



# SYNERGIS HOLDINGS LIMITED 昇捷控股有限公司

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)  
Stock Code 股份代號 : 02340.HK



Interim Report  
中期報告  
2017



## MISSION 使命

We are committed to creating value for stakeholders by providing comprehensive and innovative solutions that achieve high quality results.

我們致力為持份者創造價值，為他們提供全面及創新的方案，以達至高質素成效。

## VALUES 企業價值

Customer Focus  
以客為本

Integrity  
正直誠實

Teamwork  
群策群力

Innovation  
不斷創新

Pursuit of Excellence  
追求卓越

## Contents

### 目錄

Management Discussion and Analysis 管理層討論及分析	2
Condensed Consolidated Interim Income Statement 簡明綜合中期損益表	15
Condensed Consolidated Interim Statement of Comprehensive Income 簡明綜合中期全面收入報表	16
Condensed Consolidated Interim Balance Sheet 簡明綜合中期資產負債表	17
Condensed Consolidated Interim Statement of Changes in Equity 簡明綜合中期權益變動表	18
Condensed Consolidated Interim Statement of Cash Flows 簡明綜合中期現金流量表	19
Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註	20
Report on Review of Interim Financial Information 中期財務資料的審閱報告	33
Other Information 其他資料	34
Corporate Information 公司資料	40

# Management Discussion and Analysis

## 管理層討論及分析

The board (the “Board”) of directors (the “Directors”) of Synergis Holdings Limited (the “Company” or “Synergis”) announces the unaudited interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2017.

### FINANCIAL OVERVIEW

昇捷控股有限公司（「本公司」或「昇捷」）之董事（「董事」）會（「董事會」）公佈本公司及其附屬公司（統稱「本集團」）截至2017年6月30日止六個月之未經審核中期業績。

### 財務概覽

		Six months ended 30 June 截至6月30日止六個月		
		2017 2017年	2016 2016年	Change 變動
Revenue 收益	HK\$'million 港幣百萬元	1,094.2	1,180.0	-7.3%
Gross Profit 毛利	HK\$'million 港幣百萬元	79.0	82.6	-4.4%
Operating Profit 經營溢利	HK\$'million 港幣百萬元	9.0	28.1	-68.0%
(Loss)/Profit attributable to Shareholders 股東應佔（虧損）／溢利	HK\$'million 港幣百萬元	(22.1)	19.3	-214.5%
Gross Profit Margin 毛利率		7.2%	7.0%	+0.2%
Basic (Loss)/Earnings Per Share 每股基本（虧損）／盈利	HK cents 港幣仙	(6.1)	5.2	-217.3%

The Group reported consolidated revenue of HK\$1.1 billion for the period ended 30 June 2017 (the “Reporting Period”), a slight decrease of 7.3% over the period ended 30 June 2016 (the “Corresponding Period”). The Group recorded an operating profit of HK\$9.0 million after taking into account of newly recruited management talents to develop new and existing businesses.

截至2017年6月30日止期間（「報告期間」），本集團之呈報綜合收益為港幣1,100,000,000元，較截至2016年6月30日止期間（「同期」）輕微減少7.3%。經計及因發展新及現有業務而新聘管理人才後，本集團錄得經營溢利港幣9,000,000元。

The Group recorded a loss of HK\$22.1 million for the Reporting Period as compared to a profit of HK\$19.3 million for the Corresponding Period last year. It was mainly attributable to the write off of Hsin Chong’s trademark that acquired along with the interiors and special projects (the “ISP”) business in 2012, resulting in a loss of approximately HK\$28.3 million (net of tax). Loss per share was 6.1 HK cents (2016: profit per share was 5.2 HK cents).

與於去年同期錄得溢利港幣19,300,000元相比，本集團於報告期間錄得虧損港幣22,100,000元。其主要由於撇銷新昌商標，該商標乃於2012年連同室內裝飾及特殊項目（「室內裝飾及特殊項目」）業務收購，因而導致約港幣28,300,000元（扣除稅項）之虧損。每股虧損為港幣6.1仙（2016年：每股溢利為港幣5.2仙）。

On 27 March 2017, the Company has entered into a settlement agreement with Hsin Chong Group Holdings Limited (“Hsin Chong”) for the recovery of receivables of approximately HK\$77.4 million over a period of five months starting from 31 March 2017 to 31 July 2017. As at the date of this report, the Company has received approximately HK\$13.5 million (being partial settlement of the receivables and the interests thereof) under the settlement agreement.

於2017年3月27日，本公司已與新昌集團控股有限公司（「新昌」）訂立還款協議，以於自2017年3月31日起至2017年7月31日止之五個月期間收回應收賬款約港幣77,400,000元。於本報告日期，本公司已根據還款協議收取約港幣13,500,000元（即償還部分應收賬款及其利息）。

On 17 August 2017, the Company entered into a supplemental agreement with Hsin Chong after arm’s length negotiation for the repayment of remaining balance of receivables of approximately HK\$66.7 million plus interest by installments, pursuant to which the deadline of the repayment period has been deferred from 31 July 2017 to 1 June 2018. The Company is monitoring the situation closely and seeking legal advice as to actions it may take to protect its right.

於2017年8月17日，經公平磋商後，本公司與新昌就分期償還剩餘應收賬款約港幣66,700,000元加上利息訂立補充協議，據此，還款期的截止日期由2017年7月31日推遲至2018年6月1日。本公司正密切留意情況並就其可能採取之保障其權益的行動尋求法律意見。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECTS

#### Business Overview

The Group's property and facility management (the "PFM") business and ancillary business (the "Ancillary Business") (collectively, the "PFM Business") remained stable in revenue and maintained its position as one of the leading service providers in the industry whilst ISP business continued to be a significant contributor to the Group's revenue.

### 業務回顧及前景

#### 業務概覽

本集團之物業及設施管理（「物業及設施管理」）業務及輔助業務（「輔助業務」）（統稱為「物業及設施管理業務」）之收益保持穩固並在行業中保持其領先地位，而室內裝飾及特殊項目業務繼續作為本集團收益之重要來源。

		Revenue (HK\$' million) 收益(港幣百萬元)			Operating (Loss)/Profit (HK\$' million) 經營(虧損)/溢利(港幣百萬元)		
		Six months ended 30 June 截至6月30日止六個月			Six months ended 30 June 截至6月30日止六個月		
		2017 2017年	2016 2016年	Change 變動	2017 2017年	2016 2016年	Change 變動
PFM	物業及設施管理						
- Hong Kong	- 香港	263.5	284.8	-7.5%	15.7	13.9	12.9%
Ancillary Business	輔助業務						
- Hong Kong	- 香港	44.4	48.5	-8.5%	(0.1)	2.0	-105.0%
<b>PFM Business</b>	<b>物業及設施管理業務</b>						
- Hong Kong	- 香港						
<b>Sub-total</b>	<b>小計</b>	<b>307.9</b>	<b>333.3</b>	<b>-7.6%</b>	<b>15.6</b>	<b>15.9</b>	<b>-1.9%</b>
PFM	物業及設施管理						
- Mainland China	- 中國內地	31.7	32.7	-3.1%	(0.7)	0.9	-177.8%
<b>PFM Business</b>	<b>物業及設施管理業務</b>						
<b>Sub-total</b>	<b>小計</b>	<b>339.6</b>	<b>366.0</b>	<b>-7.2%</b>	<b>14.9</b>	<b>16.8</b>	<b>-11.3%</b>
ISP Business	室內裝飾及特殊項目業務	754.6	814.0	-7.3%	1.7	17.3	-90.2%
Corporate Overheads	行政費用	-	-	-	(7.6)	(6.0)	-26.7%
<b>Total</b>	<b>總計</b>	<b>1,094.2</b>	<b>1,180.0</b>	<b>-7.3%</b>	<b>9.0</b>	<b>28.1</b>	<b>-68.0%</b>

### Property and Facility Management Business

#### Property and Facility Management

As at 30 June 2017, the Group managed 291 PFM service contracts of which 250 contracts were in Hong Kong and 41 contracts were in Mainland China. The gross floor area under the Group's management was approximately 8.7 million square metres ("sqm") (Hong Kong: 6.2 million sqm and Mainland China: 2.5 million sqm).

### 物業及設施管理業務

#### 物業及設施管理

於2017年6月30日，本集團管理291份物業及設施管理服務合約，其中包括位於香港之250份合約及位於中國內地之41份合約。本集團所管理之總樓面面積約為8,700,000平方米（「平方米」）（香港：6,200,000平方米及中國內地：2,500,000平方米）。

## Management Discussion and Analysis 管理層討論及分析

### **Hong Kong:**

The PFM business in Hong Kong maintained a well-diversified portfolio of contracts comprising different sectors including government, corporate clients, public institutions and private clients.

The Group has expanded the scope of its portfolio through newly awarded PFM contracts from two-year to three-year, with a total contract sum of around HK\$47.3 million. Major contracts include:

- Hong Kong Baptist University Staff Quarters;
- Station Assistant Services for various projects for MTR Corporation;
- The Carports of residential under the Heya brand name at Cheung Sha Wan;
- Fung Kai Innovative School at Sheung Shui;
- The Long Beach at Tai Kok Tsui; and
- Hong Kong Heritage Museum.

We were able to maintain a high retention rate for contract renewal for the Reporting Period. The high contract retention rate reflects that Synergis quality services are well received by customers and contribute stable revenues to the Group. The following key contracts were successfully renewed with an increase in service fee and/or with expanded scopes:

- Property Management Service Contracts: Property Management Support Services for Link, King Shan Court, Sun Hing Garden, Tin Fu Court and Tin Ping Estate;
- Housing Authority Contract of the Hong Kong Housing Authority Headquarters Customer Service Centre;
- Facility Management Service Contracts of Cathay Pacific Cargo Terminal, Hong Kong Jockey Club and Riding Schools; and
- Carpark Management Contract of the Housing Authority's Carports.

Revenue for this business segment has decreased by 7.5% but operating profit has increased by 12.9% to HK\$15.7 million. The management team was paying attention on cost monitoring mechanism and able to increase the gross margin by 2.2% over the Corresponding Period last year.

### **香港:**

香港之物業及設施管理業務維持著涵蓋政府、公司客戶、公共機構至私人客戶等不同領域之多元化合約組合。

本集團透過合約總價值約港幣47,300,000元之兩至三年期新批物業及設施管理合約拓展組合範圍。主要合約包括:

- 香港浸會大學職員宿舍;
- 港鐵公司的多個項目之車站助理服務;
- 位於長沙灣「喜」字系列住宅的停車場;
- 位於上水的鳳溪創新小學;
- 位於大角咀的浪澄灣;及
- 香港文化博物館。

於報告期間，我們得以保持良好之續約保留率。良好合約保留率反映昇捷之優質服務受到客戶青睞，並為本集團貢獻了穩定收益。以下主要合約在成功續約時服務費均有所上調，及／或某些所涵蓋範圍有所擴大:

- 物業管理服務合約：領展、瓊山苑、新興花園、天富苑及天平邨之物業管理支援服務;
- 香港房屋委員會總部客戶服務中心之房屋委員會合約;
- 國泰航空貨運站、香港賽馬會及騎術學校之設施管理服務合約;及
- 房屋委員會停車場之停車場管理合約。

此業務分部之收益減少7.5%，但經營溢利增加12.9%至港幣15,700,000元。管理團隊正關注成本監控機制，較去年同期提高2.2%毛利率。

## Management Discussion and Analysis 管理層討論及分析

Stepping into the second half of 2017, the Group expects to put more focus on expanding the facility management business as well. Apart from offering value-added services such as consultancy services to our existing clients, the team also expects to increase our market share by expanding our service scope such as building consultancy and energy audit services. Following the newly awarded projects from certain educational institutes in 2016, the team will continue to explore new customers including international schools or other institutions.

With our stable market position in the property management segment, we will continue to retain our current portfolio whilst exploring opportunities on commercial premises especially in West Kowloon. Apart from private housing, we will also explore our further partnership with those institutional clients such as Link Asset Management Limited and Hong Kong Housing Society. We have also set up a team focusing on commercial and investment properties agency businesses in Hong Kong to seek further business expansion opportunities in future.

### **Mainland China:**

The financial performance of this business segment was steady with similar gross margin to that reported last year. However, the operating loss was HK\$0.7 million in this segment mainly due to the increase of overheads in Southern China as a result of expansion of our agency management team. The Company has secured several short terms to three-year contracts mainly in Shanghai, Beijing and Shenzhen with a total contract sum of HK\$7.4 million.

