



**董事會****執行董事**

許立信先生(主席)

貝克承晚先生(行政總裁)

謝迪洋先生

簡宜彬先生(鄭宜斌先生為其替任董事)

RYU Young Sang James先生

馮偉澄先生

**獨立非執行董事**

鄧天樂先生

簡已然先生

陳主望先生

**公司秘書**

曾慶贊先生

**法定代表**

謝迪洋先生

曾慶贊先生

**審核委員會**

鄧天樂先生(主席)

簡已然先生

陳主望先生

**薪酬委員會**

簡已然先生(主席)

鄧天樂先生

謝迪洋先生

**提名委員會**

許立信先生(主席)

簡已然先生

陳主望先生

**網站**

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

**核數師**

羅兵咸永道會計師事務所

執業會計師

**BOARD OF DIRECTORS****Executive Directors**

Mr. HUI Lap Shun John (*Chairman*)

Mr. BAKER Sung Mahn Sam (*Chief Executive Officer*)

Mr. TSE Tik Yang Denis

Mr. CHIEN Yi-Pin Mark (Mr. CHENG Yee Pun as his alternate)

Mr. RYU Young Sang James

Mr. FUNG Wai Ching

**Independent Non-Executive Directors**

Mr. TANG Tin Lok Stephen

Mr. KAN Ji Ran Laurie

Mr. CHEN Timothy

**COMPANY SECRETARY**

Mr. TSANG Hing Bun

**AUTHORISED REPRESENTATIVE**

Mr. TSE Tik Yang Denis

Mr. TSANG Hing Bun

**AUDIT COMMITTEE**

Mr. TANG Tin Lok Stephen (*Chairperson*)

Mr. KAN Ji Ran Laurie

Mr. CHEN Timothy

**REMUNERATION COMMITTEE**

Mr. KAN Ji Ran Laurie (*Chairperson*)

Mr. TANG Tin Lok Stephen

Mr. TSE Tik Yang Denis

**NOMINATION COMMITTEE**

Mr. HUI Lap Shun John (*Chairperson*)

Mr. KAN Ji Ran Laurie

Mr. CHEN Timothy

**WEBSITE**

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

**AUDITOR**

PricewaterhouseCoopers

*Certified Public Accountants*

## 香港法律之法律顧問

的近律師行

## 百慕達法律之法律顧問

Appleby

## 主要往來銀行

渣打銀行(香港)有限公司

香港上海滙豐銀行有限公司

中信銀行(國際)有限公司

中國建設銀行(亞洲)股份有限公司

## 主要股份登記及過戶辦事處

### 主要登記處

MUFG Fund Services (Bermuda) Limited

The Belvedere Building

69 Pitts Bay Road

Pembroke HM08

Bermuda

### 香港股份過戶登記分處

卓佳雅柏勤有限公司

香港

皇后大道東183號

合和中心22樓

## 註冊辦事處

Canon's Court, 22 Victoria Street

Hamilton HM12, Bermuda

## 主要營業地點

香港中環

皇后大道中99號

中環中心21樓2138室

## 股份代號

1037

## LEGAL ADVISERS ON HONG KONG LAW

Deacons

## LEGAL ADVISERS ON BERMUDA LAW

Appleby

## PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited

The Hongkong and Shanghai Banking Corporation Limited

China CITIC Bank International Ltd.

China Construction Bank (Asia) Corporation Ltd.

## SHARE REGISTRARS AND TRANSFER OFFICES

### Principal Registrar

MUFG Fund Services (Bermuda) Limited

The Belvedere Building

69 Pitts Bay Road

Pembroke HM08

Bermuda

### Hong Kong Branch Registrar

Tricor Abacus Limited

Level 22, Hopewell Centre

183 Queen's Road East

Hong Kong

## REGISTERED OFFICE

Canon's Court, 22 Victoria Street

Hamilton HM12, Bermuda

## PRINCIPAL PLACE OF BUSINESS

Room 2138, 21/F, The Centre

99 Queen's Road Central

Central, Hong Kong

## STOCK CODE

1037

## 業績及財務回顧

誠如二零一五至一六年年報所披露，雲智匯科技服務有限公司（「本公司」，連同其附屬公司「本集團」）於截至二零一六年三月三十一日止年度對其業務重心作出重大改革，增設一個全新資訊科技（「資訊科技」）整合及解決方案服務分部，以滿足迅速增長之「工業4.0」市場。

截至二零一六年九月三十日止六個月，本集團之營業額約為242,200,000港元，增長401.0%（二零一五年：48,300,000港元）。營業額之上升主要由新資訊科技整合及解決方案服務業務所貢獻，其較高的毛利率亦有助本集團之毛利增至約88,800,000港元（二零一五年：12,500,000港元）。本集團溢利淨值增加47,100,000港元至48,600,000港元（二零一五年：1,500,000港元）。

本公司董事（「董事」）會（「董事會」）並不建議派付任何中期股息。

## 存貨及應收營業賬項

於二零一六年九月三十日，存貨水平增加至約73,300,000港元（二零一六年三月三十一日：43,300,000港元）。庫存週轉天數約為132天（二零一六年三月三十一日：186天）。於二零一六年九月三十日，應收營業賬項亦增加61,700,000港元至約88,600,000港元（二零一六年三月三十一日：26,900,000港元），主要由於銷售上升。

## RESULTS AND FINANCIAL REVIEW

As disclosed in the 2015-16 annual report, Maxnerva Technology Services Limited (the “Company”, together with its subsidiaries the “Group”) has undertaken a significant change in its business focus during the year ended 31 March 2016, creating a new Information Technology (“I.T.”) Integration and Solutions Services segment to serve the rapidly growing “Industry 4.0” market.

For the six months ended 30 September 2016, turnover from the Group was approximately HK\$242.2 million, representing an increase of 401.0% (2015: HK\$48.3 million). The increase in turnover was mainly contributed by the new I.T. Integration and Solutions Services business which, with its higher gross profit margin, also helped to improve the Group’s gross profit to approximately HK\$88.8 million (2015: HK\$12.5 million). Net profit for the Group increased by HK\$47.1 million to HK\$48.6 million (2015: HK\$1.5 million).

The board (the “Board”) of directors (the “Directors”) of the Company does not recommend any payment of interim dividend.

## INVENTORY AND TRADE RECEIVABLES

The inventory level increased to approximately HK\$73.3 million as at 30 September 2016 (31 March 2016: HK\$43.3 million). Stock turnover was around 132 days (31 March 2016: 186 days). Trade receivables increased by HK\$61.7 million to approximately HK\$88.6 million as at 30 September 2016 (31 March 2016: HK\$26.9 million) mainly due to the increase in sales.

## 流動資金及財務資源

於二零一六年九月三十日的現金及現金等價物為約208,700,000港元(二零一六年三月三十一日：216,200,000港元)。本集團所獲之銀行信貸總額約為45,500,000港元(二零一六年三月三十一日：45,500,000港元)，而仍可動用之信貸額約為27,400,000港元(二零一六年三月三十一日：28,300,000港元)。本集團於二零一六年九月三十日及二零一六年三月三十一日處於現金淨值狀況，資產負債比率(界定為總借貸扣除現金及現金等價物後(淨債務)除以總資本(即總權益加淨債務))並不適用。本集團之資產主要由股東權益、應付營業賬項及銀行借貸組成。應付營業賬項需於一年內償還，銀行借貸包括根據原合約到期日須於一年內償還之商業貸款。

借貸主要以港元及美元(「美元」)為單位。而集團之現金及現金等價物則以港元、美元、新台幣及中國人民幣為單位。集團之主要借貸利息均以浮動息率計算，並跟隨香港銀行港元同業拆息或倫敦銀行美元同業拆息作計算基準。因集團大部份應付營業賬項及銀行借貸均以港元及美元為單位，預期匯兌風險輕微，集團並無使用投機性衍生工具。

## 或然負債

本集團於二零一六年九月三十日概無重大或然負債。

## LIQUIDITY AND FINANCIAL RESOURCES

Cash and cash equivalents as at 30 September 2016 were approximately HK\$208.7 million (31 March 2016: HK\$216.2 million). Total available banking facilities of the Group were approximately HK\$45.5 million (31 March 2016: HK\$45.5 million), of which approximately HK\$27.4 million were available for use (31 March 2016: HK\$28.3 million). The Group had a net cash position as at 30 September 2016 and 31 March 2016 and therefore the gearing ratio, which was defined as total borrowings after netting off cash and cash equivalents (net debt) to total capital (being total equity plus net debt) was not applicable as at 30 September 2016 and 31 March 2016. The Group's assets were mostly financed by shareholders' equity, trade payables and bank borrowings. Trade payables were repayable within one year. Bank borrowings comprised trade financing repayable within one year based on original contractual maturity.

