



MAXNERVA 雲智匯科技服務

MAXNERVA TECHNOLOGY SERVICES LIMITED

雲智匯科技服務有限公司

(Stock Code 股份代號: 1037)



INTERIM REPORT
2018 中期報告



公司資料

CORPORATE INFORMATION



董事會

執行董事

簡宜彬先生(主席)
高世忠先生(執行長)
高照洋先生
鄭宜斌先生

非執行董事

謝迪洋先生
LEE Eung Sang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

授權代表

鄭宜斌先生
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
高世忠先生

提名委員會

簡宜彬先生(主席)
簡已然先生
鄧天樂先生

公司網址

www.maxnerva.com

核數師

羅兵咸永道會計師事務所
香港執業會計師

BOARD OF DIRECTORS

Executive Directors

Mr. CHIEN Yi-Pin Mark (Chairman)
Mr. KAO Shih-Chung (Chief Executive Officer)
Mr. KAO Chao Yang
Mr. CHENG Yee Pun

Non-Executive Directors

Mr. TSE Tik Yang Denis
Mr. LEE Eung Sang

Independent Non-Executive Directors

Mr. TANG Tin Lok Stephen
Mr. KAN Ji Ran Laurie
Mr. CHEN Timothy

COMPANY SECRETARY

Mr. TSANG Hing Bun

AUTHORISED REPRESENTATIVES

Mr. CHENG Yee Pun
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. KAO Shih-Chung

NOMINATION COMMITTEE

Mr. CHIEN Yi-Pin Mark (Chairperson)
Mr. KAN Ji Ran Laurie
Mr. TANG Tin Lok Stephen

WEBSITE

www.maxnerva.com

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

公司資料

CORPORATE INFORMATION

香港法律之法律顧問
的近律師行

LEGAL ADVISERS ON HONG KONG LAW
Deacons

百慕達法律之法律顧問
毅柏律師事務所

LEGAL ADVISERS ON BERMUDA LAW
Appleby

主要往來銀行
渣打銀行(香港)有限公司

PRINCIPAL BANKERS
Standard Chartered Bank (Hong Kong) Limited

股份過戶登記處

SHARE REGISTRARS AND TRANSFER OFFICES

主要股份過戶登記處

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

Principal Registrar

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

Hong Kong Branch Registrar

Tricor Abacus Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

註冊辦事處

Canon's Court, 22 Victoria Street
Hamilton HM12, Bermuda

REGISTERED OFFICE

Canon's Court, 22 Victoria Street
Hamilton HM12, Bermuda

總辦事處及主要營業地點

沙田安群街3號
京瑞廣場1期
15樓L-N室

PRINCIPAL PLACE OF BUSINESS

Flat L-N, 15/F
Kings Wing Plaza 1
3 On Kwan Street, Shatin

股份代號 — 1037

STOCK CODE — 1037



業績及財務回顧

本集團專注提供資訊科技（「資訊科技」）整合及解決方案服務，主要為智能製造解決方案、其他物聯網（「物聯網」）解決方案及資訊科技運維服務。

由於財政年度結算日於上一財政年度由三月三十一日更改為十二月三十一日，除另有說明外，本中報告所呈列的上一個中期業績乃為截至二零一七年九月三十日止六個月的比較數字。

截至二零一八年六月三十日止六個月，收益減少44.5%至人民幣105.1百萬元及錄得虧損淨額人民幣20.0百萬元，而二零一七年同期則為純利人民幣25.2百萬元。有關減幅的主要原因為(i)因缺乏具規模的智能製造項目及其他物聯網解決方案收益下降而導致整體收益下降，(ii)三個業務板塊的毛利率同時下跌，(iii)銷售及經銷開支大幅增加及(iv)為一名美國客戶的應收營業賬項餘額作一次性減值撥備人民幣10.3百萬元。

董事會並不建議就截至二零一八年六月三十日止六個月派付任何中期股息。

RESULTS AND FINANCIAL REVIEW

The Group focuses on the provision of Information Technology (“I.T.”) Integration and Solution Services, namely smart manufacturing solutions, other Internet-of-things (“IoT”) solutions and I.T. operating services.

Due to the change of financial year end date from 31 March to 31 December in the previous financial year, unless otherwise specified, the comparative period of the last interim results in financial year 2017 shown in this interim report are the six months ended 30 September 2017.

For the six months ended 30 June 2018, our revenue decreased by 44.5% to RMB105.1 million and we experienced a net loss of RMB20.0 million as compared to a net profit of RMB25.2 million for the comparable period in 2017. Such decrease was mainly due to (i) a fall in the overall revenue due to lack of sizable smart manufacturing projects and a drop in the revenue attributable to the provision of other IoT solutions, (ii) a drop in gross margins for all three lines of business, (iii) a significant increase in selling and distribution expenses and (iv) an one-off impairment of RMB10.3 million was made on the trade receivable balance of a US customer.

The Board does not recommend payment of any interim dividend for the six months ended 30 June 2018.