### **Property management services for the residential/ commercial projects**

- A new office building of Huawei with an underground carpark covering a total construction area of 43,000 sqm in the Beijing Huawei Centre.
- Shanghai Hongfa Garden consists of a luxury apartment tower with a construction area of approximately 27,600 sqm and is located at Changning District in Shanghai.

踏入2017年下半年，本集團預期亦將更加注重擴充設施管理業務。除向現有客戶提供諮詢服務等增值服務外，團隊亦預期透過擴充服務範圍（如樓宇諮詢及能源審核服務）提高我們的市場份額。繼2016年自若干教育機構取得新批項目後，團隊將繼續發掘新客戶，包括國際學校或其他機構。

憑藉於物業管理分部的穩固市場地位，我們將繼續保留現有組合，同時拓展商業大廈的機會，特別著重在西九龍的該類大廈。除私人樓宇外，我們亦將進一步擴展與機構客戶的合夥關係，如領展資產管理有限公司及香港房屋協會。我們也成立了一個團隊專注於香港開展商業及投資物業銷售代理業務，以於日後覓得更多業務擴展機遇。

### **中國內地：**

此業務分部的財務表現穩定，毛利率與去年所報告的情況相近。但主要由於擴充我們的代理管理團隊令華南地區之營運費用增加，此分部錄得經營虧損港幣700,000元。本公司已於上海、北京及深圳獲得數份短期至三年期主要合約，總合約價值為港幣7,400,000元。

### **住宅／商業項目的物業管理服務**

- 位於北京華為中心的華為新辦公樓宇（配備地下停車場），總建築面積為43,000平方米。
- 位於上海長寧區的上海鴻發苑，其由一幢建築面積約27,600平方米的豪華公寓組成。

# Management Discussion and Analysis

## 管理層討論及分析

### Agency services for the residential/commercial development projects

- Fuyong Art Dock project is one of the key commercial projects with a construction area of approximately 30,000 sqm at Fuyong Pier in Shenzhen. We have been appointed as the commercial consultant and sole leasing agent of this project.
- Located in Shenzhen Xixiang District, Xixiang Mall project consists of 20,000 sqm commercial area. We have been appointed as the commercial consultant and sole leasing agent of the project.
- East One and East Commercial Centre are the municipal government's key construction projects with a total area of approximately 100,000 sqm, consisting a residential tower, two apartment towers and two office towers in new central business district of Phnom Penh in Cambodia. We have been appointed as the sole sales agent in Southern China for this project.

With different requirements of skillsets and job references in Northern China and Southern/Eastern China, management has adopted different strategies for our developing businesses in different regions. The management team in Northern China focuses on developing the commercial consultancy and leasing services, while the Southern/Eastern China team focuses on developing business in property management and agency services. The management team has built up solid experience in asset management services in Mainland China and the development of business is progressing well. In addition, the Company is applying for the qualification certificate for the first grade property management enterprise with Ministry of Housing and Urban-Rural Development in the Mainland China, which is expected to be granted this year. We will continue expanding the scope of our business to provide diversified services and aim at delivering more profit in future.

### Ancillary Business

Total revenue from the ancillary businesses of security, cleaning, trading and laundry reported 8.5% decrease over the Corresponding Period last year to HK\$44.4 million as a result of the expiration of several management contracts in property management segment. The Ancillary Business has put effort to increase its customer's diversification continuously after a repositioning exercise last year. Due to the increase in general administrative expenses for business development and the cost of recruiting additional management staff, this business segment recorded a minor operating loss of HK\$0.1 million in the Reporting Period.

A two-year cleaning service contract from Kowloon Motor Bus Depot with a total contract sum of approximately HK\$16.0 million and a two-year technical support service contract for drainage improvement works for Tsing Yi Garden have been secured. Our team is confident in expanding the scope of its business to include corporate offices, hotels, government organisations and large malls, and offer high-quality services in future.

### 住宅／商業發展項目的代理服務

- 位於深圳福永碼頭的福永集創碼頭項目為主要商業項目之一，建築面積約為30,000平方米，我們已獲委任為該項目的商業顧問及獨家租賃代理。
- 位於深圳西鄉區，西鄉購物中心項目由20,000平方米的商業區組成。我們已獲委任為該項目的商業顧問及獨家租賃代理。
- 位於柬埔寨金邊市新中央商務區的East One及東華商業中心為市政府的重要建築項目，總面積約為100,000平方米，其由一幢住宅、兩幢公寓及兩幢寫字樓組成，我們已獲委任為該項目於華南地區的獨家銷售代理。

鑒於華北及華南／華東地區不同的技能要求及工作基準，管理層就不同地區的業務開發採取不同策略。華北地區的管理團隊專注於發展商業諮詢及租賃服務，而華南／華東地區的團隊專注於發展物業管理及代理服務。管理團隊於中國內地已積累了豐富的資產管理服務經驗，且業務發展進展順利。此外，本公司正在向中國內地住房和城鄉建設部申請一級物業管理企業資質證書，並預期於本年度取得。我們將繼續擴展業務範疇以提供多元化服務，旨在日後獲取更多的溢利。

### 輔助業務

由於物業管理分部之若干管理合約屆滿，來自輔助業務（保安、清潔、貿易及洗衣）之總收益較去年同期減少8.5%至港幣44,400,000元。輔助業務繼去年進行重新定位後，持續地致力增加其客戶多樣性。由於業務發展使一般行政開支及招募管理人才成本增加，此業務分部於報告期間錄得輕微經營虧損港幣100,000元。

我們已自九龍巴士車廠取得一份合約總額為約港幣16,000,000元之兩年期清潔服務合約及一份有關青怡花園排水改善工程的兩年期技術支援服務合約。我們的團隊有信心可將其業務範圍擴展至公司辦事處、酒店、政府機構及大型購物中心，並於日後提供高質素服務。



# Management Discussion and Analysis

## 管理層討論及分析

### Interiors and Special Projects

For the Reporting Period, the total revenue and gross profit of ISP business recorded HK\$754.6 million and HK\$30.2 million, representing a decrease of 7.3% and 18.0% in the revenue and gross profit respectively when compared with those of the Corresponding Period last year. The significant revenue contribution came from the alteration and addition (“A&A”) works at Kowloon Investment Building at Bute Street in Mong Kok, residential development at Discovery Bay North Phase 16 and the new factory development of a well-established pharmaceutical brand in Yuen Long. The gross profit margin and operating profit margin were 4.0% and 0.2% respectively, being 0.5% and 1.9% lower than those of the Corresponding Period last year. The decrease in gross profit was mainly due to the lower gross margin generally for construction and special projects brought forward from last year. During the Reporting Period, the Company continues to make efforts to develop new business lines such as curtain wall, material sourcing, procurement and on-line trading. As a result, the general and administrative expenses increased and the operating profit substantially decreased to HK\$1.7 million for the Reporting Period.

We have established a direct metal work and curtain wall fabrication factory in Dongguan, China late last year to reduce the project material cost. Stepping into the second half of 2017, we aim to expand our new sourcing and procurement business to a comprehensive material sourcing arm of the Group, as well as to create a platform to expand overseas market to increase our competitiveness. Furthermore, we plan to expand our business into high end fitting-out, A&A, and renovation business in Macau in future.

### NEW CONTRACTS AWARDED

New contracts amounting to HK\$343.0 million were awarded for the Reporting Period. The major projects are listed below by nature:

#### Construction

- Building and Electrical and Mechanical Works for Automation of Arrival Bags Delivery at Hong Kong International Airport; and
- Re-provision of an Indoor All-weather Swimming Pool at Po Leung Kok Camões Tan Siu Lin Primary School at Yau Ma Tei.

#### Alteration and Addition, and Fitting-out

- A&A Works at Hung To Road in Kwun Tong;
- Office Renovation Works at 28th Floor for CDW Building in Tsuen Wan;
- Renovation Works at Whampoa Garden; and
- Renovation Works at Citistore in Tseung Kwan O.

### 室內裝飾及特殊項目

於報告期間，室內裝飾及特殊項目業務的總收益及毛利分別錄得港幣754,600,000元及港幣30,200,000元，較去年同期的收益及毛利分別減少7.3%及18.0%。收益的主要貢獻來自旺角弼街九龍企業有限公司大廈改建及加建（「改建及加建」）工程、愉景灣北第十六期之住宅發展項目及一個知名製藥品牌於元朗之新廠房發展項目。毛利率及經營利率分別為4.0%及0.2%，較去年同期下降0.5%及1.9%。該毛利減少主要由於去年建造及特殊項目所帶來的較低毛利率。於報告期間，本公司繼續努力發展新業務線，如幕牆、原材料採購、採購及線上貿易。因此，於報告期間，一般及行政開支增加及經營溢利大幅減少至港幣1,700,000元。

為減少項目材料成本，於去年末，我們於中國東莞市建立直接五金製品及幕牆製造廠。踏入2017年下半年，我們旨在擴展新採購業務以成為本集團有力的綜合材料採購部門，創造平台增加海外市場，從而提高我們的競爭力。此外，我們計劃未來於澳門擴充我們的業務至高端裝修、改建及加建及翻新工程業務。

### 新增合約

於報告期間已獲得新合約達港幣343,000,000元。該等主要項目按性質劃分列示如下：

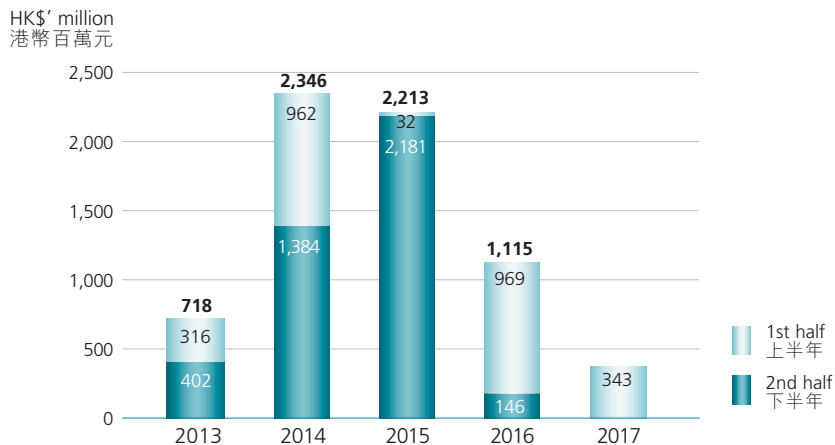
#### 建造

- 香港國際機場入境行李提取處自動化的建築及機電工程；及
- 重置油麻地保良局陳守仁小學的室內全天候游泳池。

#### 改建及加建以及室內裝修工程

- 於觀塘鴻圖道的改建及加建工程；
- 於荃灣的中國染廠大廈28樓的辦公室翻新工程；
- 於黃埔花園的翻新工程；及
- 於將軍澳千色店的翻新工程。

## Management Discussion and Analysis 管理層討論及分析

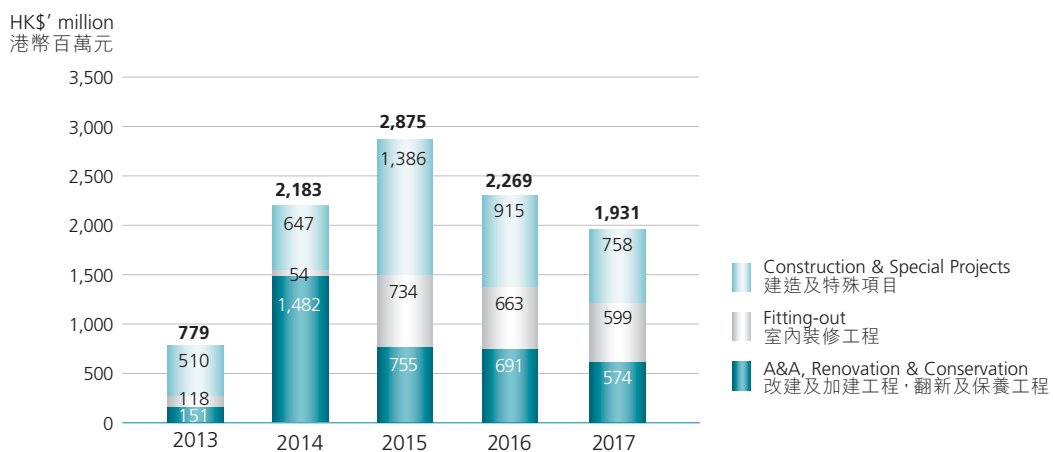


### OUTSTANDING WORKLOAD

The total outstanding workload for contracts on hand as of 30 June 2017 was over HK\$1.9 billion, over half of which would be completed in 2017. With the outstanding contracts on hand and the replenished orders, management believes that the ISP business would deliver growth in the coming years through the team's commitment and dedication to excellence.