Borrowings were mostly denominated in Hong Kong dollars and United States dollars ("US dollars"). The Group's cash and cash equivalents were denominated in Hong Kong dollars, US dollars, New Taiwanese dollars and Chinese Renminbi. Most of the Group's borrowings were interest-bearing at floating rates which were based on the HIBOR rate or LIBOR rate. As a substantial part of trade payables and bank borrowings were denominated in Hong Kong dollars and US dollars, the exchange rate risk of the Group is not expected to be material. The Group did not use derivative financial instruments for speculative purposes.

## CONTINGENT LIABILITY

The Group had no significant contingent liability as at 30 September 2016.

## 業務回顧

截至二零一六年九月三十日止六個月，本集團從事以下主要業務：

- 資訊科技整合及解決方案服務；及
- 電子產品製造。

### 資訊科技整合及解決方案服務

誠如二零一五至一六年度報告所披露，資訊科技整合及解決方案服務業務(包括於智能工廠及智能辦公室範圍提供以項目為基礎的系統整合服務及銷售資訊科技產品)成為本集團之主要收益來源。截至二零一六年九月三十日止六個月，此業務分部所產生之收益總額約186,500,000港元，佔本集團總收益約77.0%。

### 電子產品製造

電子產品製造業務表現於上一個財政年度開始惡化，於本財政年度上半年的表現持續失色。此業務分部之經營環境因勞工成本增加、競爭日漸激烈及客戶數目減少而變得更具挑戰。截至二零一六年九月三十日止六個月，此業務分部錄得收益總額約55,600,000港元，較上一財政年度增加15.1%或約7,300,000港元。此分部於截至二零一六年九月三十日止六個月錄得4,800,000港元之虧損，相較截至二零一五年九月三十日止六個月則錄得分部溢利3,400,000港元。

## BUSINESS REVIEW

During the six months ended 30 September 2016, the Group engaged in the following major business:

- I.T. Integration and Solutions Services; and
- Electronic Products Manufacturing.

### I.T. Integration and Solutions Services

As disclosed in the 2015-16 annual report, the I.T. Integration and Solutions Services business has become the Group's main revenue driver which involves providing project-based system integration services in the area of smart factory products and smart office initiatives and the sale of I.T. products. For the six months ended 30 September 2016, the revenue generated from this business segment in the amount of approximately HK\$186.5 million, accounted for approximately 77.0% of the Group's total revenue.

### Electronic Products Manufacturing

The performance of the Electronic Products Manufacturing business started to deteriorate in previous financial year and is continuously performing disappointingly in the first half of this financial year. The business environment for this business segment has become more challenging as a result of increased labour costs, more keen competition and decline in the number of customers. For the six months ended 30 September 2016, revenue in the amount of approximately HK\$55.6 million was recorded for this business segment, representing an increase of 15.1% or approximately HK\$7.3 million compared with the same period last financial year. This segment recorded a loss of HK\$4.8 million during the six months ended 30 September 2016 compared to a segment profit of HK\$3.4 million for the six months ended 30 September 2015.

## 未來展望

工業4.0之概念為透過將生產過程數碼化提升營運效率。數碼化透過實行下列各項達成：(i)物聯網及雲端，(ii)大數據，(iii)人工智能，及(iv)機器人技術。管理層相信，提供工業4.0服務之商機龐大，可從資訊科技整合及解決方案服務業務之發展及成為本集團主要收入來源獲得引證。就此而言，本公司將投放更多資源擴展本業務分部及擴充其客戶基礎。

就電子產品製造業務而言，董事將密切監察及竭盡全力為該業務制定最佳政策。然而，倘其持續表現不佳，董事將採取所有可能的措施解決有關狀況及應對瞬息變化的商業環境，並保護股東權益。

## PROSPECTS

Industry 4.0 is the concept of improving business efficiency through digitalisation of manufacturing processes. The digitalisation is achieved by implementing (i) internet of things and the cloud, (ii) big data, (iii) artificial intelligence, and (iv) robotics. The management believes that the commercial opportunity in providing Industry 4.0 services is enormous as evidenced by the growth of the I.T. Integration and Solutions Services business which has become the major revenue driver of the Group. In light of this, the Company will devote more resources to expand this business segment and expand its customer base.

For Electronic Products Manufacturing business, the Directors will closely monitor and use their best endeavors to formulate the best strategy for the business. However, if it remains vapid, the Directors will take all possible measures to deal with the situation in response to the changing business environment and protect the interest of the shareholders.

**董事及最高行政人員於本公司或任何有聯繫法團之股份、相關股份及債權證之權益及淡倉**

於二零一六年九月三十日，董事及本公司最高行政人員在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之該等條文被當作或視為擁有之權益及淡倉），或須記錄於根據證券及期貨條例第352條所規定由本公司備存之登記冊之權益及淡倉，或根據上市規則之上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之權益及淡倉如下：

**(a) 於本公司每股面值0.10港元之股份好倉**

**董事姓名**  
**Name of Director**

**權益性質**  
**Nature of Interest**

謝迪洋先生  
Mr. Tse Tik Yang Denis

法團(附註)  
Corporate (Note)

附註：此等股份中348,391,723股股份由Asia-IO Acquisition Fund, L.P（其普通合夥人為Asia-IO Acquisition GP Limited）實益擁有；43,439,139股股份由Asia-IO Holdings Limited實益擁有；而1,846,958股股份由Asia-IO Advisors Limited實益擁有。Asia-IO Acquisition GP Limited、Asia-IO Holdings Limited及Asia-IO Advisors Limited分別各自由謝迪洋先生（直接或間接）實益擁有100%、95%及100%。根據證券及期貨條例，謝先生被視為於Asia-IO Acquisition GP Limited、Asia-IO Holdings Limited及Asia-IO Advisors Limited所擁有的股份中持有權益。其後於二零一六年十二月六日，謝先生出售其於Asia-IO Holdings Limited之所有權益。因此，彼不再被視為於Asia-IO Holdings Limited擁有股份權益。

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION**

As at 30 September 2016, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were required, pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have taken under such provisions of the SFO), to be notified to the Company and the Stock Exchange, or which were required, pursuant to Section 352 of the SFO, to be entered in the register kept by the Company, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

**(a) Long position in the Company's shares of HK\$0.10 each**

估本公司已發行股本百分比  
**Percentage to the issued share capital of the Company (%)**

持有股份／  
相關股份數目  
**Number of shares/ underlying shares held**

393,677,820

59.45

Note: These shares are held beneficially by Asia-IO Acquisition Fund, L.P as to 348,391,723 Shares, whose general partner is Asia-IO Acquisition GP Limited; Asia-IO Holdings Limited as to 43,439,139 Shares; and Asia-IO Advisors Limited as to 1,846,958 Shares. Each of Asia-IO Acquisition GP Limited, Asia-IO Holdings Limited and Asia-IO Advisors Limited is beneficially owned (directly or indirectly) as to 100%, 95% and 100% respectively by Mr. Tse Tik Yang Denis, who is deemed to be interested (for the purpose of the SFO) in the Shares held by Asia-IO Acquisition GP Limited, Asia-IO Holdings Limited and Asia-IO Advisors Limited. Subsequently on 6 December 2016, Mr. Tse disposed of all his interest in Asia-IO Holdings Limited. As a result, he is no longer deemed to be interested in the shares held by Asia-IO Holdings Limited.



