



Computer And Technologies Holdings Limited

科聯系統集團有限公司

(Stock Code 股份代號: 00046)

Interim Report 2015

二零一五年中期報告

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Corporate Information

公司資料

EXECUTIVE DIRECTORS

Ng Cheung Shing (*Chairman*)
Cheung Wai Lam (*Deputy Chief Executive Officer*)
Leung King San, Sunny

執行董事

吳長勝(*主席*)
張偉霖(*副行政總裁*)
梁景新

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ha Shu Tong
Lee Kwok On, Matthew
Ting Leung Huel, Stephen

獨立非執行董事

夏樹棠
李國安
丁良輝

COMPANY SECRETARY

Ng Kwok Keung

公司秘書

吳國強

AUDITORS

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

核數師

安永會計師事務所
執業會計師
香港
中環
添美道1號
中信大廈22樓

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Central
Hong Kong

主要往來銀行

香港上海滙豐銀行有限公司
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Bermuda

註冊辦事處

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Corporate Information (continued)
公司資料(續)

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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主要股份過戶登記處

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Chairman's Statement

主席報告

Dear Shareholders,

OVERVIEW

On behalf of the board of directors (the "Board") of Computer And Technologies Holdings Limited (the "Company"), I am glad to present the unaudited interim results of the Company and its subsidiaries (collectively the "Group") for the six-month ended 30 June 2015. The Group's consolidated net profit attributable to shareholders for the reporting period increased by 3.2% to HK\$23.3 million (2014: HK\$22.6 million). The basic earnings per share was 9.64 HK cents (2014: 9.37 HK cents) or an increase of 2.9% compared with the same period last year.

The Group's overall revenue was HK\$106.8 million (2014: HK\$103.9 million), representing a growth of 2.8% over the same period last year and the overall gross profit also increased by 3.1% to HK\$57.9 million.

During the reporting period, the Group generated net cash inflows of HK\$12.6 million from its operating activities and continuously maintained robust liquidity position. In view of the sustained healthy financial position, the Board recommended the distribution of an interim dividend of 7 HK cents (2014: 7 HK cents).

BUSINESS REVIEW

Application Software

Building on existing customer base with recurring business and ongoing maintenance and service incomes, the Group's Application Software⁽¹⁾ business managed to deliver a steady performance in the first half of 2015. In order to accelerate the future growth, the Group had been deployed increasing resources in research and development ("R&D") for software products enhancement and platforms integration during the reporting period. While the increased R&D costs had adversely impacted the profit contributions of the related businesses, the management believes that the enriched products features and integrated platforms will contribute to the long-term profit growth.

While the revenue contributions of the Group's HRM⁽¹⁾, EIM⁽¹⁾ and EPM⁽¹⁾ businesses were stably maintained during the reporting period, the Group continued to expand its customer base with prestigious clients in various industries, such as a major property developer in the region, a five-star hotel group and an organization providing clearing and settlements services to major financial institutions in Hong Kong.

各位股東：

回顧

本人謹代表科聯系統集團有限公司(「本公司」)董事會(「董事會」)欣然呈報本公司及其附屬公司(統稱「本集團」)截至二零一五年六月三十日止六個月之未經審核中期業績。本集團於報告期間之股東應佔綜合純利增加3.2%至2,330萬港元(二零一四年：2,260萬港元)。每股基本盈利為9.64港仙(二零一四年：9.37港仙)或相較去年同期增加2.9%。

本集團整體收入為1.068億港元(二零一四年：1.039億港元)，較去年同期增加2.8%，及整體毛利亦上升3.1%至5,790萬港元。

於報告期間，本集團自其經營業務產生淨現金流入1,260萬港元，並持續維持穩健之流動資金狀況。鑒於財務狀況持續穩健，故董事會建議派付中期股息7港仙(二零一四年：7港仙)。

業務回顧

應用軟件

基於經常性業務之現有客戶基礎及持續的維護及服務收入，本集團之應用軟件⁽¹⁾業務於二零一五年上半年表現穩定。為促進未來增長，本集團於報告期間已調配更多資源於研究及開發(「研發」)，以改善軟件產品及整合平台。儘管研發成本增加對相關業務之溢利貢獻造成不利影響，惟管理層深信，於長遠而言，嶄新的產品功能及綜合平台將可取得更多盈利貢獻。

儘管本集團之人力資源管理⁽¹⁾、企業資訊管理⁽¹⁾及企業採購管理⁽¹⁾業務於報告期間之收入貢獻維持穩定，惟本集團繼續擴充其客戶基礎，並加入更多來自不同行業的知名客戶，包括區內一家主要物業發展商、一家五星級酒店集團及香港一家為主要金融機構提供結算及交收服務之機構。

BUSINESS REVIEW (CONTINUED)

Application Software (continued)

On top of organic growth, in February 2015, the Group had taken steps forward to expand its Application Software business by acquiring the entire issued shares of Sanyo Extended System Services Limited ("Sanyo Extended"), a well-established ERM^[1] solutions company in Hong Kong who is specialized in point-of-sale and related software and services. The acquisition strengthened both the resources and product offerings of the Group. The management is also contented to see the smooth integrations of the teams and foreseen more synergy effects would be generated.

The management forecasted the market demands for the Group's software products will be strong in the foreseeable future. The Group had been developing its next generation enterprise application platform that allows various product suites to be integrated and configured to cater for different customers' requirements, to cope with multiple-user interfaces including mobile devices and to be delivered on-premises and on cloud. The management envisaged that solutions built on such platform would meet the upcoming market demands and provide further expansion opportunities to the Group.

e-Service and related business

The expiration of the partnership agreements with some trade associations for paper-to-electronic conversion service ("PCS") last year had caused a material decrease in revenue of the Group's GETS^[2] business during the reporting period. Despite the downturn of revenue, the Group's establishment of the 12 PCS outlets through a partnership with a locally listed printing business group had functioned well and became one of the major income sources of PCS revenue. In addition, the Group had also launched more customer-oriented services plans and enhanced its online services to cater for the users with diverse preferences.

The Group's BPO^[3] business remained stable during the reporting period. The management is delighted to see the Group had secured to renew a multi-year BPO contract with a leading trade promotion organization in Hong Kong.

Solutions and Integration Services

Leveraged on improved domain expertise and delivery proficiency, the Group's Solutions Services^[4] business managed to deliver a result with double-digit growth in the first half of 2015.

The business continued receiving material IT solutions and service orders from various government departments of HKSAR and commercial conglomerates. The management expected the market demands for solution services based on the latest technologies in the area of mobility and cloud computing will be solid for the rest of the year.

Building on a streamline structure, the Group's Integration Services^[5] business managed to deliver an improved result during the period under review.

業務回顧(續)

應用軟件(續)

除了自然增長外，本集團於二零一五年二月透過收購三洋拓展系統有限公司(「三洋拓展」)全部已發行股份，進一步擴充其應用軟件業務。三洋拓展乃一家於香港悠來已久之企業零售管理^[1]解決方案公司，專門提供銷售時點情報系統及相關軟件及服務。有關收購加強本集團之資源及產品組合。管理層樂見團隊順利結合，並預期將產生更多協同效應。

管理層預測市場對本集團軟件產品之需求於可見未來將保持強勁。本集團一直致力發展下一代企業應用平台，容許不同產品套裝結合及配置，以迎合客戶之不同要求，同時亦可處理包括手機裝置在內之多用戶界面並於系統及雲端內交付產品。管理層展望，建於此平台之解決方案將符合市場未來需求，並為本集團提供進一步擴充機會。

電子服務及相關業務

去年與若干貿易商會就紙張轉電子報關服務(「紙張轉電子報關服務」)所訂立之合作協議屆滿令本集團之政府電子貿易服務^[2]之業務收入於報告期間大幅減少。儘管收入下滑，本集團透過夥拍一家從事印刷業務之本地上市集團所開設之12家紙張轉電子報關服務櫃檯運作良好，並成為紙張轉電子報關服務其中一個主要之收入來源。此外，本集團亦推行更多客戶主導服務之計劃及加強其線上服務，以滿足用戶的不同需求。

本集團之業務流程外判^[3]業務於報告期間維持穩定。管理層樂見本集團與香港一家領導貿易推廣之機構準備重續為期數年之業務流程外判合約。

解決方案及集成服務

憑藉領域專業知識及交付效益提升，本集團之解決方案服務^[4]業務於二零一五年上半年業績增長達雙位數字。

此業務繼續接獲來自香港特區政府多個部門及商界企業之重大資訊科技解決方案及服務之訂單。管理層預期，市場對以流動及雲端計算領域等新技術為本的解決方案服務之需求將於下半年保持強勁。

憑藉精簡架構，本集團之集成服務^[5]業務於回顧期間的業績亦有所改善。

BUSINESS REVIEW (CONTINUED)

Investments

The Group's investments segment recorded a segment result of HK\$4.5 million (2014: HK\$8.9 million). The decreased segment result is mainly caused by the decrement of fair value gain of the investment properties held.

PROSPECT

The management is cautiously optimistic on the Group's overall performance for the remaining year. Building on top of its strong customer base which will continue to generate recurring businesses and ongoing services incomes, the Group will continue to invest in the software product R&D and expand the related markets. Last but not least, the Group will not slow down in searching for any suitable acquisition opportunities in the region to accelerate the business development.

Footnotes:

- [1] The Group's Application Services business engages in the provision of application software and e-business services for enterprises including (i) the provision of enterprise application software with implementation and ongoing support services for Human Resource Management ("HRM"), Enterprise Procurement Management ("EPM"), Enterprise Information Management ("EIM") and Enterprise Retail Management ("ERM") (collectively the "Application Software"); and (ii) the Government Electronic Trading Services ("GETS"), cloud services, business process outsourcing ("BPO") services and other related value added services (collectively the "e-Service and related business").
- [2] Since 2004, the Group has been granted a license (the "GETS License") from the Government for the provision of front-end Government Electronics Trading Services for processing certain official trade-related documents. The Group's GETS License was renewed in 2009 for operation of additional seven years until the end of 2016.
- [3] The Group's BPO business comprises the provision of services for the operations and support of specific business functions or processes of customers.
- [4] The Group's Solutions Services business includes (i) Development Services for the provision of IT solutions implementation and application software development; and (ii) Managed Services for the provision of IT and related operation/infrastructure outsourcing services.
- [5] The Group's Integration Services business covers the provision of IT systems and network infrastructure with related design, implementation and ongoing support services.

業務回顧(續)

投資

本集團投資分部錄得分部業績450萬港元(二零一四年:890萬港元)。分部業績有所下降主要源自所持投資物業公平值收益減少所致。

前景

管理層對本集團下半年之整體表現保持審慎樂觀態度。建立於不斷壯大的客戶基礎以及持續不息的業務及服務收入，本集團將繼續投資研發其軟件產品套裝，並拓展相關市場。此外，本集團將加快步伐於區內物色任何合適之收購機會，以推進業務發展。

註解：

- [1] 本集團之應用服務業務乃為企業提供應用軟件及電子商務服務，包括(i)提供有關人力資源管理(「人力資源管理」)、企業採購管理(「企業採購管理」)、企業資訊管理(「企業資訊管理」)及企業零售管理(「企業零售管理」)(統稱「應用軟件」)之企業應用軟件之實施及持續支援服務；及(ii)政府電子貿易服務(「GETS」)、雲端服務、業務流程外判(「業務流程外判」)服務及其他相關增值服務(統稱「電子服務及相關業務」)。
- [2] 本集團自二零零四年起獲政府授出一項特許權(「GETS特許權」)，提供處理若干官方貿易相關文件之前端政府電子貿易服務。本集團之GETS特許權已於二零零九年獲續發，可額外營運七年，直至二零一六年年底為止。
- [3] 本集團之業務流程外判業務包括為客戶提供特定業務性質或流程之運作及支援服務。
- [4] 本集團之解決方案服務業務包括(i)提供資訊科技解決方案實施及應用軟件之開發服務；及(ii)提供資訊科技及相關營運／基礎設施外判服務之代管服務。
- [5] 本集團之集成服務業務涵蓋提供資訊科技系統及網絡基礎設施，輔以相關設計、實施及持續支援服務。

FINANCIAL REVIEW

Revenue

The Group's turnover for the reporting period slightly increased by 2.8% to HK\$106.8 million (2014: HK\$103.9 million). The increase in revenue was mainly due to the contribution from the Group's Solutions Services business during the reporting period.

Gross profit

The Group's gross profit for the reporting period increased by 3.1% to HK\$57.9 million (2014: HK\$56.1 million) while the overall gross profit margin was stably maintained at 54.2% (2014: 54.0%).

Non-operating incomes and gains, net (included other incomes and gains, net, foreign exchange differences, net and fair value gains/losses), net

Non-operating incomes and gains (included other incomes and gains, net, foreign exchange differences, net, and fair value gains/losses), net recorded an increase of 25.9% to HK\$8.3 million (2014: HK\$6.6 million). The increase was mainly due to a mixed result of the followings.

Foreign exchange differences, net

The foreign exchange loss was significantly reduced to HK\$8,000 (2014: HK\$5.4 million) as the exchange rate of Renminbi was less fluctuated during the reporting period.

Fair value gain on investment properties

The continuous appreciation in the investment properties held by the Group attributed to the fair value gain of HK\$2.2 million on the investment properties, however the gain was 69.1% or HK\$4.9 million lower than the same period last year.

Expenses

The Group's selling and distribution expenses kept constant from same period last year.

The Group's general and administrative expenses increased due to the consolidation of expenses of newly acquired ERM business from February 2015.