### 未完成工程

截至2017年6月30日，手頭合約未完成工程總值超過港幣1,900,000,000元，其中半數以上將於2017年內完成。鑒於本集團有手頭未完成合約及補充訂單，管理層相信，透過團隊的竭誠努力，室內裝飾及特殊項目業務於未來數年將實現增長。



# Management Discussion and Analysis

## 管理層討論及分析

### MANDATORY UNCONDITIONAL CASH OFFER

The controlling shareholder of the Company has been changed to Champ Key Holdings Limited (“Champ Key”) after completion of acquisition took place on 21 November 2016.

Pursuant to Rules 26.1 and 13.5 of the Code on Takeovers and Mergers and Share Buy-backs, Champ Key and parties acting in concert are required to make mandatory unconditional cash offers for all the issued ordinary shares (other than those already owned and/or agreed to be acquired by Champ Key) (“Share Offer”) and to cancel all 7,244,000 outstanding options (“Option Offer”) (collectively, the “Offers”). As 80,000,000 convertible preference shares (“CPSs”) were held by Champ Key as at 30 November 2016, no comparable offer would be made in respect of the CPSs.

The Offers became or was declared unconditional on 13 January 2017 when the composite document was despatched.

The offer price of HK\$1.12 per ordinary share under the Share Offer and the offer prices for the Option Offer were set out as below:

- (a) 6,814,000 options may be exercised at an exercise price of HK\$0.952 per ordinary share, the offer price for these options was HK\$0.168 each;
- (b) 330,000 options may be exercised at an exercise price of HK\$0.860 per ordinary share, the offer price for these options was HK\$0.260 each; and
- (c) 100,000 options may be exercised at an exercise price of HK\$0.850 per ordinary share, the offer price for these options was HK\$0.270 each.

The Offers were closed on 3 February 2017.

### 強制性無條件現金要約

於2016年11月21日完成收購後，本公司的控股股東已變更為Champ Key Holdings Limited（「Champ Key」）。

根據公司收購、合併及股份回購守則規則26.1及13.5，Champ Key及與其一致行動人士須就所有已發行普通股（Champ Key已擁有及／或同意將予收購之該等股份除外）（「股份要約」）及註銷所有7,244,000份尚未行使購股權（「購股權要約」）提出強制性無條件現金要約（統稱「要約」）。由於80,000,000股可轉換優先股（「可轉換優先股」）於2016年11月30日均由Champ Key持有，故將不會就可轉換優先股作出可資比較要約。

要約於綜合文件派發日期2017年1月13日成為或宣佈為無條件。

股份要約項下之要約價每股普通股港幣1.12元及購股權要約之要約價載列如下：

- (a) 6,814,000份購股權可按每股普通股港幣0.952元之行使價行使，該等購股權之要約價為每份港幣0.168元；
- (b) 330,000份購股權可按每股普通股港幣0.860元之行使價行使，該等購股權之要約價為每份港幣0.260元；及
- (c) 100,000份購股權可按每股普通股港幣0.850元之行使價行使，該等購股權之要約價為每份港幣0.270元。

要約已於2017年2月3日結束。

## Management Discussion and Analysis 管理層討論及分析

### THE CHANGE OF COMPANY NAME AND COMPANY LOGO AFTER REPORTING PERIOD

The adoption of Chinese name “昇捷控股有限公司”，as the secondary name of the Company to replace the previous Chinese name “新昌管理集團有限公司” which was used for identification purposes only, was approved by the shareholders of the Company (the “Shareholders”) at the annual general meeting held on 19 May 2017 and took effect on 25 May 2017. The Certificate of Secondary Name was issued by the Registrar of Companies in Bermuda on 4 July 2017, certifying that “昇捷控股有限公司” was registered as the secondary name of the Company on 25 May 2017 and the Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company was issued by the Registrar of Companies in Hong Kong on 18 July 2017. The Chinese stock short name of the shares of the Company for trading on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) has been changed from “新昌管理集團” to “昇捷控股” with effect from 1 August 2017. The English stock short name of the shares of the Company for trading on the Stock Exchange remains unchanged as “SYNERGIS HOLD”. The logo of the Company has been changed to reflect the change of company name as well. The changes of company name and logo with effect from 1 August 2017 are part of the re-branding exercise in light of the change of controlling shareholder of the Company from Hsin Chong to Champ Key.

### FINANCIAL POSITION AND FINANCIAL RISK MANAGEMENT

As of 30 June 2017, the total outstanding bank loan was HK\$172 million, which is scheduled to be repaid within one year. This includes an outstanding balance of HK\$72 million relating to the banking facility drawn down for acquiring the ISP business in November 2012. The remaining sum represents working capital loans mainly to support operations and business development of ISP Business. During the period under review, the Group's sources of fund were generated primarily from operating activities, financing activities including Placing and existing banking facilities.

### 報告期間後更改公司名稱及公司標誌

本公司股東（「股東」）於2017年5月19日舉行的股東周年大會上批准採納中文名稱「昇捷控股有限公司」作為本公司之第二名稱，以取代過往僅供識別之用之中文名稱「新昌管理集團有限公司」，並於2017年5月25日生效。百慕達公司註冊處處長已於2017年7月4日發出第二名稱證書，證明本公司於2017年5月25日註冊登記「昇捷控股有限公司」作為第二名稱，及香港公司註冊處處長已於2017年7月18日發出註冊非香港公司變更名稱註冊證明書。本公司股份於香港聯合交易所有限公司（「聯交所」）買賣之中文簡稱已由「新昌管理集團」更改為「昇捷控股」，自2017年8月1日起生效。本公司股份於聯交所買賣之英文簡稱「SYNERGIS HOLD」維持不變。本公司亦已更改新標誌以示本公司名稱變更。鑒於本公司的控股股東由新昌變更為 Champ Key，更改公司名稱及公司標誌自2017年8月1日起生效，為重塑品牌活動的一部份。

### 財務狀況及財務風險管理

截至2017年6月30日，計劃於一年內償還之尚未償還銀行貸款總額為港幣172,000,000元，其包括於2012年11月為收購室內裝飾及特殊項目業務而提取之銀行信貸有關之尚未償還結餘港幣72,000,000元。餘款為主要支持室內裝飾及特殊項目業務運作及業務開發之營運資金貸款。在回顧期間內，本集團的資金來源主要來自經營活動、包括配售事項在內的融資活動及現有銀行信貸。

## Management Discussion and Analysis

### 管理層討論及分析

On 12 May 2017, the Company entered into the placing agreement (as supplemented by a side letter on 26 May 2017) with Kingston Securities Limited and VMS Securities Limited (the “Placing Agreement”) as the placing agents (the “Placing Agents”), pursuant to which the Company conditionally agreed to place through the Placing Agents up to 69,520,000 placing shares (the “Placing Shares”) to not fewer than six independent places at the placing price of HK\$1.09 per Placing Share (the “Placing Price”) (collectively, the “Placing”). The Placing Price represented a discount of approximately 19.85% to the closing price of HK\$1.36 per share as quoted on the Stock Exchange on the date of the Placing Agreement. The Placing was completed on 13 June 2017 and an aggregate of 69,520,000 Placing Shares were issued under the general mandate granted to the Directors by the Shareholders at the annual general meeting held on 20 May 2016. The aggregate nominal value of the Placing Shares under the Placing should be HK\$6,952,000. The Company received the gross proceeds of approximately HK\$75.8 million from the Placing and the net proceeds of approximately HK\$73.9 million, representing a net issue price of HK\$1.06 per Placing Share.

The purpose of the Placing which raised approximately HK\$73.9 million after expenses is to provide adequate buffer for the Group’s working capital requirements in case that HK\$75.3 million outstanding receivables due from Hsin Chong under its settlement agreement with the Group has not been received before the end of July 2017 and after taking into account expected operating cash inflow, available banking and other facilities and its obligation to repay in November 2017 the term loan that was taken out for the acquisition of the ISP business in 2012. The Group’s working capital requirements include operating overheads and the upfront cash outlay in respect of projects on hand and new projects that may be awarded in the ISP business. The Group closely manages its cash flow position to ensure that there is adequate cash buffer to support new projects if awarded. As at the date of this report, approximately HK\$20.0 million out of the net Placing proceeds was used for supporting the subcontractor payments of ISP business and the balance of approximately HK\$53.9 million has been remained in a bank. The Directors considered that the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the market conditions and in the interests of the Company and the Shareholders as a whole.

於2017年5月12日，本公司與金利豐證券有限公司及鼎珮證券有限公司（作為配售代理）（「配售代理」）訂立配售協議（經2017年5月26日之附帶函件補充）（「配售協議」），據此，本公司有條件地同意透過配售代理配售最多69,520,000股配售股份（「配售股份」）予不少於六名獨立承配人，配售價為每股配售股份港幣1.09元（「配售價」）（統稱「配售事項」）。配售價較股份於配售協議日期在聯交所報收市價每股港幣1.36元折讓約19.85%。配售事項於2017年6月13日完成，本公司已根據股東於2016年5月20日舉行之股東周年大會上授予董事之一般授權發行合共69,520,000股配售股份。配售事項項下配售股份之總面值為港幣6,952,000元。本公司收到配售事項之所得款項總額約港幣75,800,000元及所得款項淨額約港幣73,900,000元（相當於每股配售股份的淨發行價為港幣1.06元）。

配售事項旨在籌集約港幣73,900,000元（扣除開支後）為本集團在根據新昌與本集團訂立之還款協議其尚未償還應收賬款港幣75,300,000港元於2017年7月底前尚未收到的情況下，並計及預期經營現金流入、可用銀行及其他融資、及其於2017年11月償還於2012年提取用作收購室內裝飾及特殊項目業務之定期貸款責任後，用作補足本集團營運資金的需求。本集團之營運資金需求包括經營開支及有關室內裝飾及特殊項目業務之現有項目及可能新批之項目之預付現金支出。本集團會密切管理其現金流量狀況以確保有足夠現金補充為其新批項目提供支持。於本報告日期，所得配售淨額中之約港幣20,000,000元已用作支付室內裝飾及特殊項目業務之分包商付款及餘額約港幣53,900,000元仍存於銀行。董事認為，基於目前之市場狀況，配售協議之條款（包括配售價及配售佣金）屬公平合理且符合本公司及股東之整體利益。

## Management Discussion and Analysis 管理層討論及分析

The effects of the Placing on the capital structure of the Company are more particularly depicted in note 14 to the Condensed Consolidated Interim Financial Information of this report. The full details of the aforesaid transaction can also be referred to in the announcements of the Company dated 14 May 2017, 26 May 2017, 6 June 2017 and 13 June 2017.

The gearing ratios and liquidity have been substantially improved after completion of Placing on 13 June 2017 when compared with those of 2016. The management will continue to proactively monitor the financial positions of the Group so as to maintain a sufficient buffer in financial capacity while taking advantage of attractive business opportunities.

Regarding the impairment of contracting work-in progress and receivables mainly related to Hsin Chong together with its subsidiaries (the “Hsin Chong Group”), the Company entered into a supplemental agreement with Hsin Chong on 17 August 2017 after arm’s length negotiation for the repayment of remaining balance of receivables of approximately HK\$66.7 million plus interest by installments, pursuant to which the deadline of the repayment period has been deferred from 31 July 2017 to 1 June 2018. The management is pursuing all measures to recover the receivables and expects to further improve the liquidity.

Interest costs on bank borrowings are primarily charged based on a spread over HIBOR. With regard to the current portfolio of businesses, management expects that financial requirements for the future will be met from a combination of shareholders’ equity and banking facilities. The Group would continue to manage our financial position and maintain sufficient working capital and liquidity to get ready for any business opportunities and to prepare for the challenges in future.