存貨及應收營業賬項

於二零一八年六月三十日，本集團分別有約人民幣28.4百萬元及人民幣132.8百萬元的存貨(二零一七年十二月三十一日：人民幣24.2百萬元)及營業及租賃應收賬項(二零一七年十二月三十一日：人民幣233.3百萬元)。

我們為本集團一名美國客戶特別作出人民幣10.3百萬元減值。我們於二零一七年下半年向該名客戶交付大量產品。該客戶於二零一七年感恩節及聖誕季度推出其第三代產品。由於該客戶的軟件及相關平台在獲得終端客戶的意見回饋後須作大量調整，該等產品的宣傳延遲至二零一八年二月底，在升級完成後才開始進行。由於該客戶大部份財務資源均在前期已消耗，自二零一八年三月起，他們只能投放較少的推廣預算宣傳其產品。故此，其產品於二零一八年第二季度及第三季度初期的銷售量均低於預期。而該名客戶正在為產品推廣預算及應付供應商之貨款進行融資。我們除於二零一八年三月收到該名客戶的一小筆還款外，直至二零一八年六月三十日大部份應收該名客戶款項依然尚未償還。有鑒於此，我們決定對該客戶的長期逾期結餘作出人民幣10.3百萬元減值。我們將緊密監察該名客戶的業務狀況，並將於未來數月繼續對未償還結餘之回收性進行評估。

流動資金及財務資源

我們於二零一八年六月三十日處於淨現金狀態。於二零一八年六月三十日的現金及現金等價物及短期銀行存款為約人民幣177.2百萬元(二零一七年十二月三十一日：人民幣173.8百萬元)。於二零一八年六月三十日，本集團的資產總值約為人民幣403.9百萬元，資金來源為流動負債約人民幣81.1百萬元，非流動負債約人民幣13.3百萬元及股東權益約人民幣309.5百萬元。流動比率約為4.42。我們於二零一八年六月三十日及二零一七年十二月三十一日並無借貸。應付營業賬項需於一年內償還。

INVENTORY AND TRADE RECEIVABLES

There were approximately RMB28.4 million and RMB132.8 million in inventory (31 December 2017: RMB24.2 million), and trade and lease receivables (31 December 2017: RMB233.3 million) respectively as at 30 June 2018.

An impairment of RMB10.3 million was made particularly for a US customer of the Group. We delivered a significant amount of products to this customer in the second half of 2017. This customer soft-launched its third generation product during Thanksgiving and Christmas season in 2017. Since the software and related platform of this US customer were required to fine-tune after receiving feedbacks from its end customers, the promotion of its product only started in late February in 2018 after the upgrade was done. Given most of the financial resources of this customer were used upfront, an undersized marketing budget has been expended to promote its product since March 2018, and as a result, the sales volumes of its product in the second quarter and early third quarter of 2018 were below expectation. This customer is in the process of raising money to finance its marketing budget and payment to its suppliers. Except that a small amount of money had been received from this customer in March 2018, the remaining receivable from this customer was largely unpaid as at 30 June 2018. In the wake of this situation, we decided to make an impairment of RMB10.3 million on the long due balance of this customer. We will closely monitor the business situation of this customer and continue to evaluate the collectability of this outstanding balance in the coming months.

LIQUIDITY AND FINANCIAL RESOURCES

We had a net cash position as at 30 June 2018. Cash and cash equivalents and short-term bank deposit as at 30 June 2018 were approximately RMB177.2 million (31 December 2017: RMB173.8 million). As at 30 June 2018, our total assets of approximately RMB403.9 million were financed by current liabilities of approximately RMB81.1 million, a non-current liability of approximately RMB13.3 million and shareholders' equity of approximately RMB309.5 million. We have a current ratio of approximately 4.42. We had no borrowing as at 30 June 2018 and 31 December 2017. Trade payables were repayable within one year.



庫務政策

我們的營運經費一般以內部資源撥付。我們的現金及現金等價物乃以港元(「港元」)、美元(「美元」)、新台幣(「新台幣」)及中國人民幣(「人民幣」)計值。

外匯風險

我們的業務主要位於中國內地、台灣及香港，大部份交易以人民幣、美元、新台幣及港元結算。我們主要面對美元的外匯風險。管理層已訂立政策，要求本集團成員公司管理與其功能貨幣有關的外匯風險。管理主要包括有關本集團成員公司因銷售及購貨以非公司功能貨幣而引起之風險。我們亦定期檢討外匯風險及考慮使用外匯合約去管理外匯風險(如適合)。我們並無使用衍生金融工具作投機用途。

或然負債

於二零一八年六月三十日，我們概無重大或然負債。

資產抵押

於二零一八年六月三十日，我們概無抵押本集團任何資產。

本集團所持重大投資

於截至二零一八年六月三十日止六個月，本集團並無持有重大投資。

TREASURY POLICY

We generally financed our operations with internally generated resources. Our cash and cash equivalents were denominated in Hong Kong dollars (“HKD”), United States dollars (“USD”), New Taiwanese dollars (“NTD”) and Chinese Renminbi (“RMB”).

FOREIGN EXCHANGE EXPOSURE

We mainly operate in Mainland China, Taiwan and Hong Kong with most of the transactions settled in RMB, USD, NTD and HKD. We are exposed to foreign exchange risk from various currencies, primarily with respect to USD. Management has a policy to require members of the Group to manage their foreign exchange risk against their functional currencies. It mainly includes managing the exposures arising from sales and purchases made by the relevant members of the Group in currencies other than their own functional currencies. We also manage our foreign exchange risk by performing regular reviews of the Group’s net foreign exchange exposures and would consider the use of foreign exchange contracts to manage its foreign exchange risks, where appropriate. We did not use derivative financial instruments for speculative purposes.

CONTINGENT LIABILITY

We had no significant contingent liability as at 30 June 2018.

CHARGE ON ASSETS

We had no charge on the Group’s assets as at 30 June 2018.