財務回顧

收入

本集團於報告期內之營業額輕微上升2.8%至1.068億港元(二零一四年：1.039億港元)。收入增加主要由於本集團於報告期間之解決方案服務業務產生之貢獻所致。

毛利

本集團於報告期內之毛利上升3.1%至5,790萬港元(二零一四年：5,610萬港元)，而毛利率則穩定地維持於54.2%(二零一四年：54.0%)。

非營運收入及收益淨額(包括其他收入及收益淨額、匯兌差額淨額及公平值收益/(虧損)淨額)

非營運收入及收益(包括其他收入及收益淨額、匯兌差額淨額及公平值收益/(虧損)淨額)錄得25.9%增幅至830萬港元(二零一四年：660萬港元)。增幅主要受下列各項之共同影響所致。

匯兌差額淨額

因報告期間人民幣匯率波動減少，外匯虧損大幅減少至8千港元(二零一四年：540萬港元)。

投資物業公平值收益

本地物業市場持續升勢令本集團投資物業公平值收益達220萬港元，然而，收益較去年同期少69.1%或減少490萬港元。

開支

本集團之銷售及分銷開支與去年同期相若。

由於自二零一五年二月起將新收購之企業零售管理業務之開支合併入賬，故本集團之一般及行政開支有所增加。

FINANCIAL REVIEW (CONTINUED)

Income tax expense

Income tax expense increased by 39.2% to HK\$3.3 million as the assessable profits subject to Hong Kong profits tax had been increased in current reporting period. The tax charge at the Group's effective tax rate was around 12.3% in 2015, comparing with 9.4% in 2014. The effective tax rate was lower than the Hong Kong statutory profits tax rate because part of the income and gains, including dividend, bank interest incomes generated in Hong Kong and fair value gain arising from the revaluation of investment properties located in Hong Kong, were not subject to the Hong Kong profits tax.

Net profit

Profit for the period attributable to shareholders increased 3.2% to HK\$23.3 million (2014: HK\$22.6 million) while the net profit margin (profit for the period attributable to shareholders divided by revenue) was maintained at 21.8% (2014: 21.7%).

Non-Current Assets

The Group's non-current assets as at 30 June 2015 went up to HK\$130.3 million from HK\$106.5 million as at 31 December 2014. The change was mainly attributable to the recognition of a goodwill and an intangible asset arising from the acquisition of Sanyo Extended in early 2015.

The Group reviewed and considered no impairment indication to the carrying value of goodwill during the period under review.

Current Assets

The Group's current assets as at 30 June 2015 increased slightly to HK\$424.8 million from HK\$416.1 million as at 31 December 2014. The change represented the net results of (i) the decrease in cash and cash equivalents due to the distribution of 2014 special and final dividends and progress payment for the acquisition of Sanyo Extended; (ii) the increase in trade receivables due to a multi-million billing issued to a government department of HKSAR in late June for some ongoing maintenance services to be provided.

The Group maintains strict control over its outstanding trade receivables and considered that the trade receivables (net of impairment provision) were all recoverable in the foreseeable future.

財務回顧(續)

所得稅開支

所得稅開支增加39.2%至330萬港元，乃由於在本報告期間須繳納香港利得稅之應課稅溢利上升。按本集團於二零一五年實際稅率計算之稅項支出約12.3%，而二零一四年則為9.4%。實際稅率低於香港法定利得稅稅率之原因為部分收入及收益(包括於香港產生之股息、銀行利息收入及重估位於香港之投資物業所產生之公平值收益)毋須繳納香港利得稅所致。

純利

股東應佔期內溢利增加3.2%至2,330萬港元(二零一四年：2,260萬港元)，而純利率(股東應佔期內溢利除以收入)則維持21.8%(二零一四年：21.7%)。

非流動資產

於二零一五年六月三十日，本集團非流動資產自二零一四年十二月三十一日之1.065億港元增加至1.303億港元。該變動乃主要由於確認於二零一五年初收購三洋拓展所獲得之商譽及無形資產所致。

本集團經檢閱及檢討後認為商譽賬面值於回顧期間並無減值跡象。

流動資產

於二零一五年六月三十日，本集團流動資產自二零一四年十二月三十一日之4.161億港元輕微增加至4.248億港元。此變動為以下因素之淨影響：(i)現金及等同現金資產減少，原因為派付二零一四年特別及末期股息以及收購三洋拓展之部份付款所致；(ii)應收貿易賬款增加，原因為就將提供之若干持續保養服務於六月底向一個香港政府部門發出數以百萬計之賬單。

本集團對其未償還應收貿易賬款維持嚴格監控，並認為全部應收貿易賬款(扣除減值撥備)均可於可預見未來收回。

FINANCIAL REVIEW (CONTINUED)

Current Liabilities

The Group's current liabilities as at 30 June 2015 increased to HK\$125.5 million from HK\$98.6 million as at 31 December 2014. The increase was primarily due to the recognition of deferred income arising from various maintenance services to be provided by the Group.

Segment Assets and Liabilities

Segment assets of Integration and Solutions Services business increased in line with the increase in the trade receivables of Solutions Services business incurred by a billing issued to a government department of HKSAR as previously mentioned.

Segment liabilities of Integration and Solutions Services business increased due to the recognition of deferred income arising from various maintenance services to be provided by the Solution Services business.

Segment assets and segment liabilities of Applications Services business increased mainly due to the acquisition of Sanyo Extended in early 2015.

Segment assets of Investments business increased slightly due to the net effect of (i) the appreciation in value of investment properties held and (ii) the decrease in investments held under available-for-sale investments and financial assets at fair value through profit or loss.

Equity

Total equity as at 30 June 2015 slightly increased by 0.9% to HK\$426.6 million (31 December 2014: HK\$422.8 million). The change was mainly a result of the retention of the net profit earned in first half of 2015, partially offset by the reclassification of 2014 final and special dividends to current liability upon the approval of the dividends at the annual general meeting held in June 2015.

PLEDGE OF ASSETS AND CONTINGENT LIABILITIES

As at 30 June 2015, the Group had pledged an investment property with a fair value of HK\$55.0 million (31 December 2014: HK\$52.8 million), listed debt and equity securities of HK\$13.9 million (31 December 2014: HK\$10.9 million) and bank balances of HK\$12.8 million (31 December 2014: HK\$6.9 million) to secure certain general bank facilities including guarantee/performance bonds facilities granted to the Group in aggregate of HK\$134.0 million (31 December 2014: HK\$134.0 million) of which HK\$5.7 million (31 December 2014: HK\$5.4 million) have been utilised as at 30 June 2015.

財務回顧(續)

流動負債

於二零一五年六月三十日，本集團流動負債由二零一四年十二月三十一日之0.986億港元增加至1.255億港元。該增幅乃主要由於確認本集團將予提供多項保養服務所產生之遞延收入所致。

分部資產及負債

如上述向一個香港政府部門發出賬單令解決方案服務業務之應收貿易賬款增加，集成及解決方案服務業務之分部資產亦相應增加。

由於確認解決方案服務業務將予提供多項保養服務所產生之遞延收入，集成及解決方案服務業務之分部負債亦相應增加。

主要由於在二零一五年初收購三洋拓展，應用服務業務之分部資產及分部負債亦相應增加。

投資業務之分部資產輕微上升，此乃由於以下因素之淨影響(i)所持投資物業升值及(ii)按公平價值經損益入賬之可供出售投資及財務資產項下所持有投資減少所致。

權益

於二零一五年六月三十日，總權益輕微增加0.9%至4.266億港元(二零一四年十二月三十一日：4.228億港元)。該變動乃主要由於二零一五年上半年所賺取之純利獲得保留，惟於二零一五年六月舉行之股東週年大會上股息獲批准後，部分純利已被二零一四年末期及特別股息獲重新分類為流動負債所抵銷。

資產抵押及或然負債

於二零一五年六月三十日，本集團已抵押其公平值為5,500萬港元(二零一四年十二月三十一日：5,280萬港元)之投資物業、為數1,390萬港元之上市債務及股票證券(二零一四年十二月三十一日：1,090萬港元)及為數1,280萬港元(二零一四年十二月三十一日：690萬港元)之銀行存款，作為本集團獲授若干一般銀行融資，包括擔保／履約保證融資合共1.340億港元(二零一四年十二月三十一日：1.340億港元)之擔保，其中570萬港元(二零一四年十二月三十一日：540萬港元)已於二零一五年六月三十日動用。

FINANCIAL RESOURCES AND LIQUIDITY

As at 30 June 2015, the Group's bank balances and cash (excluded pledged bank deposit of HK\$12.8 million) was HK\$325.8 million (31 December 2014: HK\$342.6 million).

All of the Group's on hand fundings are in Hong Kong dollars, Renminbi and US dollars. The Group has not adopted any hedging policies, as these currencies carry relatively low exchange fluctuation risks. Nevertheless, the Group monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure to minimise exchange risk should the need arise.

As at 30 June 2015, the Group had no bank borrowings (31 December 2014: Nil). The Group's current ratio representing current assets divided by current liability was 3.4 (31 December 2014: 4.2) and the gearing ratio, representing total liabilities divided by total assets, was 23.1% (31 December 2014: 19.1%).

REMUNERATION POLICY AND NUMBER OF EMPLOYEES

The Group remunerates its employees based on their performance, working experience and prevailing market conditions.

The remuneration policies adopted for the six months ended 30 June 2015 are consistent with those disclosed in the Group's 2014 Annual Report. As at 30 June 2015, the Group employed 263 full time employees and 2 contract-based employees (31 December 2014: 270 full time employees and 4 contract-based employees).

As at 30 June 2015, the Company operates a share option scheme and a share award scheme for the purpose of providing incentives and rewards to the employees who contribute to the success of the Group's operations.

SIGNIFICANT INVESTMENTS

Save as disclosed in the report, the Group has no significant investments held as at 30 June 2015.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed in note 19 regarding an acquisition of subsidiaries, the Group did not have any material acquisition or disposal of subsidiaries during the reporting period.

財政資源及流動資金

於二零一五年六月三十日，本集團銀行結餘及現金(不包括已抵押銀行存款1,280萬港元)為3.258億港元(二零一四年十二月三十一日：3.426億港元)。

本集團全部手頭資金以港元、人民幣及美元為單位。由於此等貨幣之匯率相對波動風險甚低，故本集團並無採納任何對沖政策。然而，本集團一向密切監察外匯風險，並將考慮在需要時對沖重大外幣風險以減少匯兌損失。

於二零一五年六月三十日，本集團並無銀行借貸(二零一四年十二月三十一日：無)。本集團之流動比率(即流動資產除以流動負債)為3.4(二零一四年十二月三十一日：4.2)，以及資產負債比率(即負債總值除以資產總值)則為23.1%(二零一四年十二月三十一日：19.1%)。

薪酬政策及僱員數目

本集團按僱員表現、工作經驗及現行市況向彼等支付薪酬。

就截至二零一五年六月三十日止六個月採納之薪酬政策與本集團二零一四年年報所披露者一致。於二零一五年六月三十日，本集團僱用263名全職僱員及2名合約僱員(二零一四年十二月三十一日：270名全職僱員及4名合約僱員)。

於二零一五年六月三十日，本公司已設立購股權計劃及股份獎勵計劃，藉此激勵及獎賞為本集團業務成功作出貢獻之僱員。

重大投資

除本報告所披露者外，截至二零一五年六月三十日，本集團並無持有任何重大投資。

涉及收購及出售附屬公司之重大交易

除本報告附註19有關收購附屬公司所披露者外，本集團於報告期內並無進行任何涉及收購或出售附屬公司之重大交易。

Chairman's Statement (continued) 主席報告(續)

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no specific plan for material investments or capital assets as at 30 June 2015.

CONTINGENT LIABILITIES

Save as disclosed in the report, the Group has no material contingent liabilities as at 30 June 2015.

CHANGES SINCE 31 DECEMBER 2014

There were no other significant changes in the Group's financial position or from the information disclosed under management discussion and analysis in the report for the year ended 31 December 2014.

INTERIM DIVIDEND

The Board recommends the payment of an interim dividend of 7 HK cents (30 June 2014: 7 HK cents) per share for the six months ended 30 June 2015. The interim dividend will be distributed on or about Thursday, 17 September 2015 to shareholders whose names appear on the Register of Members of the Company on Monday, 7 September 2015.

CLOSURE OF THE REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Friday, 4 September 2015 to Monday, 7 September 2015, both days inclusive, during which period no transfer of shares will be registered. In order to qualify the interim dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 2 September 2015.

APPRECIATIONS

On behalf of the Board and the management, I would like to express our sincere thanks to all employees, shareholders, customers and business partners for their supports to the Group during the reporting period.

By Order of the Board
Computer And Technologies Holdings Limited
Ng Cheung Shing
Chairman

Hong Kong, 18 August 2015

重大投資或資本資產之未來計劃

截至二零一五年六月三十日，本集團概無就重大投資或資本資產制定任何特定計劃。

或然負債

除本報告所披露者外，截至二零一五年六月三十日，本集團並無重大或然負債。

自二零一四年十二月三十一日以來的變動

截至二零一四年十二月三十一日止年度報告所載之本集團財務狀況或管理層討論及分析下所披露的資料並無其他重大變動。

中期股息

董事會建議就截至二零一五年六月三十日止六個月派付中期股息每股7港仙(二零一四年六月三十日：7港仙)。中期股息將於二零一五年九月十七日(星期四)或前後向於二零一五年九月七日(星期一)名列本公司股東名冊之股東派付。

暫停辦理股份過戶登記手續

本公司將由二零一五年九月四日(星期五)至二零一五年九月七日(星期一)(首尾兩天包括在內)期間暫停辦理股份過戶登記手續。為符合資格獲取中期股息，所有股份過戶文件連同有關股票證書及過戶表格，必須於二零一五年九月二日(星期三)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司辦理過戶登記手續，地址為香港皇后大道東183號合和中心22樓。

鳴謝

本人謹代表董事會及管理層，對全體員工、股東、客戶及業務夥伴於本報告期間對本集團之支持致以衷心感謝。

承董事會命
科聯系統集團有限公司
主席
吳長勝

香港，二零一五年八月十八日

Condensed Consolidated Statement of Profit or Loss

簡明綜合損益表

The Board of Directors (the “Board”) of Computer And Technologies Holdings Limited (the “Company”) presents the unaudited condensed consolidated interim financial results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2015, together with the comparative amounts. These condensed consolidated interim financial results have been reviewed by the Company’s audit committee.