配售事項對本公司股本架構之影響於本報告之簡明綜合中期財務資料附註14中詳述。上述交易之完整詳情亦於本公司日期為2017年5月14日、2017年5月26日、2017年6月6日及2017年6月13日之公告中提述。

於2017年6月13日配售事項完成後，資產負債比率及流動資金較之2016年已有顯著改善。管理層致力利用任何良好商機，並將繼續積極監察本集團之財務狀況從而維持本集團之財務能力之充裕空間。

就主要涉及新昌及其附屬公司（「新昌集團」）之興建中的工程及應收賬款之減值而言，本公司與新昌就分期償還剩餘應收賬款約港幣66,700,000元加上利息，經公平磋商後於2017年8月17日訂立補充協議，據此，還款的截止日期由2017年7月31日推遲至2018年6月1日。管理層已採取一切措施收回有關應收賬款及預期會進一步改善流動資金。

銀行借貸之利息成本主要按香港銀行同業拆息加息差計算。就現有業務組合而言，管理層預期將以股東權益及銀行信貸之方式應付未來財務需求。本集團將繼續管理其財務狀況，並維持充足營運資本及流動資金以把握任何商機及為未來挑戰作好準備。

# Management Discussion and Analysis

## 管理層討論及分析

		30 June 2017 2017年 6月30日	31 December 2016 2016年 12月31日
<b>Financial position (HK\$'000)</b>	<b>財務狀況 (港幣千元)</b>		
<b>Total assets</b>	<b>資產總值</b>	<b>1,279,774</b>	<b>1,197,562</b>
Receivables and other assets	應收賬款及其他資產	916,229	841,996
Deposits, cash and cash equivalents	存款、現金及現金等值	170,892	129,284
<b>Current assets</b>	<b>流動資產</b>	<b>1,087,121</b>	<b>971,280</b>
<b>Net assets</b>	<b>資產淨值</b>	<b>282,320</b>	<b>225,550</b>
<b>Current liabilities</b>	<b>流動負債</b>	<b>994,531</b>	<b>963,278</b>
<b>Bank loans</b>	<b>銀行貸款</b>	<b>172,000</b>	<b>204,000</b>
<b>Gearing ratios and liquidity</b>	<b>資產負債比率及流動資金</b>		
Net debt to net assets	淨負債與資產淨值之比率	0.4%	33.1%
Total debt to net assets	總負債與資產淨值之比率	60.9%	90.4%
Current ratio	流動比率	1.1	1.0

		30 June 2017 2017年 6月30日	30 June 2016 2016年 6月30日
<b>Financial position</b>	<b>財務狀況</b>		
<b>Per share data</b>	<b>每股數據</b>		
Shares in issue (all classes)	已發行股份 (所有類別)	504,850,000	427,956,000
Basic (loss)/earnings per share (HK cents)	每股基本 (虧損)/盈利 (港幣仙)	(6.1)	5.2
Diluted (loss)/earnings per share (HK cents)	每股攤薄 (虧損)/盈利 (港幣仙)	(6.1)	4.5
Dividend per share (HK cents)	每股股息 (港幣仙)	–	1.5
Net assets per share (HK cents)	每股資產淨值 (港幣仙)	55.9	67.2

## Management Discussion and Analysis 管理層討論及分析

The Group adopts a conservative approach in the management of its financial risks and resources, under the supervision of the Executive Directors.

Interest rate risk arising from bank borrowings is low as interest rates are fixed for short-term periods to take advantage of the lower rates thus available. Interest rates will be subject to fluctuation at the time of renewal.

The Group's business is conducted primarily in Hong Kong, and the majority of its assets and liabilities are denominated in Hong Kong dollars, therefore it has minimal foreign currency exposure. The growth in Mainland China has been funded via permanent capital injection, which is for long-term and as such, foreign currency hedging is considered unnecessary.

It is the Group's policy not to enter into derivative transactions for speculative purposes. It is also the Group's policy not to invest its financial resources in financial products, including hedge funds or similar instruments, with significant underlying leverage or derivative exposure.

### CASH MANAGEMENT

The Group operates a centralized cash management system. Cash balances surplus to immediate requirements are mainly placed as short-term bank deposits with a number of licensed banks in Hong Kong.

### HUMAN RESOURCES

As at 30 June 2017, the Group employed a total of 5,470 staff (31 December 2016: 5,976) in Hong Kong, Mainland China and Macau.

Employee Engagement is our long-term goal for maintaining high service standard, our Human Resources Team conducted research to ensure the staff benefit is comparable with the market. Our Learning and Development Team has also developed programmes for potential middle-ranked staff to enhance the sustainability of the Company. It is expected that the above measures bring positive impact to future corporate development.

### INTERIM DIVIDEND

To preserve funds for business development of the Company, the Board does not recommend the payment of interim dividend for the six months ended 30 June 2017 (2016: 1.5 HK cents per share).

本集團於執行董事之監管下對其財務風險和資源採取審慎方式管理。

我們採用短期固定利率以利用當前的低息環境，故銀行借貸之利率風險較低。利率將可能於重續時波動。

本集團的業務主要在香港進行，其大部分資產和負債均以港幣計值，因此本集團的外匯風險甚微。在中國內地之增長透過永久注資長期撥付資金，因此本集團認為並無必要進行外匯對沖。

本集團之一貫政策是不會訂立衍生工具交易作投機炒賣用途，亦不會將其財務資源投資於帶來重大槓桿效應或衍生工具風險之金融產品上，包括對沖基金或類似投資工具。

### 現金管理

本集團設有中央現金管理系統。應對即時需求之現金結餘盈餘主要作為短期銀行存款存放於香港多間持牌銀行。

### 人才資源

於2017年6月30日，本集團於香港、中國內地及澳門僱用合共5,470名員工（2016年12月31日：5,976名）。

僱員投入乃我們維持高服務標準的長期目標，我們的人才資源團隊已進行研究以確保員工福利可與市場進行比較。我們的培育及發展部亦已為有潛質的中層員工制定計劃以增強本公司的可持續發展。預期上述措施將為未來企業發展帶來積極影響。

### 中期股息

董事會不建議就截至2017年6月30日止六個月派付中期股息（2016年：每股港幣1.5仙）以為本公司的業務發展保留資金。



# Condensed Consolidated Interim Income Statement

## 簡明綜合中期損益表

For the six months ended 30 June 2017  
截至2017年6月30日止六個月

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
	Note 附註		
Revenue	收益	1,094,210	1,180,024
Cost of sales	銷售成本	<u>(1,015,216)</u>	<u>(1,097,437)</u>
Gross profit	毛利	78,994	82,587
Other income	其他收入	3,421	2,043
General and administrative expenses	一般及行政開支	(71,840)	(56,109)
Doubtful debts recovery	收回壞賬	1,463	–
Amortisation of intangible asset	無形資產攤銷	(1,628)	(1,707)
Intangible asset write off	撇銷無形資產	(33,907)	–
Interest expenses	利息開支	<u>(2,800)</u>	<u>(3,049)</u>
(Loss)/profit before taxation	除稅前(虧損)/溢利	(26,297)	23,765
Taxation	稅項	<u>3,848</u>	<u>(4,600)</u>
(Loss)/profit for the period	期內(虧損)/溢利	<u>(22,449)</u>	<u>19,165</u>
(Loss)/profit attributable to:	應佔(虧損)/溢利:		
Equity holders of the Company	本公司股權持有人	(22,077)	19,342
Non-controlling interest	非控股權益	<u>(372)</u>	<u>(177)</u>
		<u>(22,449)</u>	<u>19,165</u>
(Loss)/earnings per share for (loss)/profit attributable to the equity holders of the Company	本公司股權持有人應佔(虧損)/溢利之每股(虧損)/盈利		
– basic (HK cents)	– 基本(港幣仙)	<u>(6.1)</u>	<u>5.2</u>
– diluted (HK cents)	– 攤薄(港幣仙)	<u>(6.1)</u>	<u>4.5</u>
Dividend	股息	<u>–</u>	<u>6,419</u>

# Condensed Consolidated Interim Statement of Comprehensive Income

## 簡明綜合中期全面收入報表

For the six months ended 30 June 2017  
截至2017年6月30日止六個月

Unaudited  
Six months ended 30 June  
未經審核  
截至6月30日止六個月  
2017                      2016  
2017年                      2016年  
HK\$'000                      HK\$'000  
港幣千元                      港幣千元

(Loss)/profit for the period	期內(虧損)/溢利	(22,449)	19,165
Other comprehensive income/(loss): <i>Items that may be subsequently reclassified to profit or loss</i>	其他全面收入/(虧損): <i>可其後重新分類至 損益之項目</i>		
Exchange differences on translating foreign operations	換算海外業務產生之 匯兌差額	622	(603)
Total comprehensive (loss)/income for the period	期內全面(虧損)/ 收入總額	(21,827)	18,562

# Condensed Consolidated Interim Balance Sheet

## 簡明綜合中期資產負債表

As at 30 June 2017

於2017年6月30日

		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、機器及設備	13,734	13,435
Investment properties	投資物業	4,400	3,600
Intangible asset	無形資產	–	35,535
Goodwill	商譽	171,794	171,794
Deferred tax assets	遞延稅項資產	58	78
Prepayment	預付款項	2,667	1,840
<b>Total non-current assets</b>	<b>非流動資產總額</b>	<b>192,653</b>	<b>226,282</b>
<b>Current assets</b>	<b>流動資產</b>		
Contracting work-in-progress	興建中的工程	427,568	411,412
Receivables	應收賬款	458,770	398,409
Deposits and prepayments	按金及預付款項	24,534	26,622
Taxation recoverable	可收回稅項	5,357	5,553
Deposits, cash and cash equivalents	存款、現金及現金等值	170,892	129,284
<b>Total current assets</b>	<b>流動資產總額</b>	<b>1,087,121</b>	<b>971,280</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Payables and accruals	應付賬款及應計費用	815,209	753,368
Bank loans	銀行貸款	172,000	204,000
Amount due to non-controlling interest	應付非控股權益款項	905	1,240
Amount due to other partner of joint operations	應付其他共同經營夥伴款項	15	15
Taxation payable	應付稅項	6,402	4,655
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>994,531</b>	<b>963,278</b>
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>92,590</b>	<b>8,002</b>
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>	<b>285,243</b>	<b>234,284</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Long service payment liabilities	長期服務金負債	2,378	2,378
Deferred tax liabilities	遞延稅項負債	545	6,356
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>2,923</b>	<b>8,734</b>
<b>Net assets</b>	<b>資產淨值</b>	<b>282,320</b>	<b>225,550</b>
<b>Equity attributable to equity holders of the Company</b>	<b>本公司股權持有人應佔權益</b>		
Share capital	股本	50,486	43,055
Retained profits and other reserves	保留溢利及其他儲備	232,220	182,509
<b>Non-controlling interest</b>	<b>非控股權益</b>	<b>282,706</b>	<b>225,564</b>
		<b>(386)</b>	<b>(14)</b>
<b>Total equity</b>	<b>權益總額</b>	<b>282,320</b>	<b>225,550</b>

# Condensed Consolidated Interim Statement of Changes in Equity

## 簡明綜合中期權益變動表

For the six months ended 30 June 2017  
截至2017年6月30日止六個月

		Attributable to equity holders of the Company 本公司股權持有人應佔							Non-controlling interest	Total Equity
		Share capital	Share premium	Merger reserve	Employee share option reserve	Exchange reserve	Retained profits	Total		
		股本 HK\$'000 港幣千元	股份溢價 HK\$'000 港幣千元	合併儲備 HK\$'000 港幣千元	僱員購股權儲備 HK\$'000 港幣千元	匯兌儲備 HK\$'000 港幣千元	保留溢利 HK\$'000 港幣千元	總計 HK\$'000 港幣千元	非控股權益 HK\$'000 港幣千元	權益總額 HK\$'000 港幣千元
At 1 January 2017 (audited)	於2017年1月1日(經審核)	43,055	114,143	1,513	255	(2,546)	69,144	225,564	(14)	225,550
Loss for the period	期內虧損	-	-	-	-	-	(22,077)	(22,077)	(372)	(22,449)
Other comprehensive income	其他全面收入	-	-	-	-	622	-	622	-	622
Total comprehensive income/(loss)	全面收入/(虧損)總額	-	-	-	-	622	(22,077)	(21,455)	(372)	(21,827)
Placing of new shares	配售新股份	6,952	66,777	-	-	-	-	73,729	-	73,729
Share option scheme	購股權計劃	-	-	-	339	-	-	339	-	339
Transfer upon share options lapsing	因購股權失效而轉撥	-	-	-	(144)	-	144	-	-	-
Issue of shares upon exercise of share options	因行使購股權而發行股份	479	4,500	-	(450)	-	-	4,529	-	4,529
At 30 June 2017 (unaudited)	於2017年6月30日(未經審核)	50,486	185,420	1,513	-	(1,924)	47,211	282,706	(386)	282,320

