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NORTH ASIA STRATEGIC HOLDINGS LIMITED

北亞策略控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8080)

THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 31ST DECEMBER 2021

The board of directors (the “**Board**”) of North Asia Strategic Holdings Limited (the “**Company**” and its subsidiaries, the “**Group**”) is pleased to announce the unaudited consolidated results of the Group for the nine months ended 31st December 2021. This announcement, containing the full text of the 2021/22 third quarterly report of the Company (“**2021/22 Third Quarterly Report**”), complies with the relevant requirements of The Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) in relation to information to accompany preliminary announcement of third quarterly results. Printed version of the 2021/22 Third Quarterly Report will be delivered to the shareholders of the Company and available for viewing on the websites of GEM at www.hkgem.com and of the Company at www.nasholdings.com in due course.

By Order of the Board
North Asia Strategic Holdings Limited
Zhang Yifan
Chairlady and Executive Director

Hong Kong, 10th February 2022

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in the compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its posting and on the Company’s website at www.nasholdings.com.

** For identification purpose only*

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。

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

本報告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 nine months and three months ended 31st December 2021, together with the comparative unaudited figures of the corresponding periods 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」)截至二零二一年十二月三十一日止九個月及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

		Notes 附註	For the nine months ended 31st December 截至十二月三十一日止九個月		For the three months ended 31st December 截至十二月三十一日止三個月	
			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)	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	收入	3	1,647,507	1,947,897	639,085	689,376
Cost of sales	銷售成本		(1,375,167)	(1,587,837)	(556,529)	(556,776)
Gross profit	毛利		272,340	360,060	82,556	132,600
Other income and gains, net	其他收入及收益·淨額		21,900	17,242	3,431	(913)
Selling and distribution expenses	銷售及分銷費用		(97,352)	(97,949)	(26,909)	(32,046)
General and administrative expenses	一般及行政費用		(121,854)	(126,246)	(34,475)	(53,631)
Other expenses	其他費用		(73)	—	(17)	—
Operating profit	經營溢利		74,961	153,107	24,586	46,010
Finance income	財務收入	4	3,068	5,665	774	4,001
Finance costs	財務費用	4	(1,574)	(938)	(433)	(230)
Profit before income tax	除所得稅前溢利		76,455	157,834	24,927	49,781
Income tax expense	所得稅支出	5	(19,976)	(34,388)	(8,561)	(13,813)
PROFIT FOR THE PERIOD	期內溢利		56,479	123,446	16,366	35,968
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)		(Restated) (經重列)
Basic (HK cents)	基本(港仙)		16.4	45.2	4.8	13.2
Diluted (HK cents)	攤薄(港仙)		16.4	45.2	4.7	13.2

**UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF COMPREHENSIVE INCOME**

未經審核簡明綜合全面收益表

		For the nine months ended 31st December 截至十二月三十一日止九個月		For the three months ended 31st December 截至十二月三十一日止三個月	
		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)	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)
Profit for the period	期內溢利	56,479	123,446	16,366	35,968
OTHER COMPREHENSIVE INCOME	其他全面收益				
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類 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	15,566	30,782	9,541	23,955
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	15,566	30,782	9,541	23,955
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收益總額	72,045	154,228	25,907	59,923

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 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 10th February 2022.

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。

本報告已於二零二二年二月十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 revised Hong Kong Financial Reporting Standards ("HKFRSs") effective as of 1st April 2021 and the newly adopted HKFRS.

Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	<i>Interest Rate Benchmark Reform — Phase 2</i>
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HKAS 40	<i>Investment property</i>
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Except for the amendments to Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16, which are not relevant to the preparation of this unaudited condensed consolidated financial information, the nature and the impact of the newly adopted HKFRS described below:

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. The Group applies cost model and recognises the investment properties with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each investment property over its estimated useful life. The principal annual rates used for this purpose are as follows:

Land	Over the lease term
Buildings	2.5%

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

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經修訂香港財務報告準則(「香港財務報告準則」)及新採納之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號修訂本	<i>利率基準改革 — 第二階段</i>
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香港會計準則第40號	<i>投資物業</i>
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除對編製本未經審核簡明綜合財務資料並不相關之香港會計準則第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號修訂本外，新採納之香港財務報告準則之性質及影響如下：

投資物業指為賺取租金收入及／或資本增值目的而持有的土地及樓宇權益，而非用作生產或供應貨品或提供服務或行政管理用途；或於日常業務過程中出售的土地及樓宇權益。該等物業首次按成本計量，當中包括交易成本。本集團應用成本模式並以具體的可使用年期確認投資物業並會對其作出相應折舊。