科聯系統集團有限公司(「本公司」)董事會(「董事會」)謹此呈列本公司及其附屬公司(統稱「本集團」)截至二零一五年六月三十日止六個月之未經審核簡明綜合中期財務業績連同比較數字。此等簡明綜合中期財務業績已經由本公司審核委員會審閱。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
	Notes		
	附註		
REVENUE	收入	5	
Cost of sales and services	銷售及服務成本	106,762	103,853
		(48,912)	(47,725)
Gross profit	毛利	57,850	56,128
Other income and gains, net	其他收入及收益淨額	5	5,308
Foreign exchange differences, net	匯兌差額淨額	(8)	(5,355)
Fair value gains/(losses), net:	公平值收益/(虧損)淨額：		
Financial assets at fair value through profit or loss	按公平值經損益入賬之財務資產	518	(488)
Investment properties	投資物業	2,200	7,112
Selling and distribution expenses	銷售及分銷開支	(13,574)	(13,333)
General and administrative expenses	一般及行政開支	(26,033)	(24,482)
PROFIT BEFORE TAX	除稅前溢利	6	26,522
Income tax expense	所得稅開支	7	24,890
		(3,255)	(2,339)
PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔本期間溢利		23,267
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股股東應佔每股盈利		22,551
	9	HK cents 港仙	HK cents 港仙
Basic	基本	9.64	9.37
Diluted	攤薄	9.60	9.32

Details of the dividends proposed for the period are disclosed in note 8 to the financial statements.

本期間擬派股息之詳情於財務報告附註8披露。

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益表

For the six months ended 30 June

截至六月三十日止六個月

		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
PROFIT FOR THE PERIOD	本期間溢利	23,267	22,551
OTHER COMPREHENSIVE INCOME	其他全面收入		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:	於往後期間，其他全面收入將重新分類至損益表：		
Available-for-sale investments:	可供出售投資：		
Changes in fair value	公平值變動	16	197
Reclassification adjustments for gains included in the condensed consolidated statement of profit or loss – gain on disposal	就收益於簡明綜合損益表中列賬進行重新分類調整 — 出售收益	(107)	-
		(91)	197
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	5	(1,221)
Net other comprehensive loss to be reclassified to profit or loss in subsequent periods	於往後期間，其他全面淨虧損將重新分類至損益表	(86)	(1,024)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:	於往後期間，其他全面收入將不會重新分類至損益表：		
Gain on property revaluation	物業重估收益	2,630	-
Income tax effect	所得稅影響	(658)	-
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods	於往後期間，其他全面收入淨額將不會重新分類至損益表	1,972	-
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD	本期間其他全面收入／(虧損)	1,886	(1,024)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔本期間全面收入總額	25,153	21,527

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

			30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核)
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	7,311	10,742
Investment properties	投資物業	11	65,665	58,265
Goodwill	商譽	12	44,575	29,211
Other intangible assets	其他無形資產	13	6,791	-
Available-for-sale investments	可供出售投資	14	1,900	6,705
Financial assets at fair value through profit or loss	按公平值經損益入賬之財務資產	16	4,085	1,573
<i>Total non-current assets</i>	<i>非流動資產總值</i>		130,327	106,496
CURRENT ASSETS	流動資產			
Inventories	存貨		365	712
Trade and bills receivables	應收貿易賬款及應收票據	15	49,220	34,142
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		6,975	5,429
Due from contract customers	應收合約客戶款項		3,738	3,870
Available-for-sale investments	可供出售投資	14	5,031	5,075
Financial assets at fair value through profit or loss	按公平值經損益入賬之財務資產	16	9,838	9,299
Tax recoverable	可返還稅項		11,036	8,030
Pledged bank deposits	已抵押銀行存款		12,755	6,943
Cash and cash equivalents	現金及等同現金資產		325,814	342,644
<i>Total current assets</i>	<i>流動資產總值</i>		424,772	416,144
CURRENT LIABILITIES	流動負債			
Trade payables, other payables and accruals	應付貿易賬款、其他應付款項及應計款項	17	(59,033)	(57,811)
Due to contract customers	應付合約客戶款項		(10,875)	(7,407)
Deferred revenue	遞延收入		(40,210)	(22,069)
Tax payable	應繳稅項		(15,363)	(11,320)
<i>Total current liabilities</i>	<i>流動負債總值</i>		(125,481)	(98,607)
NET CURRENT ASSETS	流動資產淨值		299,291	317,537
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		429,618	424,033
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債	18	(2,994)	(1,216)
<i>Net assets</i>	<i>資產淨值</i>		426,624	422,817
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Issued capital	已發行股本		24,419	24,419
Share premium account	股份溢價賬		38,493	38,493
Shares held under the restricted share award scheme	根據有限制股份獎勵計劃持有之股份		(3,297)	(3,731)
Other reserves	其他儲備		367,009	341,928
Proposed final and special dividends	擬派末期及特別股息		-	21,708
<i>Total equity</i>	<i>總權益</i>		426,624	422,817

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

		Attributable to owners of the parent 母公司擁有人應佔												
		Other reserves 其他儲備										Proposed final and special dividends 擬派末期及特別股息	Total equity 權益總值	
		Issued capital 已發行股本	Share premium account 股份溢價賬	Contributed surplus 繳入盈餘	Shares held under the restricted share award scheme 根據有限制股份獎勵計劃持有之股份	Share-based payment reserve 股份付款儲備	Goodwill reserve 商譽儲備	Property revaluation reserve 物業重估儲備	Available-for-sale investment revaluation reserve 可供出售投資重估儲備	Reserve funds 儲備基金	Exchange fluctuation reserve 匯兌波動儲備			Retained profits 保留溢利
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
At 1 January 2014	於二零一四年一月一日	24,419	38,493	29,619	(4,735)	2,367	(7,227)	-	637	733	6,106	300,365	21,641	412,418
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	-	-	22,551	-	22,551
Other comprehensive income for the period:	本期間其他全面收入：													
Changes in fair value of available-for-sale investments	可供出售投資公平值變動	-	-	-	-	-	-	197	-	-	-	-	-	197
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	-	-	-	-	(1,221)	-	-	-	(1,221)
Total comprehensive income for the period	本期間全面收入總額	-	-	-	-	-	-	197	-	(1,221)	22,551	-	-	21,527
Vesting of shares held under the restricted share award scheme	有限制股份獎勵計劃項下股份歸屬	-	-	-	640	(640)	-	-	-	-	-	-	-	-
Share award arrangements	股份獎勵安排	-	-	-	-	544	-	-	-	-	-	-	-	544
Final and special 2013 dividends declared	宣派二零一三年末期及特別股息	-	-	(26)	-	-	-	-	-	-	-	-	(21,641)	(21,667)
At 30 June 2014	於二零一四年六月三十日	24,419	38,493	29,593	(4,095)	2,271	(7,227)	-	834	733	4,885	322,916	-	412,822

		Attributable to owners of the parent 母公司擁有人應佔												
		Other reserves 其他儲備										Proposed final and special dividends 擬派末期及特別股息	Total equity 權益總值	
		Issued capital 已發行股本	Share premium account 股份溢價賬	Contributed surplus 繳入盈餘	Shares held under the restricted share award scheme 根據有限制股份獎勵計劃持有之股份	Share-based payment reserve 股份付款儲備	Goodwill reserve 商譽儲備	Property revaluation reserve 物業重估儲備	Available-for-sale investment revaluation reserve 可供出售投資重估儲備	Reserve funds 儲備基金	Exchange fluctuation reserve 匯兌波動儲備			Retained profits 保留溢利
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
At 1 January 2015	於二零一五年一月一日	24,419	38,493	-	(3,731)	2,428	(7,227)	-	525	733	5,297	340,172	21,708	422,817
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	-	-	23,267	-	23,267
Other comprehensive income for the period:	本期間其他全面收入：													
Changes in fair value of available-for-sale investments	可供出售投資公平值變動	-	-	-	-	-	-	(91)	-	-	-	-	-	(91)
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	-	-	-	-	5	-	-	-	5
Fair value gain on revaluation of a building upon transfer to investment property	於轉讓至投資物業後之一所樓宇重估的公平值收益	-	-	-	-	-	1,972	-	-	-	-	-	-	1,972
Total comprehensive income for the period	本期間全面收入總額	-	-	-	-	-	1,972	(91)	-	5	23,267	-	-	25,153
Vesting of shares held under the restricted share award scheme	有限制股份獎勵計劃項下股份歸屬	-	-	-	434	(434)	-	-	-	-	-	-	-	-
Share award arrangements	股份獎勵安排	-	-	-	-	382	-	-	-	-	-	-	-	382
Final and special 2014 dividends declared	宣派二零一四年末期及特別股息	-	-	-	-	-	-	-	-	-	-	(20)	(21,708)	(21,728)
At 30 June 2015	於二零一五年六月三十日	24,419	38,493	-	(3,297)	2,376	(7,227)	1,972	434	733	5,302	363,419	-	426,624

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註	
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動之現金流量		
Profit before tax	除稅前溢利		26,522
Adjustments for:	經調整：		24,890
Bank interest income	銀行利息收入	5	(4,972)
Dividend income from listed investments	上市投資之股息收入	5	(309)
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益	5	(128)
Loss on disposal of financial assets at fair value through profit or loss	出售按公平值經損益入賬之財務資產虧損	5	-
Fair value losses/(gains), net:	公平值虧損/(收益)淨額：		607
Available-for-sale investments (transfer from equity on disposal)	可供出售投資(轉撥自出售權益)	5	(107)
Financial assets at fair value through profit or loss	按公平值經損益入賬之財務資產		488
Investment properties	投資物業		(7,112)
Depreciation	折舊	6	1,299
Impairment of trade receivables	應收貿易賬款減值	6	189
Reversal of impairment of trade receivables	撥回應收貿易賬款減值	6	(233)
Amortisation of other intangible assets	其他無形資產攤銷	6	373
Equity-settled share-based payment expenses	股權結算以股份支付開支	6	382
			20,298
Decrease in inventories	存貨減少		347
Increase in trade and bills receivables	應收貿易賬款及應收票據增加		(12,715)
Decrease/(increase) in amounts due from contract customers	應收合約客戶款項減少/(增加)		132
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加		(1,151)
Decrease in trade payables, other payables and accruals	應付貿易賬款、其他應付款項及應計款項減少		(9,719)
Increase/(decrease) in amounts due to contract customers	應付合約客戶款項增加/(減少)		3,468
Increase in deferred revenue	遞延收入增加		14,415
Cash generated from operations	經營業務所得現金		15,075
Hong Kong profits tax paid	已繳香港利得稅		(2,353)
Overseas taxes paid	已繳海外稅項		(111)
Net cash flows from/(used in) operating activities	經營活動所得/(所用)現金流量淨額		12,611
			5,414
			(22,855)
			(117)
			(2,705)
			(6,197)
			(57)
			14,305
			2,223
			(2,260)
			(33)
			(70)

Condensed Consolidated Statement of Cash Flows (continued)
簡明綜合現金流量表(續)

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註	
Net cash flows from/(used in) operating activities	經營活動所得/(所用)現金流量淨額		12,611 (70)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Bank interest received	已收銀行利息		4,972 5,396
Dividends received from listed investments	自上市投資所收股息		309 296
Purchases of items of property, plant and equipment	購置物業、廠房及設備項目		(591) (5,556)
Purchases of listed investments	購置上市投資		(2,533) (3,000)
Acquisition of subsidiaries	收購附屬公司	19	(9,252) -
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項		324 1
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值經損益入賬之財務資產所得款項		- 3,018
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項		4,865 22,041
Decrease in pledged bank deposits	已抵押銀行存款減少		1,310 52
(Increase)/decrease in non-pledged bank deposits with original maturity of more than three months when acquired	收購時原到期日超過三個月之無抵押存款(增加)/減少		(8,219) 15,609
Net cash flows from/(used in) investing activities	投資活動所得/(所用)現金流量淨額		(8,815) 37,857
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
Dividends paid	已付股息		(21,728) (21,667)
Net cash flows used in financing activities	融資活動所用現金流量淨額		(21,728) (21,667)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及等同現金資產之增加/(減少)淨額		(17,932) 16,120
Cash and cash equivalents at beginning of period	期初之現金及等同現金資產		291,891 258,962
Effects of foreign exchange rate changes, net	匯率變動之影響淨額		5 (1,277)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期終之現金及等同現金資產		273,964 273,805
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及等同現金資產結餘分析		
Cash and cash equivalents as stated in the condensed consolidated statement of financial position	簡明綜合財務狀況表所示之現金及等同現金資產		325,814 301,214
Pledged deposit for banking facilities granted by a bank with original maturity less than three months when acquired	銀行授出於收購時原到期日不超過三個月之銀行融資所抵押存款		9,144 8,872
Non-pledged time deposits with original maturity of more than three months when acquired	收購時原到期日超過三個月之無抵押定期存款		(60,994) (36,281)
Cash and cash equivalents as stated in the condensed consolidated statement of cash flows	簡明綜合現金流量表所示之現金及等同現金資產		273,964 273,805

Notes to Financial Statements

財務報表附註

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

1. CORPORATE INFORMATION

Computer And Technologies Holdings Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business of the Company is located at Level 10, Cyberport 2, 100 Cyberport Road, Hong Kong.

During the period, the Group was involved in the following principal activities:

- provision of enterprise applications software and related services, business process outsourcing, e-business, and related maintenance services;
- provision of system and network integration, information technology ("IT") solutions development and implementation, and related maintenance services; and
- property and treasury investments.

2. BASIS OF PREPARATION

This unaudited condensed consolidated interim financial information of the Group for the six months ended 30 June 2015 has been prepared in accordance with the applicable provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and Hong Kong Accounting Standards ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The unaudited condensed consolidated interim financial information 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 financial statements for the year ended 31 December 2014.

3.1 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the unaudited interim condensed consolidated financial information are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2014, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") (which also included HKASs and Interpretations) that affect the Group and are adopted for the first time for the current period's financial statements.