For the six months ended 30 June 2016  
截至2016年6月30日止六個月

		Attributable to equity holders of the Company 本公司股權持有人應佔							Non-controlling interests	Total Equity
		Share capital	Share premium	Merger reserve	Employee share option reserve	Exchange reserve	Retained profits	Total		
		股本 HK\$'000 港幣千元	股份溢價 HK\$'000 港幣千元	合併儲備 HK\$'000 港幣千元	僱員購股權儲備 HK\$'000 港幣千元	匯兌儲備 HK\$'000 港幣千元	保留溢利 HK\$'000 港幣千元	總計 HK\$'000 港幣千元	非控股權益 HK\$'000 港幣千元	權益總額 HK\$'000 港幣千元
At 1 January 2016 (audited)	於2016年1月1日(經審核)	42,768	110,935	1,513	764	(486)	125,109	280,603	(1,211)	279,392
Profit for the period	期內溢利	-	-	-	-	-	19,342	19,342	(177)	19,165
Other comprehensive loss	其他全面虧損	-	-	-	-	(603)	-	(603)	-	(603)
Total comprehensive income/(loss)	全面收入/(虧損)總額	-	-	-	-	(603)	19,342	18,739	(177)	18,562
2015 final dividend	2015年度末期股息	-	-	-	-	-	(10,692)	(10,692)	-	(10,692)
Further acquisition of a subsidiary	再收購一間附屬公司	-	-	-	-	-	(1,203)	(1,203)	1,385	182
Share option scheme	購股權計劃	-	-	-	22	-	(18)	4	-	4
Issue of shares upon exercise of share options	因行使購股權而發行股份	28	311	-	(75)	-	-	264	-	264
Increase in non-controlling interest due to incorporation of a subsidiary	因註冊成立一間附屬公司而增加非控股權益	-	-	-	-	-	-	-	41	41
At 30 June 2016 (unaudited)	於2016年6月30日(未經審核)	42,796	111,246	1,513	711	(1,089)	132,538	287,715	38	287,753

# Condensed Consolidated Interim Statement of Cash Flows

## 簡明綜合中期現金流量表

For the six months ended 30 June 2017  
截至2017年6月30日止六個月

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
<b>Operating activities</b>	<b>經營業務</b>		
Cash (used in)/generated from operations	經營業務(耗用)/產生之現金	(1,007)	99,917
<b>Net cash (used in)/generated from operating activities</b>	<b>經營業務(耗用)/產生之現金淨額</b>	<b>(1,007)</b>	<b>99,917</b>
<b>Investing activities</b>	<b>投資業務</b>		
Purchase of property, plant and equipment	購買物業、機器及設備	(3,259)	(9,519)
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備所得款項	200	8
Interest received	已收利息	1,465	58
Interest paid	已付利息	(2,835)	(3,118)
Time deposits over three months	超過三個月之定期存款	1,443	(659)
<b>Net cash used in investing activities</b>	<b>投資業務耗用之現金淨額</b>	<b>(2,986)</b>	<b>(13,230)</b>
<b>Financing activities</b>	<b>融資業務</b>		
Net proceeds from placing of new shares	配售新股份之所得款項淨額	73,729	–
Proceeds from issuance of shares by exercise of share options	因行使購股權而發行股份之所得款項	4,529	264
Repayment of bank loans	償還銀行貸款	(159,217)	(420,214)
Drawdown of bank loans	動用銀行貸款	127,217	325,398
Dividends paid	已付股息	–	(10,692)
<b>Net cash generated from/(used in) financing activities</b>	<b>融資業務產生/(耗用)之現金淨額</b>	<b>46,258</b>	<b>(105,244)</b>
<b>Net increase/(decrease) in deposits, cash and cash equivalents</b>	<b>存款、現金及現金等值增加/(減少)之淨額</b>	<b>42,265</b>	<b>(18,557)</b>
Deposits, cash and cash equivalents at the beginning of the period	期初之存款、現金及現金等值	111,723	129,841
Exchange gain/(loss) on deposits, cash and cash equivalents	存款、現金及現金等值之匯兌收益/(虧損)	786	(359)
<b>Deposits, cash and cash equivalents at the end of the period</b>	<b>期末之存款、現金及現金等值</b>	<b>154,774</b>	<b>110,925</b>
<b>Analysis of balances of deposits, cash and cash equivalents:</b>	<b>存款、現金及現金等值結餘之分析:</b>		
Bank balances and cash – unrestricted	銀行結餘及現金 – 非限制	170,892	111,584
Less: Time deposits over three months	減: 超過三個月之定期存款	(16,118)	(659)
<b>Deposits, cash and cash equivalents at the end of the period</b>	<b>期末之存款、現金及現金等值</b>	<b>154,774</b>	<b>110,925</b>

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 1 General Information

The Company was incorporated in Bermuda under the Companies Act 1981 of Bermuda as an exempted company on 4 August 2003. The address of its registered office is Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda. The Company's shares were listed on the Stock Exchange on 9 October 2003.

The Group is principally engaged in the provision of PFM business and ISP business in Hong Kong, Mainland China and Macau.

This unaudited condensed consolidated interim financial information is presented in thousands of Hong Kong dollars (HK\$'000), unless otherwise stated, and were approved for issue by the Board on 30 August 2017.

### 2 Basis of Preparation

The unaudited condensed consolidated interim financial information 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.

The interim financial statements have been prepared in accordance with the accounting policies adopted in the Group's annual consolidated financial statements for the year ended 31 December 2016, except for the adoption of the following revised Hong Kong Financial Reporting Standards ("HKFRSs") and amendments mandatory for the first time for the financial year beginning 1 January 2017:

HKAS 12 Amendments	Recognition of deferred tax assets for unrealized losses
HKAS 7 Amendments	Statement of cash flows
HKFRS 12 Amendment	Disclosure of interest in other entities

The adoption of these revised HKFRS and amendments that are relevant to the Group's operations and mandatory for the annual period beginning 1 January 2017 has had no material impact on the results and financial position of the Group.

### 1 一般資料

本公司(前稱為「新昌管理集團有限公司\*」)於2003年8月4日根據1981年百慕達公司法在百慕達註冊成立為獲豁免公司。註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda。本公司股份於2003年10月9日在聯交所上市。

本集團主要於香港、中國內地及澳門從事提供物業及設施管理業務以及室內裝飾及特殊項目業務。

除另有列明者外，本未經審核簡明綜合中期財務資料以港幣千元(「港幣千元」)列示，並已於2017年8月30日經董事會批准刊發。

### 2 編製基準

本未經審核簡明綜合中期財務資料已根據香港會計師公會頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。

中期財務報表已根據本集團截至2016年12月31日止年度的年度綜合財務報表所採納的會計政策編製，惟採納下列於2017年1月1日開始的財政年度首次強制生效的經修訂香港財務報告準則(「香港財務報告準則」)及修訂除外：

香港會計準則 第12號之修訂	就未變現虧損確認 遞延稅項資產
香港會計準則 第7號之修訂	現金流量表
香港財務報告準則 第12號之修訂	披露於其他實體之權益

採納該等與本集團業務相關且於2017年1月1日開始之年度期間強制生效之經修訂香港財務報告準則及修訂對本集團之業績及財務狀況並無產生重大影響。

\* 僅供識別

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 2 Basis of Preparation (continued)

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2016.

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk.

The interim condensed consolidated financial information does 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 December 2016.

The Group adopts prudent liquidity risk management which includes maintaining sufficient bank balances and cash, and having available funding through an adequate amount of committed credit facilities. Cash flow forecast is performed in the operating segments of the Group and aggregated by corporate finance team taking into account the Group's history of refinancing, its available banking facilities and its assets backing. Corporate finance team monitors forecasts of the Group's liquidity requirements to ensure the Group has sufficient cash to operate and meet its liabilities as and when they fall due.

Since the year end, there have been no changes in any risk management policies.

### 2 編製基準 (續)

編製中期財務資料要求管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響會計政策之應用和資產及負債、收入及開支之呈報金額。實際結果可能有別於該等估計。

於編製本簡明綜合中期財務資料時，管理層在應用本集團之會計政策時所作出之重大判斷及估計不確定性之主要來源均與截至2016年12月31日止年度之綜合財務報表所應用者一致。

本集團之活動令其面臨多種財務風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動資金風險。

中期簡明綜合財務資料並無包括年度財務報表所規定之所有財務風險管理資料及披露，且應與本集團於2016年12月31日之年度財務報表一併閱讀。

本集團採取審慎流動資金風險管理，包括維持充足之銀行結餘及現金，並擁有可供動用之充足金額已承諾信貸融資。本集團之營運分部會進行現金流量預測，且由公司財務團隊於考慮本集團之過往再融資記錄、其可供動用銀行融資及其資產抵押時一併計算。公司財務團隊監測本集團流動資金要求預測，以確保本集團有充裕現金經營及償還其到期之負債。

自年末起，任何風險管理政策並無任何變動。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 3 Segment Information

In accordance with the Group's internal financial reporting provided to the chief operating decision-maker, identified as the Executive Committee, who is responsible for allocating resources, assessing performance of the operating segments and making strategic decisions, the reportable operating segments are:

- property and facility management services in Hong Kong;
- property and facility management services in Mainland China;
- ancillary business including security, cleaning, laundry, etc.; and
- interiors and special projects

#### (a) Segment Result (in HK\$'000)

		PFM 物業及設施管理			Ancillary Business 輔助業務	PFM Business 物業及設施 管理業務	ISP Business 室內裝飾及 特殊項目業務	Corporate (Note 1) 行政 (附註1)	Total 總計
		Hong Kong 香港	Mainland China 中國內地						
Unaudited six months ended 30 June 2017	未經審核截至 2017年6月30日 止六個月								
Revenue	收益	263,502	31,713	44,369	339,584	754,626	-	1,094,210	
Gross profit	毛利	33,940	6,250	8,620	48,810	30,184	-	78,994	
Operating expenses	經營開支	(18,260)	(8,165)	(9,033)	(35,458)	(28,480)	(7,563)	(71,501)	
Doubtful debts recovery (Note 2)	收回壞賬 (附註2)	-	1,180	283	1,463	-	-	1,463	
Operating profit/(loss)	經營溢利/(虧損)	15,680	(735)	(130)	14,815	1,704	(7,563)	8,956	
Amortisation of intangible asset	無形資產攤銷				-	-	(1,628)	(1,628)	
Intangible asset write off	撇銷無形資產				-	-	(33,907)	(33,907)	
Acquisition loan interest expenses	收購貸款之利息開支				-	-	(1,540)	(1,540)	
Interest expenses	利息開支				(111)	(1,149)	-	(1,260)	
Other expenses	其他開支				-	-	(339)	(339)	
Interest income from former ultimate holding company	來自前最終控股公司 之利息收入				140	1,197	-	1,337	
Other income	其他收入				2,079	5	-	2,084	
Profit/(loss) before taxation	除稅前溢利/(虧損)				16,923	1,757	(44,977)	(26,297)	
Taxation	稅項				(1,903)	(112)	5,863	3,848	
Profit/(loss) for the period	期內溢利/(虧損)				15,020	1,645	(39,114)	(22,449)	

### 3 分部資料

根據提呈予本集團之營運決策者即行政委員會（其負責調配資源、為各營運分部評估表現及作策略性決定）之內部財務報告，本集團須予呈報之營運分部包括：

- 香港之物業及設施管理服務；
- 中國內地之物業及設施管理服務；
- 輔助業務，包括保安、清潔、洗衣等；及
- 室內裝飾及特殊項目

#### (a) 分部業績（港幣千元）



# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 3 Segment Information (continued)

#### (a) Segment Result (in HK\$'000) (continued)

		PFM 物業及設施管理			Ancillary Business 輔助業務	PFM Business 物業及設施 管理業務	ISP Business 室內裝飾及 特殊項目業務	Corporate (Note 1) 行政 (附註1)	Total 總計
		Hong Kong 香港	Mainland China 中國內地						
Unaudited six months ended 30 June 2016	未經審核截至 2016年6月30日 止六個月								
Revenue	收益	284,765	32,744	48,537	366,046	813,978	-	1,180,024	
Gross profit	毛利	30,356	6,843	8,558	45,757	36,830	-	82,587	
Operating expenses	經營開支	(16,456)	(5,972)	(6,540)	(28,968)	(19,488)	(6,048)	(54,504)	
Operating profit	經營溢利	13,900	871	2,018	16,789	17,342	(6,048)	28,083	
Amortisation of intangible assets	無形資產攤銷				-	-	(1,707)	(1,707)	
Acquisition loan interest expenses	收購貸款之 利息開支				-	-	(1,913)	(1,913)	
Interest expenses	利息開支				(255)	(881)	-	(1,136)	
Other expenses	其他開支				(900)	(700)	(5)	(1,605)	
Other income	其他收入				1,770	273	-	2,043	
Profit before taxation	除稅前溢利				17,404	16,034	(9,673)	23,765	
Taxation	稅項				(2,151)	(2,449)	-	(4,600)	
Profit for the period	期內溢利				15,253	13,585	(9,673)	19,165	

Note 1: Corporate mainly represents corporate and administrative activities, and shared services.