折舊乃按直線法計算以註銷各投資物業於其估計可使用年期之成本。就此目的所用之主要年度比率如下：

土地	於租期內
樓宇	2.5%

投資物業報廢或出售之任何損益會在報廢或出售年度之損益中確認。

3. REVENUE

An analysis of revenue is as follows:

3. 收入

收入分析如下：

		For the nine months ended 31st December 截至十二月三十一日 止九個月		For the three months ended 31st December 截至十二月三十一日 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)	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：				
Sales of goods	銷售貨品	1,481,204	1,716,533	605,889	617,539
Sales support service	銷售支援服務	99,204	—	8,148	—
Recognised over time:	於一段時間內確認：				
Commission and other service income	佣金及其他服務收入	29,228	165,764	10,682	45,871
		1,609,636	1,882,297	624,719	663,410
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	7,655	13,337	1,719	3,794
Income from operating lease arrangements	來自經營租賃安排之收入	30,216	52,263	12,647	22,172
		1,647,507	1,947,897	639,085	689,376
Note:	附註：				
Disaggregated revenue information	分拆收入資料				
Geographic markets	地理市場				
The PRC including Hong Kong	中國，包括香港	1,521,904	1,822,298	587,459	641,359
Asia — others	亞洲 — 其他	87,732	59,999	37,260	22,051
Total revenue from contracts with customers	來自與客戶合約之總收入	1,609,636	1,882,297	624,719	663,410

4. FINANCE INCOME AND COSTS

An analysis of finance income and costs is as follows:

		For the nine months ended 31st December 截至十二月三十一日 止九個月		For the three months ended 31st December 截至十二月三十一日 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)	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	3,068	5,665	774	4,001
Finance costs:	財務費用：				
Interest on bank and other borrowings	銀行及其他借貸之利息	310	377	68	69
Interest on lease liabilities	租賃負債之利息	1,264	561	365	161
		1,574	938	433	230

4. 財務收入及費用

財務收入及費用分析如下：

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 the Mainland China corporate income tax at the standard rate of 25% (2020: 25%).

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。

5. INCOME TAX EXPENSE (Continued)

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

		For the nine months ended 31st December 截至十二月三十一日 止九個月		For the three months ended 31st December 截至十二月三十一日 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)	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	20,688	19,560	7,341	5,337
— over-provision in prior year	— 過往年度超額撥備	(5,063)	—	—	—
Mainland China corporate income tax	中國內地企業所得稅				
— current period	— 本期間	1,359	14,560	302	8,108
— under-provision in prior year	— 過往年度撥備不足	2,474	—	—	—
Deferred	遞延	518	268	918	368
		19,976	34,388	8,561	13,813

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(a) of this unaudited condensed consolidated financial information) completed on 13th May 2021.

The calculation of the diluted earnings per share amounts for the nine months ended 31st December 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 nine months ended 31st December 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.

5. 所得稅支出(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 nine months ended 31st December 截至十二月三十一日 止九個月		For the three months ended 31st December 截至十二月三十一日 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)	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)
當期稅項					
香港利得稅					
— 本期間		20,688	19,560	7,341	5,337
— 過往年度超額撥備		(5,063)	—	—	—
中國內地企業所得稅					
— 本期間		1,359	14,560	302	8,108
— 過往年度撥備不足		2,474	—	—	—
遞延		518	268	918	368
		19,976	34,388	8,561	13,813

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(a))之影響。

截至二零二一年十二月三十一日止九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十二月三十一日止九個月呈列之每股基本盈利金額作出攤薄調整。

6. EARNINGS PER SHARE (Continued)

The calculation of basic and diluted earnings per share amount are based on:

6. 每股盈利(續)

每股基本及攤薄盈利金額之計算基準如下：

		For the nine months ended 31st December		For the three months ended 31st December	
		截至十二月三十一日 止九個月	2020 二零二零年 (Unaudited) (未經審核)	截至十二月三十一日 止三個月	2020 二零二零年 (Unaudited) (未經審核)
Earnings	盈利	2021	2020	2021	2020
Profit attributable to the shareholders of the Company, used in the basic and diluted earnings per share calculation (HK\$'000)	用於計算每股基本及攤薄盈利之本公司股東應佔溢利(千港元)	二零二一年 (Unaudited) (未經審核)	二零二零年 (Unaudited) (未經審核)	二零二一年 (Unaudited) (未經審核)	二零二零年 (Unaudited) (未經審核)
		56,479	123,446	16,366	35,968
Shares	股份		(Restated) (經重列)		(Restated) (經重列)
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之已發行普通股加權平均數	343,942,374	273,213,293	343,942,374	273,213,293
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被視為行使時以無償代價發行	500,130	—	1,494,954	—
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	344,442,504	273,213,293	345,437,328	273,213,293

7. DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the nine months ended 31st December 2021 (2020: Nil).

7. 股息

董事不建議派付截至二零二一年十二月三十一日止九個月之中期股息(二零二零年：無)。

8. EQUITY

Movements in unaudited consolidated equity are as follows:

		(Unaudited) (未經審核)			
		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balances as 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	—	—	56,479	56,479
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	15,566	—	15,566
Total comprehensive income for the period	期內全面收益總額	—	15,566	56,479	72,045
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)
Placing of new shares (note (b))	配售新股份(附註(b))	7,085	32,776	—	39,861
Share option exercised (note (c))	已行使購股權(附註(c))	2,717	17,434	—	20,151
Equity-settled share-based transactions (note (c))	以權益結算及以股份付款交易(附註(c))	—	9,097	—	9,097
Balances as at 31st December 2021	於二零二一年十二月三十一日之結餘	42,512	1,211,190	168,815	1,422,517

8. 權益

未經審核綜合權益變動如下：

		(Unaudited) (未經審核)			
		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	(Accumulated losses)/ retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balances as 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	—	—	123,446	123,446
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	30,782	—	30,782
Total comprehensive income for the period	期內全面收益總額	—	30,782	123,446	154,228
Balances as at 31st December 2020	於二零二零年十二月三十一日之結餘	27,258	1,116,915	98,519	1,242,692

8. EQUITY (Continued)

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.

- (b) On 1st December 2021, the Company placed 70,852,000 shares to certain independent placees at a price of HK\$0.6 per share, pursuant to a placing agreement dated 22nd November 2021. The premium on the issue of shares, amounting to approximately HK\$32,776,000 after deducting the related issuance cost and expenses, was credited to the Company's share premium account.

Details of the placing agreement were disclosed in the Company's announcement dated 22nd November 2021 and the results of the placing were set out in the Company's announcement dated 1st December 2021.

- (c) 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.

8. 權益(續)

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港元進行之公開發售(「公開發售」)，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。

完成公開發售後，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。

有關公開發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，以及公開發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。

- (b) 於二零二一年十二月一日，本公司已根據日期為二零二一年十一月二十二日之配售協議向若干獨立承配人按每股0.6港元配售70,852,000股股份。發行股份之溢價(經扣除相關發行成本及開支後)約32,776,000港元已計入本公司之股份溢價賬。

有關配售協議之詳情披露於本公司日期為二零二一年十一月二十二日之公告，以及配售事項之結果載於本公司日期為二零二一年十二月一日之公告。

- (c) 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全權酌情認為已對或將對本集團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已對或將對本集團作出貢獻之參與者，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。

8. EQUITY (Continued)

Note: (Continued)

(c) 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:

		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	0.74	(27,176,345)
Granted during the period	期內授出	0.73	31,008,000
At 31st December 2021	於二零二一年十二月三十一日	0.87	18,928,388

The weighted average closing price at the date of exercise for share options exercised during the nine months ended 31st December 2021 was HK\$0.84 per share (For the nine months ended 31st December 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 31st December 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
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
<u>18,928,388</u>		

8. 權益(續)

附註：(續)

(c) 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：

		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	0.74	(27,176,345)
Granted during the period	期內授出	0.73	31,008,000
At 31st December 2021	於二零二一年十二月三十一日	0.87	18,928,388

截至二零二一年十二月三十一日止九個月內行使之購股權於行使日期的加權平均收市價為每股0.84港元(截至二零二零年十二月三十一日止九個月：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：

於二零二一年十二月三十一日

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
<u>18,928,388</u>		

8. EQUITY (Continued)

Note: (Continued)

(c) Share options of the Company (Continued)

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.

During the nine months ended 31st December 2021, the fair value of the share options granted on 18th June 2021 and 24th December 2021, determined using a binomial model, were approximately HK\$8,367,000 and HK\$730,000, respectively. The Group had recognised a share option expense of HK\$9,097,000 during the nine months ended 31st December 2021. No share option was granted during the nine months ended 31st December 2020.

The fair value of equity-settled share options granted during the nine months ended 31st December 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.