1. 集團資料

科聯系統集團有限公司乃於百慕達註冊成立之有限公司，其註冊辦事處位於 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司主要營業地點位於香港數碼港道100號數碼港2座10樓。

期內，本集團從事以下主要業務：

- 提供企業應用軟件及相關服務，業務流程外判、電子貿易服務，以及相關保養服務；
- 提供系統及網絡集成服務、資訊科技(「資訊科技」)解決方案發展及實施，以及相關保養服務；及
- 物業及庫務投資。

2. 編製基準

本集團截至二零一五年六月三十日止六個月之未經審核簡明綜合中期財務資料乃根據香港聯合交易所有限公司證券上市規則之適用披露條文及由香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。

未經審核簡明綜合中期財務資料並不包括年度財務報表內規定之所有資料及披露，故應與本集團截至二零一四年十二月三十一日止年度之年度財務報表一併閱讀。

3.1 主要會計政策

除下列影響本集團並於本期間財務報表首次採納之新訂及經修訂香港財務報告準則(「香港財務報告準則」)(當中亦包括香港會計準則及詮釋)外，編製未經審核簡明綜合中期財務資料所採納之會計政策與編製本集團截至二零一四年十二月三十一日止年度之全年度財務報表所採納者一致。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

3.2 CHANGE IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised standards and new interpretation for the first time for the current period's financial statements.

Amendments to HKAS 19	<i>Defined Benefit Plans: Employee Contributions</i>
<i>Annual Improvements 2010-2012 Cycle</i>	Amendments to a number of HKFRSs
<i>Annual Improvements 2011-2013 Cycle</i>	Amendments to a number of HKFRSs

The adoption of the above revised standards and interpretation has had no significant financial effect on these financial statements.

In addition, the Company has adopted the amendments to the Listing Rules issued by the Hong Kong Stock Exchange relating to the disclosure of financial information with reference to the Hong Kong Companies Ordinance (Cap. 622) during the current financial period. The main impact to the financial statements is on the presentation and disclosure of certain information in the financial statements.

3.2 會計政策及披露之變動

本集團已於本期間之財務報表首次採納以下經修訂準則及新詮釋。

香港會計準則 第19號(修訂本)	界定福利計劃：僱員 供款
二零一零年至 二零一二年週期 之年度改進	對多項香港財務報告 準則作出之修訂
二零一一年至 二零一三年週期 之年度改進	對多項香港財務報告 準則作出之修訂

採納上述經修訂準則及詮釋對該等財務報表並無重大財務影響。

此外，本公司於本財務期間已採納香港聯合交易所參考香港公司條例(第622章)所頒佈有關財務資料披露之上市規則修訂本。對財務報表之主要影響為財務報表若干資料之呈列及披露。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the application services segment that primarily engages in the provision of enterprise applications software and related operation outsourcing, business process outsourcing and e-business, and related maintenance services;
- (b) the integration and solutions services segment that primarily engages in the sales of computer networks and system platforms, and the provision of system and network integration, IT solutions development and implementation, and related maintenance services; and
- (c) the investments segment that primarily engages in various types of investing activities including, inter alia, property investment for rental income and/or for capital appreciation and treasury investment in securities for dividend income and interest income and/or for capital appreciation.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that unallocated interest income, unallocated other income and gains, net, unallocated foreign exchange differences, net, corporate and other unallocated depreciation, corporate and other unallocated expenses are excluded from such measurement.

Segment assets exclude tax recoverable, pledged bank deposits, cash and cash equivalents, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

There were no material intersegment sales and transfers during the current and prior period.

4. 經營分部資料

為方便管理，本集團根據其產品及服務劃分業務單位，並得出以下三個可報告的經營分部：

- (a) 應用服務分部乃主要從事提供企業應用軟件及相關營運外判、業務流程外判及電子貿易服務，以及相關保養服務；
- (b) 集成及解決方案服務分部乃主要從事銷售電腦網絡及系統平台、以及提供系統及網絡集成服務、資訊科技解決方案發展及實施，以及相關保養服務；及
- (c) 投資分部乃主要從事不同種類之投資活動，其中包括賺取租金收入及／或資本增值之物業投資，以及於證券庫務投資以賺取股息收入及利息收入及／或資本增值。

管理層獨立監察本集團各經營分部之業績，以就資源分配及表現評估作出決定。分部表現乃根據可報告分部溢利進行評估，而此乃經調整除稅前溢利計算方法。經調整除稅前溢利與本集團除稅前溢利之計量基準一致，當中並無計及未分配利息收入、未分配其他收入及收益淨額、未分配匯兌差額淨額、企業及其他未分配折舊、企業及其他未分配開支。

分部資產不包括可返還稅項、已抵押銀行存款、現金及等同現金資產，以及其他未分配總部及企業資產，原因為此等資產乃集團統一管理。

分部負債不包括應繳稅項、遞延稅項負債及其他未分配總部及企業負債，原因為此等負債乃集團統一管理。

於目前及過往期間並無重大分類間之銷售及轉讓。

Notes to Financial Statements (continued)
財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

4. OPERATING SEGMENT INFORMATION
(CONTINUED)

4. 經營分部資料(續)

(a) Operating segments

(a) 經營分部

Group

本集團

	Application Services		Integration and Solutions Services		Investments		Total	
	應用服務	集成及解決方案服務	投資	總額				
	2015	2014	2015	2014	2015	2014	2015	2014
	二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue:	分部收入：							
Sales to external customers	銷售予外界客戶							
Other income and gains, net	其他收入及收益淨額							
	46,804	46,962	58,446	54,431	1,512	2,460	106,762*	103,853*
	52	28	130	-	415	(311)	597[^]	(283) [^]
Total	46,856	46,990	58,576	54,431	1,927	2,149	107,359	103,570
Segment results	分部業績							
Reconciliation:	對賬：							
Unallocated interest income	未分配利息收入							
Unallocated other income and gains, net	未分配其他收入及收益淨額							
Unallocated foreign exchange differences, net	未分配匯兌差額淨額							
Corporate and other unallocated depreciation	企業及其他未分配折舊							
Corporate and other unallocated expenses	企業及其他未分配開支							
Profit before tax	除稅前溢利							
							26,522	24,890

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

4. OPERATING SEGMENT INFORMATION (CONTINUED)

4. 經營分部資料(續)

(a) Operating segments (continued)

(a) 經營分部(續)

Group

本集團

		Application Services		Integration and Solutions Services		Investments		Total	
		應用服務	集成及解決方案服務	投資	總額				
		30 June 2015	31 December 2014	30 June 2015	31 December 2014	30 June 2015	31 December 2014	30 June 2015	31 December 2014
		二零一五年六月三十日	二零一四年十二月三十一日	二零一五年六月三十日	二零一四年十二月三十一日	二零一五年六月三十日	二零一四年十二月三十一日	二零一五年六月三十日	二零一四年十二月三十一日
		(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
		(未經審核)	(經審核)	(未經審核)	(經審核)	(未經審核)	(經審核)	(未經審核)	(經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment assets	分部資產	66,639	42,973	43,151	28,643	87,515	84,526	197,305	156,142
Reconciliation:	對賬:								
Corporate and other unallocated assets	企業及其他未分配資產							357,794	366,498
Total assets	資產總值							555,099	522,640
Segment liabilities	分部負債	58,191	42,855	48,072	37,453	859	820	107,122	81,128
Reconciliation:	對賬:								
Corporate and other unallocated liabilities	企業及其他未分配負債							21,353	18,695
Total liabilities	負債總額							128,475	99,823

* This represents the consolidated revenue of HK\$106,762,000 (2014: HK\$103,853,000) in the condensed consolidated statement of profit or loss.

* 指於簡明綜合損益表之綜合收入106,762,000港元(二零一四年: 103,853,000港元)。

^ These comprise the consolidated other income and gains, net, of HK\$5,569,000 (2014: HK\$5,308,000) in the condensed consolidated statement of profit or loss.

^ 包括在簡明綜合損益表內之其他收入及收益淨額為5,569,000港元(二零一四年: 5,308,000港元)。

Notes to Financial Statements (continued)
財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

4. OPERATING SEGMENT INFORMATION
(CONTINUED)

4. 經營分部資料(續)

(a) Operating segments (continued)

(a) 經營分部(續)

Group	本集團											
	Application Services 應用服務		Integration and Solutions Services 集成及解決方案服務		Investments 投資		Total 總額					
	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元				
Other segment information:	其他分部資料：											
Net fair value gains on investment properties	投資物業公平值收益淨額		-		-		2,200	7,112	2,200	7,112		
Net fair value gains/(losses) on financial assets at fair value through profit or loss	按公平值經損益入賬之財務資產公平值收益/(虧損)淨額		-		-		518	(488)	518	(488)		
Amortisation of other intangible assets	其他無形資產攤銷		373		-		-	-	373	-		
Depreciation	折舊		170		191		169	250	42	47	381	488
Corporate and other unallocated depreciation	企業及其他未分配折舊								918		120	
									1,299		608	
Impairment losses recognised/(reversed) in the condensed consolidated statement of profit or loss, net*	於簡明綜合損益表確認/(撥回)之減值虧損淨額*		140		70		(184)	33	-	-	(44)	103
Capital expenditure**	資本開支**		152		149		288	49	-	-	440	198
Corporate and other unallocated capital expenditure**	企業及其他未分配資本開支**										194	6,558
											634	6,756

* Including impairment losses recognised in the condensed consolidated statement of profit or loss attributable to the application services segment and the integration and solutions services segment of HK\$189,000 (2014: HK\$91,000) and nil (2014: HK\$208,000), respectively, and impairment losses reversed in the condensed consolidated statement of profit or loss attributable to the application services segment and the integration and solutions services segment of HK\$49,000 (2014: HK\$21,000) and HK\$184,000 (2014: HK\$175,000), respectively.

* 包括於簡明綜合損益表所確認來自應用服務分部及集成及解決方案服務分部之減值虧損分別為189,000港元(二零一四年：91,000港元)及無(二零一四年：208,000港元)，及於簡明綜合損益表撥回來自應用服務分部及集成及解決方案服務分部分別為49,000港元(二零一四年：21,000港元)及184,000港元(二零一四年：175,000港元)。

** Capital expenditure consists of additions to property, plant and equipment and including property, plant and equipment from the acquisition of subsidiaries.

** 資本開支包括物業、廠房及設備添置，以及包括由收購附屬公司所得之物業、廠房及設備添置。

Notes to Financial Statements (continued)
財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

4. OPERATING SEGMENT INFORMATION
(CONTINUED)

4. 經營分部資料(續)

(b) Geographical information

(b) 地區資料

Group

本集團

(i) Revenue from external customers

(i) 來自外界客戶之收入

		Hong Kong 香港		Mainland China 中國內地		Total 總額	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Segment revenue:	分部收入：						
Sales to external customers	銷售予外界客戶	101,034	88,382	5,728	15,471	106,762	103,853

The revenue information is based on the locations of the customers.

收入資料乃以客戶所在地為基準。

(ii) Non-current assets

(ii) 非流動資產

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Hong Kong	香港	114,981	88,729
Mainland China	中國內地	9,361	9,489
		124,342	98,218

The non-current asset information is based on the locations of assets and excludes financial instruments.

非流動資產資料乃按資產所在地呈列，當中並未計及財務工具。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

4. OPERATING SEGMENT INFORMATION (CONTINUED)

(c) Information about major customers

Revenues from external customers individually amounting to 10% or more of the Group's total revenue:

For the period ended 30 June 2015, revenues from two major customers of HK\$26,519,000 and HK\$17,868,000 were derived from the integration and solutions services segment.

For the period ended 30 June 2014, revenue from a major customer of HK\$29,881,000 was derived from the integration and solutions services segment.

5. REVENUE, OTHER INCOME AND GAINS, NET

Revenue, which is also the Group's turnover, represents the aggregate of the invoiced value of goods sold, net of trade discounts, returns and business tax, where applicable; fees earned from the provision of enterprise applications software, related operation outsourcing, business process outsourcing, e-business, system and network integration, IT solutions development and implementation and related services; fees earned from the provision of maintenance services; gross rental income earned from investment properties; and interest income earned from treasury investments during the period.