**董事及最高行政人員於本公司或任何有聯繫法團之股份、相關股份及債權證之權益及淡倉** (續)

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION**

(continued)

**(b) 於本公司相聯法團之股份**

**(b) Shares of associated corporations of the Company**

相聯法團名稱 Name of associated corporation	董事姓名 Name of Director	股份數目(股) Number of shares (Shares)	概約百分比 Approximate percentage (%)
Asia-IO Acquisition Fund, L.P.	謝迪洋先生 Mr. Tse Tik Yang Denis	不適用 N/A	0.01%
Asia-IO Acquisition Fund, L.P.	簡宜彬先生 Mr. Chien Yi-Pin Mark	不適用 N/A	3.20%
Asia-IO Acquisition GP Limited	謝迪洋先生 Mr. Tse Tik Yang Denis	— one	100.0%

除上文所披露者外，就董事所知，於二零一六年九月三十日，董事或本公司最高行政人員概無於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有或視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之任何權益或淡倉(包括根據證券及期貨條例之該等條文彼等被當作或視為擁有之權益或淡倉)；或(ii)根據證券及期貨條例第352條須記錄於該條所述之登記冊之任何權益或淡倉；或(iii)根據上市規則所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之任何權益或淡倉。

Save as disclosed above, so far as the Directors are aware, as at 30 September 2016, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

## 主要股東於本公司股份及相關股份之權益及淡倉

於二零一六年九月三十日，於股份及本公司相關股份中所擁有權益及淡倉根據證券及期貨條例第XV部第2及3分部須向本公司披露及記錄於本公司根據證券及期貨條例第336條須存置之登記冊，以及直接或間接持有5%或以上本公司股份之人士（本公司董事或最高行政人員除外）之權益及淡倉如下：

### 於股份或本公司相關股份的權益

股東姓名／名稱 Name of shareholder	權益性質／身份 Nature of interest/ capacity	持有股份／ 相關股份數目 Number of Shares/underlying shares held	股權概約百分比 或應佔百分比 Approximate percentage or attributable percentage of shareholding
Asia-IO Acquisition Fund, L.P. (附註1) Asia-IO Acquisition Fund, L.P. (Note 1)	實益權益 Beneficial interests	348,391,723	52.61%
Asia-IO Holdings Limited (附註2) Asia-IO Holdings Limited (Note 2)	實益權益 Beneficial interests	43,439,139	6.56%

附註：

- 348,391,723股股份由Asia-IO Acquisition Fund, L.P.（其普通合夥人為Asia-IO Acquisition GP Limited）實益持有，而Asia-IO Acquisition GP Limited由謝迪洋先生控制。
- 43,439,139股股份由Asia-IO Holdings Limited實益持有，而Asia-IO Holdings Limited由謝迪洋先生控制。其後於二零一六年十二月六日，謝先生出售其於Asia-IO Holdings Limited之所有權益。因此，彼不再被視為於Asia-IO Holdings Limited擁有股份權益。

除上文披露外，本公司並不知悉任何其他人士（本公司董事或最高行政人員除外）於二零一六年九月三十日於股份及本公司相關股份中擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY

As at 30 September 2016, the interests and short positions of the persons, other than the Directors or chief executive of the Company, in the Shares, underlying shares of the Company which would fall to be disclosed to the Company, pursuant to Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under section 336 of the SFO, and where 5% or more of the shares of the Company are directly or indirectly held by any such persons, were as follows:

### Interest in the Shares, or underlying shares of the Company

股東姓名／名稱 Name of shareholder	權益性質／身份 Nature of interest/ capacity	持有股份／ 相關股份數目 Number of Shares/underlying shares held	股權概約百分比 或應佔百分比 Approximate percentage or attributable percentage of shareholding
Asia-IO Acquisition Fund, L.P. (附註1) Asia-IO Acquisition Fund, L.P. (Note 1)	實益權益 Beneficial interests	348,391,723	52.61%
Asia-IO Holdings Limited (附註2) Asia-IO Holdings Limited (Note 2)	實益權益 Beneficial interests	43,439,139	6.56%

Notes:

- 348,391,723 Shares were beneficially held by Asia-IO Acquisition Fund, L.P. whose general partner is Asia-IO Acquisition GP Limited which, in turn, is controlled by Mr. Tse Tik Yang Denis.
- 43,439,139 Shares were beneficially held by Asia-IO Holdings Limited which is controlled by Mr. Tse Tik Yang Denis. Subsequently on 6 December 2016, Mr. Tse disposed of all his interest in Asia-IO Holdings Limited. As a result, he is no longer deemed to be interested in the shares held by Asia-IO Holdings Limited.

Save as disclosed above, the Company had not been notified of any other persons (other than a Director or chief executive of the Company) who, as at 30 September 2016, had interests or short positions in the Shares and underlying shares in the Company as recorded in the register required to be kept under section 336 of the SFO.

## 購股權計劃

本公司已採納由本公司股東於二零一三年八月三十日通過決議案批准的購股權計劃。據此可向合資格參與者(定義見購股權計劃規則)授出購股權以認購本公司股份。於二零一六年九月三十日,概無購股權獲授出、行使、失效或註銷。

## 購買、出售或贖回股份

於截至二零一六年九月三十日止六個月,本公司及其附屬公司概無購買、出售或贖回本公司任何上市證券。

## 遵守企業管治守則

除以下之偏離情況外,董事並不知悉有任何資料合理顯示本公司未曾於截至二零一六年九月三十日止六個月期間遵守證券上市規則(「上市規則」)附錄十四所載之企業管治守則(「守則」)。

### 守則條文第A.2.1條

根據守則條文第A.2.1條,主席及行政總裁之角色應予以區分,不應由同一人擔任。

自二零一五年十一月三日起,許立信先生擔任主席一職並在物色合適行政總裁(「行政總裁」)人選的過程中任本公司之代理行政總裁。貝克承晚先生其後於二零一六年四月十二日獲委任為行政總裁兼執行董事。自此已符合守則第A.2.1條之規定。

## SHARE OPTION SCHEME

The Company has adopted a share option scheme approved by a resolution passed by the shareholders of the Company on 30 August 2013, under which it may grant options to eligible participants (as defined in the share option scheme rules) to subscribe for shares in the Company. As at 30 September 2016, no share options have been granted, exercised, lapsed or cancelled.

## PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 September 2016, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

## COMPLIANCE WITH CORPORATE GOVERNANCE CODE

Save for the following deviations from the Corporate Governance Code (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities ("the Listing Rules"), none of the Directors is aware of any information which would reasonably indicate that the Company has not complied with the Code during the six months ended 30 September 2016.

### Code provision A.2.1

Under the Code provision A.2.1, the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual.

Since 3 November 2015, Mr. Hui Lap Shun, John assumed the position of Chairman and acting chief executive officer (the "CEO") of the Company in the course of recruiting the appropriate CEO. Mr. Baker Sung Mahn, Sam was subsequently appointed as CEO as well as executive Director on 12 April 2016. Code provision A.2.1 has been complied since then.

## 遵守企業管治守則(續)

### 守則條文第F.1.1條

曾慶禧先生(「曾先生」)於二零一五年十一月三日獲委任為本公司之公司秘書。雖然曾先生並非本公司按照守則條文第F.1.1條聘用的僱員，惟本公司已指派執行董事謝迪洋先生作為與曾先生聯繫的人士。有關本集團表現、財務狀況及其他主要發展及事務的資訊會經由指派聯絡人士迅速送達予曾先生。因此，根據守則條文第F.1.4條，實行上述安排後，全體董事仍被視為可獲得公司秘書的意見及服務。本公司已設立機制，確保曾先生能夠迅速掌握本集團的發展而不發生重大延誤，且憑藉其專業知識及經驗，董事會深信曾先生擔任公司秘書對本集團遵守相關董事會程序、適用法律、規則及法規而言至為有利。

## 董事進行證券交易之操守準則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則(「標準守則」)作為董事進行證券交易之操守準則。經向全體董事作出特定查詢後，而據本公司所知，截至二零一六年九月三十日止六個月，並無出現未能符合標準守則所載有關董事進行證券交易行為守則之情況。

## 僱員及薪酬政策

於二零一六年九月三十日，本集團有總數約470名(二零一六年三月三十一日：約450名)全職僱員。本集團僱員之薪酬幅度維持於一個具競爭力的水平，而僱員之獎勵則根據本集團之薪金及花紅制度一般架構與表現掛鉤。其他員工福利包括公積金、保險及醫療保障。

## COMPLIANCE WITH CORPORATE GOVERNANCE CODE *(continued)*

### Code provision F.1.1

Mr. Tsang Hing Bun ("Mr. Tsang") was appointed as the company secretary of the Company with effect from 3 November 2015. Although Mr. Tsang is not an employee of the Company as required under the Code provision F.1.1, the Company has assigned Mr. Tse Tik Yang Denis, the executive director, as the contact person with Mr. Tsang. Information in relation to the performance, financial position and other major developments and affairs of the Group are speedily delivered to Mr. Tsang through the contact person assigned. Hence, all Directors are still considered to have access to the advice and services of the company secretary in light of the above arrangement in accordance with the Code provision F.1.4. Having in place a mechanism that Mr. Tsang will get hold of the Group's development promptly without material delay and with his expertise and experience, the Board is confident that having Mr. Tsang as the company secretary is beneficial to the Group's compliance with the relevant board procedures, applicable laws, rules and regulation.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions (the "Model Code"). Having made specific enquiry of all directors, the Company was not aware of any non-compliance with the required standard set out in the Model Code regarding securities transactions by the directors throughout the six months ended 30 September 2016.