8. 權益 (續)

附註：(續)

(c) 本公司購股權 (續)

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。

截至二零二一年十二月三十一日止九個月，於二零二一年六月十八日及二零二一年十二月二十四日以二項式模式釐定授出之購股權公允值分別約8,367,000港元及730,000港元。本集團已於截至二零二一年十二月三十一日止九個月確認購股權開支9,097,000港元。截至二零二一年十二月三十一日止九個月並無授出購股權。

於截至二零二一年十二月三十一日止九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。

BUSINESS REVIEW

Financial and Business Performance

During the nine months ended 31st December 2021 (the “9-month Period”), the Group recorded an unaudited consolidated revenue of approximately HK\$1,647,507,000, representing a decrease of 15.4% from approximately HK\$1,947,897,000 in the corresponding period last year. The Group’s total operating expenses during the 9-month Period, amounted to approximately HK\$219,206,000, representing a decrease of 2.2% from approximately HK\$224,195,000 in the corresponding period last year. Such decrease was aligned with decrease in sales and effective cost control.

During the 9-month Period, the Group recorded an unaudited consolidated net profit of approximately HK\$56,479,000, representing a decrease of 54.2% from approximately HK\$123,446,000 in the corresponding period last year. Such decrease was mainly due to the reduction in revenue and gross profit margin and increase in supply chain costs arising from the backlog in supply of SMT machines caused by global semiconductor chip shortage. The unaudited basic earnings per share in the 9-month Period was approximately HK16.4 cents, representing a decrease of 63.7% from approximately HK45.2 cents in the corresponding period last year.

As at 31st December 2021, the unaudited consolidated net asset value of the Company per ordinary share was approximately HK\$3.35, which was decreased by HK\$1.22 from approximately HK\$4.57 as at 31st March 2021. Below is 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.

業務回顧

財務及業務表現

於截至二零二一年十二月三十一日止九個月期間（「九個月期間」），本集團錄得未經審核綜合收入約1,647,507,000港元，較去年同期約1,947,897,000港元減少15.4%。本集團於九個月期間的經營費用總額約為219,206,000港元，較去年同期約224,195,000港元減少2.2%。有關減幅與銷售減幅及有效成本監控一致。

於九個月期間，本集團錄得未經審核綜合純利約56,479,000港元，較去年同期約123,446,000港元減少54.2%。該減少主要由於全球半導體芯片短缺導致積壓供應SMT機器而令收入及毛利率減少以及供應鏈成本增加所致。九個月期間之未經審核每股基本盈利約為16.4港仙，較去年同期約45.2港仙減少63.7%。

於二零二一年十二月三十一日，本公司每股普通股的未經審核綜合資產淨值約為3.35港元，較二零二一年三月三十一日的約4.57港元減少1.22港元。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。

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 260 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.

During the 9-month Period, the division’s direct machine sales was approximately HK\$1,355,214,000, representing a decrease of 17.0% from approximately HK\$1,632,985,000 in the corresponding period last year. The decline in direct machine sales was mainly due to delay in delivery of SMT machines and delay in production expansion (and hence related machine acquisition) caused by the ongoing global shortage of semiconductor chips. The division’s sales support service, commission and other services income was approximately HK\$128,432,000 during the 9-month Period, representing a decrease of 22.5% from approximately HK\$165,764,000 in the corresponding period last year. The division’s spare parts and software sales were approximately HK\$59,011,000, representing a decrease of 22.7% from approximately HK\$76,314,000 in the corresponding period last year.

Negatively impacted by drop in sales volume and unfavorable sales mix, mitigated by the control of operating cost, the division has managed to achieve an unaudited net profit of approximately HK\$104,860,000 for the 9-month Period, representing a 11.8% decrease in unaudited net profit as compared to corresponding period last year’s HK\$118,903,000.

During the third quarter, the division’s revenue and net profit were approximately HK\$616,666,000 and HK\$26,231,000 respectively, representing a decrease of 7.0% and 32.0% from unaudited revenue of approximately HK\$663,356,000 and unaudited net profit of approximately HK\$38,582,000 in the corresponding period last year.

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260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。

於九個月期間，該分部之直接機器銷售約為1,355,214,000港元，較去年同期約1,632,985,000港元下降17.0%。直接機器銷售減少主要由於全球半導體芯片持續短缺導致延遲交付SMT機器及延遲生產擴張（以及相關機器購置）所致。於九個月期間，該分部之銷售支援服務、佣金及其他服務收入約為128,432,000港元，較去年同期約165,764,000港元下降22.5%。該分部之零部件及軟件銷售約為59,011,000港元，較去年同期約76,314,000港元下降22.7%。

銷量下降及銷售組合不利所帶來之負面影響透過控制經營成本而有所緩解，於九個月期間，該分部錄得未經審核純利約104,860,000港元，較去年同期之未經審核純利118,903,000港元下降11.8%。

於第三季度，該分部之收入及純利分別約為616,666,000港元及26,231,000港元，未經審核收入較去年同期約663,356,000港元減少7.0%，而未經審核純利則較去年同期約38,582,000港元減少32.0%。

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.

