to approximately HK\$21,840,000 is included in the sale of goods revenue. The Group’s operating and finance leasing business was affected by the customers’ production plans under the uncertain economic environment due to the combined effects of the COVID-19 pandemic, China US trade war and semiconductor chip shortage.

During the quarter, the Group’s total operating expenses amounted to approximately HK\$80,944,000, representing an increase of 36.5% from approximately HK\$59,285,000 in the corresponding period last year. The increase in operating expenses was mainly due to an increase in staff cost (including commission payable) of approximately HK\$7,300,000 in the quarter, the waiver of approximately HK\$2,100,000 contribution to National Social Security Fund in the PRC by the Group in the corresponding period last year that did not apply to the quarter and the recognition of share option expenses of approximately HK\$8,367,000 in staff costs of the Group from granting of share options in the quarter. However, due to the Group’s cost management efforts, the total operating expenses to the revenue ratio during this quarter only slightly increased by 3.1% from 9.6% in corresponding period last year to 12.7% in the quarter.

業務回顧

財務及業務表現

截至二零二一年六月三十日止三個月（「本季度」），本集團錄得未經審核綜合收入約639,396,000港元，較去年同期約620,468,000港元上升3.1%。

於本季度，本集團之高科技產品分銷及服務分部較去年同期錄得1.6%收入增長。儘管如下文所述，租賃分部錄得之收益較去年同期增長約43.4%，而來自經營租賃安排之收入及來自融資租賃之利息收入分別減少約50.9%及31.8%。租賃分部亦已出售經營租賃資產，其總額約21,840,000港元已計入商品銷售收入。由於受2019冠狀病毒病大流行、中美貿易戰及半導體芯片短缺綜合影響，本集團的經營及財務租賃業務均受到客戶在不明朗經濟環境下的生產計劃影響。

於本季度，本集團經營費用總額約為80,944,000港元，較去年同期約59,285,000港元增加36.5%。經營費用增加主要由於本季度之員工成本（包括應付佣金）增加約7,300,000港元、去年同期本集團獲豁免向中國全國社會保障基金作出供款約2,100,000港元並不適用到本季度，以及就本集團於本季度授出購股權而於確認員工成本的購股權開支約8,367,000港元所致。然而，由於本集團致力於成本管理，於本季度，經營費用總額與收入之比率較去年同期之9.6%輕微增加3.1%至本季度之12.7%。

For the quarter, the Group recorded an unaudited consolidated net profit of approximately HK\$15,980,000, representing a decrease of 62.4% from approximately HK\$42,531,000 in the corresponding period last year. Such decrease was mainly due to the recognition of a non-cash share-based payment due to the grant of share options during the quarter and increased staff costs.

The unaudited basic earnings per share in the quarter was approximately HK5.2 cents, representing a decrease of 66.7% from approximately HK15.6 cents (restated) in the corresponding period last year.

Below is a summary of the financial and business highlights of our 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 serving its customers in the hi-technology sector. AMT's team of more than 230 engineers and customer care staff are located in more than 25 cities in China, South-East Asia, 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.

AMT continued to maintain revenue growth in the quarter. During the quarter, the unaudited revenue of the division was approximately HK\$607,861,000, representing an increase of 1.6% from approximately HK\$598,483,000 in the corresponding period last year.

於本季度，本集團錄得未經審核綜合純利約15,980,000港元，較去年同期約42,531,000港元減少62.4%。該減少主要由於確認於本季度因授出購股權而產生之以非現金股份付款以及員工成本增加，導致經營費用大幅增加所致。

此外，本季度之未經審核每股基本盈利約為5.2港仙，較去年同期約15.6港仙（經重列）減少66.7%。

以下為我們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230名工程師及客戶服務員工組成，分佈於中國、東南亞、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。

美亞科技於本季度繼續維持收入增長。於本季度，該分部之未經審核收入約為607,861,000港元，較去年同期約598,483,000港元增加1.6%。

During the quarter, the division recorded direct machine sales of approximately HK\$547,934,000, representing an increase of 2.3% from approximately HK\$535,390,000 in the corresponding period last year. It also recorded sales support service, commission and other services income of approximately HK\$45,026,000 representing an increase of 5.9% from approximately HK\$42,527,000 in the corresponding period last year. Sales of spare parts and software fell by 27.6% in the quarter to approximately HK\$14,901,000 from approximately HK\$20,566,000 in the corresponding period last year.