SIGNIFICANT INVESTMENTS HELD BY THE GROUP

There were no material investments held by the Group during the six months ended 30 June 2018.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

重大收購及出售

於截至二零一八年六月三十日止六個月，本集團的附屬公司、聯營公司及合營公司並無重大收購及出售。

業務回顧

我們過往從事資訊科技整合及解決方案服務以及電子產品製造業務。於二零一七年十二月二十八日，我們訂立協議出售電子產品製造業務，代價約為人民幣11.8百萬元。此後及於截至二零一八年六月三十日止六個月，資訊科技整合及解決方案服務成為本集團的唯一業務。

智能製造解決方案

我們為客戶提供全方位的智能製造解決方案，我們的解決方案無縫連接運營技術與資訊技術，利用數據分析等智能程序，達到降低成本並提升營運效率的目的。於二零一六年及二零一七年初，我們主要專注於向鴻海精密工業股份有限公司及其附屬公司（統稱為「**鴻海集團**」）就若干試驗性項目提供智能製造解決方案。然而，鴻海集團的大型及高利潤率的項目於二零一六年底到達短期峰頂，故於二零一七年同期自該單一客戶的銷售額錄得下跌。於報告期間，我們向鴻海集團及第三方客戶（包括兩間液晶顯示器模組製造商及一間領先的飲用濾水器及相關產品生產商）取得多個智能製造項目，然而與前兩年完成的項目相比，該等項目規模相對較小，導致智能製造解決方案業務收益較二零一七年同期下降約25%。二零一八年上半年完成項目的利潤率亦因市場競爭激烈及項目管理及執行未見突出而大幅下降。我們於二零一八年年中將智能製造業務的聯席主管更換，以更有幹勁及市場導向的人員替補。

MATERIAL ACQUISITIONS AND DISPOSALS

There were no material acquisitions and disposals of the Group's subsidiaries, associates and joint ventures during the six months ended 30 June 2018.

BUSINESS REVIEW

We used to engage in both I.T. Integration and Solutions Services and Electronic Products Manufacturing businesses. On 28 December 2017, an agreement was entered into to dispose of the Electronic Products Manufacturing business at a consideration of approximately RMB11.8 million. Since then and during the six months ended 30 June 2018, the I.T. Integration and Solutions Services has become the sole business of the Group.

Smart manufacturing solutions

We provide full range of smart manufacturing solutions to our customers and our solutions seamlessly connect operational technology and information technology to enable smart processes that utilized the power of data analytics to lower costs and increase operational effectiveness. We mainly focused on providing our smart manufacturing solutions to Hon Hai Precision Industry Company Limited and its subsidiaries (collectively, "**Hon Hai Group**") for a number of trial projects in 2016 and early 2017. However, sizeable and profitable projects from Hon Hai Group reached a short term peak in late 2016 and a drop of sales from this single customer has been recorded since the comparable period of 2017. During the reporting period, we secured a number of smart manufacturing projects from Hon Hai Group and third party customers, including two LCD module manufacturers and one leading producer on drinking water purifiers and related products. However, the size of these projects is relatively small when contrasted to those completed in the last two years, resulted in an approximately 25% drop in revenue for smart manufacturing solution business as opposed to the comparable period in 2017. Profitability of the projects done in the first half of 2018 was also significantly lower due to fiercer market competitions and mediocre project management and execution. We replaced the co-heads of this business in mid 2018 with more aggressive and market-oriented personnel.



其他物聯網解決方案

其他物聯網解決方案由兩個部分組成，即銷售我們的旗艦智能辦公產品VPanel「智會屏」，及提供智能製造解決方案以外的物聯網解決方案。我們於二零一七年十一月十六日的「雲智匯高峰論壇」上試推出VPanel「智會屏」產品及自二零一八年三月起開始大力推廣相關產品。相對透過傳統的全國及省級批發網絡經銷產品，我們將重心放在建立自有直銷渠道。截至二零一八年六月，我們已在華北、華中、華南及中國西部建立區域銷售團隊。為求提高品牌的知名度，我們自二零一八年五月起每個月參加四至五個主要全國或省級智能辦公相關展覽。我們投放大量資源開發VPanel「智會屏」2.0版產品。我們相信憑藉新添加的特性及功能，產品的用戶體驗將進一步改善。由於VPanel「智會屏」產品仍處於初步推廣階段，報告期內收益貢獻微薄，但我們相信VPanel「智會屏」產品於一至兩年時間內可於大部分競爭對手脫穎而出。對於其他物聯網解決方案，我們於上半年完成鴻海集團及第三方客戶的多個項目。由於我們於二零一七年同期向一名美國客戶交付大量物聯網產品而於本報告期內並無下達此類訂單，故其他物聯網解決方案業務的收益較去年同期減少約60%。於上半年，本業務錄得毛虧。

Other IoT solutions

Other IoT solutions consisted of two parts, namely the sales of VPanel, our flagship smart office product, and the provision of IoT solutions other than smart manufacturing solutions. We soft-launched our VPanel products on our "Maxnerva Day" on 16 November 2017 and have started marketing the products since March 2018. Instead of distributing the products through the traditional national and provincial wholesales network, we focus on building our own direct distribution channels. We have established our regional sales teams in Northern, Central, Southern and Western China by June 2018. To increase our brand awareness, we have participated in four to five key national or provincial smart office related exhibitions every month since May 2018. We invested significant amount of resources in the development of our VPanel 2.0 products. By adding new features and functions, we believe they will further enhance the user experience of our products. Since VPanel products are still in the rolling-out mode, the revenue contributions were minimal during the reporting period but we are confident our VPanel products are likely to outshine most of the competitors in one to two-years' time. For other IoT solutions, we completed a number of projects for Hon Hai Group and third party customers during the first half of this year. Since we delivered a significant amount of IoT products to a US customer during the comparable period in 2017 and no such order was placed during the reporting period, revenue for other IoT solution business fell by approximately 60% when compared with the comparable period in last year. We suffered gross loss for this business in the first half of this year.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

資訊科技營運服務

我們為鴻海集團及其他第三方客戶提供資訊科技基建服務，包括雲服務、計劃及設計、配置及維護以及資訊科技相關設備採購。於報告期內產生的收益與去年相符。該業務於上半年成功爭取更多合約，惟毛利率仍因客戶的價格壓力及勞工成本上漲而下降。