During the 9-month Period, the division total generated revenue of approximately HK\$104,850,000, representing an increase of 44.0% from approximately HK\$72,834,000 in the corresponding period last year. Revenue increase is due to change of sales mix, which includes trading and supply chain management service with high sales volume and low margin. Operating lease income has not materially changed. Finance lease income is reduced as a result of reduction of finance lease assets. The division has dynamically reduced its finance lease asset exposure as part of the enhanced risk management approach during the COVID-19 environment.

During the 9-month Period, the division recorded a net profit of approximately HK\$7,191,000, representing a decrease of 63.9% compared to approximately HK\$19,911,000 in the corresponding period last year.

During the third quarter, the division’s revenue was approximately HK\$22,419,000, representing an decrease of 13.8% from HK\$26,021,000 in the corresponding period last year and its net profit was approximately HK\$4,237,000, decreased 34.1% from approximately HK\$6,428,000 in the corresponding period last year.

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\$36.3 million which were entirely utilised as intended for the acquisition of solder paste printers during the 9-month Period.

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。

於九個月期間，該分部產生總收入約104,850,000港元，較去年同期約72,834,000港元增加44.0%。收入增加是由於銷售組合改變，包括銷量較高和利潤率較低的貿易及供應鏈管理服務。經營租賃收入變動未發生重大變化。由於融資租賃資產減少，融資租賃收入繼而減少。在2019冠狀病毒病的環境下，該分部主動減少其融資租賃資產風險，此乃作為加強風險管理方法的一部分。

於九個月期間，該分部錄得純利約7,191,000港元，較去年同期約19,911,000港元減少63.9%。

於第三季度，該分部之收入約為22,419,000港元，較去年同期26,021,000港元減少13.8%，以及其純利為約4,237,000港元，較去年同期約6,428,000港元減少34.1%。

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36,300,000港元於九個月期間已全部按計劃用於收購錫膏打印機。

Use of Proceeds from Placing

On 1st December 2021, 70,582,000 ordinary shares were issued at a placing price of HK\$0.60 per share through a placing agent on a best effort basis. The placing proceeds net of relevant expenses including the placing commission amounted to approximately HK\$40,800,000 which were entirely utilised as intended for the acquisition of SMT machineries for operating lease purpose during the 9-month Period.

OUTLOOK

Overall summary

The Omicron variant of COVID-19, had quickly spread over the world with much faster than the Delta variant, However, Omicron was statistically causing lesser severe illness or death than other COVID-19 variants. As such, some countries began to relax their social tightening and quarantine policies. Therefore, the management expects the Group will be benefited from the recovery from the global pandemic. However, the global semiconductor chip shortage that affected the whole supply chain of electronic products is still a challenge in near future. In the coming years, popularisation of electronic vehicles and virtual reality, virtual augmented applications in metaverse and its infrastructure building create ample opportunity for the semi-conductor and SMT industries. Following the massive 5G upgrade of mobile devices and telecom station equipment, the Group's begin to see the emergence of the concept of metaverse that will evolve a new experience of virtual interaction in the 3D world in social network, entertainment, gaming, education and commerce etc. Some of the Group's major customers are leading telecommunication companies and OEM electronic device manufacturers in China which will play a vital role in the metaverse and 5G transformation and AMT will strive to provide them top-notch equipment and service. Although the recent global semiconductor chip shortage and labour shortage of ground transportation has caused backlog in supply of SMT machines, the Group has tried to mitigate the effect of such backlog by sale or loan of the Group's demo machines or loan of 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 its leasing machines were used for lending to its customers. Until the semiconductor industry rebalances itself in future, it can lead to deferral of both demand and supply of its major products.