During the quarter, the division recorded net profit of approximately HK\$37,152,000, an increase by 8.8% from approximately HK\$34,141,000 in the corresponding period last year and an increase in gross profit ratio from the same period last year's 14.8% to the quarter's 16.4%, thanks to the growth in revenue of direct machine sales and favorable customer mix. To continue deliver robust financial results, AMT management recognizes the challenge ahead and will put in extra effort in expanding the division's customer portfolio, increasing market share and improving operating cost efficiency.

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 Financial Leasing (Shenzhen) Co., Ltd. ("FNAFL") in Qianhai Shenzhen-Hongkong Modern Service Industry Cooperation Zone.

The leasing division provides finance and operating leases to customers of the Group's hi-tech distribution and services division and other projects.

於本季度，該分部之直接機器銷售錄得約547,934,000港元，較去年同期約535,390,000港元增加2.3%。銷售支援服務、佣金及其他服務收入亦錄得約45,026,000港元，較去年同期約42,527,000港元增加5.9%。零部件及軟件銷售於本季度約為14,901,000港元，較去年同期約20,566,000港元下跌27.6%。

於本季度，該分部錄得純利約37,152,000港元，較去年同期約34,141,000港元增加8.8%，其毛利率則由去年同期14.8%增加至本季度16.4%，乃由於直接機器銷售收入增長及良好客戶組合。美亞科技之管理層明白日後將會充滿挑戰，並將會更加致力擴展該分部之客戶組合、提高市場佔有率及改善經營成本效益，為我們持續帶來可觀財務業績。

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，及富士北亞融資租賃(深圳)有限公司(「富士北亞融資租賃」)於前海深港現代服務業合作區經營租賃業務。

租賃分部為向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。

During the quarter, the division total generated revenue of approximately HK\$31,535,000, representing an increase of 43.4% from approximately HK\$21,985,000 in the corresponding period last year. However, the revenue from operating leasing arrangements in the quarter decreased by 50.9% from HK\$12,717,000 in the corresponding period last year to HK\$6,241,000. Furthermore, the interest income derived from finance lease loans during the quarter amounted to HK\$3,454,000 decreased by approximately 31.8% from HK\$5,066,000 in the corresponding period last year. In this regard, the aggregate principal amount of outstanding finance lease loans as at 30th June 2021 was HK\$84,092,000, representing a decrease of approximately 44.0% from HK\$150,108,000 as at 30th June 2020 and a decrease of 33.7% from HK\$126,811,000 as at 31st March 2021. The division has also disposed of operating lease assets, the gross amount of which amounted to approximately HK\$21,840,000 is included in the sales of goods revenue in the division represents the gross amount of disposal of operating lease assets.

The division recorded a net profit of approximately HK\$3,840,000, representing a decrease of 56.8% compared to approximately HK\$8,895,000 in the corresponding period last year. The decrease in net profit was mainly due to a significant decrease in operating lease income earned during the quarter since many customers have suspended their production due to the semiconductor chip shortage and hence cancelled their planned rental orders or returned the rented machines and a significant reduction in interest income from finance leases as the continued negative sentiment surrounding the COVID-19 pandemic and US-China trade tensions continued to dampened the risk appetite for our customers' long-term capital investment in expanding their production facilities through finance lease arrangement.