截至二零一八年六月三十日止六個月，收益總額減少約44.5%至約人民幣105.1百萬元及毛利率由33.0%減少至14.2%。銷售及經銷開支增加126.4%至人民幣7.5百萬元，原因為於報告期內我們為智能製造及其他物聯網解決方案業務組建自有區域銷售團隊，同時加大力度推廣VPanel「智會屏」產品。我們於上半年產生虧損總額約人民幣20.0百萬元，而二零一七年同期則為純利人民幣25.2百萬元。

未來展望

智能製造解決方案

在中國中央及各地方政府的支持下，市場對智能製造解決方案興趣逐增。加上我們努力開展銷售及推廣工作，於二零一八年八月，我們又取得一間中國上市電容器製造商的新智能製造解決方案項目，且預期本年度將獲得更多新合約。然而，中美貿易戰可能對我們現有及潛在客戶短期內的業務表現造成不利影響，由於有見業務前景不明朗，彼等或會撤消或減少於智能製造解決方案的整體投資。我們將密切監控這一情況，並採取適當措施，以期維持更穩定的業務表現。

I.T. operating services

We provide I.T. infrastructure services, including cloud services, planning and design, deployment and maintenance and I.T. related equipment procurement, to Hon Hai Group and other third party customers. Revenue generated during the reporting period was in line with last year. This business managed to obtain more contracts in the first half of the year but the gross margin was eroded by price pressure from customers and increasing labour costs.

For the six months ended 30 June 2018, overall revenue decreased by approximately 44.5% to approximately RMB105.1 million and gross margin fell from 33.0% to 14.2%. Selling and distribution expenses increased by 126.4% to RMB7.5 million since we are establishing our regional sales teams for smart manufacturing and other IoT solution businesses, and we are marketing aggressively for our VPanel products during the reporting period. We incurred a net loss of approximately RMB20.0 million for the first half of this year as opposed to a net profit of RMB25.2 million for the comparable period in 2017.

PROSPECTS

Smart manufacturing solutions

With the supports from the central and local Chinese government, market interests in smart manufacturing solutions have gradually gained tractions. Together with our sales and marketing efforts, we secured another new smart manufacturing solutions project from a China listed manufacturer of electrical capacitors in August 2018 and expect to obtain more new contracts in this year. However, the trade tension between the US and China may adversely affect the business performance of our existing and potential customers in the near future as they may retract their overall investments in smart manufacturing solutions due to the business uncertainties ahead. We shall closely monitor the situation and adopt appropriate measures with an aim to maintain a more stable business performance.



其他物聯網解決方案

VPanel「智會屏」產品方面，我們於下半年將繼續加大銷售及推廣力度，以將逐漸提升的品牌知名度轉為更高實際銷售數字。其他物聯網解決方案方面，第三方客戶亦有數個智能工業園項目機會，等待我們於下半年內競標。

總括而言，我們努力使業務實現轉虧為盈，期望二零一八年下半年本公司整體營運表現優於二零一八年上半年。然而，我們相信要改善本集團的整體財務表現或需要較預期為多的時間。

Other IoT solutions

For VPanel products, we shall continue to increase our sales and marketing efforts in the second half of the year in order to convert the increasing brand awareness to higher actual sales numbers. For other IoT solutions, there are also a number of smart industrial park project opportunities available from third party customers which are pending for our biddings in the rest of the year.

To sum up, we have been working hard to achieve a business turnaround and we wish the overall operating performance of the Company in the second half of 2018 will be better than the first half of 2018. However, we believe it may take more time than expected to improve the overall financial performance of the Group.

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

於二零一八年六月三十日，董事及本公司最高行政人員在本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「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條所規定由本公司存置之登記冊之權益及淡倉，或根據香港聯合交易所有限公司證券上市規則（「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港元股份之好倉（「股份」）

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 June 2018, 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 (Chapter 571 of the Laws of Hong Kong) (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 Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (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 ("Shares")

董事姓名 Name of Director	權益性質 Nature of Interest	持有已發行普通股份／相關股份數目 Number of issued ordinary Shares/ underlying Shares held	佔本公司已發行股本百分比 Percentage to the issued share capital of the Company (%)
謝迪洋先生 Mr. TSE Tik Yang Denis	法團(附註1) Corporate (Note 1)	241,421,049	36.46
簡宜彬先生 Mr. CHIEN Yi-Pin Mark	聯繫人(附註2) Associate (Note 2)	18,430,738	2.78
高世忠先生 Mr. KAO Shih-Chung	個人(附註3) Personal (Note 3)	2,104,350	0.32
鄭宜斌先生 Mr. CHENG Yee Pun	個人(附註4) Personal (Note 4)	300,000	0.05



附註：

- 240,174,091股股份由Asia-IO Acquisition Fund, L.P. (其一般合夥人為Asia-IO Acquisition GP Limited) 實益擁有；及1,246,958股股份由Asia-IO Advisors Limited實益擁有。由於Asia-IO Acquisition GP Limited及Asia-IO Advisors Limited均由謝先生直接或間接地實益擁有100%，因此，就證券及期貨條例而言，彼被視為於Asia-IO Acquisition GP Limited及Asia-IO Advisors Limited擁有的股份中持有權益。
- 有關權益由簡宜彬先生的妻子Kan Sachiko女士持有。
- 高先生持有1,104,350股股份及於本公司1,000,000份購股權中擁有權益。
- 鄭先生於本公司300,000份購股權中擁有權益。

Notes:

- 240,174,091 Shares were beneficially owned by Asia-IO Acquisition Fund, L.P. whose general partner is Asia-IO Acquisition GP Limited and 1,246,958 Shares were beneficially owned by Asia-IO Advisors Limited. Given that both Asia-IO Acquisition GP Limited and Asia-IO Advisors Limited are 100% beneficially owned (directly or indirectly) by Mr. Tse, he is deemed to be interested (for the purpose of the SFO) in the Shares held by Asia-IO Acquisition GP Limited and Asia-IO Advisors Limited.
- The interest was held by Mr. Chien Yi-Pin Mark's wife, Ms. Kan, Sachiko.
- Mr. Kao holds 1,104,350 Shares and is interested in 1,000,000 share options of the Company.
- Mr. Cheng is interested in 300,000 share options of the Company.