4. 經營分部資料(續)

(c) 主要客戶之資料

來自外界客戶之收入個別佔本集團總收入10%或以上：

截至二零一五年六月三十日止期間，來自兩名主要客戶之收入為26,519,000港元及17,868,000港元，有關金額乃來自集成及解決方案服務分部。

截至二零一四年六月三十日止期間，來自一名主要客戶之收入為29,881,000港元，有關金額乃來自集成及解決方案服務分部。

5. 收入、其他收入及收益淨額

收入(亦即本集團之營業額)指本期間銷售貨品之發票值總額扣除貿易折扣、退貨及營業稅(如適用)；提供企業應用軟件、相關業務外判、業務流程外判、電子貿易服務、系統及網絡集成服務、資訊科技解決方案發展及實施以及相關服務賺取之費用；提供保養服務賺取之費用；投資物業賺取之租金收入總額；以及就庫務投資賺取之利息收入。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

5. REVENUE, OTHER INCOME AND GAINS, NET (CONTINUED)

An analysis of revenue, other income and gains, net is as follows:

5. 收入、其他收入及收益淨額(續)

收入、其他收入及收益淨額分析如下：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收入		
Provision of enterprise applications software and related operation outsourcing, business process outsourcing and e-business, and related maintenance services	提供企業應用軟件及相關營運外判、業務流程外判及電子貿易服務以及相關保養服務	46,804	46,962
Sales of computer networks and system platforms, and the provision of system and network integration, IT solutions development and implementation, and related maintenance services	銷售電腦網絡及系統平台、以及提供系統及網絡集成服務、資訊科技解決方案發展及實施以及相關保養服務	58,446	54,431
Gross rental income from investment properties and interest income from treasury investments	投資物業之租金收入總額及庫務投資之利息收入	1,512	2,460
		106,762	103,853
Other income and gains, net	其他收入及收益淨額		
Bank interest income	銀行利息收入	4,972	5,396
Dividend income from listed investments	上市投資之股息收入	309	296
Fair value gain, net:	公平值收益淨額：		
Available-for-sale investments (transfer from equity on disposal)	可供出售投資 (轉撥自出售權益)	107	-
Loss on disposal of financial assets at fair value through profit or loss	出售按公平值經損益入賬之財務資產虧損	-	(607)
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益	128	1
Others	其他	53	222
		5,569	5,308

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Depreciation	折舊	1,299	608
Amortisation of other intangible assets	其他無形資產攤銷	373	-
Equity-settled share-based payment expense	股權結算以股份支付開支	382	544
Impairment of trade receivables	應收貿易賬款減值	189	299
Reversal of impairment of trade receivables	撥回應收貿易賬款減值	(233)	(196)
Foreign exchange differences, net	匯兌差額淨額	8	5,355

7. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 June 2014: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

6. 除稅前溢利

本集團之除稅前溢利經扣除/(計入)下列各項：

7. 所得稅

香港利得稅乃根據期內於香港產生之估計應課稅溢利稅率16.5%(截至二零一四年六月三十日止六個月：16.5%)作出撥備。其他地區應課稅溢利之稅項乃根據本集團經營業務所在國家/司法權區按適用稅率計算。

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Group:	本集團：		
Current – Hong Kong	即期－香港		
Charge for the period	期內稅項支出	3,314	2,084
Current – Elsewhere	即期－其他地區		
Charge for the period	期內稅項支出	3	227
Deferred (note 18)	遞延(附註18)	(62)	28
Total tax charge for the period	期內稅項支出總額	3,255	2,339

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

7. INCOME TAX (CONTINUED)

During the prior period, the Hong Kong Inland Revenue Department (the "IRD") has issued a protective assessment ("first protective assessment") to a subsidiary of the Company demanding tax of approximately HK\$2,260,000 for the year of assessment 2007/08. An enquiry letter was issued to that subsidiary on the same day regarding, inter alia, the nature and the deductibility of certain expenditure/expenses. The subsidiary has objected to the first protective assessment and a written notice of objection has been filed to the IRD, at the same time, the subsidiary has purchased a tax reserve certificate at the request of the IRD.

On 12 March 2015, the IRD has further issued a protective assessment ("second protective assessment") to that subsidiary of the Company demanding tax of approximately HK\$2,354,000 for the year of assessment 2008/09. A further enquiry letter was also issued to that subsidiary to request for additional information and documents regarding the nature and the deductibility of those abovementioned expenditure/expenses. The subsidiary has also objected to the second protective assessment and a written notice of objection has been filed to the IRD in March 2015. The subsidiary has purchased a tax reserve certificate at the request of the IRD and is in the process of gathering the additional information and documents requested in support of the deduction claim.

In the opinion of the directors of the Company, it is not practicable at this early stage to estimate reliably the outcome of the deduction claim and therefore, the financial effect (including the amount or timing thereof, if any) of the foregoing enquiry. However, the directors believe that except for certain insignificant tax adjustments, the effect of which has been reflected in the prior year's profit or loss of the Group, and subject to availability of the required evidence, the subsidiary has valid grounds to support the deductibility of those expenditure/expenses. Accordingly, no further provision for Hong Kong profits tax is considered necessary at this stage.

7. 所得稅(續)

於過往期間，香港稅務局(「稅務局」)向本公司一家附屬公司發出保障性評稅(「第一次保障性評稅」)，要求繳納二零零七／零八年審核年度評稅約2,260,000港元。同日，稅務局向該附屬公司發出查詢函件，內容有關(其中包括)若干開支／支出之性質及可否予以扣減。該附屬公司反對第一次保障性評稅，並已將反對之書面通知提交至稅務局，同時，該附屬公司已應稅務局要求購買儲稅券。

於二零一五年三月十二日，稅務局向本公司之附屬公司進一步發出保障性評稅(「第二次保障性評稅」)，要求繳納二零零八／零九審核年度評稅約2,354,000港元。稅務局亦就有關上述開支／支出之性質及可否予以扣減之其他資料及文件向該附屬公司進一步發出查詢函件。該附屬公司亦反對第二次保障性評稅，並已將反對之書面通知於二零一五年三月提交至稅務局。該附屬公司亦已應稅務局要求購買儲稅券，並現正收集所需之其他資料及文件以支持扣減該等開支／支出。

本公司董事認為，於初步階段可靠地估計上述查詢之結果及有關財務影響(包括有關金額或時間(如有))並不切實可行，但董事相信除若干不重大稅務調整外，有關影響已反映於本集團過往年度之損益表內。此外，董事亦相信該附屬公司已有有效理據支持扣減該等開支／支出，惟須待取得所需證據後方可確實。因此，董事認為現階段毋須就香港利得稅作出進一步撥備。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

8. DIVIDENDS

- Subsequent to the end of the interim period, the Board has determined that an interim dividend of 7 HK cents (2014: 7 HK cents) in cash per ordinary share should be paid to the shareholders of the Company whose names appear in the Register of Members on Monday, 7 September 2015.
- Dividends attributable to the previous financial year, approved and paid during the interim period.

8. 股息

- 於中期期間結算日後，董事會決定向於二零一五年九月七日(星期一)名列股東名冊之本公司股東派付中期普通股息每股現金7港仙(二零一四年：7港仙)。
- 上個財政年度股息獲批准並於中期期間派付。

For the six months ended 30 June 截至六月三十日止六個月

	2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Final and special dividends in respect of the previous financial year, approved and paid during the interim period of HK\$0.09 (2014: HK\$0.09) per ordinary share	獲批准及於中期期間派付有關上個財政年度之末期及特別股息每股普通股0.09港元(二零一四年：0.09港元)	22,003
Less: Dividend for shares held under the Company's restricted share award scheme	減：根據本公司有限制股份獎勵計劃持有之股份所得股息	(336)
	21,978	21,667

9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings per share amounts is based on the profit for the period attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 241,275,535 (2014: 240,555,491) in issue during the period, as adjusted to exclude the shares held under the restricted share award scheme of the Company.

The calculation of diluted earnings per share amounts is based on the profit for the period attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is 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 or conversion of all dilutive potential ordinary shares granted under the share option scheme of the Company and the deemed vesting of all dilutive restricted shares of the Company awarded under the restricted share award scheme of the Company into ordinary shares.

9. 母公司普通股股東應佔每股盈利

每股基本盈利金額乃根據母公司普通股股東應佔本期間溢利及期內已發行普通股加權平均數241,275,535股(二零一四年：240,555,491股)計算，並就剔除本公司有限制股份獎勵計劃項下所持股份作出調整。

每股攤薄盈利金額乃根據母公司普通股股東應佔本期間溢利計算。計算所用之普通股加權平均數為計算每股基本盈利所用之期內已發行普通股數目，以及假設於所有根據本公司購股權計劃授出之潛在攤薄普通股被視為已行使或兌換時，以及根據本公司有限制股份獎勵計劃授出之所有具攤薄作用有限制股份被視作歸屬為普通股時，本公司已按無償方式發行之普通股加權平均數。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (CONTINUED)

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

Earnings

The calculations of basic and diluted earnings per share are based on profit attributable to ordinary equity holders of the parent.

9. 母公司普通股股東應佔每股盈利(續)

計算每股基本及攤薄盈利所用數據如下：

盈利

每股基本及攤薄盈利乃按母公司普通股股東應佔溢利計算。

		Number of shares 股份數目	
		2015 二零一五年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核)
Shares	股份		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	計算每股基本盈利所用期內已發行普通股加權平均數	241,275,535	240,555,491
Effect of dilution – weighted average number of ordinary shares:	攤薄影響 – 普通股加權平均數：		
Restricted shares awarded under the Company's restricted share award scheme	根據本公司有限制股份獎勵計劃授出之有限制股份	1,121,697	1,292,788
		242,397,232	241,848,279

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

10. PROPERTY, PLANT AND EQUIPMENT

10. 物業、廠房及設備

Group	本集團	30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Net carrying amount, as at 1 January	於一月一日，賬面淨值	10,742	5,244
Additions	添置	591	7,512
Disposals (net book value)	出售(賬面值)	(196)	(27)
Transfer to investment properties	轉撥至投資物業	(2,570)	-
Acquisition of subsidiaries (note 19)	收購附屬公司(附註19)	43	-
Depreciation provided during the period	期內折舊撥備	(1,299)	(1,963)
Exchange realignment	匯兌調整	-	(24)
Net carrying amount, as at 30 June/ 31 December	於六月三十日/ 十二月三十一日，賬面淨值	<u>7,311</u>	<u>10,742</u>

11. INVESTMENT PROPERTIES

11. 投資物業

Group	本集團	30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Carrying amount at 1 January	於一月一日，賬面值	58,265	50,140
Net gain from a fair value adjustment	公平值調整之收益淨額	2,200	8,125
Transfer from owner-occupied property	由自用物業項下轉撥	5,200	-
Carrying amount, as at 30 June/ 31 December	於六月三十日/ 十二月三十一日，賬面值	<u>65,665</u>	<u>58,265</u>

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

12. GOODWILL

Group	本集團	HK\$'000 千港元
At 31 December 2014	於二零一四年十二月三十一日	
Cost and carrying amount at 1 January 2014 and 31 December 2014	於二零一四年一月一日及二零一四年十二月三十一日成本及賬面值	29,211
At 30 June 2015	於二零一五年六月三十日	
Cost and carrying amount at 1 January 2015	於二零一五年一月一日成本及賬面值	29,211
Acquisition of subsidiaries (note 19)	收購附屬公司(附註19)	15,364
Carrying amount at 30 June 2015	於二零一五年六月三十日賬面值	44,575

12. 商譽

13. OTHER INTANGIBLE ASSETS

Group	本集團	Deferred development costs		Total 總計
		Customer relationships 客戶關係 HK\$'000 千港元	Deferred development costs 遞延開發成本 HK\$'000 千港元	
At 31 December 2014	於二零一四年十二月三十一日			
Cost and carrying amount at 1 January 2014 and 31 December 2014	於二零一四年一月一日及二零一四年十二月三十一日成本及賬面值	-	-	-
At 30 June 2015	於二零一五年六月三十日			
Cost and carrying amount at 1 January 2015	於二零一五年一月一日成本及賬面值	-	-	-
Acquisition of subsidiaries (note 19)	收購附屬公司(附註19)	7,164	-	7,164
Amortisation during the period	本期間攤銷	(373)	-	(373)
Net carrying amount	賬面淨值	6,791	-	6,791

13. 其他無形資產

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

14. AVAILABLE-FOR-SALE INVESTMENTS

Group

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Debt investments, at fair value	按公平值計算之債務投資	5,031	9,880
Club membership debenture, at fair value	按公平值計算之會所會籍債券	1,900	1,900
		6,931	11,780
Portion classified as current assets	分類為流動資產部分	(5,031)	(5,075)
Portion classified as non-current assets	分類為非流動資產部分	1,900	6,705

During the period, the net loss in respect of the Group's available-for-sale investments recognised in other comprehensive income amounted to HK\$91,000 (2014: net gain of HK\$197,000).

14. 可供出售投資

本集團

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Debt investments, at fair value	按公平值計算之債務投資	5,031	9,880
Club membership debenture, at fair value	按公平值計算之會所會籍債券	1,900	1,900
		6,931	11,780
Portion classified as current assets	分類為流動資產部分	(5,031)	(5,075)
Portion classified as non-current assets	分類為非流動資產部分	1,900	6,705

期內，有關本集團於其他全面收入中確認之可供出售投資之淨虧損為91,000港元(二零一四年：淨收益為197,000港元)。

15. TRADE AND BILLS RECEIVABLES

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

Group

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Within 1 month	一個月內	43,764	20,856
1 to 3 months	一至三個月	2,947	9,572
4 to 6 months	四至六個月	1,738	3,698
More than 6 months	六個月以上	771	16
		49,220	34,142

15. 應收貿易賬款及應收票據

於呈報期間結算日，應收貿易賬款及應收票據按發票日並經扣除撥備之賬齡分析如下：

本集團

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

15. TRADE AND BILLS RECEIVABLES (CONTINUED)

For system integration projects and the provision of maintenance services and software development services, the Group's trading terms with its customers vary from contract to contract or depending on the specific arrangements with individual customers, and may include cash on delivery, advance payment and on credit. For those customers who trade on credit, the overall credit period is generally within 120 days, except for certain projects with longer implementation schedules where the period may extend beyond 120 days, or may be extended for major or specific customers. The Group seeks to maintain strict control over its outstanding trade receivables and overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over these balances. Trade and bills receivables are non-interest-bearing.

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Group

Debt investments, at market value	按市值計算之債務投資
Listed equity investments in Hong Kong, at market value	按市值計算之香港上市股本投資
Portion classified as current assets	分類為流動資產部分
Portion classified as non-current assets	分類為非流動資產部分

The debt investments were designated upon initial recognition as financial assets at fair value through profit or loss as they are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the investments is provided internally on that basis to the Group's key management personnel. Debt investments classified as current assets at 30 June 2015 and 31 December 2014 was a debt with maturity date falls within one year from the end of the reporting period.

The listed equity investments were all included under current assets at 30 June 2015 and 31 December 2014 and were classified as held for trading.