## EMPLOYEES AND EMOLUMENT POLICY

As at 30 September 2016, the Group had a total of approximately 470 (31 March 2016: approximately 450) full-time employees. The pay scale of the Group's employees is maintained at a competitive level and employees are rewarded on a performance-related basis with in the general framework of the Group's salary and bonus system. Other employee benefits include provident fund, insurance and medical cover.

## 審核委員會

審核委員會由三名獨立非執行董事鄧天樂先生(主席)、簡已然先生及陳主望先生組成，職權範圍符合上市規則。審核委員會審核本集團之財務報告、內部監控及向董事會作出相關推薦建議。

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，並討論內部監控及財務報告事宜，包括審閱截至二零一六年九月三十日止六個月之未經審核簡明綜合中期財務報表。

承董事會命  
雲智匯科技服務有限公司  
主席  
許立信

香港，二零一六年十一月二十九日

## AUDIT COMMITTEE

The audit committee has three members comprising three independent non-executive directors, namely, Mr. Tang Tin Lok Stephen (Chairperson), Mr. Kan Ji Ran Laurie and Mr. Chen Timothy, with terms of reference in compliance with the Listing Rules. The audit committee review the Group's financial reporting, internal controls and make relevant recommendations to the Board.

The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the unaudited condensed consolidated interim financial statements for the six months ended 30 September 2016.

By Order of the Board  
**Maxnerva Technology Services Limited**  
**Hui Lap Shun John**  
*Chairman*

Hong Kong, 29 November 2016

截至二零一六年九月三十日止六個月

For the six months ended 30 September 2016

		(未經審核)	
		截至九月三十日止六個月	
		(Unaudited)	
		Six months ended	
		30 September	
		二零一六年	二零一五年
		2016	2015
		千港元	千港元
		HK\$'000	HK\$'000
	附註 Note		
<b>持續經營業務</b>			
<b>Continuing operations</b>			
營業額	2	242,166	48,335
銷售成本		<u>(153,405)</u>	<u>(35,852)</u>
<b>毛利</b>		<b>88,761</b>	<b>12,483</b>
其他收入		91	-
變賣物業、機器及設備 收益淨額		-	130
銷售及經銷開支		(3,040)	(2,634)
一般及行政開支		<u>(26,771)</u>	<u>(7,182)</u>
<b>經營溢利</b>	3	<b>59,041</b>	2,797
融資成本－淨額		<u>(48)</u>	<u>(284)</u>
<b>除稅前溢利</b>		<b>58,993</b>	2,513
利得稅開支	4	<u>(10,363)</u>	<u>(63)</u>
<b>持續經營業務之期內溢利</b>		<b>48,630</b>	2,450
<b>已終止業務之期內虧損</b>		<u>-</u>	<u>(986)</u>
<b>本公司權益持有人應佔 期內溢利</b>		<b>48,630</b>	1,464

截至二零一六年九月三十日止六個月

For the six months ended 30 September 2016

		(未經審核)	
		截至九月三十日止六個月	
		(Unaudited)	
		Six months ended	
		30 September	
		二零一六年	二零一五年
		2016	2015
		千港元	千港元
		HK\$'000	HK\$'000
		附註	
		Note	
本公司權益持有人應佔溢利／(虧損)之每股盈利／(虧損)	<b>Earnings/(loss) per share for profit/(loss) attributable to equity holders of the Company</b>		
– 基本及攤薄(調整至港仙)	<b>– basic and diluted (rounded to HK cents)</b>		
– 持續經營業務	– Continuing operations	6	0.56
		<u>7.34</u>	<u>0.56</u>
– 已終止業務	– Discontinued operations	6	(0.22)
		<u>-</u>	<u>(0.22)</u>

應付本公司權益持有人股息之詳情列於附註5。

Details of dividends payable to equity holders of the Company are set out on Note 5.

附註為整體簡明合併中期財務資料的一部份。

The notes are integral part of these condensed consolidated interim financial information.

截至二零一六年九月三十日止六個月

For the six months ended 30 September 2016

		(未經審核)	
		截至九月三十日止六個月	
		(Unaudited)	
		Six months ended	
		30 September	
		二零一六年	二零一五年
		2016	2015
		千港元	千港元
		HK\$'000	HK\$'000
<b>綜合收益：</b>	<b>Comprehensive income:</b>		
期內溢利	Profit for the period	48,630	1,464
		-----	-----
<b>其他綜合虧損：</b>	<b>Other comprehensive loss:</b>		
可能重估為損益之項目	Items that may be reclassified		
	subsequently to profit or loss		
— 可供出售金融資產公平值 稅後虧損	— Fair value loss on available-for- sale financial assets, net of tax	-	(41)
— 外幣換算差額	— Currency translation differences	(1,487)	(735)
		-----	-----
<b>期內其他綜合虧損</b>	<b>Other comprehensive loss for the period</b>	<b>(1,487)</b>	<b>(776)</b>
		-----	-----
<b>期內總綜合收益</b>	<b>Total comprehensive income for the period</b>	<b>47,143</b>	<b>688</b>
		=====	=====
<b>總綜合收益歸屬於：</b>	<b>Total comprehensive income</b>		
	attributable to:		
本公司權益持有人	Equity holders of the Company		
— 持續經營業務	— Continuing operations	47,143	1,464
— 已終止業務	— Discontinued operations	-	(776)
		-----	-----
		<b>47,143</b>	<b>688</b>
		=====	=====

附註為整體簡明合併中期財務資料的一部分。

The notes are integral part of these condensed consolidated interim financial information.



# 簡明合併資產負債表

# Condensed Consolidated Balance Sheet

於二零一六年九月三十日

As at 30 September 2016

			(未經審核) 二零一六年 九月三十日 (Unaudited) 30 September	(經審核) 二零一六年 三月三十一日 (Audited) 31 March
		附註 Note	2016 千港元 HK\$'000	2016 千港元 HK\$'000
<b>資產</b>	<b>ASSETS</b>			
<b>非流動資產</b>	<b>Non-current assets</b>			
無形資產	Intangible assets	7	8,244	1,680
物業、機器及設備	Property, plant and equipment	7	11,870	3,946
按公平值透過損益列賬 的金融資產	Financial assets at fair value through profit or loss	8	4,654	–
其他長期資產	Other long-term assets	7	715	1,767
			<u>25,483</u>	<u>7,393</u>
<b>流動資產</b>	<b>Current assets</b>			
存貨	Inventories		73,271	43,265
應收營業賬項	Trade receivables	9	88,601	26,857
預付款項、按金及 其他應收款項	Prepayments, deposits and other receivables		43,835	32,859
現金及現金等價物	Cash and cash equivalents		208,703	216,177
			<u>414,410</u>	<u>319,158</u>
<b>總資產</b>	<b>Total assets</b>		<u>439,893</u>	<u>326,551</u>
<b>權益</b>	<b>EQUITY</b>			
<b>公司權益持有人應佔 股本及儲備</b>	<b>Capital and reserves attributable to equity holders of the Company</b>			
股本	Share capital	12	66,224	66,224
股份溢價	Share premium	12	234,640	234,640
儲備	Reserves		5,704	(41,439)
<b>權益總額</b>	<b>Total equity</b>		<u>306,568</u>	<u>259,425</u>

# 簡明合併資產負債表

# Condensed Consolidated Balance Sheet

於二零一六年九月三十日

As at 30 September 2016

			(未經審核) 二零一六年 九月三十日 <b>(Unaudited)</b> <b>30 September</b>	(經審核) 二零一六年 三月三十一日 <b>(Audited)</b> <b>31 March</b>
		附註 Note	2016 千港元 <b>HK\$'000</b>	2016 千港元 <b>HK\$'000</b>
<b>負債</b>	<b>LIABILITIES</b>			
<b>流動負債</b>	<b>Current liabilities</b>			
借貸	Borrowings	11	<b>18,101</b>	17,191
應付營業賬項	Trade payables	10	<b>78,424</b>	40,788
應付費用及其他應付款項	Accruals and other payables		<b>31,387</b>	9,147
應付稅款	Tax payable		<b>5,413</b>	–
			<b>133,325</b>	67,126
<b>總負債</b>	<b>Total liabilities</b>		<b>133,325</b>	67,126
<b>總權益及負債</b>	<b>Total equity and liabilities</b>		<b>439,893</b>	326,551

附註為整體簡明合併中期財務資料的一部份。

The notes are integral part of these condensed consolidated interim financial information.