(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	不適用	
Asia-IO Acquisition Fund, L.P.	Mr. TSE Tik Yang Denis	N/A	0.01%
Asia-IO Acquisition Fund, L.P.	簡宜彬先生	不適用	
Asia-IO Acquisition Fund, L.P.	Mr. Chien Yi-Pin Mark	N/A	3.20%
Asia-IO Acquisition GP Limited	謝迪洋先生	—	
Asia-IO Acquisition GP Limited	Mr. TSE Tik Yang Denis	one	100.0%

除上文所披露者外，就董事所知，於二零一八年六月三十日，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 June 2018, 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

於二零一八年六月三十日，直接或間接持有5%或以上本公司股份之有關人士(本公司董事或最高行政人員除外)於本公司股份及相關股份中所擁有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條須存置之登記冊之權益及淡倉如下：

於本公司股份或相關股份的權益

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

As at 30 June 2018, the interests and short positions of the persons, other than the Directors or chief executive of the Company, in the Shares and 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 或應佔股權百分比 Approximate percentage or attributable percentage of shareholding
Asia-IO Acquisition Fund, L.P. (附註1)	實益權益		
Asia-IO Acquisition Fund, L.P. (Note 1)	Beneficial interests	240,174,091	36.27%

附註：

Notes:

- Asia-IO Acquisition Fund, L.P.的普通合夥人為Asia-IO Acquisition GP Limited，後者由謝迪洋先生控制。FSK Holdings Limited為注資Asia-IO Acquisition Fund, L.P.總承擔約75%之有限合夥人。據董事作出一切合理諮詢後盡悉，鴻海精密工業股份有限公司於FSK Holdings Limited間接持有40%以上的應佔股權。
- General partner of Asia-IO Acquisition Fund, L.P. is Asia-IO Acquisition GP Limited which, in turn, is controlled by Mr. Tse Tik Yang, Denis. FSK Holdings Limited is a limited partner of Asia-IO Acquisition Fund L.P. contributing to about 75% of its total commitment. To the best knowledge of the Directors after having made all reasonable enquiries, Hon Hai Precision Industry Co. Ltd. indirectly holds more than 40% attributable equity interests in FSK Holdings Limited.

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)於二零一八年六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。

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(「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。

於二零一七年八月三十一日，本公司已根據購股權計劃向若干合資格參與者授出購股權，惟須待承授人接納後方可作實。購股權賦予承授人權利認購本公司合共5,800,000股新股份，可於授出日期後的兩年後行使。

於已授出購股權中，合共1,000,000份購股權已授予高世忠先生，而合共300,000份購股權已授予鄭宜斌先生。

概無參與者獲授超出於購股權計劃所規定之個人上限之購股權。

除上文披露者外，概無承授人為本公司董事、最高行政人員或主要股東或任何彼等的聯繫人(定義見上市規則)。於截至二零一八年六月三十日止六個月，合共700,000份購股權以行使價每股1.684港元註銷。除披露者外，報告期內亦無其他購股權計劃項下的購股權獲行使、失效或註銷。

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 June 2018, 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.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “**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.

On 31 August 2017, the Company granted options to certain eligible participants, subject to acceptance of the grantees, under the Share Option Scheme. The share options shall entitle the grantees to subscribe for a total of 5,800,000 new shares of the Company, exercisable two years after the date of grant.

Among the share options granted, a total of 1,000,000 share options were granted to Mr. Kao Shih-Chung and a total of 300,000 share options were granted to Mr. Cheng Yee Pun.

No participant with options granted is in excess of the individual limit as stipulated in the Share Option Scheme.

Save as disclosed above, none of the grantees is a director, chief executive or substantial shareholder of the Company or an associate (as defined in the Listing Rules) of any of them. During the six months ended 30 June 2018, a total of 700,000 share options with the exercise price of HK\$1.684 each were cancelled. Save as disclosed, no other share option was granted, exercised, lapsed or cancelled under the Share Option Scheme during the reporting period.



下表載列截至二零一八年六月三十日止六個月根據購股權計劃之購股權變動：

Movements of the share options under the Share Option Scheme during the six months ended 30 June 2018 are set out below:

參與者姓名/名稱或分類 Name or category of participants	購股權數目 Number of share options					於 二零一八年 六月三十日 At 30 June 2018	授出購股權日期 Date of grant of share options	購股權行使期 Exercise period of share options	於緊接購股權授出日期前之每股收市價 Closing price immediately before the grant date of share options 每股港元 HK\$ per share	
	於 二零一八年 一月一日 At 1 January 2018	期內 已授出 Granted during the period	期內 已註銷 Cancelled during the period	期內 已行使 Exercised during the period	期內 已失效 Lapsed during the period				購股權 行使價 price of Exercise price of share options 每股港元 HK\$ per share	購股權 價格 price of share options 每股港元 HK\$ per share
董事 Director 高世忠先生						二零一七年 八月三十一日	由二零一九年八月三十一日 至二零二七年八月三十日 (包括首尾兩日)	1.684	1.55	
Mr. Kao Shih-Chung	1,000,000	-	-	-	-	1,000,000	31 August 2017 From 31 August 2019 to 30 August 2027 (both dates inclusive)	1.684	1.55	
鄭宜斌先生						二零一七年 八月三十一日	由二零一九年八月三十一日 至二零二七年八月三十日 (包括首尾兩日)	1.684	1.55	
Mr. Cheng Yee Pun	300,000	-	-	-	-	300,000	31 August 2017 From 31 August 2019 to 30 August 2027 (both dates inclusive)	1.684	1.55	
持續合約僱員						二零一七年 八月三十一日	由二零一九年八月三十一日 至二零二七年八月三十日 (包括首尾兩日)	1.684	1.55	
Continuous contract employees	4,500,000	-	(700,000)	-	-	3,800,000	31 August 2017 From 31 August 2019 to 30 August 2027 (both dates inclusive)	1.684	1.55	