15. 應收貿易賬款及應收票據(續)

就系統集成項目以及提供保養服務及軟件開發服務而言，本集團與其客戶之交易條款因應個別合約或視乎與個別客戶之特別安排而異，可能包括貨到付款、預先付款及賒賬。就該等以賒賬形式進行交易之客戶而言，整段信貸期一般不多於120天，惟倘若若干項目施工期較長，則信貸期可延長至超過120天，或可就主要或特定客戶延長信貸期。本集團一直嚴格控制其未償還之應收貿易賬款，高級管理層亦定期審閱逾期款項結餘。本集團並無就此等結餘持有任何抵押品或作出其他信貸改進事宜。應收貿易賬款及應收票據並不計利息。

16. 按公平值經損益入賬之財務資產

本集團

	30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Debt investments, at market value	4,085	1,573
Listed equity investments in Hong Kong, at market value	9,838	9,299
Portion classified as current assets	13,923 (9,838)	10,872 (9,299)
Portion classified as non-current assets	4,085	1,573

鑑於債務投資乃根據既定風險管理或投資策略按公平值基準管理及評估表現，故於初次確認時獲指定為按公平值經損益入賬之財務資產，而有關該等投資之資料乃按相關基準向本集團之主要管理人員內部提供。於二零一五年六月三十日及二零一四年十二月三十一日獲分類為流動資產之債務投資乃由報告期間結算日起計一年內到期之債務。

上市股本投資已計入於二零一五年六月三十日及二零一四年十二月三十一日之流動資產，並分類為持作買賣。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

17. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

Group

		30 June 2015	31 December 2014
		二零一五年 六月三十日	二零一四年 十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	應付貿易賬款	17,008	21,276
Other payables	其他應付款項	23,231	23,376
Accruals	應計款項	9,616	13,159
Consideration payable on acquisition of subsidiaries (note 19)	收購附屬公司之應付購買代價 (附註19)	9,178	-
		59,033	57,811

An aged analysis of trade payables as at the end of the reporting period, based on the invoice date, is as follows:

Group

		30 June 2015	31 December 2014
		二零一五年 六月三十日	二零一四年 十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Within 1 month	一個月內	15,070	18,480
1 to 3 months	一至三個月	411	2,035
4 to 6 months	四至六個月	914	178
Over 6 months	六個月以上	613	583
		17,008	21,276

The trade payables are non-interest-bearing and are normally settled on 30-day terms.

17. 應付貿易賬款、其他應付款項及應計款項

本集團

	30 June 2015	31 December 2014
	二零一五年 六月三十日	二零一四年 十二月三十一日
	(Unaudited)	(Audited)
	(未經審核)	(經審核)
	HK\$'000	HK\$'000
	千港元	千港元
Trade payables	17,008	21,276
Other payables	23,231	23,376
Accruals	9,616	13,159
Consideration payable on acquisition of subsidiaries (note 19)	9,178	-
	59,033	57,811

於報告期間結算日，應付貿易賬款按發票日之賬齡分析如下：

本集團

	30 June 2015	31 December 2014
	二零一五年 六月三十日	二零一四年 十二月三十一日
	(Unaudited)	(Audited)
	(未經審核)	(經審核)
	HK\$'000	HK\$'000
	千港元	千港元
Within 1 month	15,070	18,480
1 to 3 months	411	2,035
4 to 6 months	914	178
Over 6 months	613	583
	17,008	21,276

應付貿易賬款並不計息，一般按30天期限結清。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

18. DEFERRED TAX

The movements in deferred tax liabilities during the period are as follows:

Deferred tax liabilities

Group

		2015 二零一五年			
		Revaluation of properties	Fair value adjustments arising from acquisition of subsidiaries	Withholding taxes	Total
		物業重估 HK\$'000 千港元	收購附屬公司 之公平值調整 HK\$'000 千港元	預扣稅 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2015	於二零一五年 一月一日	720	-	496	1,216
Acquisition from subsidiaries (note 19)	收購附屬公司 (附註19)	-	1,182	-	1,182
Deferred tax charged to equity	於權益扣除之遞延 稅項	658	-	-	658
Deferred tax credited to the condensed consolidated statement of profit or loss during the period (note 7)	期內於簡明綜合 損益表扣減之 遞延稅項(附註7)	-	(62)	-	(62)
At 30 June 2015	於二零一五年 六月三十日	1,378	1,120	496	2,994

		2014 二零一四年			
		Revaluation of properties	Fair value adjustments arising from acquisition of subsidiaries	Withholding taxes	Total
		物業重估 HK\$'000 千港元	收購附屬公司 之公平值調整 HK\$'000 千港元	預扣稅 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2014	於二零一四年 一月一日	639	-	496	1,135
Deferred tax charged to the condensed consolidated statement of profit or loss during the period	期內於簡明綜合 損益表計入之 遞延稅項	81	-	-	81
At 31 December 2014	於二零一四年 十二月三十一日	720	-	496	1,216

18. 遞延稅項

期內，遞延稅項負債之變動如下：

遞延稅項負債

本集團

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

19. BUSINESS COMBINATION

On 6 February 2015, the Group acquired the entire equity interest in Sanyo Extended System Services Limited ("Sanyo Extended"). Sanyo Extended and its subsidiary (collectively "Sanyo Extended Group") are engaged in the provision of a range of software, solutions and related services to the retailers for the point-of-sale (POS) and related management. The Group has acquired Sanyo Extended Group to further expand its application services business and to extend the existing product offering. The purchase consideration of approximately HK\$22,944,000 for the acquisition was payable in three tranches in the form of cash.

The fair values of the identifiable assets and liabilities of Sanyo Extended Group as at the date of acquisition were as follows:

19. 業務合併

於二零一五年二月六日，本集團收購三洋拓展系統有限公司(「三洋拓展」)全部股本權益。三洋拓展及其附屬公司(統稱「三洋拓展集團」)從事向零售商提供一系列銷售時點情報系統(POS)軟件、解決方案及相關服務以及相關管理等業務。收購三洋拓展集團為本集團進一步擴大其應用服務業務及拓展現有產品供應類別。收購之購買代價約22,944,000港元，以現金並分三期支付。

三洋拓展集團之可識別資產及負債之公平值於收購日期如下：

		Fair value recognised on acquisition 收購之 公平值確認 HK\$'000 千港元
Property, plant and equipment (note 10)	物業、廠房及設備(附註10)	43
Cash and bank balances	現金及銀行結餘	4,514
Trade receivables	應收貿易賬款	2,319
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	395
Other payables and accruals	其他應付款項及應計款項	(1,763)
Deferred revenue	遞延收入	(3,726)
Tax payable	應繳稅項	(184)
Total identifiable net assets at fair value	可識別資產淨值總額之公平值	1,598
Goodwill on acquisition (note 12)	收購之商譽(附註12)	15,364
Other intangible assets arising from the acquisition (note 13)	收購所得之其他無形資產(附註13)	7,164
Deferred tax liabilities arising from the acquisition (note 18)	收購所得之遞延稅項負債(附註18)	(1,182)
Total cost of the business combination	業務合併之總成本	22,944

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

19. BUSINESS COMBINATION (CONTINUED)

19. 業務合併(續)

		HK\$'000 千港元
Satisfied by:	由以下支付：	
Cash	現金	13,766
Acquisition consideration payable (note 17)	應付收購代價(附註17)	9,178
Total cost of the business combination	業務合併之總成本	22,944

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to HK\$2,319,000 and HK\$395,000, respectively. The gross contractual amounts of trade receivables and other receivables were HK\$2,369,000 and HK\$395,000 respectively, of which trade receivables of HK\$50,000 were expected to be uncollectible.

於收購日期之應收貿易賬款及其他應收款項公平值分別為2,319,000港元及395,000港元。應收貿易賬款及其他應收款項之總合約金額分別為2,369,000港元及395,000港元，其中應收貿易賬款50,000港元預期不可收回。

Included in the goodwill of HK\$15,364,000 recognised above was the value of expected synergies arising from combining operations of the Group and Sanyo Extended Group. None of the goodwill recognised was expected to be deductible for income tax purposes.

上述已確認之商譽15,364,000港元包括因結合本集團與三洋拓展集團之業務而產生預期協同效益價值。已確認商譽預期將不可用作抵扣所得稅稅項。

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

有關收購附屬公司之現金流量分析如下：

		HK\$'000 千港元
Cash consideration paid	已付現金代價	(13,766)
Cash and bank balances acquired	已收購現金及銀行結餘	4,514
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之現金及等同現金資產流出淨額	(9,252)

Since the acquisition, Sanyo Extended Group contributed HK\$5,492,000 to the Group's turnover and HK\$1,333,000 to the consolidated profit for the period ended 30 June 2015.

自收購日起，三洋拓展集團截至二零一五年六月三十日止期間向本集團之營業額及綜合溢利分別貢獻5,492,000港元及1,333,000港元。

Had the combination taken place at the beginning of the period, the revenue of the Group and the profit of the Group for the period would have been HK\$108,136,000 and HK\$23,841,000, respectively.

倘合併已於期初完成，本期間本集團之收入及本集團溢利應分別為108,136,000港元及23,841,000港元。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

20. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (note 11) under operating lease arrangements, with leases negotiated for terms ranging from one to two years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 30 June 2015, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

Group

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)

20. 經營租賃安排

(a) 作為出租人

本集團根據經營租賃安排租賃其投資物業(附註11)，議定之租期介乎一至兩年不等。租賃條款一般要求租戶支付保證按金，並須根據當時現行市況定期調整租金。

於二零一五年六月三十日，本集團根據與其租戶簽訂於下列期限屆滿之不可撤銷經營租賃而於日後應收之最低租金總值如下：

本集團

30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
2,341	2,128
675	1,379
3,016	3,507

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

20. OPERATING LEASE ARRANGEMENTS (CONTINUED)

(b) As lessee

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to four years.

At 30 June 2015, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Group

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)

20. 經營租賃安排(續)

(b) 作為承租人

本集團根據經營租賃安排租賃其若干辦公室物業。該等物業所議定之租賃期介乎一至四年。

於二零一五年六月三十日，本集團根據於下列期限屆滿之不可撤銷經營租賃而於日後應付之最低租金總值如下：

本集團

30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
4,464	3,919
8,933	11,146
13,397	15,065

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

21. RELATED PARTY TRANSACTIONS

In addition to the transactions, arrangements and balances detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the period:

Compensation of key management personnel of the Group:

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Short term employee benefits	短期僱員福利	6,477	4,239
Equity-settled share-based payment expense	股權結算以股份支付開支	252	344
Post-employment benefits	離職後福利	60	45
Total compensation paid to key management personnel	支付主要管理人員之酬金總值	6,789	4,628

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

At the end of the reporting period, the carrying amounts of the Group's and the Company's financial assets and liabilities reasonably approximated to their fair values.

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

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

The fair values of listed equity and debt investments are based on quoted market prices.

The fair value of the available-for-sale investments are based on available market prices.

21. 關連人士交易

除此等財務報表其他章節詳述之交易、安排及結餘外，本集團於期內曾進行下列關連人士交易：

本集團主要管理人員之酬金如下：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Short term employee benefits	短期僱員福利	6,477	4,239
Equity-settled share-based payment expense	股權結算以股份支付開支	252	344
Post-employment benefits	離職後福利	60	45
Total compensation paid to key management personnel	支付主要管理人員之酬金總值	6,789	4,628

22. 財務工具公平值及公平值等級架構

於報告期間結算日，本集團及本公司財務資產及負債之賬面值與其公平值合理地相若。

管理層已評估現金及等同現金資產、已抵押銀行存款、應收貿易賬款及應收票據、按金及其他應收款項、應付貿易賬款、計入其他應付款項及應計款項之財務負債之公平值與其賬面值相若，主要由於該等工具之到期日較短。

財務資產及負債之公平值以該工具自願交易方(強迫或清盤出售除外)當前交易下之可交易金額入賬。下列方法及假設乃用以估計公平值：

上市股權及債務投資之公平值按市場報價得出。

可供出售投資之公平值乃按市場價格得出。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy

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

Assets measured at fair value:

Group

As at 30 June 2015

22. 財務工具公平值及公平值等級架構(續)

公平值等級架構

下表顯示本集團財務工具公平值計量之等級架構：

按公平值計量之資產：

本集團

於二零一五年六月三十日

	Quoted prices in active markets (Level 1)	Fair value measurement using 公平值計量採用以下各項		Total
		Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	活躍市場報價 (第1層)	重大可觀察 輸入數據 (第2層)	重大不可觀察 輸入數據 (第3層)	總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Available-for-sale investments: 可供出售投資：				
Club membership debenture 會所會籍債券	-	1,900	-	1,900
Debt investments 債務投資	5,031	-	-	5,031
Financial assets at fair value 按公平值經損益入賬				
through profit or loss: 之財務資產：				
Listed equity investments 上市股本投資	9,838	-	-	9,838
Debt investments 債務投資	4,085	-	-	4,085
	18,954	1,900	-	20,854

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

Assets measured at fair value: (continued)

Group (continued)

As at 31 December 2014

	Quoted prices in active markets (Level 1)	Fair value measurement using 公平值計量採用以下各項		Total 總計
		Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	活躍市場報價 (第1層)	重大可觀察 輸入數據 (第2層)	重大不可觀察 輸入數據 (第3層)	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Available-for-sale investments: 可供出售投資:				
Club membership debenture 會所會籍債券	-	1,900	-	1,900
Debt investments 債務投資	9,880	-	-	9,880
Financial assets at fair value 按公平值經損益入賬				
through profit or loss: 之財務資產:				
Listed equity investments 上市股本投資	9,299	-	-	9,299
Debt investments 債務投資	1,573	-	-	1,573
	20,752	1,900	-	22,652

The Company did not have any financial assets measured at fair value as at 30 June 2015 and 31 December 2014.

Liabilities measured at fair value:

The Group and the Company did not have any financial liabilities measured at fair value as at 30 June 2015 and 31 December 2014.

During the period ended 30 June 2015, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (Year ended 31 December 2014: Nil).

22. 財務工具公平值及公平值等級架構(續)

公平值等級架構(續)

按公平值計量之資產:(續)

本集團(續)

於二零一四年十二月三十一日

本公司於二零一五年六月三十日及二零一四年十二月三十一日並無任何按公平值計量之財務資產。

按公平值計量之負債:

本集團及本公司於二零一五年六月三十日及二零一四年十二月三十一日並無任何按公平值計量之財務負債。

截至二零一五年六月三十日止期間，第1層與第2層概無就財務資產及財務負債轉換公平值計量之轉換，而第3層亦無任何轉入或轉出(截至二零一四年十二月三十一日止年度:無)。

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments include pledged bank deposits and cash and cash equivalents. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables, deposits and other receivables, trade and other payables, financial liabilities included in accruals, financial assets at fair value through profit or loss, and available-for-sale investments, which mainly arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, equity price risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash at banks and time deposits with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate bank balances and time deposits).