截至二零一六年九月三十日止六個月

For the six months ended 30 September 2016

		(未經審核) (Unaudited)													
		本公司權益持有人應佔 Attributable to equity holders of the Company													
		資本類回			匯兌儲備			法定儲備		可供出售 金融資產 重估儲備		保留盈利/ (累計虧損)		非控制性 權益	
		股本	股份溢價	資本儲備	Capital redemption reserve	匯兌儲備	法定儲備	Available- for-sale financial assets revaluation reserve	物業重估 儲備	Retained earnings/ (accumulated losses)		總額	Non- controlling interests	權益總額	
		Share capital	Share premium	Capital reserves	reserve	Exchange reserve	reserves	reserve	Property reserves	reserves	(accumulated losses)	Total	interests	Total Equity	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
於二零一六年四月一日	At 1 April 2016	66,224	234,640	41,201	1,402	(10)	90	-	-	(84,122)	259,425	-	-	259,425	
外幣換算差額	Currency translation differences	-	-	-	-	(1,487)	-	-	-	-	-	(1,487)	-	(1,487)	
期內溢利	Profit the period	-	-	-	-	-	-	-	-	48,630	-	48,630	-	48,630	
於二零一六年九月三十日	At 30 September 2016	<u>66,224</u>	<u>234,640</u>	<u>41,201</u>	<u>1,402</u>	<u>(1,497)</u>	<u>90</u>	<u>-</u>	<u>-</u>	<u>(35,492)</u>	<u>306,568</u>	<u>-</u>	<u>-</u>	<u>306,568</u>	
於二零一五年四月一日	At 1 April 2015	43,724	-	41,201	1,402	(13,032)	90	386	17,163	95,367	186,301	215	-	186,516	
外幣換算差額	Currency translation differences	-	-	-	-	(735)	-	-	-	-	-	(735)	-	(735)	
期內溢利	Profit the period	-	-	-	-	-	-	-	-	1,464	-	1,464	-	1,464	
可供出售金融資產 公平值虧損	Fair value losses on available-for- sale financial assets	-	-	-	-	-	-	(41)	-	-	-	(41)	-	(41)	
於二零一五年九月三十日	At 30 September 2015	<u>43,724</u>	<u>-</u>	<u>41,201</u>	<u>1,402</u>	<u>(13,767)</u>	<u>90</u>	<u>345</u>	<u>17,163</u>	<u>96,831</u>	<u>186,989</u>	<u>215</u>	<u>-</u>	<u>187,204</u>	

附註為整體簡明合併中期財務資料的一部分。

The notes are integral part of these condensed consolidated interim financial information.

## 簡明合併現金流量表

## Condensed Consolidated Cash Flow Statement

截至二零一六年九月三十日止六個月

For the six months ended 30 September 2016

		(未經審核) 截至九月三十日止六個月 (Unaudited) Six months ended 30 September	
		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
		附註 Note	
<b>經營活動之現金流量</b>	<b>Cash flows from operating activities</b>		
經營活動所得/(所用) 之現金	Cash generated from/(used in) operations	<b>16,920</b>	(9,711)
已付所得稅款	Income tax paid	<b>(4,950)</b>	(456)
收取利息	Interest received	<b>91</b>	270
支付利息	Interest paid	<b>(139)</b>	(947)
		<hr/>	<hr/>
<b>經營活動所得/(所用) 之淨現金</b>	<b>Net cash generated from/(used in) operating activities</b>	<b>11,922</b>	(10,844)
<b>投資活動之現金流量</b>	<b>Cash flows from investing activities</b>		
購買機器及設備	Purchases of plant and equipments	7 <b>(10,688)</b>	(2,675)
購買無形資產	Purchase of intangible asset	7 <b>(7,195)</b>	-
投資金融資產	Investment in financial assets	8 <b>(4,654)</b>	-
		<hr/>	<hr/>
<b>投資活動所用之淨現金</b>	<b>Net cash used in investing activities</b>	<b>(22,537)</b>	(2,675)
<b>融資活動之現金流量</b>	<b>Cash flows from financing activities</b>		
新增銀行貸款	Proceeds from borrowings	<b>20,826</b>	111,074
償還銀行貸款	Repayment of borrowings	<b>(19,916)</b>	(107,034)
		<hr/>	<hr/>
<b>融資活動產生之淨現金</b>	<b>Net cash generated from financing activities</b>	<b>910</b>	4,040
<b>現金及現金等價物淨額減少</b>	<b>Net decrease in cash and cash equivalents</b>	<b>(9,705)</b>	(9,479)
於四月一日之現金及現金等價物	Cash and cash equivalents at 1 April	<b>216,177</b>	71,669
外幣匯率變化之影響	Effect of foreign exchange rate changes	<b>2,231</b>	(35)
		<hr/>	<hr/>
<b>於九月三十日之現金及 現金等價物</b>	<b>Cash and cash equivalents at 30 September</b>	<b>208,703</b>	62,155
		<hr/> <hr/>	<hr/> <hr/>
<b>現金及現金等價物結餘分析</b>	<b>Analysis of balances of cash and cash equivalents</b>		
現金及銀行結餘	Cash and bank balances	<b>208,703</b>	20,682
出售集團資產之現金及 銀行結餘，分類為持有待售	Cash and bank balances included in assets of disposal group classified as held for sale	<b>-</b>	41,473
		<hr/>	<hr/>
		<b>208,703</b>	62,155
		<hr/> <hr/>	<hr/> <hr/>

附註為整體簡明合併中期財務資料的一部分。

The notes are integral part of these condensed consolidated interim financial information.

## 1(A) 編製基準及會計政策

### 一般資料

雲智匯科技服務有限公司(「本公司」，連同其子公司為「本集團」)於一九九四年二月三日根據一九八一年百慕達公司法於百慕達註冊成立為獲豁免有限公司。其註冊辦事處地址為 Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda。本公司股份於一九九四年四月十四日在香港聯合交易所有限公司主板上市。

除另有指明外，本未經審核簡明綜合中期財務資料乃以港元(「港元」)呈列。

本未經審核簡明綜合中期財務資料已於二零一六年十一月二十九日獲董事會批准刊發。

本未經審核簡明綜合中期財務資料尚未經審核。

本截至二零一六年九月三十日止六個月之未經審核簡明合併中期財務資料乃按照香港會計師公會(「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。

本未經審核簡明合併中期財務資料應與按照香港財務報告準則(「香港財務報告準則」)編製之本集團截至二零一六年三月三十一日止年度之全年財務報表一併閱覽。

除下文所述者外，所採納之會計政策與截至二零一六年三月三十一日止年度之年度財務報表所採納者一致。

## 1(A) BASIS OF PREPARATION AND ACCOUNTING POLICIES

### General information

Maxnerva Technology Services Limited (the "Company", together with its subsidiaries the "Group"), is a limited liability company incorporated in Bermuda on 3 February 1994 as an exempted company under Companies Act 1981 of Bermuda. The address of its registered office is Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 14 April 1994.

This unaudited condensed consolidated interim financial information is presented in Hong Kong Dollar ("HK\$"), unless otherwise stated.

This unaudited condensed consolidated interim financial information was approved for issue by the Board on 29 November 2016.

This unaudited condensed consolidated interim financial information has not been audited.