Use of Proceeds from Open Offer

On 13th May 2021, the Company completed an open offer on the basis of 1 open offer share for every 5 existing shares at HK\$0.71 per open offer share (the "Open Offer") and issued 54,516,161 new ordinary shares. The net proceeds from the Open Offer after deducting related expenses were approximately HK\$36,296,000 which were entirely utilised as intended for the acquisition of solder paste printers during the quarter.

於本季度，該分部產生總收入約31,535,000港元，較去年同期約21,985,000港元增加43.4%。然而，本季度來自租賃安排之收入由去年同期之12,717,000港元減少50.9%至6,241,000港元。而且，於本季度來自融資租賃貸款之利息收入約3,454,000港元較去年同期的5,066,000港元減少約31.8%。就此，於二零二一年六月三十日之未償還融資租賃本金總額為84,092,000港元，較二零二零年六月三十日之150,108,000港元減少約44.0%以及較二零二一年三月三十一日之126,811,000港元減少33.7%。該分部亦已出售經營租賃資產，其總額21,840,000港元已計入商品銷售收入。分部的收入指出售經營租賃資產的總額。

該分部錄得純利約3,840,000港元，較去年同期約8,895,000港元減少56.8%。純利有所減少主要由於眾多客戶因半導體芯片短缺而暫停生產並因此取消了彼等的計劃租賃訂單或退還租賃機器，導致本季度賺取之經營租賃收入大幅減少，以及由於圍繞2019冠狀病毒病大流行及中美貿易緊張局勢之負面情緒持續，減低了我們客戶對透過融資租賃安排擴展其生產設施的長遠資本投資之風險偏好，導致來自融資租賃的利息收入大減。

公開發售之所得款項用途

於二零二一年五月十三日，本公司完成按每持有5股現有股份獲發1股公開發售股份之基準以每股公開發售股份0.71港元進行之公開發售（「公開發售」）及已發行54,516,161股新普通股。公開發售之所得款項淨額（扣除相關開支後）約36,296,000港元於本季度已全部按計劃用於收購錫膏打印機。

OUTLOOK

Overall Summary

The global pandemic and geopolitical US-China tension continue to impact the world economy. IMF has admitted that the global economy is still facing high uncertainty and the recoveries are divergent across countries. For China, where our key market is located, we expect stronger domestic demand, higher investments, and consumption to lead to an upside GDP growth, in view of China's relatively moderate stimulus to cope with the pandemic, especially on the recovery in global and domestic demand for electronic products for work from home especially when the global semiconductor chip shortage that is affecting the whole supply chain of electronic products eases. In the coming years, 5G mobile network offers an opportunity for SMT industry following the wide range upgrade of mobile devices and telecom station equipment. Some of our major customers are leading telecommunication companies in China which will play a vital role in the 5G transformation and provide immense opportunities to the SMT industry.

The recent global semiconductor chip shortage has already caused backlog in supply of SMT machines. The Group has tried to mitigate the effect of such backlog by resale or lending the Group's demo machines or lending the Group's operating lease machines to the customers to bridge the delivery gap. This has disrupted the Group's operating lease operation as some of our leasing machines were used for lending to our customers. Until the semiconductor industry rebalances itself in future, it can lead to deferral of both demand and supply of our major products.

展望

整體摘要

全球疫情及中美地緣政治緊張局勢持續影響全球經濟，國際貨幣基金組織承認，環球經濟形式仍十分不明朗，各國復甦存在落差。鑒於中國是我們的主要市場，中國為應對疫情採取相對溫和之刺激措施，我們預計內需走強、投資及消費增加將導致中國國內生產總值增長意外上行，尤其是在全球及國內需求復甦之情況下，用於在家工作之電子產品需求將有所增加，特別是全球半導體芯片短缺一直影響到電子產品的整體供應鏈。未來數年，隨著流動設備及電信站設備廣泛升級，5G流動網絡將為SMT行業帶來機遇。我們若干主要客戶為中國領先電訊公司，該等公司將於5G轉型中擔當重要角色，為SMT行業帶來龐大機遇。