23. 財務風險管理目標及政策

本集團之主要財務工具包括已抵押銀行存款以及現金及等同現金資產。此等財務工具之主要用途乃為本集團之業務融資。本集團有其他各種財務資產及負債，如應收貿易賬款及應收票據、按金及其他應收款項、應付貿易賬款及其他應付款項、計入應計款項之財務負債、按公平值經損益入賬之財務資產及可供出售投資，此等財務資產及負債主要自業務營運直接產生。

本集團財務工具產生之主要風險為利率風險、外幣風險、信貸風險、股本價格風險及流動資金風險。董事會審閱並同意下文所概述管理各項此等風險之政策。

利率風險

本集團因應市場利率變動而承受之風險主要與本集團存放於銀行按照浮動利率計息之現金及定期存款有關。

下表載列在所有其他變數維持不變之情況下，本集團之除稅前溢利(透過浮動利率銀行結餘及定期存款所受影響)對利率合理可能出現變動之敏感程度。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

23. 財務風險管理目標及政策(續)

Interest rate risk (continued)

利率風險(續)

Group

本集團

		Increase/ (decrease) in basis points 基點增加/ (減少)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
As at 30 June 2015	於二零一五年六月三十日		
Hong Kong dollar	港元	(25)	(178)
United States dollar	美元	(25)	(70)
Renminbi ("RMB")	人民幣(「人民幣」)	(25)	(589)
Hong Kong dollar	港元	25	178
United States dollar	美元	25	70
RMB	人民幣	25	589
As at 30 June 2014	於二零一四年六月三十日		
Hong Kong dollar	港元	(25)	(113)
United States dollar	美元	(25)	(29)
RMB	人民幣	(25)	(588)
Hong Kong dollar	港元	25	113
United States dollar	美元	25	29
RMB	人民幣	25	588

There is no impact on the Group's equity except on the retained profits.

除保留溢利外，對本集團股本概無任何影響。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Foreign currency risk

The Group has transactional currency exposures. Such exposures mainly arise from revenue generated and/or costs and expenses incurred by operating units in currencies other than the units' functional currencies.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

Group

		Increase/ (decrease) in exchange rate 匯率上升/ (下降) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
As at 30 June 2015	於二零一五年六月三十日		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	5	4,539
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	(5)	(4,539)
As at 30 June 2014	於二零一四年六月三十日		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	5	2,337
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	(5)	(2,337)

There is no impact on the Group's equity except on the retained profits.

Credit risk

The Group primarily trades on credit terms with recognised and creditworthy third parties. It is the Group's policy that most customers who wish to trade on credit terms are to a certain extent subject to certain credit verification procedures. In addition, receivable balances are monitored by the Group's management on an ongoing basis.

23. 財務風險管理目標及政策(續)

外幣風險

本集團面對交易貨幣風險。此風險主要源自於營運單位使用該單位功能貨幣以外貨幣賺取之收入及/或產生之成本及開支。

下表載列在所有其他變數維持不變之情況下，本集團於報告期間結算日之除稅前溢利(因貨幣資產及負債公平值有變)對人民幣匯率可能合理變動之敏感程度。

本集團

		Increase/ (decrease) in exchange rate 匯率上升/ (下降) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
As at 30 June 2015	於二零一五年六月三十日		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	5	4,539
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	(5)	(4,539)
As at 30 June 2014	於二零一四年六月三十日		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	5	2,337
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	(5)	(2,337)

除保留溢利外，對本集團股本概無任何影響。

信貸風險

本集團主要與認可及信譽良好之第三方按信貸條款進行交易。按照本集團之政策，大部分擬按信貸條款進行交易之客戶，在某程度上必須經過若干信貸審核程序後，方可落實。此外，本集團管理層會持續監察應收結餘之狀況。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk (continued)

The credit risk of the Group's other financial assets, which comprise pledged bank deposits, cash and cash equivalents, debt investments and deposits and other receivables, mainly arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments. The Company is also exposed to credit risk through the granting of financial guarantees.

Since the Group primarily trades on credit terms with recognised and creditworthy third parties, there is no requirement for collateral.

Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. At the end of the reporting period, the Group had certain concentration of credit risk as 57.4% (31 December 2014: 29.1%) of the total trade and bills receivables of the Group were due from certain departments/units of the Government of the HKSAR, the Group's largest customer.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bills receivables are disclosed in note 15 to the financial statements.

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as financial assets at fair value through profit or loss – listed equity investments in Hong Kong (note 16) as at 30 June 2015 and 31 December 2014. The Group's listed equity investments are listed on the Stock Exchange of Hong Kong Limited and are valued at quoted market prices at the end of the reporting.

23. 財務風險管理目標及政策(續)

信貸風險(續)

本集團其他財務資產，包括已抵押銀行存款、現金及等同現金資產、債務投資以及按金及其他應收款項之信貸風險主要來自交易對手違約，而最高風險相等於此等工具之賬面值。本公司亦因授出財務擔保而承擔信貸風險。

由於本集團主要與認可及信譽良好之第三方按信貸條款進行交易，故毋需抵押品。

信貸集中風險由客戶／對手方按地區及按行業分部劃分管理。於報告期間結算日，由於本集團應收貿易賬款及應收票據總額中有57.4%(二零一四年十二月三十一日：29.1%)為應收香港特別行政區政府(本集團最大客戶)若干部門／單位之款項，故本集團承受一定信貸集中風險。

有關本集團因應收貿易賬款及應收票據所承受之信貸風險之進一步定量分析數據，於財務報表附註15披露。

股本價格風險

股本價格風險是指由於股票指數和個別證券價值之變化導致股本證券之公平值降低之風險。本集團之股本價格風險源於在二零一五年六月三十日及二零一四年十二月三十一日持有分類為按公平值經損益入賬之財務資產—香港上市股本投資(附註16)之個別股本投資。本集團之上市股本投資於香港聯交所有限公司上市，於報告期間結算日按市場報價評值。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Equity price risk (continued)

The following table demonstrates the sensitivity to every 10% change in the fair values of the Group's listed equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period.

		Carrying amount of equity investments 股本投資之賬面值 HK\$'000 千港元	Increase/(decrease) in profit before tax 除稅前溢利增加/(減少) HK\$'000 千港元
As at 30 June 2015	於二零一五年六月三十日		
Equity investments listed in Hong Kong: – Held-for-trading	在香港上市之股本投資： – 持作買賣	9,838	984
As at 31 December 2014	於二零一四年十二月三十一日		
Equity investments listed in Hong Kong: – Held-for-trading	在香港上市之股本投資： – 持作買賣	9,299	930

There is no impact on the Group's equity except on the retained profits.

Liquidity risk

The Group's objective is to ensure there are adequate funds to meet its contractual payments for financial liabilities in the short and long term. In the management of liquidity risk, the Group monitors and maintains a level of cash and bank balances, and time deposits deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Cash flows of the Group are closely monitored by senior management on an ongoing basis.

23. 財務風險管理目標及政策(續)

股本價格風險(續)

下表載列在所有其他變數維持不變之情況下及未計任何稅務影響前，以其賬面值為基準，本集團上市股本投資於報告期間結算日之公平值每變動10%時，相關項目之敏感程度。

Carrying amount of equity investments 股本投資之賬面值 HK\$'000 千港元	Increase/(decrease) in profit before tax 除稅前溢利增加/(減少) HK\$'000 千港元
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除保留溢利外，對本集團股本概無任何影響。

流動資金風險

本集團之目標為確保維持足夠資金以應付其短期及長期之財務負債合約付款。管理流動資金風險時，本集團監察及維持管理層視為足夠提供本集團營運所需現金及銀行結餘及定期存款，並減低因現金流量波動造成之影響。高級管理層持續密切監察本集團之現金流量。

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk (continued)

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

Group

As at 30 June 2015

		On demand	Less than 3 months	3 to less than 12 months	Total
		按要求償還	少於三個月	三至十二個月內	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade payables	應付貿易賬款	15,197	1,008	803	17,008
Other payables	其他應付款項	-	23,231	-	23,231
Financial liabilities included in accruals	計入應計款項之財務負債	-	5,143	-	5,143
Guarantees given to banks for performance bonds/ guarantees issued in relation to certain contracts undertaken by the Group	就本集團承接之若干合約發出履約保證/擔保而向銀行提供之擔保	2,818	-	-	2,818
		18,015	29,382	803	48,200

As at 31 December 2014

		On demand	Less than 3 months	3 to less than 12 months	Total
		按要求償還	少於三個月	三至十二個月內	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade payables	應付貿易賬款	20,422	268	586	21,276
Other payables	其他應付款項	-	23,376	-	23,376
Financial liabilities included in accruals	計入應計款項之財務負債	-	4,537	-	4,537
Guarantees given to banks for performance bonds/ guarantees issued in relation to certain contracts undertaken by the Group	就本集團承接之若干合約發出履約保證/擔保而向銀行提供之擔保	2,818	-	-	2,818
		23,240	28,181	586	52,007

23. 財務風險管理目標及政策(續)

流動資金風險(續)

於報告期間結算日，本集團根據合約未折現付款所計算之財務負債到期情況如下：

本集團

於二零一五年六月三十日

Notes to Financial Statements (continued)

財務報表附註(續)

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group regularly reviews and manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the period ended 30 June 2015 and year ended 31 December 2014.

Capital of the Group comprises all components of shareholders' equity.

24. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS

The interim financial statements were approved and authorised for issue by the board of directors on 18 August 2015.

23. 財務風險管理目標及政策(續)

資本管理

本集團資本管理之主要目的是為保障本集團持續經營之能力並維持穩健資本比率，以支持其業務及為股東帶來最大價值。

本集團根據經濟狀況之轉變及相關資產之風險特性，定期審閱及管理資本結構及作出調整。本集團可以通過調整對股東派發之股息、向股東發還資本或發行新股以保持或調整資本結構。本集團並無任何外部施加之資本規定須要遵守。截至二零一五年六月三十日止期間及截至二零一四年十二月三十一日止年度內，本集團之資本管理目標、政策或程序並無轉變。

本集團之資本由所有股東權益部分組成。

24. 批准中期財務報表

董事會於二零一五年八月十八日批准及授權刊發中期財務報表。

Other Information 其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2015, the interests of the directors in the share capital and underlying shares of the Company and 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 by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

Long positions in ordinary shares of the Company:

Name of director	董事姓名	Note 附註	Number of shares held, capacity and nature of interest 所持股份數目、身分及權益性質			Percentage of the Company's issued share capital 佔本公司 已發行股本 百分比
			Directly beneficially owned 直接 實益擁有	Through controlled corporation 透過 受控制公司	Total 總數	
Ng Cheung Shing	吳長勝	(a)	2,182,000	110,000,000	112,182,000	45.94
Cheung Wai Lam	張偉霖		500,000	–	500,000	0.20
Leung King San, Sunny	梁景新		1,010,000	–	1,010,000	0.41
Lee Allen	李卓斌		550,000	–	550,000	0.23
			4,242,000	110,000,000	114,242,000	46.78

Long positions in shares of an associated corporation:

Name of director	Name of associated corporation	Relationship with the Company	Class of shares	Number of shares 股份數目		Percentage of the associated corporation's issued shares capital 佔相聯法團 已發行股本 百分比
				Directly beneficially owned 直接 實益擁有	Through controlled corporation 透過 受控制公司	
Ng Cheung Shing 吳長勝	Computer And Technologies International Limited 科聯系統有限公司	與本公司 之關係 本公司之 附屬公司	Non-voting deferred 無投票權遞延	1,750,000	3,250,000 note (b) 附註(b)	N/A 不適用

Notes:

(a) 110,000,000 shares were held by Chao Lien Technologies Limited ("Chao Lien"), a wholly-owned subsidiary of C.S. (BVI) Limited. Mr. Ng Cheung Shing was entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of C.S. (BVI) Limited, which in turn was entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of Chao Lien. Accordingly, Mr. Ng Cheung Shing was deemed, under the SFO, to be interested in all shares held by Chao Lien.

(b) The 3,250,000 non-voting deferred shares were held by Chao Lien.

二零一五年中期報告 | 科聯系統集團有限公司

董事於股份及相關股份之權益及淡倉

於二零一五年六月三十日，各董事於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股本及相關股份中擁有本公司須根據證券及期貨條例第352條規定存置之登記冊中所記錄或根據上市發行人董事進行證券交易的標準守則另行知會本公司及聯交所之權益如下：

本公司普通股之好倉：

Name of director	董事姓名	Note 附註	Number of shares held, capacity and nature of interest 所持股份數目、身分及權益性質			Percentage of the Company's issued share capital 佔本公司 已發行股本 百分比
			Directly beneficially owned 直接 實益擁有	Through controlled corporation 透過 受控制公司	Total 總數	
Ng Cheung Shing	吳長勝	(a)	2,182,000	110,000,000	112,182,000	45.94
Cheung Wai Lam	張偉霖		500,000	–	500,000	0.20
Leung King San, Sunny	梁景新		1,010,000	–	1,010,000	0.41
Lee Allen	李卓斌		550,000	–	550,000	0.23
			4,242,000	110,000,000	114,242,000	46.78

於一間相聯法團股份之好倉：

Name of director	Name of associated corporation	Relationship with the Company	Class of shares	Number of shares 股份數目		Percentage of the associated corporation's issued shares capital 佔相聯法團 已發行股本 百分比
				Directly beneficially owned 直接 實益擁有	Through controlled corporation 透過 受控制公司	
Ng Cheung Shing 吳長勝	Computer And Technologies International Limited 科聯系統有限公司	與本公司 之關係 本公司之 附屬公司	Non-voting deferred 無投票權遞延	1,750,000	3,250,000 note (b) 附註(b)	N/A 不適用

附註：

(a) C.S. (BVI) Limited之全資附屬公司僑聯科技有限公司(「僑聯」)持有110,000,000股股份。吳長勝先生有權於C.S. (BVI) Limited之股東大會上行使或控制行使三分之一或以上之投票權，而C.S. (BVI) Limited則有權於僑聯股東大會上行使或控制行使三分之一或以上投票權。因此，根據證券及期貨條例，吳長勝先生被視為為僑聯所持有之所有股份中擁有權益。

(b) 該3,250,000股無投票權遞延股份乃由僑聯持有。

Other Information (continued) 其他資料(續)

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

Save as disclosed above, as at 30 June 2015, none of the directors had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections "Share Option Scheme" and "Restricted share award scheme" below, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the primary purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

No share option of the Company was granted, exercised, cancelled or lapsed during the period.