購買、出售或贖回股份

於截至二零一八年六月三十日止六個月，本公司及其子公司概無購買、出售或贖回本公司任何股份。

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二零一八年六月三十日止六個月期間遵守上市規則附錄十四所載之企業管治守則（「守則」）。

守則條文第F.1.1條

曾慶贊先生（「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（「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鄭宜斌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。

PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2018, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

Save for the following deviations from the Corporate Governance Code (the "Code") as set out in Appendix 14 to 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 June 2018.

Code Provision F.1.1

Mr. Tsang Hing Bun ("Mr. Tsang") was appointed as the company secretary of the Company (the "Company Secretary") 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. Cheng Yee Pun, 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.



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，截至二零一八年六月三十日止六個月，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。

董事資料更新

於二零一八年三月二十八日，董事會宣佈 (i) 許立信先生由於需專注彼之其他商業事務，已辭任本公司非執行董事兼主席；(ii) 貝克承晚先生按照公司的商業決定已退任本公司執行董事兼執行長；及(iii) 馮偉澄先生由於需專注彼之其他商業事務，已辭任本公司執行董事。

董事會亦宣佈，自二零一八年三月二十八日起，(i) 簡宜彬先生已獲委任為本公司主席以替代許立信先生；(ii) 高世忠先生已獲委任為本公司執行董事兼執行長；(iii) 高照洋先生已獲委任為本公司執行董事；及(iv) 鄭宜斌先生不再為簡宜彬先生之替任董事而已獲委任為本公司執行董事。

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 (the “**Model Code**”) as its own code of conduct regarding Directors’ securities transactions. 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 June 2018.

UPDATE ON DIRECTORS’ INFORMATION

On 28 March 2018, the Board announced that (i) Mr. Hui Lap Shun John has resigned as a non-executive Director and Chairman of the Company due to the need to concentrate on his other business commitment; (ii) Mr. Baker Sung Mahn Sam has stepped down from his positions as an executive Director and Chief Executive Officer of the Company pursuant to the commercial business decision of the Company; and (iii) Mr. Fung Wai Ching has resigned as an executive Director of the Company due to the need to concentrate on his other business commitment.

The Board also announced that with effect from 28 March 2018, (i) Mr. Chien Yi-Pin Mark has been appointed as the Chairman of the Company in place of Mr. Hui Lap Shun John; (ii) Mr. Kao Shih-Chung has been appointed as an executive Director and Chief Executive Officer of the Company; (iii) Mr. Kao Chao Yang has been appointed as an executive Director of the Company; and (iv) Mr. Cheng Yee Pun ceased to be an alternate director to Mr. Chien Yi-Pin Mark and has been appointed as an executive Director of the Company.

董事會進一步宣佈，於許立信先生自董事會辭任後，(i)許立信先生已不再為董事會提名委員會（「**提名委員會**」）主席；(ii)簡宜彬先生已獲委任為提名委員會主席以替代許立信先生；及(iii)鄧天樂先生已獲委任為提名委員會成員以替代陳主望先生。

董事會亦宣佈(i)高世忠先生已獲委任為董事會薪酬委員會成員以替代謝迪洋先生；及(ii)鄭宜斌先生獲委任為本公司之一名授權代表以替謝迪洋先生。於該變更後，根據上市規則第3.05條，本公司之授權代表為鄭宜斌先生及曾慶賢先生。

除上文所披露者外，概無其他須根據上市規則第13.51(B)條予以披露的事項。

僱員及薪酬政策

董事會已設立薪酬委員會，成員包括簡已然先生（薪酬委員會主席）、鄧天樂先生及高世忠先生。於二零一八年六月三十日，本集團總共約有527名（二零一七年十二月三十一日：483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鈎。其他員工福利包括公積金、保險及醫療保障。我們為僱員提供組織完善的培訓計劃，包括新僱員的新入職課程、涵蓋各類題材並以視像短片格式定制的培訓材料，讓僱員能夠隨時隨地觀看，以及提供如人工智能等特定題材的網上課程予經選定的僱員。我們亦舉辦導師計劃，據此本集團於中國內地的相關成員公司各高階及中階主管須向一至兩名新僱員提供定期教練指導及經驗分享。

The Board further announced that upon the resignation of Mr. Hui Lap Shun John from the Board, (i) Mr. Hui Lap Shun John has ceased to be the chairperson of the nomination committee of the Board (the “**Nomination Committee**”); (ii) Mr. Chien Yi-Pin Mark has been appointed as the chairperson of the Nomination Committee in place of Mr. Hui Lap Shun John; and (iii) Mr. Tang Tin Lok Stephen has been appointed as a member of the Nomination Committee in place of Mr. Chen Timothy.