近期全球半導體芯片短缺已導致積壓供應SMT機器。本集團嘗試透過轉售或借出本集團的示範機器或借出本集團的經營租賃機器予客戶以彌合交付差距，從而消除積壓的影響。其已擾亂本集團的經營租賃業務，原因為一些租賃機器被用作借予客戶。直至半導體行業日後自行重新平衡為止，其可導致需求及供應推遲。

World Bank report, Global Economic Prospect published in June 2021 says the global economy is expected to expand 5.6% in 2021, the strongest post-recession pace in 80 years. However, the growth will be uneven and come from several major economies such as United States and China. For major economies, U.S. growth can be reached 6.8% in 2021, thanking its substantial fiscal support and its easing of pandemic restriction and China's economic expansion is anticipated to rebound to 8.5% reflecting the effective pandemic controls and the release of pent-up demand. For emerging and developing market, excluding China, the report predicts, due to resurgence of COVID-19 and lagging vaccination progress, a more modest growth of 4.4%.

For smartphone market, on which most of our customers depends, International Data Corporation ("IDC") predicts the highest growth in 2021. According to the IDC Worldwide Quarterly Mobile Phone Tracker published in May 2021, shipments of smartphones are forecasted to reach 1.38 billion units in 2021, an increase of 7.7% over 2020 and is expected to grow at 3.8% in 2022 with shipments of 1.43 billion units. Besides general market growth, IDC anticipates shift of demand from 4G to 5G smart phones. "The smartphone market returned to growth during the holiday quarter last year and since then we've only seen production from top suppliers ramp up. There continues to be a strong supply-side push toward 5G, and price points continue to drop as a result. IDC expects average selling prices (ASPs) for 5G Android devices to drop 12% year over year in 2021 to US\$456 and then below US\$400 in 2022." IDC expects a growth of 5G smartphone shipments of nearly 130% in 2021. Except China, almost all regions will see triple-digit growth by the end of this year. However, China will still lead the way with nearly 50% share of 5G shipments in 2021 while the US will follow with a 16% share. Other significant markets such as Western Europe and Asia/Pacific (excluding China and Japan) will combine for a 23.1% share of the worldwide 5G market by the end of 2021.

世界銀行在二零二一年六月發佈之《全球經濟展望》報告中預計二零二一年全球經濟增長5.6%，成為八十年來經濟衰退後的最快增速。然而，例如美國及中國的幾個主要經濟體將導致不均衡增長。就主要經濟體而言，得益於國家的大規模財政援助及疫情限制放寬，美國經濟增長預期能於二零二一年達至6.8%，而中國的經濟增長則預期回彈至8.5%，反映其疫情控制有效以及被抑制需求得到釋放。對於新興及發展中市場（不包括中國），鑒於新一波2019冠狀病毒病疫情及疫苗接種緩慢，報告預期其將輕微增長4.4%。

對於我們大多數客戶所依賴之智能手機市場而言，國際數據資訊有限公司（「IDC」）預期該市場將於二零二一年實現最高增長。根據IDC於二零二一年五月發佈的全球季度手機追蹤報告，智能手機出貨量於二零二一年預期將達13.8億部，較二零二零年增長7.7%，並預計將於二零二二年按3.8%增長，而出貨量達14.3億部。除一般市場增長外，IDC預期智能手機需求將由4G向5G轉移。「智能手機市場於去年第四季度恢復增長後，我們可見頂級供應商的產量有增無減。供應方面繼續大力推動5G，平均單價亦因此繼續下降。IDC預計，二零二一年5G安卓設備的平均售價將同比下降12%至456美元，二零二二年將跌破400美元。」IDC預計二零二一年5G智能手機出貨量將增長130%，中國以外絕大部分地區到本年底將有3位數增長。惟於市場份額上，於二零二一年中國仍處於領先地位，貢獻出貨量近半，而美國則貢獻約16%。其他主要市場例如西歐、亞太地區（中國及日本除外）至二零二一年年底合共則為全球5G市場貢獻23.1%。