This unaudited condensed consolidated interim financial information for the six months ended 30 September 2016 has been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34, "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

This unaudited condensed consolidated interim financial information should be read in conjunction with the Group's annual financial statements for the year ended 31 March 2016, which were prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS").

Except as described below, the accounting policies adopted are consistent with those of the annual financial statements for the year ended 31 March 2016.

**1(A) 編製基準及會計政策 (續)****(i) 按公平值透過損益列賬的金融資產**

按公平值透過損益列賬的金融資產乃被指定為此類別或並無分類為任何其他類別之非衍生工具。除非投資到期或管理層有意在報告期結束後十二個月內出售該項投資，否則該等資產列入非流動資產。

**(ii) 截至二零一六年九月三十日止六個月之利得稅乃按適用於預期年度總收益之稅率累計。****(iii) 下列新準則及對現行準則之修訂於二零一六年四月一日開始之財政年度強制實行及對本集團並無構成重大影響：**

香港財務報告準則 投資實體：應用綜合入賬之例  
第10號、香港財務報告準則第12號及香港會計準則第28號  
(修訂本)

香港財務報告準則 收購於合營業務之權益之會計法  
第11號(修訂本)

香港財務報告準則 監管遞延賬戶  
第14號

香港會計準則第1號 披露方案  
(修訂本)

香港會計準則第16號 可接納折舊及攤銷方法之澄清  
及香港會計準則第38號(修訂本)

香港會計準則第16號 農業：生產性植物  
及香港會計準則第41號(修訂本)

香港會計準則第27號 單獨財務報表的權益法  
(修訂本)

年度改善項目 二零一二至二零一四週期之年度改善

**1(A) BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)****(i) Financial assets at fair value through profit or loss**

Financial assets at fair value through profit or loss are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

**(ii) Taxes on income for the six months ended 30 September 2016 are accrued using the tax rate that would be applicable to expected total annual earnings.****(iii) The following new standards and amendments to existing standards are mandatory for financial year beginning on 1 April 2016 and have no material impact to the Group:**

HKFRS 10, HKFRS 12 and HKAS 28 (Amendment) Investment Entities: Applying the Consolidation Exception

HKFRS 11 (Amendment) Accounting for Acquisition of Interest in Joint Operations  
HKFRS 14 Regulatory Deferral Accounts

HKAS 1 (Amendment) Disclosure Initiative

HKAS 16 and HKAS 38 (Amendment) Clarification of Acceptable Methods of Depreciation and Amortisation

HKAS 16 and HKAS 41 (Amendment) Agriculture: Bearer Plants

HKAS 27 (Amendment) Equity Method in Separate Financial Statements

Annual Improvements Project Annual Improvement 2012-2014 Cycle

**1(A) 編製基準及會計政策** (續)

- (iv) 下列已頒佈準則及對現有準則之修訂須於二零一六年四月一日或之後開始的財政年度強制執行，而本集團並無提早採納：

香港財務報告準則第9號	金融工具 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號 (修訂本)	投資者與其聯營公司或合營公司之間的資產出售或貢獻 <sup>3</sup>
香港財務報告準則第15號	與客戶合約之收入 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>

- <sup>1</sup> 於二零一八年一月一日或之後開始之年度期間生效
- <sup>2</sup> 於二零一九年一月一日或之後開始之年度期間生效
- <sup>3</sup> 生效日期待定

管理層正評估以上新訂準則及準則修訂本的影響，目前尚不能夠確定該等新訂準則及準則修訂本會否對本集團業績及財務狀況構成重大影響。

**1(A) BASIS OF PREPARATION AND ACCOUNTING POLICIES** (continued)

- (iv) The following published standards and amendments to existing standards are mandatory for financial year beginning on or after 1 April 2016 and have not been early adopted by the Group:

HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 10 and HKAS 28 (Amendment)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>1</sup>
HKFRS 16	Leases <sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2018
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>3</sup> Effective date to be determined

Management is in the process of making an assessment of the impact of the above new standards and amendments to standards and is not yet in a position to state whether these new standards and amendments to standards would have a significant impact on the Group's results and financial position.

## 1(B) 財務風險管理

本集團的活動承受多種財務風險：市場風險（包括貨幣風險、公平值利率風險、現金流利率風險及價格風險）、信貸風險及流動性風險。

未經審核簡明合併中期財務資料並未包括年度財務報表規定的所有財務風險管理信息和披露，此中期財務報表應與本集團截至二零一六年三月三十一日止年度的年度財務報表一併閱讀。

自去年底以來風險管理政策並無任何變動。

## 2 收入及分部資料

於截至二零一五年九月三十日止期間，由於二零一五年十月二十九日進行出售事項，經銷電子元器件及經銷個人電腦產品營運分部分類為非持續經營業務。非持續經營業務令本集團架構有所改變，因而改變其呈報分部組成。分部披露之比較數字已經重列，以符合本期間之呈列方式。此外，提供系統及網絡整合、資訊科技解決方案開發及執行及相關維護解決方案服務業務於截至二零一六年三月三十一日止年度開始。

主要營運決策人為執行董事（統稱為「主要營運決策人」），彼等作出策略性決定。主要營運決策人通過審閱本公司及其附屬公司的內部報告以評估業績表現並據此分配相應的資源。管理層亦根據該等報告對經營分部作出判定。

## 1(B) FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

The unaudited condensed consolidated interim financial information do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 March 2016.

There have been no changes in the risk management policies since the last year end.

## 2 REVENUE AND SEGMENT INFORMATION

During the period ended 30 September 2015, the operating segments of electronic components distribution and personal computer products distribution were classified as discontinued operations as a result of the disposal taken place on 29 October 2015. The discontinued operations had resulted in a change in the Group's structure and therefore its composition of reporting segment. The comparative figures of segment disclosure have been restated to conform to current periods presentation. In addition, the business of provision of system and network integration, I.T. solutions development and implementation, and related maintenance services commenced during the year ended 31 March 2016.

The chief operating decision maker has been identified as the executive directors (collectively referred to as the "Chief Operation Decision Maker" or "CODM") that make strategic decisions. The CODM reviews the internal reporting of the Company and its subsidiaries in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.



## 2 收入及分部資料(續)

主要營運決策人從營運性質及產品或服務類別角度考慮業務，並認為本集團有兩大經營分部，即「電子產品製造」及「資訊科技整合及解決方案服務」，後者為截至二零一六年三月三十一日止年度新建立業務。

本集團各營運分部均為策略性業務單位，由相關單位的領導人管理。主要營運決策人根據呈報分部之除稅前溢利業績評估經營分部的表現。提供予主要營運決策人的其他資料乃以與未經審核簡明合併中期財務資料一致的方式計量。

呈報分部的資產不包括統一管理的按公平值透過損益列賬的金融資產及公司資產(主要包括公司現金及銀行結餘)。呈報分部的負債不包括公司負債。該等項目為資產負債表內總資產負債的調節對賬的一部分。

## 2 REVENUE AND SEGMENT INFORMATION (continued)

The CODM considers the business from the perspective of the nature of operations and the type of products or services, and considers that the Group mainly has two operating segments, namely “Electronic Products Manufacturing” and “I.T. Integration and Solutions Services”, the latter is related to the new business which commenced during the year ended 31 March 2016.

Each of the Group’s operating segments represents a strategic business unit that is managed by the respective business unit leaders. CODM assesses the performance of the operating segments based on a measure of profit before income tax. Other information provided to the CODM is measured in a manner consistent with that in the unaudited condensed consolidated interim financial information.

Assets of reportable segments exclude financial assets at fair value through profit or loss and corporate assets (mainly including corporate cash and bank balances), all of which are managed on a central basis. Liabilities of reportable segments exclude corporate liabilities. These are part of the reconciliation to total balance sheet assets and liabilities.