RESTRICTED SHARE AWARD SCHEME

The Company adopted a restricted share award scheme (the "Award Scheme") on 22 May 2008 (the "Adoption Date"). Pursuant to the Award Scheme, shares of the Company (the "Awarded Shares") are granted to eligible employees (including directors) of the Group until the 10th anniversary from the Adoption Date. The Company shall also pay cash to the appointed trustee company for its acquisition and holding upon trust of the Awarded Shares for the benefit of these employees and directors. The Awarded Shares will then be transferred to these employees and directors upon vesting. The aggregate number of shares to be awarded under the Award Scheme throughout its duration shall not exceed 10% of the issued share capital of the Company from time to time.

Details of the Award Scheme and the shares awarded thereunder are set out in the Annual Report 2014.

董事於股份及相關股份之權益及淡倉(續)

除上文披露者外，於二零一五年六月三十日，概無董事於本公司或其任何相聯法團之股份或相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據上市發行人董事進行證券交易的標準守則另行知會本公司及聯交所之權益或淡倉。

董事購買股份或債券之權利

除下文「購股權計劃」及「有限制股份獎勵計劃」兩節披露者外，於本期間內任何時間，概無授予任何董事或彼等各自之配偶或未成年子女可藉購入本公司股份或債券而獲益之權利，或概無任何該等權利已獲彼等行使；本公司或其任何附屬公司概無訂立任何安排，可使董事藉購入任何其他法人團體之權利而受惠。

購股權計劃

本公司推行之購股權計劃(「計劃」)主要為對本集團業務成功作出貢獻之合資格參與者提供獎勵及回報而設。

概無本公司購股權於期內授出、行使、註銷或失效。

有限制股份獎勵計劃

本公司於二零零八年五月二十二日(「採納日期」)採納有限制股份獎勵計劃(「獎勵計劃」)。根據獎勵計劃，本公司股份(「獎勵股份」)自採納日期起計十週年止授予本集團合資格僱員(包括董事)。本公司亦將就指定受託人公司購入及為該等僱員及董事之利益以信託形式持有獎勵股份向其支付現金。獎勵股份其後將於歸屬時轉移至該等有關僱員及董事。獎勵計劃期間內將予授出之股份總數，不得多於本公司不時已發行股本10%。

有關獎勵計劃及據此授出之股份詳情載於二零一四年年報。

Other Information (continued)
其他資料(續)

RESTRICTED SHARE AWARD SCHEME (CONTINUED)

有限制股份獎勵計劃(續)

The following table illustrates the number of and movements of the Awarded Shares under the Award Scheme during the period.

下表載列本期間於獎勵計劃項下獎勵股份之數目及其變動。

Name of category of participant 參與者姓名 所屬類別	Number of Unvested Awarded Shares 未歸屬獎勵股份數目					Award date 授出獎勵日期	Vesting period of Awarded Shares 獎勵股份歸屬期	Weighted average fair value per share 每股加權平均公平值 HK\$ 港元
	At 1 January 2015 於二零一五年一月一日	Awarded during the period 期內已獎勵	Vested during the period 期內已歸屬	Forfeited during the period 期內已沒收	At 30 June 2015 於二零一五年六月三十日			
Directors 董事								
Ng Cheung Shing 吳長勝	60,000	-	(60,000)	-	-	23 July 2008 二零零八年七月二十三日	30 June 2009 to 30 June 2015 二零零九年六月三十日至 二零一五年六月三十日	0.61
Lee Allen 李卓斌	20,000	-	(20,000)	-	-	23 July 2008 二零零八年七月二十三日	30 June 2009 to 30 June 2015 二零零九年六月三十日至 二零一五年六月三十日	0.61
Lee Allen 李卓斌	200,000	-	-	-	200,000	12 August 2013 二零一三年八月十二日	30 September 2014 to 30 September 2018 二零一四年九月三十日至 二零一八年九月三十日	1.58
Cheung Wai Lam 張偉霖	400,000	-	-	-	400,000	14 January 2014 二零一四年一月十四日	31 December 2014 to 31 December 2018 二零一四年十二月三十一日至 二零一八年十二月三十一日	1.88
	680,000	-	(80,000)	-	600,000			
Other employees 其他僱員								
In aggregate 總計	40,000	-	(40,000)	-	-	23 July 2008 二零零八年七月二十三日	30 June 2009 to 30 June 2015 二零零九年六月三十日至 二零一五年六月三十日	0.61
In aggregate 總計	104,000	-	(88,000)	(16,000)	-	1 March 2010 二零一零年三月一日	30 April 2011 to 30 April 2015 二零一一年四月三十日至 二零一五年四月三十日	1.35
In aggregate 總計	12,000	-	-	-	12,000	3 January 2011 二零一一年一月三日	31 December 2011 to 31 December 2015 二零一一年十二月三十一日至 二零一五年十二月三十一日	1.50
In aggregate 總計	72,000	-	-	-	72,000	15 November 2011 二零一一年十一月十五日	30 September 2012 to 30 September 2016 二零一二年九月三十日至 二零一六年九月三十日	1.20
In aggregate 總計	600,000	-	(130,000)	(80,000)	390,000	28 March 2013 二零一三年三月二十八日	30 April 2014 to 30 April 2018 二零一四年四月三十日至 二零一八年四月三十日	1.45
In aggregate 總計	80,000	-	-	-	80,000	12 August 2013 二零一三年八月十二日	30 September 2014 to 30 September 2018 二零一四年九月三十日至 二零一八年九月三十日	1.58
In aggregate 總計	-	440,000	-	-	440,000	4 May 2015 二零一五年五月四日	30 September 2014 to 30 September 2018 二零一四年九月三十日至 二零一八年九月三十日	2.62
	1,588,000	440,000	(338,000)	(96,000)	1,594,000			

Other Information (continued)
其他資料(續)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

主要股東及其他人士於股份及相關股份之權益

As at 30 June 2015, the following interests of more than 5% of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

於二零一五年六月三十日，以下為本公司須記錄於其根據證券及期貨條例第336條規定存置之權益登記冊內佔本公司已發行股本及購股權5%以上之權益：

Long positions:

好倉：

Name of shareholder of the Company	Notes	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital 佔本公司已發行股本百分比	Number of share options held
本公司股東姓名／名稱	附註	身分及權益性質	所持普通股數目		所持購股權數目
Chao Lien Technologies Limited 僑聯科技有限公司	(a)	Directly beneficially owned 直接實益擁有	110,000,000	45.05	-
C.S. (BVI) Limited	(a)	Through a controlled corporation 透過受控制公司	110,000,000	45.05	-
Puttney Investments Limited ("PIL")	(b)	Directly beneficially owned 直接實益擁有	29,148,938	11.94	-
Hutchison International Limited ("HIL")	(b)	Through a controlled corporation 透過受控制公司	29,148,938	11.94	-
Hutchison Whampoa Limited ("HWL") 和記黃埔有限公司(「和黃」)	(b)	Through a controlled corporation 透過受控制公司	29,148,938	11.94	-
Cheung Kong (Holdings) Limited ("CKH") 長江實業(集團)有限公司(「長實」)	(b)	Through a controlled corporation 透過受控制公司	29,148,938	11.94	-
CK Hutchison Holdings Limited ("CKHH") 長江和記實業有限公司(「長和」)	(b)	Through a controlled corporation 透過受控制公司	29,148,938	11.94	-
Hui Yau Man 許幼文		Directly beneficially owned 直接實益擁有	26,782,000	10.97	-
Webb David Michael		Directly beneficially owned 直接實益擁有	3,540,000	1.45	-
	(c)	Through a controlled corporation 透過受控制公司	8,740,000	3.58	-

Other Information (continued) 其他資料(續)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (CONTINUED)

Notes:

- (a) The interest was also disclosed as an interest of Mr. Ng Cheung Shing in the section "Directors' interests and short positions in shares and underlying shares" of this report.
- (b) PIL is a wholly-owned subsidiary of HIL, which in turn is a wholly-owned subsidiary of HWL. CKH is a wholly-owned subsidiary of CKHH and subsidiaries of CKH are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL. By virtue of the SFO, CKHH, CKH, HWL and HIL were deemed to be interested in the 29,148,938 shares of the Company held by PIL.
- (c) The 8,740,000 shares were held by Preferable Situation Assets Limited ("PSAL"). PSAL was 100% directly owned by Mr. Webb David Michael and accordingly, Mr. Webb David Michael is deemed to be interested in the said shares held by PSAL.

Save as disclosed above, as at 30 June 2015, no person, other than the directors of the Company, whose interests are set out in the Section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of integrity, transparency and accountability. The board of directors of the Company (the "Board") believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholders' value.

The Board opined that the Company has complied with the code provision set out in the Corporate Governance Code (the "CG code") as stipulated in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") during the reporting period except on the deviations noted below.

主要股東及其他人士於股份及相關股份之權益(續)

附註：

- (a) 該權益亦於本報告「董事於股份及相關股份之權益及淡倉」一節內披露為吳長勝先生之權益。
- (b) PIL乃HIL之全資附屬公司，HIL則為和黃之全資附屬公司。長實為長和之全資附屬公司，長實之附屬公司有權行使或控制行使於和黃之股東大會上超過三分一投票權。按照證券及期貨條例，長和、長實、和黃及HIL被視作於PIL所持29,148,938股本公司股份中擁有權益。
- (c) 8,740,000股股份由Preferable Situation Assets Limited(「PSAL」)持有。PSAL由Webb David Michael先生直接擁有全部權益，因此，Webb David Michael先生被視作於PSAL持有之上述股份中擁有權益。

除上文披露者外，於二零一五年六月三十日，除其權益載於上文「董事於股份及相關股份之權益及淡倉」一節之本公司董事外，概無任何人士於本公司股份或相關股份中登記根據證券及期貨條例第336條須予記錄之權益或淡倉。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於報告期間概無購買、贖回或出售本公司任何上市證券。

企業管治常規守則

本公司致力於切合實際之範圍內維持高水平企業管治，以強調廉正、高透明度及問責性為原則。本公司董事會(「董事會」)相信優良企業管治對本公司之成功及提升股東價值乃非常重要。

董事會認為，除下述偏離情況外，本公司於報告期間一直遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載企業管治守則(「企業管治守則」)之守則條文。

CODE ON CORPORATE GOVERNANCE PRACTICE (CONTINUED)

The CG code provision A.2.1 stipulates that the roles of chairman and chief executive officer (“CEO”) should be separate and should not be performed by the same individual. Mr. Cheung Wai Lam has been appointed as an executive director of the Company and the deputy CEO of the Group since 2013. Deputy CEO mainly focuses on certain business operations and administrative functions of the Group, assists the Board to formulate strategies for the Group and to make sure they are implemented successfully. With the present board structure and scope of business, the Board considers that there is no imminent need to appoint CEO. However, the Board will continue to review the effectiveness of the Group’s corporate governance structure and will consider whether any changes, including the appointment of CEO, are necessary.

The Company considers that sufficient measures have been taken to ensure that its corporate governance practices are similar to those provided in the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company’s directors, the directors have complied with the required standard set out in the Model Code throughout the accounting period covered by the interim report.

To comply with CG Code A.5.4, the Company has also adopted the Model Code as its code of conduct for dealings in securities of the Company by certain employees of the Company or any of its subsidiaries who are considered to be likely to be in possession of unpublished price sensitive information in relation to the Company or its securities.

AUDIT COMMITTEE

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purpose of reviewing and providing supervision over the Group’s financial reporting process and internal controls. The audit committee comprises the three independent non-executive directors and one executive director of the Company. The Audit Committee has reviewed with Management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters related to the preparation of the unaudited interim financial information for the six months ended 30 June 2015.

企業管治常規守則(續)

企業管治守則之守則條文第A.2.1條規定，主席與行政總裁(「行政總裁」)之角色應有區分，並不應由一人同時兼任。張偉霖先生已於二零一三年獲委任為本公司執行董事兼本集團副行政總裁。副行政總裁主要負責本集團若干業務營運及行政職能、協助董事會制定本集團之策略及確保該等策略成功執行。鑒於現時之董事會架構及業務範疇，董事會認為目前並無逼切需要委任行政總裁。然而，董事會將繼續檢討本集團企業管治架構之效能，並考慮是否需要作出任何變動(包括委任行政總裁)。

因此，本公司認為已採取足夠措施，確保企業管治實務與企業管治守則訂明者相若。

證券交易標準守則

本公司已採納上市規則附錄10所載標準守則，作為董事買賣本公司證券之行為守則。經向本公司董事作出特定查詢後，各董事於中期報告涵蓋之會計期間一直遵守標準守則所載規定準則。

為符合企業管治守則第A.5.4條，本公司亦已就視為有可能知悉涉及本公司或其證券之未公開價格敏感資料之若干本公司或其任何附屬公司僱員採納標準守則，作為彼等買賣本公司證券之行為守則。

審核委員會

本公司已根據上市規則第3.21條成立審核委員會，旨在審閱及監督本集團之財務申報過程及內部控制。審核委員會由本公司三名獨立非執行董事及一名執行董事組成。審核委員會已與管理層審閱本集團採納之會計原則及慣例，並討論編製截至二零一五年六月三十日止六個月之未經審核中期財務資料之相關內部監控及財務申報事宜。

computer  technologies

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