Despite the positive outlook, the global semiconductor shortage continues to affect the Group's suppliers' ability to deliver our major products as well as the Group's customers' ability to expand or adjust their production capabilities as an integral part of the electronic products supply chain. In addition, the recent increase in COVID-19 cases (including the highly contagious Delta variant) may contribute to sudden suspension of production by PRC and regional customers as any time and epidemic prevent measures can affect our ability to deliver equipment and services. The Group is also motivated and enthusiastic about the future of Hong Kong and its role in the Greater Bay Area initiative. The Greater Bay Area was blue printed by President Xi, which outlined the future for growth and development for Hong Kong. Hong Kong as a leading financial market for fund raising and initial public offering in the world, it has attracted more Chinese enterprises and US listed Chinese companies to seek primary or secondary listings in Hong Kong. Furthermore, with the restoration of law and order in Hong Kong, increased confidence in and more Mainland Chinese enterprises to expand their business in Hong Kong, can result in more talented persons and Ultra High Net-Worth Individuals to migrate to Hong Kong. We expect Hong Kong to continue to prosper under the support of Central Government under the One Country Two Systems. This outlook combined with the current low interest environment provides ample opportunity in the real estate sector. The Company will continue to look for suitable opportunity in commercial and residential property for investment or self-use purpose.

Going forward, the Group seeks to continue to grow its business and to enhance the operational efficiency of its various business divisions with an aim to improve their profitability and increase shareholders' value.

儘管前景樂觀，但全球半導體供應短缺繼續影響本集團供應商向我們交付主要產品的能力以及本集團客戶擴大或調整其生產能力作為電子產品供應鏈不可或缺的一部分。此外，近期新增的2019冠狀病毒確診個案(包括超強傳染性的Delta變異病毒株)可能導致國內區域性的客戶突發性停產，而防疫措施亦可能影響我們交付設備和服務的能力。本集團亦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。大灣區由習近平主席謀劃，概述了香港增長及發展的未來。香港作為全球集資及進行首次公開發售之領先金融市場，吸引了更多中國企業及已在美國上市之中國公司來港作首次或二次上市。此外，香港恢復法律和秩序及更多中國內地企業有信心在香港擴展業務，這將使更多人才及超高淨值人士移居香港。我們預期香港將在中央政府實施一國兩制的支持下繼續繁榮發展。前景向好加上現時之低息環境，將為房地產業提供充分機遇。本公司將繼續於商業或住宅物業開拓合適機會以作投資用途或持作自用。

展望未來，本集團會繼續努力擴展業務，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。

Hi-tech Distribution and Services Division

The near term impact of the global semiconductor chip shortage and risks related to the pandemic that can impact production of suppliers and customers as well as the Group's delivery of products and services can result in depressed revenue and net profits of the Group due to reduced orders as a result of reduced appetite in capital investment in times of uncertainty and delays in delivery that is key to revenue recognition. This is especially relevant to the next quarter, as the Group will continue to carry the costs of its expanded sales and service cohort to improve service and distribution strength and appropriate inflationary increases to be ready when business conditions normalise. Despite the uncertainty, the Group believes that it has ability to build momentum to embrace the future business opportunities and to manage possible risks including the high contentious global political risk centred around China, Hong Kong and global semiconductor chip shortage.

AMT will continue to monitor the latest development and work closely with its partners to come up with competitive and innovative solutions. As a leading SMT distributor and related service provider in Asia, we will continue to invest in our service and support infrastructure to meet the customer satisfaction. At the same time, we will continue to closely monitor our working capital, gross margin, operating cost and industry developments with a view to maintain our cash flow and profitability, as well as the long-term sustainability and growth of our business.