**2 收入及分部資料(續)**

本集團於本期間之營業額及經營溢利貢獻依經營分部分析如下：

**2 REVENUE AND SEGMENT INFORMATION** (continued)

An analysis of the Group's turnover and contribution to operating profit by operating segments for the period is as follows:

		(未經審核)		
		截至二零一六年九月三十日止六個月		
		(Unaudited)		
		Six months ended 30 September 2016		
		資訊科技整合及		
		電子產品製造	解決方案服務	
		Electronic	I.T. Integration	
		Products	and Solutions	總額
		Manufacturing	Services	Total
		千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000
<b>營業額</b>	<b>Turnover</b>			
銷售貨品	Sales of goods	55,622	9,005	64,627
提供服務	Rendering of services	-	177,539	177,539
		<u>55,622</u>	<u>186,544</u>	<u>242,166</u>
呈報分部之業績	Results of reportable segments	(4,770)	66,970	62,200
呈報分部之業績與期內溢利的調節對賬如下：	A reconciliation of results of reportable segments to profit for the period is as follow:			
呈報分部之業績	Results of reportable segments			62,200
未分配開支	Unallocated expenses			<u>(3,159)</u>
經營溢利	Operating profit			59,041
融資成本－淨額	Finance costs – net			<u>(48)</u>
除稅前溢利	<b>Profit before income tax</b>			<u><u>58,993</u></u>

附註：未分配開支主要包括公司層面產生的工資、法律及專業費用及其他營運開支。

Note: Unallocated expenses mainly include salaries, legal and professional fees and other operating expenses incurred at corporate level.

## 2 收入及分部資料(續)

## 2 REVENUE AND SEGMENT INFORMATION (continued)

		(未經審核)	
		截至二零一五年	
		九月三十日止六個月	
		(Unaudited)	
		Six months ended	
		30 September 2015	
		電子產品製造	
		Electronic	
		Products	總額
		Manufacturing	Total
		千港元	千港元
		HK\$'000	HK\$'000
<b>營業額</b>	<b>Turnover</b>		
銷售貨品	Sales of goods	48,335	48,335
		<u>48,335</u>	<u>48,335</u>
呈報分部之業績	Results of reportable segments	3,390	3,390
呈報分部之業績與期內溢利的調節對賬如下：	A reconciliation of results of reportable segment to profit for the period is as follow:		
呈報分部之業績	Results of reportable segments		3,390
未分配開支	Unallocated expenses		(593)
			<u>(593)</u>
經營溢利	Operating profit		2,797
融資成本－淨額	Finance costs – net		(284)
			<u>(284)</u>
<b>除稅前溢利</b>	<b>Profit before income tax</b>		<u>2,513</u>

## 2 收入及分部資料(續)

## 2 REVENUE AND SEGMENT INFORMATION (continued)

		(未經審核)		
		於二零一六年九月三十日		
		(Unaudited)		
		As at 30 September 2016		
		電子產品製造	資訊科技整合及 解決方案服務	總額
		Electronic Products Manufacturing	I.T. Integration and Solutions Services	Total
		千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000
分部資產	Segment assets			
分部資產	Segment assets	64,564	306,498	371,062
其他未分配資產(附註a)	Other unallocated assets (Note a)			68,831
資產總額	Total assets			<u>439,893</u>
分部負債	Segment liabilities			
分部負債	Segment liabilities	63,160	66,503	129,663
其他未分配負債(附註b)	Other unallocated liabilities (Note b)			3,662
負債總額	Total liabilities			<u>133,325</u>

附註a：於二零一六年九月三十日，其他未分配資產主要包括作公司用途之現金及現金等價物。

Note a: As at 30 September 2016, other unallocated assets mainly included cash and cash equivalents for corporate usage.

附註b：於二零一六年九月三十日，其他未分配負債主要包括公司開支之應計費用及其他應付款項。

Note b: As at 30 September 2016, other unallocated liabilities mainly included accruals and other payables for corporate expenses.

## 2 收入及分部資料(續)

## 2 REVENUE AND SEGMENT INFORMATION (continued)

		(經審核)		
		二零一六年三月三十一日		
		(Audited)		
		As at 31 March 2016		
		電子產品製造	資訊科技整合及 解決方案服務	
		Electronic Products Manufacturing	I.T. Integration and Solutions Services	總額 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
<b>分部資產</b>	<b>Segment assets</b>			
分部資產	Segment assets	74,288	173,627	247,915
其他未分配資產(附註a)	Other unallocated assets (Note a)			78,636
<b>資產總額</b>	<b>Total assets</b>			<b>326,551</b>
<b>分部負債</b>	<b>Segment liabilities</b>			
分部負債	Segment liabilities	28,801	35,883	64,684
其他未分配負債(附註b)	Other unallocated liabilities (Note b)			2,442
<b>負債總額</b>	<b>Total liabilities</b>			<b>67,126</b>

附註a：於二零一六年三月三十一日，其他未分配資產主要包括作公司用途之傢俱、裝置及設備及現金及現金等價物。

Note a: As at 31 March 2016, other unallocated assets mainly included furniture, fixtures and equipment and cash and cash equivalents for corporate usage.

附註b：於二零一六年三月三十一日，其他未分配負債主要包括公司開支之應計費用及其他應付款項。

Note b: As at 31 March 2016, other unallocated liabilities mainly included accruals and other payables for corporate expenses.

**2 收入及分部資料(續)**

外部客戶的收益(按客戶所在地區)分析如下：

香港	Hong Kong
中國大陸	Mainland China
北美洲	North America
歐洲	Europe
其他亞洲國家	Other Asian countries

**2 REVENUE AND SEGMENT INFORMATION** (continued)

Revenue from external customers on the basis of customers' locations is analysed as follows:

(未經審核)  
截至九月三十日止六個月  
(Unaudited)

Six months ended  
30 September

二零一六年	二零一五年
2016	2015
千港元	千港元
HK\$'000	HK\$'000

	882	5,176
	197,003	7,074
	1,902	284
	35,248	30,503
	7,131	5,298
	<b>242,166</b>	<b>48,335</b>

**3 經營溢利**

經營溢利在扣減以下各項後列報：

扣除：
已售交易商品，及已用原料及易耗品
員工福利開支(包括董事酬金)
非流動資產折舊及攤銷
電費
運輸開支

**3 OPERATING PROFIT**

Operating profit is stated after charging the following:

(未經審核)  
截至九月三十日止六個月  
(Unaudited)

Six months ended  
30 September

二零一六年	二零一五年
2016	2015
千港元	千港元
HK\$'000	HK\$'000

Charging:		
Trading merchandise sold, and raw materials and consumables used	86,267	22,779
Employment benefit expenses (including directors' emoluments)	32,297	14,895
Depreciation and amortisation of non-current assets	3,395	2,589
Electricity expenses	1,177	1,385
Transportation expenses	1,542	1,168

#### 4 利得稅開支

本公司已獲豁免百慕達稅項。香港利得稅乃根據在香港產生或源自香港之估計應課稅溢利按16.5%（二零一五年：16.5%）之稅率提撥準備。在中國內地及台灣成立及營運之集團公司須繳納企業利得稅，稅率分別是25%（二零一五年：25%）及17%（二零一五年：17%）。

根據於二零一六年七月的省份政策及由重慶市國家稅務局收到的書面批准，位於重慶並從事特定國家促進產業的雲智匯高新科技服務有限公司，當來自鼓勵發展行業之年度收益佔該財政年度總收益逾70%，即可按優惠稅率15%繳稅。

於簡明合併利潤表扣除之稅項如下：

#### 4 INCOME TAX EXPENSE

The Company is exempted from taxation in Bermuda. Hong Kong profits tax has been provided for at the rate of 16.5% (2015: 16.5%) on the estimated assessable profits arising in or derived from Hong Kong. Group companies established and operating in Mainland China and Taiwan are subject to corporate income tax at the rate 25% (2015: 25%) and 17% (2015: 17%), respectively.

Pursuant to the relevant provincial policy and written approval obtained from the State Tax Bureau in Chongqing in July 2016, Wisecloud Technology Service Inc., located in Chongqing and engaged in a specified state-encouraged industry, was granted a preferential tax rate of 15% when the annual revenue from the encouraged business exceeded 70% of its total revenue in a fiscal year.