The Board also announced that (i) Mr. Kao Shih-Chung has been appointed as a member of the remuneration committee of the Board in place of Mr. Tse Tik Yang Denis and; (ii) Mr. Cheng Yee Pun has been appointed as one of the authorised representatives of the Company in place of Mr. Tse Tik Yang Denis. Following such change, the authorised representatives of the Company under Rule 3.05 of the Listing Rules are Mr. Cheng Yee Pun and Mr. Tsang Hing Bun.

Save as disclosed above, there are no other matters that need to be disclosed pursuant to Rule 13.51(B) of the Listing Rules.

EMPLOYEES AND EMOLUMENT POLICY

The Board has set up the Remuneration Committee and the members are Mr. Kan Ji Ran Laurie (chairperson of the Remuneration Committee), Mr. Tang Tin Lok Stephen and Mr. Kao Shih-Chung. As at 30 June 2018, the Group had a total of approximately 527 (31 December 2017: 483) 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 within the general framework of the Group's salary and bonus system. Other employee benefits include provident fund, insurance and medical cover. We provide well-organized training schemes for our employees, including new starter course for new employees, training materials on a wide variety of topics tailor-made in video clip format such that employees are able to watch them anytime anywhere, and online courses on specific topics such as artificial intelligence are provided for selected employees. We also conduct a mentorship program in which each of the senior and middle management of the relevant members of the Group in Mainland China is required to provide regular coaching and experience sharing with one to two new employees.



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(審核委員會主席)、簡己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，包括審閱截至二零一八年六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
簡宜彬

香港，二零一八年八月二十七日

AUDIT COMMITTEE

The Audit Committee has three members comprising three independent non-executive Directors, namely, Mr. Tang Tin Lok Stephen (chairperson of the Audit Committee), Mr. Kan Ji Ran Laurie and Mr. Chen Timothy, with terms of reference in compliance with the Listing Rules. The Audit Committee reviews the Group's financial reporting, internal controls and makes 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 June 2018.

By order of the Board
Maxnerva Technology Services Limited
Chien Yi-Pin Mark
Chairman

Hong Kong, 27 August 2018

簡明合併利潤表

CONDENSED CONSOLIDATED INCOME STATEMENT

截至二零一八年六月三十日止六個月

FOR THE SIX MONTHS ENDED 30 JUNE 2018

			(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018 人民幣千元 RMB'000	(未經審核) 截至 二零一七年 九月三十日 止六個月 (重列) (Unaudited) Six months ended 30 September 2017 (Re-presented) 人民幣千元 RMB'000
持續經營業務	Continuing operations			
收入	Revenue	2	105,140	189,409
銷售成本	Cost of sales		(90,186)	(126,861)
毛利	Gross profit		14,954	62,548
其他收入	Other income		1,138	325
其他收益	Other gains		904	511
應收營業賬項減值撥備	Provision for impairment of trade receivables		(10,287)	—
銷售及經銷開支	Selling and distribution expenses		(7,542)	(3,332)
一般及行政開支	General and administrative expenses		(20,114)	(21,349)
經營(虧損)/溢利	Operating (loss)/profit	3	(20,947)	38,703
融資收入	Finance income		1,087	476
除稅前(虧損)/溢利	(Loss)/profit before income tax		(19,860)	39,179
所得稅開支	Income tax expense	4	(178)	(10,793)
持續經營業務期間 (虧損)/溢利	(Loss)/profit for the period from continuing operations		(20,038)	28,386
非持續經營業務	Discontinued operations			
非持續經營業務期間 虧損	Loss for the period from discontinued operations	5	—	(3,183)
期間(虧損)/溢利	(Loss)/profit for the period		(20,038)	25,203

簡明合併利潤表

CONDENSED CONSOLIDATED INCOME STATEMENT

截至二零一八年六月三十日止六個月
FOR THE SIX MONTHS ENDED 30 JUNE 2018

			(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018	(未經審核) 截至 二零一七年 九月三十日 止六個月 (重列) (Unaudited) Six months ended 30 September 2017 (Re-presented) 人民幣仙 RMB cents
	附註 Note		人民幣仙 RMB cents	
本公司普通權益持有人 應佔持續及非持續 經營業務(虧損)/ 溢利之每股 (虧損)/溢利		(Losses)/earnings per share for (loss)/profit from continuing and discontinued operations attributable to ordinary equity holders of the Company		
基本	7	Basic		
— 來自持續經營 業務		— from continuing operations	(3.03)	4.29
— 來自非持續經 營業務		— from discontinued operations	—	(0.48)
本公司普通權益持有 人應佔(虧損)/ 溢利之每股基本 (虧損)/盈利		Basic (losses)/earnings per share for (loss)/profit attributable to ordinary equity holders of the Company	(3.03)	3.81
攤薄	7	Diluted		
— 來自持續經營 業務		— from continuing operations	(3.03)	4.25
— 來自非持續經 營業務		— from discontinued operations	—	(0.48)
本公司普通權益持有 人應佔(虧損)/ 溢利之每股攤薄 (虧損)/盈利		Diluted (losses)/earnings per share for (loss)/profit attributable to ordinary equity holders of the Company	(3.03)	3.77

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.

簡明合併綜合收益表

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至二零一八年六月三十日止六個月

FOR THE SIX MONTHS ENDED 30 JUNE 2018

		(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018 人民幣千元 RMB'000	(未經審核) 截至 二零一七年 九月三十日 止六個月 (重列) (Unaudited) Six months ended 30 September 2017 (Re-presented) 人民幣千元 RMB'000
期間(虧損)/溢利	(Loss)/profit for the period	(20,038)	25,203
其他綜合收益/(虧損)：	Other comprehensive income/ (loss):		
可能分類為損益之項目	Item that may be reclassified to profit or loss		
外幣換算差額	Currency translation differences	17	(8,315)
期間其他綜合收益/ (虧損)，稅後淨額	Other comprehensive income/ (loss) for the period, net of tax	17	(8,315)
期間總綜合(虧損)/收益	Total comprehensive (loss)/ income for the period	(20,021)	16,888
期間總綜合(虧損)/收益 歸屬於本公司擁有人：	Total comprehensive (loss)/income for the period attributable to owners of the Company arising from:		
持續經營業務	Continuing operations	(20,021)	19,401
非持續經營業務	Discontinued operations	—	(2,513)
		(20,021)	16,888

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.