Note 2: The amount represents settlement of receivables which were previously impaired.

附註1：行政主要為公司及行政活動，以及共享服務。

附註2：該金額代表收回以前發生減值的應收賬款。

#### (b) Customers Information

For the six months ended 30 June 2017, revenue of approximately HK\$171,101,000 (for the six months ended 30 June 2016: HK\$163,838,000) was derived from a single external customer which was attributable to the ISP business.

#### (b) 客戶資料

截至2017年6月30日止六個月，約港幣171,101,000元（截至2016年6月30日止六個月：港幣163,838,000元）之收益來自單一外來客戶，此收益屬於室內裝飾及特殊項目業務。

### 4 Interest Expenses

The entire amount was attributable to the bank loans (2016: The entire amount was attributable to the bank loans).

### 4 利息開支

全部金額已歸類為銀行貸款（2016年：全部金額已歸類為銀行貸款）。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 5 (Loss)/Profit Before Taxation

### 5 除稅前(虧損)/溢利

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
(Loss)/profit before taxation is arrived after charging/(crediting):	除稅前(虧損)/溢利 已扣除/(計入)下列各項:		
Staff costs, including directors' emoluments	員工成本(包括董事酬金)	350,563	372,369
Intangible asset write off	撇銷無形資產	33,907	-
Depreciation	折舊	2,981	2,389
Operating lease rental on land, buildings and office equipments	土地、樓宇及辦公室設備之 經營租賃租金	5,909	6,509
Interest income from former ultimate holding company	來自前最終控股公司之 利息收入	(1,337)	-

### 6 Taxation

Hong Kong profits tax has been provided for at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits for the period after application of available tax losses brought forward for both periods. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the rates of taxation prevailing in the countries in which the Group operates.

### 6 稅項

兩個期間的香港利得稅乃按期內估計應課稅溢利扣除可動用的稅項虧損結轉及以稅率16.5% (2016年: 16.5%) 作出撥備。海外利得稅乃按期內估計應課稅溢利以本集團經營業務所在國家之現行稅率計算。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 6 Taxation (continued)

The amount of tax (credited)/charged to the condensed consolidated interim income statement represents:

### 6 稅項 (續)

在簡明綜合中期損益表(計入)/扣除之稅項金額如下:

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Current taxation	當期稅項		
Hong Kong profits tax	香港利得稅		
– provision for the period	– 期內撥備	2,055	4,805
– over provision in prior year	– 過往年度超額撥備	(112)	–
Overseas tax	海外稅項		
– provision for the period	– 期內撥備	–	15
Deferred taxation	遞延稅項	(5,791)	(220)
		<u>(3,848)</u>	<u>4,600</u>

### 7 (Loss)/Earnings Per Share

(a) Basic (loss)/earnings per share is calculated by dividing the Group's unaudited (loss)/profit attributable to equity holders less dividend (if any) to convertible preference shareholders by the weighted-average number of ordinary shares in issue during the period.

### 7 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利乃根據股權持有人應佔本集團未經審核(虧損)/溢利減可轉換優先股股權持有人之股息(如有)除以期內已發行普通股加權平均數計算。

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 2017年	2016 2016年
(Loss)/profit attributable to equity holders (HK\$'000)	股權持有人應佔(虧損)/溢利(港幣千元)	(22,077)	19,342
Less: dividend to convertible preference shareholders (HK\$'000)	減: 可轉換優先股股權持有人之股息(港幣千元)	–	(1,200)
(Loss)/profit attributable to ordinary shareholders (HK\$'000)	普通股股權持有人應佔(虧損)/溢利(港幣千元)	<u>(22,077)</u>	<u>18,142</u>
Weighted-average ordinary shares issued ('000)	已發行普通股加權平均數(千股)	361,381	347,697
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利(港幣仙)	<u>(6.1)</u>	<u>5.2</u>

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 7 (Loss)/Earnings Per Share (continued)

- (b) The diluted loss per share for the period ended 30 June 2017 is the same as the basic loss per share because the exercise of the Group's share options and convertible preference shares would result in a decrease in loss per share for the period.

### 7 每股(虧損)/盈利(續)

- (b) 截至2017年6月30日止期間之每股攤薄虧損與每股基本虧損相同，原因為行使本集團購股權及可轉換優先股將導致期內每股虧損減少。

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 2017年	2016 2016年
(Loss)/profit attributable to equity holders (HK\$'000)	股權持有人應佔(虧損)/溢利(港幣千元)	(22,077)	19,342
Weighted-average ordinary shares issued ('000)	已發行普通股加權平均數(千股)	361,381	347,697
Adjustments for share options ('000)	購股權之調整(千份)	–	1,883
Adjustments for potential ordinary shares to be issued ('000)	將予發行之潛在普通股之調整(千股)	–	80,000
Weighted-average ordinary shares for calculating diluted (loss)/earnings per share ('000)	計算每股攤薄(虧損)/盈利之普通股加權平均數(千股)	361,381	429,580
Diluted (loss)/earnings per share (HK cents)	每股攤薄(虧損)/盈利(港幣仙)	(6.1)	4.5

### 8 Dividend

At a meeting held on 30 August 2017, the Board resolved not to declare interim dividend for the period ended 30 June 2017 (30 June 2016: 1.5 HK cents).

### 8 股息

於2017年8月30日舉行之會議上，董事會議決不就截至2017年6月30日止期間宣派中期股息(2016年6月30日：港幣1.5仙)。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 9 Intangible Assets and Goodwill

### 9 無形資產及商譽

		Goodwill 商譽 HK\$'000 港幣千元	Trademark 商標 HK\$'000 港幣千元	Backlog orders 未完成訂單 HK\$'000 港幣千元	Non- competition agreement 不競爭協議 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
<b>Cost</b>	<b>成本</b>					
At 1 January 2016	於2016年1月1日	171,794	48,826	15,934	2,393	67,153
Write off during the year	年內撇銷	-	-	-	(2,393)	(2,393)
As 31 December 2016	於2016年12月31日	171,794	48,826	15,934	-	64,760
Write off during the period	期內撇銷	-	(48,826)	-	-	(48,826)
As 30 June 2017	於2017年6月30日	171,794	-	15,934	-	15,934
<b>Accumulated amortisation</b>	<b>累計攤銷</b>					
At 1 January 2016	於2016年1月1日	-	(10,036)	(15,934)	(492)	(26,462)
Amortisation for the year	年內攤銷	-	(3,255)	-	(146)	(3,401)
Write off during the year	年內撇銷	-	-	-	638	638
At 31 December 2016	於2016年12月31日	-	(13,291)	(15,934)	-	(29,225)
Amortisation for the period	期內攤銷	-	(1,628)	-	-	(1,628)
Write off during the period	期內撇銷	-	14,919	-	-	14,919
As 30 June 2017	於2017年6月30日	-	-	(15,934)	-	(15,934)
<b>Net Book Value</b>	<b>賬面淨值</b>					
At 30 June 2017	於2017年6月30日	171,794	-	-	-	-
At 31 December 2016	於2016年12月31日	171,794	35,535	-	-	35,535

As a result of a series of rebranding exercises of the Group in the Reporting Period following the change in controlling shareholder of the Company, the Hsin Chong's trademark recognized upon the Group's acquisition of the ISP business in 2012 has been written-off in the Reporting Period, resulting in a loss of approximately HK\$28.3 million (net of tax).

由於本公司變更控股股東後，本集團於報告期間進行一系列重塑品牌活動，並於報告期間撇銷新昌商標（於2012年，本集團收購室內裝飾及特殊項目業務時確認），因而導致約港幣28,300,000元（扣除稅項）之虧損。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 10 Receivables, Deposits and Prepayments

The credit period of the Group's accounts receivable generally ranges from 30 to 60 days. (31 December 2016: 30 to 60 days). The ageing analysis of accounts receivable by due date is as follows:

### 10 應收賬款、按金及預付款項

本集團應收賬款之信貸期一般介乎30至60日(2016年12月31日:30至60日)。按逾期日數分類之應收賬款之賬齡分析如下:

		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
<b>Accounts receivable</b>	<b>應收賬款</b>		
Not yet due	尚未逾期	159,478	166,841
1 to 30 days	1至30日	51,630	34,527
31 to 60 days	31至60日	11,453	8,693
61 to 90 days	61至90日	4,133	13,329
Over 90 days	90日以上	87,998	65,637
		<u>314,692</u>	<u>289,027</u>
Retention receivables and other receivables	應收保固金及其他應收款項	225,958	191,686
Receivables	應收賬款	540,650	480,713
Deposits and prepayments	按金及預付款項	24,534	26,622
		565,184	507,335
Impairment of accounts receivable, retention receivables and other receivables	應收賬款、應收保固金及 其他應收款項減值	(81,880)	(82,304)
		<u>483,304</u>	<u>425,031</u>

The Group made a provision for amounts of receivables of approximately HK\$82.3 million based on the impairment assessment for the year ended 31 December 2016 which is mainly related to Hsin Chong Group and approximately HK\$1.5 million has been recovered under the settlement agreement signed on 27 March 2017. Subsequent to 30 June 2017, a further settlement of HK\$8.6 million has been received from Hsin Chong. On 17 August 2017, a supplemental agreement has been entered with Hsin Chong for the repayment of remaining balance of receivables of approximately HK\$66.7 million to defer the deadline of repayment period to 1 June 2018. The maximum exposure to credit risk at the reporting date is the carrying value of the accounts receivable mentioned above. The Group does not hold any collateral as security.

本集團已根據截至2016年12月31日止年度之減值評估就應收賬款約港幣82,300,000元作出撥備(其主要與新昌集團有關)及已根據於2017年3月27日簽署之還款協議收回約港幣1,500,000元。於2017年6月30日後,已自新昌收到進一步還款港幣8,600,000元。於2017年8月17日,本公司與新昌就償還剩餘應收賬款約港幣66,700,000元訂立補充協議,以將還款期的截止日期推遲至2018年6月1日。於報告日期所面臨之最高信貸風險為上述應收賬款之賬面值。本集團並無持有任何抵押品作抵押。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 11 Balance with Non-controlling Interest

Balance with non-controlling interest is unsecured, interest free, repayable on demand with no fixed terms of repayment and mainly denominated in Hong Kong dollars.

### 12 Bank Loans

### 11 非控股權益結餘

非控股權益結餘乃無抵押、免息、無固定還款期及須應要求償還以及主要以港幣為單位。

### 12 銀行貸款

		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
Balance due for repayment within one year	1年內到期償還餘款	172,000	204,000
Total bank loans	銀行貸款總額	172,000	204,000

Notes:

- (a) As at 30 June 2017, the Group had bank loans of HK\$172,000,000 (31 December 2016: HK\$204,000,000) denominated in Hong Kong dollars.
- (b) The bank loans of the Group carried weighted average interest rates of 2.9% (31 December 2016: 2.8%) per annum.
- (c) The Group's bank loan of HK\$72,000,000 (31 December 2016: HK\$84,000,000) is subject to a floating charge over the assets of its subsidiaries.
- (d) The carrying amounts of loans approximate their fair values.