The amount of taxation charged to the condensed consolidated income statement represents:

(未經審核)	
截至九月三十日止六個月	
(Unaudited)	
Six months ended	
30 September	
二零一六年	二零一五年
2016	2015
千港元	千港元
HK\$'000	HK\$'000

當期稅項：

- 香港利得稅
- 中國企業利得稅

Current taxation:

- Hong Kong profits tax
- PRC corporate income tax

(570)	–
<b>(9,793)</b>	<b>(63)</b>
<b>(10,363)</b>	<b>(63)</b>

## 5 股息

於二零一五年十月十九日舉行的股東特別大會上，本公司宣派及派付每普通股0.23港元之特別股息，合共約100,565,000港元。

於二零一六年十一月二十九日舉行的董事會會議上，董事並無宣派截至二零一六年九月三十日止六個月之中期股息。

## 6 每股盈利／(虧損)

每股基本盈利／(虧損)是根據本公司權益持有人應佔之本集團溢利約48,630,000港元(二零一五年：1,464,000港元)計算。每股基本盈利／(虧損)是按期內已發行普通股份之加權平均數662,239,448股(二零一五年：437,239,448股)計算。

期內並無具攤薄潛力之未行使普通股，因此每股攤薄盈利／(虧損)與每股基本盈利／(虧損)的金額相同。

## 5 DIVIDENDS

In the special general meeting held on 19 October 2015, the Company declared and paid a special dividend of HK\$0.23 per ordinary share totalling approximately HK\$100,565,000.

At a Board meeting held on 29 November 2016, no interim dividend is declared by the Directors for the six months ended 30 September 2016.

## 6 EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share are based on the Group's profit attributable to equity holders of the Company of approximately HK\$48,630,000 (2015: HK\$1,464,000). The basic earnings/(loss) per share is based on 662,239,448 (2015: 437,239,448) shares which is the weighted average of ordinary shares in issue during the period.

Dilutive earnings/(loss) per share is of the same amount as the basic earnings/(loss) per share as there were no potential dilutive ordinary shares outstanding during the period.



## 7 資本開支

## 7 CAPITAL EXPENDITURE

		(未經審核)		
		截至二零一六年九月三十日止六個月		
		(Unaudited)		
		Six months ended 30 September 2016		
		收購 電腦軟件	物業、機器 及設備	其他長期 資產
		Acquired computer software	Property, plant and equipment	Other long-term assets
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
期初賬面淨值	Opening net book amount	1,680	3,946	1,767
添置	Additions	7,195	10,688	-
轉撥至流動部分	Transfer to current portion	-	-	(1,052)
折舊／攤銷支出	Depreciation/amortisation charge	(631)	(2,764)	-
		<u>8,244</u>	<u>11,870</u>	<u>715</u>
期末賬面淨值	Closing net book amount			

		(未經審核)		
		截至二零一五年九月三十日		
		止六個月		
		(Unaudited)		
		Six months ended		
		30 September 2015		
		物業、機器 及設備	其他長期資產	
		Property, plant and equipment	Other long-term assets	
		千港元 HK\$'000	千港元 HK\$'000	
期初賬面淨值	Opening net book amount	39,546	3,564	
添置	Additions	2,675	-	
出售集團資產轉移分類為 持有待售	Transfer to assets of disposal group classified as held for sale	(27,941)	(209)	
折舊／攤銷支出	Depreciation/amortisation charge	(2,589)	-	
		<u>11,691</u>	<u>3,355</u>	
期末賬面淨值	Closing net book amount			

## 8 按公平值透過損益列賬的金融資產

非上市投資

Unlisted investments

4,654

-

截至二零一六年九月三十日止期間，本集團以每股股份0.5984美元的價格收購一間非上市公司的1,002,673股股份，總代價為599,999.52美元（約4,654,000港元），與其公平值相若。

During the period ended 30 September 2016, the Group has acquired 1,002,673 shares of an unlisted company at a price of US\$0.5984 per share for an aggregate consideration of US\$599,999.52 (approximately to HK\$4,654,000), which is approximate its fair values.

## 9 應收營業賬項

應收營業賬項及其賬齡分析如下：

少於六十天  
六十至一百二十天  
超過一百二十天

Less than 60 days  
60 to 120 days  
Over 120 days

79,710  
7,812  
1,079

22,226  
4,631  
16,656

減：減值撥備

Less: provision for impairment

88,601

-

43,513

16,656

88,601

26,857

本集團之大部份銷售之除賬期一般由三十天至九十天。

Majority of the Group's sales are made with credit terms generally ranging from 30 days to 90 days.

## 8 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

(未經審核)	(經審核)
二零一六年	二零一六年
九月三十日	三月三十一日
(Unaudited)	(Audited)
30 September	31 March
2016	2016
千港元	千港元
HK\$'000	HK\$'000

## 9 TRADE RECEIVABLES

Trade receivables and their ageing analysis is as follows:

(未經審核)	(經審核)
二零一六年	二零一六年
九月三十日	三月三十一日
(Unaudited)	(Audited)
30 September	31 March
2016	2016
千港元	千港元
HK\$'000	HK\$'000

**10 應付營業賬項**

應付營業賬項及其賬齡分析如下：

少於六十天	Less than 60 days
六十至一百二十天	60 to 120 days
超過一百二十天	Over 120 days

**10 TRADE PAYABLES**

Trade payables and their ageing analysis is as follows:

(未經審核)	(經審核)
二零一六年	二零一六年
九月三十日	三月三十一日
(Unaudited)	(Audited)
30 September	31 March
2016	2016
千港元	千港元
HK\$'000	HK\$'000
74,402	32,536
3,775	8,252
247	-
<b>78,424</b>	<b>40,788</b>

**11 借貸**

流動

短期銀行貸款
銀行信託收據貸款
根據原還款計劃
於一年內到期之
銀行貸款

Current

Short-term bank borrowings	5,500	5,500
Trust receipts bank loans	12,601	9,713
Portion of bank borrowings repayable		
within one year under the original		
repayment schedule	-	1,978

**11 BORROWINGS**

(未經審核)	(經審核)
二零一六年	二零一六年
九月三十日	三月三十一日
(Unaudited)	(Audited)
30 September	31 March
2016	2016
千港元	千港元
HK\$'000	HK\$'000
5,500	5,500
12,601	9,713
-	1,978
<b>18,101</b>	<b>17,191</b>

## 12 股本及股份溢價

## 12 SHARE CAPITAL AND SHARE PREMIUM

		股份數目 Number of shares 千股 '000	面值 Nominal Value 千港元 HK\$'000
法定股本：	Authorised:		
每股面值0.10港元的普通股	Ordinary shares of HK\$0.10 each		
於二零一六年三月三十一日、	At 31 March 2016, 1 April 2016		
二零一六年四月一日及	and 30 September 2016		
二零一六年九月三十日		1,000,000	100,000
		<u>          </u>	<u>          </u>
已發行及繳足普通股：	Ordinary shares issued and fully paid:		
於二零一六年三月三十一日、	At 31 March 2016, 1 April 2016		
二零一六年四月一日及	and 30 September 2016		
二零一六年九月三十日		662,238	66,224
		<u>          </u>	<u>          </u>
			千港元 HK\$'000
股份溢價	Share premium		
於二零一六年三月三十一日、	At 31 March 2016, 1 April 2016		
二零一六年四月一日及	and 30 September 2016		
二零一六年九月三十日			234,640
			<u>          </u>

**13 承擔****(a) 營運租約承擔**

於二零一六年九月三十日，本集團按營運租約需支付之將來最低租賃款項總額如下：

不遲於一年  
 超逾一年但不遲於五年

**13 COMMITMENTS****(a) Operating lease commitments**

At 30 September 2016, the Group had total future aggregate minimum lease payments under operating leases as follows:

	(未經審核) 二零一六年 九月三十日 <b>(Unaudited)</b> <b>30 September</b> <b>2016</b> 千港元 <b>HK\$'000</b>	(經審核) 二零一六年 三月三十一日 <b>(Audited)</b> <b>31 March</b> <b>2016</b> 千港元 <b>HK\$'000</b>
	<b>10,774</b>	905
	<b>23,784</b>	1,637
	<b>34,558</b>	2,542

**(b) 資本承擔**

於期末已訂約但尚未產生的資本開支如下：

物業、廠房及設備  
 無形資產

**(b) Capital commitments**

Capital expenditure contracted for at the end of the period but not yet incurred is as follows:

	(未經審核) 二零一六年 九月三十日 <b>(Unaudited)</b> <b>30 September</b> <b>2016</b> 千港元 <b>HK\$'000</b>	(經審核) 二零一六年 三月三十一日 <b>(Audited)</b> <b>31 March</b> <b>2016</b> 千港元 <b>HK\$'000</b>
	<b>3,360</b>	-
	<b>7,323</b>	-
	<b>10,683</b>	-



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