高科技產品分銷及服務分部

近期全球半導體芯片供應短缺的影響加上有關疫情的風險均可影響供應商及客戶的生產以及本集團交付產品及服務的能力，導致本集團的收入及純利受壓，此乃由於在充滿不明朗因素的環境下作出資本投資的意慾大減導致訂單減少加上交付出現延誤，以上種種均對收入確認至關重要。這對下一季度尤其相關，原因為本集團為提升服務及分銷能力而擴充銷售及服務團隊，以及在業務狀況轉趨正常時做好適當的通脹增長準備而擴充其銷售及服務團隊，其成本將由本集團繼續承擔。儘管存在不確定性，本集團仍相信其有能力創造趨勢，把握未來的商機，以及應對可能的風險，包括圍繞中國及香港的高爭議性全球政治風險以及全球半導體芯片短缺。

美亞科技將繼續留意最新發展，並與合作夥伴緊密合作，整合出更具競爭力之創新解決方案。作為亞洲領先SMT分銷商及相關服務供應商，我們將繼續投資於我們之服務及支持基礎設施，以滿足客戶需求。與此同時，我們將密切監察我們之營運資金、毛利率、經營成本及行業發展，以維持現金流量、盈利能力以及業務長期可持續發展及增長。

Leasing Division

The impacts of the COVID-19 pandemic on the manufacturing industry persist and subject to potential changes. In previous years, the first quarter used to be the season for companies to plan their rental or purchase of machines and to expand their production. Due to the shortage of semiconductor chips, production of most companies have been suspended awaiting for the arrival of production materials, which unexpectedly caused some companies to return their rental machines. This, together with pandemic and US-China trade tensions related risks as well as the fluidity of the demands of electronic products end uses, have contributed to difficulties for the Group's customers properly to make medium to long term needs for equipment, in terms of both operating and finance leases. The Group expects that without material improvements in the semiconductor chip supply chain and other areas mentioned above, the performance of the leasing division will continue to be under pressure, especially in the next quarter. However, with our leasing division team that has years of experience in providing customer-centered service in efficient and flexible ways, high-quality equipment resources, and stable customer base, we are confident that we can seek better positioning and opportunities against the background of the turbulent international situation and the frequently changing needs of customers.

租賃分部

2019冠狀病毒病疫情對製造業的影響仍在持續並存在較大變化。往年本季是企業計劃租機或購機，擴產的季節，但因為半導體芯片短缺，企業出現無米下鍋，停工待料引起的非計劃退機，而這連同疫情及中美貿易緊張局勢相關的風險以及對於電子產品終端用途的需求浮動，均已導致本集團客戶難以妥善在經營及融資租賃方面就設備制定中長期需求計劃。本集團預期，在半導體芯片供應鍊缺乏實質改善的情況加上上述其他事宜，租賃分部的業績將繼續受壓，尤其是在下一季度。不過，憑藉租賃分部團隊的多年以客戶為中心的服務經驗、高效靈活的服務方式、優質的設備資源、穩定的客戶群，我們有信心在波詭雲譎的國際形勢和客戶頻繁變化的需求中，找到更好的定位和機會。

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

As at 30th June 2021, 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 and/or underlying shares of the Company:

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零二一年六月三十日，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：

於本公司股份及／或相關股份之好倉：

Name of Director 董事姓名	Capacity 所持相關身份	Number of ordinary shares held 所持股份及所持普通股數目	Number of underlying shares held (Share Options) 股份數目 (購股權)	Approximate percentage of shares and underlying shares held 相關股份之概約百分比 (Note a) (附註a)
Zhang Yifan 張一帆	Beneficial owner 實益擁有人	2,754,199	6,023,817	5.06%
	Interest of controlled corporation (Note b) 受控法團權益(附註b)	8,192,000	—	
Pierre Tsui Kwong Ming 徐廣明	Beneficial owner 實益擁有人	275,016	3,470,217	1.11%
Joseph Liang Hsien Tse 梁顯治	Beneficial owner 實益擁有人	275,016	202,217	0.14%
Joseph Chan Nap Kee 陳立基	Beneficial owner 實益擁有人	275,016	202,217	0.14%
Kenneth Kon Hiu King 干曉勁	Beneficial owner 實益擁有人	275,016	202,217	0.14%

Notes:

- (a) The above approximate percentages of the shareholdings are based on 334,789,311 ordinary shares in issue as at 30th June 2021.
- (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 June 2021, 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.

OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30th June 2021, 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二零二一年六月三十日已發行之334,789,311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，於二零二一年六月三十日，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。

其他人士於股份及相關股份之權益及淡倉

於二零二一年六月三十日，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 and/or underlying shares of the Company:

於本公司股份及／或相關股份之好倉：

Name of Shareholder	Capacity	Number of ordinary shares held	Number of underlying shares held (Share Options)	Approximate percentage of shares and underlying shares held
股東姓名／名稱	身份	所持普通股數目	所持相關股份數目 (購股權)	所持股份及相關股份之概約百分比 (Note a) (附註 a)
Lu Ying 陸穎	Beneficial owner 實益擁有人	275,015	275,016	51.33%
	Interest of controlled corporation (Note b) 受控制法團權益 (附註 b)	171,322,467	—	
Sincere Ardent Limited	Beneficial owner (Note b) 實益擁有人 (附註 b)	171,322,467	—	51.17%
Fok Hei Yu and Chow Wai Shing Daniel 霍義禹及周偉成	Trustee 受託人	40,000,000	—	11.94%

Notes:

附註：

- (a) The above approximate percentages of the shareholdings are based on 334,789,311 ordinary shares in issue as at 30th June 2021.
- (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.

- (a) 上述持股之概約百分比乃根據於二零二一年六月三十日已發行之 334,789,311 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。

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 June 2021.

除上文所披露者外，於二零二一年六月三十日，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

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, have 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.

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

購股權計劃

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。

下表載列於年內根據二零一四年計劃本公司購股權之變動：

Name	Date of grant	Exercise period	Exercise price ⁽²⁾	Outstanding as at 1st April 2021 於二零二一年四月一日尚未行使	Number of share options 購股權數目				Outstanding as at 30th June 2021 於二零二一年六月三十日尚未行使
					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	行使價 ⁽²⁾	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 張一帆	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	HK\$1.137 1.137港元	2,755,817	—	—	—	—	2,755,817
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至二零二九年六月二十五日	HK\$0.811 0.811港元	2,754,199	—	(2,754,199) ⁽³⁾	—	—	0
	18th June 2021 二零二一年六月十八日	18th June 2021 to 17th June 2031 二零二一年六月十八日至二零三一年六月十七日	HK\$0.714 0.714港元	—	3,268,000	—	—	—	3,268,000
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	HK\$1.137 1.137港元	202,217	—	—	—	—	202,217
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至二零二九年六月二十五日	HK\$0.811 0.811港元	275,016	—	(275,016) ⁽³⁾	—	—	0
	18th June 2021 二零二一年六月十八日	18th June 2021 to 17th June 2031 二零二一年六月十八日至二零三一年六月十七日	HK\$0.714 0.714港元	—	3,268,000	—	—	—	3,268,000