附註：

- (a) 於2017年6月30日，本集團有銀行貸款港幣172,000,000元（2016年12月31日：港幣204,000,000元）以港幣計值。
- (b) 本集團之銀行貸款的加權平均年利率為2.9%（2016年12月31日：2.8%）。
- (c) 本集團之銀行貸款為港幣72,000,000元（2016年12月31日：港幣84,000,000元），其乃將其附屬公司之資產作浮動押記。
- (d) 貸款的賬面值與其公允值相若。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 13 Payables and Accruals

The credit period of the Group's accounts payable generally ranges from 30 to 60 days. (31 December 2016: 30 to 60 days). The ageing analysis of accounts payable by due date is as follows:

### 13 應付賬款及應計費用

本集團應付賬款之信貸期一般介乎30至60日(2016年12月31日:30至60日)。按逾期日數分類之應付賬款之賬齡分析如下:

		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
<b>Accounts payable</b>	<b>應付賬款</b>		
Not yet due	尚未逾期	447,768	396,017
1 to 30 days	1至30日	65,960	59,539
31 to 60 days	31至60日	22,204	25,567
61 to 90 days	61至90日	16,714	16,022
Over 90 days	90日以上	30,520	30,139
		583,166	527,284
<b>Retention payables, other payables and accruals</b>	<b>應付保固金、其他應付款項及 應計費用</b>	232,043	226,084
		815,209	753,368



# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 14 Share Capital

### 14 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 港幣千元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
<b>Ordinary shares</b>	<b>普通股</b>		
At 1 January 2017	於2017年1月1日	350,544	35,055
Share issued upon exercise of options granted under the Share Option Scheme	根據購股權計劃授出之購股權因行使而發行的股份	4,786	479
Placing of shares	配售股份	69,520	6,952
		<u>424,850</u>	<u>42,486</u>
At 30 June 2017	於2017年6月30日	<u>424,850</u>	<u>42,486</u>
<b>Convertible preference shares</b>	<b>可轉換優先股</b>		
At 1 January 2017	於2017年1月1日	80,000	8,000
At 30 June 2017	於2017年6月30日	80,000	8,000
<b>Ordinary shares and convertible preference shares issued and fully paid</b>	<b>已發行及繳足之普通股及可轉換優先股</b>		
At 30 June 2017	於2017年6月30日	<u>504,850</u>	<u>50,486</u>
At 31 December 2016	於2016年12月31日	<u>430,544</u>	<u>43,055</u>

The Company entered into the Placing Agreement on 12 May 2017, pursuant to which 69,520,000 new shares of the Company would be placed to independent investors at the Placing Price of HK\$1.09 per Placing Share. The completion of Placing took place on 13 June 2017.

於2017年5月12日，本公司訂立配售協議，據此，本公司將按配售價每股配售股份港幣1.09元向獨立投資者配售69,520,000股新股份。配售已於2017年6月13日完成。

### 15 Operating Leases Commitments

The future aggregate minimum lease rental expenses under non-cancellable operating leases are payable as follows:

### 15 經營租賃承擔

根據不可撤銷經營租賃須於日後支付的最低租金費用總額如下：

		Land and buildings 土地及樓宇		Office equipment 辦公室設備	
		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元	Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
Within one year	一年內	11,075	11,205	388	396
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	9,537	12,075	879	1,063
		<u>20,612</u>	<u>23,280</u>	<u>1,267</u>	<u>1,459</u>

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 16 Related Party Transactions

Summary of the significant related party transactions carried out by the Group as follows:

### 16 關連人士交易

本集團進行之重大關連人士交易概要如下：

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		Note 附註	
		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Service charges paid to	向下列公司支付服務費		
– Company with common controlling shareholder	– 有共同控股股東之公司	(i)	(1,097)
– Former ultimate holding company	– 前最終控股公司	(ii)	–
– Former fellow subsidiaries	– 前同系附屬公司	(ii)	(3,468)
Services income from	來自下列公司之服務收入		
– Companies with common controlling shareholder	– 有共同控股股東之公司	(iii)	404
– Former ultimate holding company	– 前最終控股公司	(iii)	–
– Former fellow subsidiaries	– 前同系附屬公司	(iii)	–
Rental expenses paid to	向下列公司支付租金開支		
– Former ultimate holding company	– 前最終控股公司	(iv)	–
– Former fellow subsidiaries	– 前同系附屬公司	(iv)	(468)
Contracting work's income from	來自下列公司之合約工程收入		
– Former ultimate holding company	– 前最終控股公司	(v)	–
– Former fellow subsidiaries	– 前同系附屬公司	(v)	–
			(3,292)
			6,599
			(2,334)
			5,000
			70,998

#### Notes:

- (i) Service charges paid in respect of commission and documentation fee for Placing were mutually agreed by both parties.
- (ii) Service charges paid in respect of administrative services provided by former ultimate holding company and former fellow subsidiaries to the Group were reimbursed at cost based on time and expenses allocated to the Group.
- (iii) Services income earned on services including property management, asset management services, consultancy fee, security, repair and maintenance, laundry, cleaning, etc. rendered was mutually agreed by both parties.
- (iv) Rental expenses paid to former ultimate holding company and former fellow subsidiaries were based on actual usage and market rent.
- (v) Contracting work's income earned from former ultimate holding company and former fellow subsidiaries, was mutually agreed by both parties.

#### 附註：

- (i) 就配售事項之佣金及文件費支付之服務費，乃按雙方協定而收取。
- (ii) 就前最終控股公司及前同系附屬公司向本集團提供行政服務支付之服務費，乃根據分配至本集團之時間及開支按成本支付。
- (iii) 就提供服務（包括物業管理、資產管理服務、顧問費、保安、維修及保養、洗衣及清潔等服務）賺取之服務收入，乃按雙方協定而收取。
- (iv) 向前最終控股公司及前同系附屬公司支付之租金開支，乃根據實際用途及市場租金計算。
- (v) 賺取自前最終控股公司及前同系附屬公司之合約工程收入，乃按雙方協定而收取。

# Report on Review of Interim Financial Information

## 中期財務資料的審閱報告



### TO THE BOARD OF DIRECTORS OF SYNERGIS HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

#### Introduction

We have reviewed the interim financial information set out on pages 15 to 32, which comprises the condensed consolidated interim balance sheet of Synergis Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) as at 30 June 2017 and the related condensed consolidated interim income statement, condensed consolidated interim statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### Scope of review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”.

PricewaterhouseCoopers  
Certified Public Accountants

Hong Kong, 30 August 2017

羅兵咸永道

致昇捷控股有限公司董事會

(於百慕達註冊成立之有限公司)

#### 引言

本核數師(以下簡稱「我們」)已審閱列載於第15至32頁的中期財務資料,此中期財務資料包括昇捷控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)於2017年6月30日的簡明綜合中期資產負債表與截至該日止六個月期間的相關簡明綜合中期損益表、簡明綜合中期全面收入報表、權益變動表和現金流量表,以及主要會計政策概要及其他附註解釋。香港聯合交易所有限公司證券上市規則規定,就中期財務資料編製的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編製及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論,並僅按照我們協定的業務約定條款向閣下報告我們的結論,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

#### 審閱範圍

我們已根據香港會計師公會頒佈的香港審閱委聘準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢,及應用分析性和其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小,故不能令我們可保證我們將知悉在審核中可能被發現的所有重大事項。因此,我們不會發表審核意見。

#### 結論

按照我們的審閱,我們並無發現任何事項,令我們相信中期財務資料在各重大方面未有根據香港會計準則第34號「中期財務報告」編製。

羅兵咸永道會計師事務所  
執業會計師

香港, 2017年8月30日

## Other Information 其他資料

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2017, the interests and short positions of the Directors and the chief executive 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 (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were required: (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") 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 under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein (the "Register"); or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

#### Long positions in the shares and underlying shares of the Company

#### 董事及行政總裁於本公司及其相聯法團的股份、相關股份及債券中擁有之權益及淡倉

於2017年6月30日，本公司董事及行政總裁於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有下列權益及淡倉而須：(a)根據證券及期貨條例第XV部第7及第8分部知會本公司及香港聯合交易所有限公司（「聯交所」）（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所指之登記冊（「登記冊」）內；或(c)根據聯交所證券上市規則（「上市規則」）附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所：

#### 於本公司股份及相關股份之好倉

Name of Directors	Capacity	Number of ordinary shares held	Number of underlying shares held	Total	Approximate percentage of interests in the total number of issued shares
董事姓名	身份	持有之普通股數目	持有之相關股份數目	總計	佔已發行股份總數之概約權益百分比 (Note) (附註)
Stephen Ip Shu Kwan 葉樹堃	Beneficial owner 實益擁有人	300,000	—	300,000	0.07%
Kan Fook Yee 簡福飴	Beneficial owner 實益擁有人	200,000	—	200,000	0.05%

*Note:*

There were 424,850,000 ordinary shares of the Company in issue as at 30 June 2017.

Save as disclosed above, as at 30 June 2017, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been notified to the Company and the Stock Exchange or as recorded in the Register or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

*附註：*

本公司於2017年6月30日之已發行普通股為424,850,000股。

除上文所披露者外，於2017年6月30日，本公司董事或行政總裁概無於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、相關股份或債券中擁有任何權益或淡倉而已知會本公司及聯交所或記錄於登記冊內，或根據標準守則須知會本公司及聯交所。

## Other Information 其他資料

### SHARE OPTION SCHEMES

At the annual general meeting of the Company held on 17 June 2013, the Shareholders approved the adoption of a new share option scheme (the "New Option Scheme") and the termination of the share option scheme which was adopted on 19 September 2003 (the "Old Option Scheme"). Details of the Old Option Scheme and the New Option Scheme have been disclosed in the 2016 annual report of the Company.

Details of movements in the share options under the Old Option Scheme and the New Option Scheme were set out below:

### 購股權計劃

在本公司於2013年6月17日舉行之股東周年大會上，股東批准採納新購股權計劃（「新購股權計劃」）及終止於2003年9月19日採納之購股權計劃（「舊購股權計劃」）。舊購股權計劃及新購股權計劃之詳情已披露於本公司2016年年報內。

根據舊購股權計劃及新購股權計劃授出之購股權變動詳情載列如下：

Name of grantees 承授人姓名	Date of grant 授出日期 (dd/mm/yyyy) (日/月/年)	Number of share options held as at 1 January 2017 於2017年1月1日持有之購股權數目	Changes during the period 期內變動				Number of share options held as at 30 June 2017 於2017年6月30日持有之購股權數目	Exercise price per share 每股行使價 (HK\$) (港幣元)	Exercisable period 行使期 (dd/mm/yyyy) (日/月/年)	Closing price per share immediately before date of grant of share options 緊接購股權授出日前的每股收市價 (HK\$) (港幣元)	Weighted average closing price per share immediately before date of exercise of share options 緊接購股權行使日前的每股加權平均收市價 (HK\$) (港幣元)
			Granted 授出	Exercised 行使	Lapsed 失效	Cancelled 註銷					
<b>Directors</b> <b>董事</b>											
Terence Leung Siu Cheong 梁兆昌	27/05/2013	600,000 <sup>2</sup>	-	(600,000)	-	-	0.952	27/05/2017 – 27/05/2019	0.94	1.62	
Stephen Ip Shu Kwan 葉游堃	27/05/2013	300,000 <sup>3</sup>	-	(300,000)	-	-	0.952	27/05/2014 – 27/05/2017	0.94	1.54	
	16/10/2013	100,000	-	(100,000)	-	-	0.850	16/10/2013 – 15/10/2018	0.85	1.50	
Kan Fook Yee 簡福齡	27/05/2013	200,000 <sup>4</sup>	-	(200,000)	-	-	0.952	27/05/2015 – 27/05/2017	0.94	1.54	
Employees (in aggregate) 僱員(總數)	07/06/2011	196,000 <sup>1</sup>	-	(196,000)	-	-	0.860	07/06/2014 – 06/06/2017	0.85	1.59	
	27/05/2013	3,390,000 <sup>5</sup>	-	(3,390,000)	-	-	0.952	27/05/2015 – 27/05/2019	0.94	1.57	
		4,786,000	-	(4,786,000)	-	-					

## Other Information 其他資料

### Notes:

- Share options were vested in equal portions on 7 June 2014, 2015 and 2016 respectively.
- Share options were or will be vested in equal portions on 27 May 2017 and 2018 respectively. The unvested options became exercisable within a 30-day period after the date on which the Option Offer became or was declared unconditional (i.e. the date of the despatch of the Composite Document, 13 January 2017) according to Rules 6.3(c) and 7(b) of the Old Option Scheme. All share options were exercised on 26 January 2017, which is within a 30-day period after the commencement of the Option Offer.
- Share options were vested in equal portions on 27 May 2014, 2015 and 2016 respectively.
- Share options were vested in equal portions on 27 May 2015 and 2016 respectively.
- Share options were or will be vested in equal portions on 27 May 2015, 2016, 2017 and 2018 respectively. The unvested options became exercisable within a 30-day period after the date on which the Option Offer became or was declared unconditional (i.e. the date of the despatch of the Composite Document, 13 January 2017) according to Rules 6.3(c) and 7(b) of the Old share option scheme. All share options were exercised on 26 January 2017, which is within a 30-day period after the commencement of the Option Offer.