配售事項之所得款項用途

於二零二一年十二月一日，配售代理已按盡力基準以配售價每股股份0.60港元配售合共70,582,000股配售股份。配售事項之所得款項扣除相關開支（包括配售佣金）後為約40,800,000港元，於九個月期間已悉數按擬定用途用於購買用作經營租賃的SMT機器。

展望

整體摘要

2019年冠狀病毒病的Omicron變種病毒比Delta變種病毒更快於全世界傳播。然而，Omicron變種病毒從數據可見比其他2019年冠狀病毒病變種病毒較少產生嚴重病徵或死亡。因此，一些國家已放寬其社交緊縮及隔離政策。管理層由此預計本集團將得益於全球疫情復甦。然而，全球半導體芯片短缺影響到電子產品的整體供應鏈，在短時間內仍屬挑戰。未來數年，自動駕駛汽車以及虛擬現實和虛擬擴增應用於元宇宙及其基礎建設設施之大眾化為半導體及SMT行業創造充足的機會。隨著流動設備和電信站設備的5G大規模升級，本集團開始看到元宇宙概念的出現，其將在社交網絡、娛樂、遊戲、教育和商業等3D世界中演化出一種新的虛擬互動體驗。本集團的一些主要客戶是中國領先的電訊公司及原設備製造(OEM)電子設備製造商，彼等將在元宇宙及5G轉型中發揮重要作用，而美亞科技將努力為彼等提供一流的設備和服務。儘管近期全球半導體芯片短缺及陸上交通勞動力短缺已導致積壓供應SMT機器，但本集團已嘗試透過出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，原因為本集團的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，其可導致其主要產品的需求及供應推遲。

Despite the positive outlook on metaverse and 5G upgrade, the global semiconductor chip shortage continues to affect the Group's suppliers' ability to deliver its 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) and China power limitation may contribute to temporary production halt of some of the Group's customers. 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.

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. The Group expects the business environment to improve materially due to the economy rebound post COVID-19 and the gradual improvement of the semiconductor chip supply constraints.

Hi-Tech Distribution and Services Division

According to the report, "Global Economic Prospects" published in January 2022, the World Bank projects that the global economic growth in 2022 will be 4.1% against estimated 5.5% in 2021 – the highest growth rate since 1976 – after contracting by 3.4% in 2020. However, the growth prospect will continue to be imbalanced. Growth in advanced economies, which includes the U.S., the E.U. and Japan is forecast to decelerate from 5% in 2021 to 3.8% in 2022 as the gradually withdrawal of fiscal policy support. In contrast to advanced economies, most emerging economies are expected to suffer substantial scarring to output from the pandemic. World Bank projects the economic growth rate to be slowed from 6.3% in 2021 to 4.6% in 2022, as the ongoing withdrawal of macroeconomic support, plus the wide spread of Omicron, a COVID-19 variant, and continued vaccination obstacles, weigh on the recovery of domestic demand. Growth in China is expected to ease to 5.1% in 2022 from 2021's estimate of 8%, reflecting the lingering effects of the pandemic and additional regulatory tightening. In sum, the global economic growth continues to be clouded by the future COVID-19 flare-ups, diminished fiscal support, and lingering supply bottlenecks.

儘管元宇宙及5G升級的前景樂觀，但全球半導體芯片供應短缺繼續影響本集團供應商向本集團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）及中國電力限制可能導致若干本集團客戶暫時停產。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。

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。本集團預計，由於2019冠狀病毒病後將出現經濟反彈以及半導體芯片供應限制將得以逐漸改善，商業環境將獲重大改善。

高科技產品分銷及服務分部

根據於二零二二年一月發佈之「全球經濟展望」報告，世界銀行預測，全球經濟將於二零二二年增長4.1%，相較二零二零年收縮3.4%後，二零二一年則估計錄得自一九七六年以來的最高增長率5.5%。然而，增長前景將繼續失衡。美國、歐盟及日本等發達經濟體之二零二二年增長預計將隨著財政政策支持逐步退出而由二零二一年之5%下降至3.8%。與發達經濟體相比，大多數新興經濟體之產出將因疫情遭受嚴重影響。隨著宏觀經濟支持持續撤出，再加上2019冠狀病毒病變異病毒株Omicron廣泛傳播及有關疫苗接種之持續障礙，均對內需復甦造成壓力，由此世界銀行預計，經濟增長率將由二零二一年之6.3%放緩至二零二二年之4.6%。中國二零二二年之增長預計將由二零二一年之估計8%放緩至5.1%，其反映疫情影響揮之不去及進一步收緊監管。總括而言，全球經濟增長將繼續受到未來2019冠狀病毒病爆發、財務支持削減以及供應瓶頸持續之影響所籠罩。

As part of global supply chain network, the ongoing shortage of semiconductor chips will continue to affect both AMT's upstream suppliers and downstream customers. The global chip shortage, emerged in 2020 will continue to negatively impact 2022 economic recovery, although the situation will be improved. The expected growth rate of smart phone market will be modest but healthy. According to the latest Worldwide Quarterly Mobile Phone Tracker, published in December 2021, International Data Corporation (IDC) projects that the shipments of smartphones will grow 5.3% year over year for 2021, reaching 1.35 billion shipments and year over year growth rate for 2022 will be 3.0%. Looking at 2023 and beyond, IDC continues to expect a modest but healthy 3.5% five-year compound annual growth rate (CAGR) fueled by pent-up demand, declining average sale prices, and continued transition from feature phones to smartphones.