Name	Date of grant	Exercise period	Exercise price ^(a)	Outstanding as at 1st April 2021 於二零二一年四月一日尚未行使	Number of share options 購股權數目				Outstanding as at 30th June 2021 於二零二一年六月三十日尚未行使
					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	行使價 ^(a)		期內已授出	期內已行使	期內已註銷	期內已失效	
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	HK\$1.137 1.137 港元	202,217	—	—	—	—	202,217
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至二零二九年六月二十五日	HK\$0.811 0.811 港元	275,016	—	(275,016) ^(b)	—	—	0
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	HK\$1.137 1.137 港元	202,217	—	—	—	—	202,217
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至二零二九年六月二十五日	HK\$0.811 0.811 港元	275,016	—	(275,016) ^(b)	—	—	0
Kenneth Kon Hiu King 干曉勁	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	HK\$1.137 1.137 港元	202,217	—	—	—	—	202,217
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至二零二九年六月二十五日	HK\$0.811 0.811 港元	275,016	—	(275,016) ^(b)	—	—	0
Sub-Total 小計				7,418,948	6,536,000	(3,854,263)	—	—	10,100,685
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	HK\$1.137 1.137 港元	275,016	—	—	—	—	275,016
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至二零二九年六月二十五日	HK\$0.811 0.811 港元	275,015	—	(275,015) ^(b)	—	—	0
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	HK\$1.137 1.137 港元	3,564,687	—	—	—	—	3,564,687
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至二零二九年六月二十五日	HK\$0.811 0.811 港元	3,563,067	—	(3,563,067) ^(b)	—	—	0
	18th June 2021 二零二一年六月十八日	18th June 2021 to 17th June 2031 二零二一年六月十八日至二零三一年六月十七日	HK\$0.714 0.714 港元	—	12,948,000	—	—	—	12,948,000
Total 總計				15,096,733	19,484,000	(7,692,345)	—	—	26,888,388

Notes:

- (1) The closing price per share immediately before 16th August 2017, 26th June 2019 and 18th June 2021, the dates of grant, were HK\$1.15 (after adjustment of share consolidation on 26th March 2019), HK\$0.82 and HK\$0.71 respectively.
- (2) 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.
 - For the share options granted on 26th June 2019, the total number of share options outstanding on 13th May 2021 was adjusted from 7,608,000 to 7,692,345 and the exercise price per share was adjusted from HK\$0.82 to HK\$0.811.
- (3) The exercise date was 29th June 2021. The closing price of the shares immediately before the date on which the share options were exercised by option holders was HK\$0.86.

COMPETING INTERESTS

As at 30th June 2021, 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.

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

Apart from the shares issued upon the completion of the Open Offer and shares issued pursuant to the exercise of share options disclosed under the share option scheme section of this report, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the three months ended 30th June 2021.

附註：

- (1) 緊接二零一七年八月十六日、二零一九年六月二十六日及二零二一年六月十八日(授出日期)前之每股收市價分別為1.15 港元(經二零一九年三月二十六日股份合併調整後)、0.82 港元及0.71 港元。
- (2) 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之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。
 - 就於二零一九年六月二十六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7,608,000份調整至7,692,345份，而行使價則由每股0.82 港元調整至0.811 港元。
- (3) 行使日期為二零二一年六月二十九日。緊接購股權持有人行使購股權日期前之股份收市價為0.86 港元。

競爭權益

於二零二一年六月三十日，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。

購入、售出或贖回本公司之上市證券

除於公開發售完成後發行之股份及本報告購股權計劃一節所披露之根據行使購股權而發行之股份外，本公司或其任何附屬公司概無於截至二零二一年六月三十日止三個月內購入、售出或贖回本公司任何上市證券。

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 15 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 three months ended 30th June 2021, acting in compliance with the Code.

Code provision A.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.

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 three 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.

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15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二零二一年六月三十日止三個月內任何時間內並無遵守守則。

守則條文第A.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。

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。委員會由三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。

The unaudited condensed consolidated financial information for the three months ended 30th June 2021 of the Company now reported on have been reviewed by the audit committee.

By Order of the Board

North Asia Strategic Holdings Limited

Zhang Yifan

Chairlady and Executive Director

Hong Kong, 5th August 2021

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

本公司現正提呈之截至二零二一年六月三十日止三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，二零二一年八月五日

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)及徐廣明先生(執行董事)；及梁顯治先生、陳立基先生及干曉勁先生(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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