Movement in the share options under the Old Option Scheme and New Option Scheme during the period and share options outstanding as at the beginning of the period and end of the period and their related average exercise prices were as follows:

		Average exercise price 平均行使價 (HK\$ per share) (每股港幣元)	Number of share options 購股權數目 '000 千份
As at 1 January 2016	於2016年1月1日	0.95	8,494
Exercised	已行使	0.91	(2,868)
Lapsed	已失效	0.95	(840)
As at 31 December 2016 and 1 January 2017	於2016年12月31日及2017年1月1日	0.95	4,786
Exercised	已行使	0.95	(4,786)
As at 30 June 2017	於2017年6月30日		—

### 附註：

- 購股權分別已於2014年、2015年及2016年6月7日按同等份數歸屬。
- 購股權分別已於或將於2017年及2018年5月27日按同等份數歸屬。根據舊購股權計劃規則第6.3(c)及7(b)條，未歸屬購股權於購股權要約成為或宣佈為無條件當日（即派發綜合文件之日期2017年1月13日）後30日期間內可予行使。所有購股權已於2017年1月26日（即購股權要約開始後30日期間內）獲行使。
- 購股權分別已於2014年、2015年及2016年5月27日按同等份數歸屬。
- 購股權分別已於2015年及2016年5月27日按同等份數歸屬。
- 購股權分別已於或將於2015年、2016年、2017年及2018年5月27日按同等份數歸屬。根據舊購股權計劃規則第6.3(c)及7(b)條，未歸屬購股權於購股權要約成為或宣佈為無條件當日（即派發綜合文件之日期2017年1月13日）後30日期間內可予行使。所有購股權已於2017年1月26日（即購股權要約開始後30日期間內）獲行使。

舊購股權計劃及新購股權計劃項下之購股權於期內之變動及期初與期末尚未行使之購股權以及彼等之相關平均行使價如下：

## Other Information 其他資料

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

As at 30 June 2017, the following persons/entities (other than a Director or chief executive of the Company) had or were deemed or taken to have interests and short positions in the shares and underlying shares of the Company as recorded in the register of interests and short positions of substantial shareholders (the "Register of Substantial Shareholders") required to be kept by the Company pursuant to section 336 of the SFO:

### Long positions in the shares and underlying shares of the Company

#### (A) Ordinary Shares

Name of Shareholders 股東姓名／名稱	Capacity 身份	Number of ordinary shares held 持有之普通股 數目	Approximate percentage of interests in the total number of issued shares 佔已發行股份總數之 概約權益百分比 (Note (ii)) (附註(ii))
Chu Yuet Wah 李月華	Interests of controlled corporation 受控法團權益	225,518,633 (Note (i)) (附註(i))	53.08 %
Champ Key	Beneficial owner 實益擁有人	225,518,633	53.08 %

#### Notes:

- (i) Champ Key being a company wholly-owned by Mrs. Chu Yuet Wah is deemed to be a controlled corporation of Mrs. Chu Yuet Wah under the SFO.
- (ii) There were 424,850,000 ordinary shares of the Company in issue as at 30 June 2017.

### 主要股東於本公司股份及相關股份中擁有之權益及淡倉

於2017年6月30日，根據證券及期貨條例第336條本公司須予存置之主要股東權益及淡倉登記冊（「主要股東登記冊」）所記錄，下列人士／實體（本公司董事或行政總裁除外）於本公司股份及相關股份中擁有或被視為或當作擁有權益及淡倉：

### 於本公司股份及相關股份之好倉

#### (A) 普通股

#### 附註：

- (i) 根據證券及期貨條例，Champ Key（李月華女士全資擁有之公司）被視為李月華女士之受控法團。
- (ii) 本公司於2017年6月30日之已發行普通股為424,850,000股。

## Other Information 其他資料

### (B) Convertible Preference Shares

Name of Shareholders 股東姓名／名稱	Capacity 身份	Number of convertible preference shares held 持有之 可轉換優先股數目 (Note (i)) (附註(i))	Approximate percentage of interests in the total number of issued shares 佔已發行股份總數之 概約權益百分比 (Note (ii)) (附註(ii))
Chu Yuet Wah 李月華	Interests of controlled corporation 受控法團權益	80,000,000	100%
Champ Key	Beneficial owner 實益擁有人	80,000,000	100%

*Notes:*

- (i) The Company issued and allotted 58,666,667 convertible preference shares and 21,333,333 bonus convertible preference shares to Smart Lane on 30 November 2012 and 20 May 2013 respectively. As disclosed in the joint announcement of Champ Key and the Company dated 30 November 2016, Champ Key (a company wholly-owned by Mrs. Chu Yuet Wah) as the offeror entered into the sale and purchase agreement with Smart Lane as the vendor of the sale and purchase of 169,116,777 ordinary shares and 80,000,000 convertible preference shares. Champ Key being a company wholly-owned by Mrs. Chu Yuet Wah is deemed to be a controlled corporation of Mrs. Chu Yuet Wah under the SFO.
- (ii) There were 80,000,000 convertible preference shares of the Company in issue at 30 June 2017.

Save as disclosed above, as at 30 June 2017, the Directors were not aware of any persons/entities (other than a Director or chief executive of the Company) who/which had or were deemed or taken to have any other interests or short positions in Shares or underlying shares of the Company as recorded in the Register of Substantial Shareholders required to be kept by the Company pursuant to under section 336 of the SFO.

### (B) 可轉換優先股

*附註:*

- (i) 於2012年11月30日及2013年5月20日，本公司分別向Smart Lane發行及配發58,666,667股可轉換優先股及21,333,333股紅利可轉換優先股。誠如Champ Key及本公司日期為2016年11月30日之聯合公告所披露，由李月華女士全資擁有之公司Champ Key（作為要約人）與Smart Lane（作為買賣169,116,777股普通股及80,000,000可轉換優先股之賣方）訂立買賣協議。根據證券及期貨條例，Champ Key（李月華女士全資擁有之公司）被視為李月華女士之受控法團。
- (ii) 本公司於2017年6月30日之已發行可轉換優先股為80,000,000股。

除上文所披露者外，於2017年6月30日，董事並無獲悉任何人士／實體（本公司董事或行政總裁除外）於本公司股份或相關股份中擁有或被視為或當作擁有記錄於本公司根據證券及期貨條例第336條須存置之主要股東登記冊之任何其他權益或淡倉。



## Other Information 其他資料

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

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

### REVIEW OF INTERIM FINANCIAL INFORMATION

The unaudited condensed consolidated interim financial information of the Company for the Reporting Period has been reviewed by the Company's external auditor, PricewaterhouseCoopers, in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. The review report is set out on page 33 of this Interim Report.

The Audit Committee comprises three members, namely, Mr. David Yu Hon To (chairman of the Audit Committee), Mr. Kan Fook Yee and Mr. Wong Tsan Kwong. With the participation of the management and the Company's external auditor, PricewaterhouseCoopers, the Audit Committee has reviewed the unaudited condensed consolidated interim financial information of the Company for the Reporting Period.

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted the Model Code as its own code of conduct for regulating securities transactions by the Directors. Having been made specific enquiries by the Company, all Directors confirmed that they had complied with the required standard set out in the Model Code throughout the Reporting Period.

### COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has applied the principles in the code provisions and certain recommended best practices set out in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules.

During the Reporting Period, the Company complied with all code provisions of the CG Code.

### 購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司於報告期間概無購買、出售或贖回本公司之任何上市證券。

### 審閱中期財務資料

本公司於報告期間之未經審核簡明綜合中期財務資料已經由本公司外聘核數師羅兵咸永道會計師事務所按照香港會計師公會所頒佈之香港審閱委聘準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱報告載於本中期報告第33頁。

審核委員會由3名成員組成，包括俞漢度先生（審核委員會主席）、簡福銓先生及黃燦光先生。本公司於報告期間之未經審核簡明綜合中期財務資料，已由審核委員會連同管理層及本公司外聘核數師羅兵咸永道會計師事務所一併審閱。

### 遵守董事進行證券交易之標準守則

董事會已採納標準守則作為其自身規管董事進行證券交易之操守準則。經本公司作出特定查詢後，全體董事均確認彼等於整個報告期間內已遵守標準守則所規定之標準。

### 遵守企業管治守則

本公司已應用上市規則附錄14所載之《企業管治守則》（「《企業管治守則》」）之守則條文及若干建議最佳常規之原則。

於報告期間，本公司已遵守《企業管治守則》之所有守則條文。

# Corporate Information

## 公司資料

### Board of Directors 董事會

Kingston Chu Chun Ho (*Chairman*)  
朱俊浩 (主席)

Terence Leung Siu Cheong  
(*Deputy Chairman and  
Managing Director*)  
梁兆昌  
(副主席及董事總經理)

Stephen Ip Shu Kwan\*  
葉樹堃\*

Kan Fook Yee\*  
簡福飴\*

Wong Tsan Kwong\*  
黃燦光\*

David Yu Hon To\*  
俞漢度\*

\* *Independent Non-executive Director*  
\* 獨立非執行董事

### Audit Committee 審核委員會

David Yu Hon To (*Chairman*)  
俞漢度 (主席)

Kan Fook Yee  
簡福飴

Wong Tsan Kwong  
黃燦光

### Nomination Committee 提名委員會

Kan Fook Yee (*Chairman*)  
簡福飴 (主席)

Kingston Chu Chun Ho  
朱俊浩

Stephen Ip Shu Kwan  
葉樹堃

### Remuneration Committee 薪酬委員會

Stephen Ip Shu Kwan (*Chairman*)  
葉樹堃 (主席)

Kingston Chu Chun Ho  
朱俊浩

Kan Fook Yee  
簡福飴

### Special Committee 特別委員會

Kan Fook Yee (*Chairman*)  
簡福飴 (主席)

Stephen Ip Shu Kwan  
葉樹堃

Wong Tsan Kwong  
黃燦光

David Yu Hon To  
俞漢度

### Executive Committee 執行委員會

Kingston Chu Chun Ho  
朱俊浩

Terence Leung Siu Cheong  
梁兆昌

### Company Secretary 公司秘書

Eric Chan Kwong Leung  
陳蔴良

### Auditor 核數師

PricewaterhouseCoopers  
羅兵咸永道會計師事務所

### Principal Bankers 主要往來銀行

The Hongkong and Shanghai  
Banking Corporation Limited  
香港上海滙豐銀行有限公司

Chong Hing Bank Limited  
創興銀行有限公司

China Everbright Bank  
Company Limited  
中國光大銀行股份有限公司

### Registered Office 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton, HM 11  
Bermuda

### Head office and Principal Place of Business in Hong Kong 總辦事處及香港 主要營業地點

7/F., Linkchart Centre  
2 Tai Yip Street  
Kwun Tong  
Kowloon, Hong Kong  
香港九龍  
觀塘  
大業街2號  
聯卓中心7樓

### Principal Share Registrar and Transfer Agent 主要股份過戶登記處

MUFG Fund Services  
(Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

### Hong Kong Branch Share Registrar and Transfer Office 香港股份過戶登記分處

Computershare Hong Kong  
Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong  
香港中央證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心17樓  
1712-1716號舖

### Stock Code 股份代號

02340

### Board Lot 每手買賣單位

4,000 shares  
4,000股

### Website 網站

www.synergis.com.hk

### E-mail Address 電郵地址

info@synergis.com.hk

**SYNERGIS HOLDINGS LIMITED**

昇捷控股有限公司

7/F., Linkchart Centre, 2 Tai Yip Street,  
Kwun Tong, Kowloon, Hong Kong

Tel : (852) 3471 2340

Fax : (852) 2751 8784

香港九龍觀塘大業街2號聯卓中心7樓

電話 : (852) 3471 2340

傳真 : (852) 2751 8784

[www.synergis.com.hk](http://www.synergis.com.hk)