Despite the uncertainty and challenge, 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, AMT will continue to invest in its service and support infrastructure to meet the customer satisfaction. At the same time, AMT will continue to closely monitor its working capital requirement and explore funding opportunities to cope with the business expansion needs. AMT will also strive to maintain profitable gross margin and control operating cost and monitor industry developments with a view to maintain its cash flow and profitability, as well as the long-term sustainability. In addition, AMT continues to seek ways to improve its competitive strengths through organic growth or industry consolidation.

Leasing Division

While the market in general has been negatively impacted by the continuing trade tension between US and China, semiconductor chip supply shortage and COVID-19, the overall activity level is still resilient. As COVID-19 enters into a phase of easing globally and semiconductor chip supply shortage is expected to be gradually improving, the management expects the market condition will be improved. Based on the successful experiences and operating results in the past the division has acquired, the division aims to significantly increase its operating scale and significantly increase its market share in the operating lease market through expansion of asset fleet and sales team. The division also aims to increase its resources deployed in the finance lease operation.

作為全球供應鏈網絡之一部分，半導體芯片持續短缺將繼續影響美亞科技上游供應商及下游客戶。儘管情況將有所改善，惟二零二零年開始之全球芯片短缺將繼續對二零二二年經濟復甦產生負面影響。智能手機之預期增長率將為溫和而穩健。根據於二零二一年十二月刊發之最新全球季度手機追蹤報告，國際數據資訊有限公司 (IDC) 預計智能手機出貨量將於二零二一年同比增長 5.3%，達到 13.5 億部，於二零二二年之同比增長率將為 3.0%。展望二零二三年及以後，IDC 預計五年複合年增長率將繼續為溫和而穩健之 3.5%，其由遭壓抑之需求、平均售價下降及由功能性手機持續過渡至智能手機所推動。

儘管存在不確定性及挑戰，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，美亞科技將繼續投資於其服務及支持基礎設施，以滿足客戶需求。與此同時，美亞科技將繼續密切監察其營運資金需求及探索融資機會以應對業務擴展需求。美亞科技亦將致力維持可觀毛利率及控制經營成本，並關注行業發展，以維持其現金流量、盈利能力以及長期可持續性。此外，美亞科技將持續尋求透過內部增長或行業整合提升其競爭力之方法。

租賃分部

儘管市場總體上受到中美貿易緊張局勢、半導體芯片供應短缺和 2019 冠狀病毒病的負面影響，但整體活動水平仍然具有彈性。隨著 2019 冠狀病毒病進入全球緩解階段和半導體芯片供應短缺預期將得到逐步改善，管理層預計市場狀況將有所改善。基於該分部過去取得的成功經驗及經營成果，該分部的目標是顯著提高其經營規模，以及通過擴大資產組合和銷售團隊，顯著增加其在經營租賃市場的市場份額。該分部亦旨在增加其在融資租賃業務中所用的資源。

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

As at 31st December 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:

Name of Director	Capacity	Number of ordinary shares held	Number of underlying shares held (Share Options)	Approximate percentage of shares and underlying shares held
董事姓名	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)
Zhang Yifan 張一帆	Beneficial owner 實益擁有人	3,268,000	3,735,817	10.01%
	Interest of controlled corporation (Note b) 受控法團權益(附註b)	35,588,000	—	
Pierre Tsui Kwong Ming 徐廣明	Beneficial owner 實益擁有人	—	1,182,217	0.27%
Kenneth Kon Hiu King 干曉勁	Beneficial owner 實益擁有人	—	4,450,217	1.04%
Joseph Liang Hsien Tse 梁顯治	Beneficial owner 實益擁有人	—	626,217	0.14%
Joseph Chan Nap Kee 陳立基	Beneficial owner 實益擁有人	—	626,217	0.14%

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零二一年十二月三十一日，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：

Notes:

- (a) The above approximate percentages of the shareholdings are based on 425,125,311 ordinary shares in issue as at 31st December 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 31st December 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.

附註：

- (a) 上述持股之概約百分比乃根據於二零二一年十二月三十一日已發行之 425,125,311 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，於二零二一年十二月三十一日，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之權益或淡倉，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須知會本公司及聯交所之權益或淡倉。

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

As at 31st December 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:

Long positions in the shares and/or underlying shares of the Company

Name of Shareholder 股東姓名／ 名稱	Capacity 身份	Number of ordinary shares held 所持 普通股數目	Number of underlying shares held (Share Options) 所持 相關股份數目 (購股權)	Approximate percentage of shares and underlying shares held 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	—	699,016	42.27%
	Interest of controlled corporation (Note b) 受控制法團權益(附註b)	179,014,812	—	
Sincere Ardent Limited	Beneficial owner (Note b) 實益擁有人(附註b)	179,014,812	—	42.10%
Fok Hei Yu and Chow Wai Shing Daniel 霍義禹及周偉成	Trustee 受託人	40,000,000	—	9.40%
Sky Virtue Holdings Limited	Beneficial owner 實益擁有人	35,588,000	—	8.37%

其他人士於股份及相關股份之權益及淡倉

於二零二一年十二月三十一日，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：

於本公司股份及／或相關股份之好倉

Notes:

- (a) The above approximate percentages of the shareholdings are based on 425,125,311 ordinary shares in issue as at 31st December 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.
- (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.

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 31st December 2021.

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.

附註：

- (a) 上述持股之概約百分比乃根據於二零二一年十二月三十一日已發行之 425,125,311 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。

除上文所披露者外，於二零二一年十二月三十一日，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。

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全權酌情認為已對或將對本集團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。

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

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	Exercise price ^(a)	Outstanding as at 1st April 2021 於二零二一年四月一日尚未行使	Granted during the period	Number of share options 購股權數目			Outstanding as at 31st December 2021 於二零二一年十二月三十一日尚未行使
						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)	尚未行使	期內已授出	期內已行使	期內已註銷	期內已失效	尚未行使
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) ^(b)	—	—	—
	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) ^(b)	—	—	—
	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	HK\$0.700 0.700 港元	—	980,000	—	—	—	980,000
Pierre Tsui Kwong Ming 徐漢明	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) ^(b)	—	—	—
	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) ^(b)	—	—	—
	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	HK\$0.700 0.700 港元	—	980,000	—	—	—	980,000
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)	—	—	—
	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	HK\$0.700 0.700 港元	—	4,248,000	—	—	—	4,248,000

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 31st December 2021 於二零二一年十二月三十一日尚未行使
					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	行使價 ⁽²⁾						
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) ⁽³⁾	–	–	–
	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	HK\$0.700 0.700 港元	–	424,000	–	–	–	424,000
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) ⁽³⁾	–	–	–
	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	HK\$0.700 0.700 港元	–	424,000	–	–	–	424,000
Sub-Total 小計				7,418,948	13,592,000	(10,390,263)	–	–	10,620,685
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) ⁽³⁾	–	–	–
	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	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	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) ⁽³⁾	–	–	–
	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) ⁽³⁾	–	–	–
	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	HK\$0.700 0.700 港元	–	4,044,000	–	–	–	4,044,000
Total 總計				15,096,733	31,008,000	(27,176,345)	–	–	18,928,388

Notes:

- (1) The closing price per share immediately before 16th August 2017, 26th June 2019, 18th June 2021 and 24th December 2021, the dates of grant, were HK\$1.15 (after adjustment of share consolidation on 26th March 2019), HK\$0.82, HK\$0.71 and HK\$0.70 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.
 - (4) The exercise date was 28th July 2021. The closing price of the shares immediately before the date on which the share options were exercised by option holders was HK\$0.83.

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、二零二一年六月十八日及二零二一年十二月二十四日(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、0.71港元及0.70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。
 - 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。
 - (4) 行使日期為二零二一年七月二十八日。緊接購股權持有人行使購股權日期前之股份收市價為0.83港元。

COMPETING INTERESTS

As at 31st December 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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the nine months ended 31st December 2021.

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 nine months ended 31st December 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

競爭權益

於二零二一年十二月三十一日，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

本公司或其任何附屬公司概無於截至二零二一年十二月三十一日止九個月內購入、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十二月三十一日止九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

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 nine months ended 31st December 2021 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, 10th February 2022

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

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二零二一年十二月三十一日止九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，二零二二年二月十日

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）、徐廣明先生及干曉勁先生（執行董事）；梁顯治先生、陳立基先生及蔡青博士（獨立非執行董事）。