簡明合併資產負債表

CONDENSED CONSOLIDATED BALANCE SHEET

於二零一八年六月三十日
AS AT 30 JUNE 2018

			(未經審核) 二零一八年 六月三十日 (Unaudited) 30 June 2018 人民幣千元 RMB'000	(經審核) 二零一七年 十二月三十一日 (Audited) 31 December 2017 人民幣千元 RMB'000
		附註 Note		
資產	ASSETS			
非流動資產	Non-current assets			
無形資產	Intangible assets	8	4,154	5,924
物業、機器及設備	Property, plant and equipment	8	32,635	32,070
融資租賃應收賬項	Finance lease receivables	9	6,199	7,013
其他長期資產	Other long-term assets	8	2,662	1,027
總非流動資產	Total non-current assets		45,650	46,034
流動資產	Current assets			
存貨	Inventories		28,400	24,204
營業及租賃應收賬項	Trade and lease receivables	9	132,802	233,328
合約資產	Contract assets		1,772	—
預付款項、按金及 其他應收款項	Prepayments, deposits and other receivables		18,089	31,677
短期銀行存款	Short-term bank deposit		45,971	30,000
現金及現金等價物	Cash and cash equivalents		131,263	143,819
總流動資產	Total current assets		358,297	463,028
總資產	Total assets		403,947	509,062
權益	EQUITY			
本公司擁有人應佔股本 及儲備	Capital and reserves attributable to owners of the Company			
股本	Share capital	11	65,111	65,111
股份溢價	Share premium	11	191,340	191,340
儲備	Reserves		52,999	72,423
總權益	Total equity		309,450	328,874

簡明合併資產負債表

CONDENSED CONSOLIDATED BALANCE SHEET

於二零一八年六月三十日
AS AT 30 JUNE 2018

			(未經審核) 二零一八年 六月三十日 (Unaudited) 30 June 2018 人民幣千元 RMB'000	(經審核) 二零一七年 十二月三十一日 (Audited) 31 December 2017 人民幣千元 RMB'000
		附註 Note		
負債	LIABILITIES			
非流動負債	Non-current liabilities			
融資租賃承擔	Obligation under finance lease		13,360	11,764
流動負債	Current liabilities			
應付營業賬項	Trade payables	10	46,727	111,843
應付費用及其他應付款項	Accruals and other payables		16,363	51,465
合約負債	Contract liabilities		13,829	—
融資租賃承擔	Obligation under finance lease		3,664	2,885
應付稅項	Tax payables		554	2,231
總流動負債	Total current liabilities		81,137	168,424
總負債	Total liabilities		94,497	180,188
總權益及負債	Total equity and liabilities		403,947	509,062

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.

簡明合併權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一八年六月三十日止六個月

FOR THE SIX MONTHS ENDED 30 JUNE 2018

		未經審核 Unaudited			
		本公司權益持有人應佔 Attributable to equity holders of the Company			
		股本 Share capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	儲備 Reserves 人民幣千元 RMB'000	總權益 Total equity 人民幣千元 RMB'000
於二零一八年一月一日	At 1 January 2018	65,111	191,340	72,423	328,874
綜合虧損：	Comprehensive loss:				
期間虧損	Loss for the period	—	—	(20,038)	(20,038)
其他綜合收益：	Other comprehensive income:				
外幣換算差額	Currency translation differences	—	—	17	17
期間總綜合虧損	Total comprehensive loss for the period	—	—	(20,021)	(20,021)
以彼等為擁有人之身份與 擁有人進行之交易：	Transactions with owners in their capacity as owners:				
僱員股份計劃 — 僱員 服務價值	Employee share schemes — value of employee services	—	—	597	597
於二零一八年六月三十日	At 30 June 2018	65,111	191,340	52,999	309,450

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.

簡明合併權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一八年六月三十日止六個月
FOR THE SIX MONTHS ENDED 30 JUNE 2018

		未經審核 Unaudited			
		本公司權益持有人應佔(重列) Attributable to equity holders of the Company (Re-presented)			
		股本 Share capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	儲備 Reserves 人民幣千元 RMB'000	總權益 Total equity 人民幣千元 RMB'000
於二零一七年四月一日	At 1 April 2017	65,111	191,340	34,067	290,518
綜合收益：	Comprehensive income:				
期間溢利	Profit for the period	—	—	25,203	25,203
其他綜合虧損：	Other comprehensive loss:				
外幣換算差額	Currency translation differences	—	—	(8,315)	(8,315)
期間總綜合收益	Total comprehensive income for the period	—	—	16,888	16,888
以彼等為擁有人之身份與擁有人進行之交易：	Transactions with owners in their capacity as owners:				
僱員股份計劃 — 僱員服務價值	Employee share schemes — value of employee services	—	—	125	125
於二零一七年九月三十日	At 30 September 2017	65,111	191,340	51,080	307,531

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.

簡明合併現金流量表

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

截至二零一八年六月三十日止六個月

FOR THE SIX MONTHS ENDED 30 JUNE 2018

		(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018 人民幣千元 RMB'000	(未經審核) 截至 二零一七年 九月三十日 止六個月 (重列) (Unaudited) Six months ended 30 September 2017 (Re-presented) 人民幣千元 RMB'000
經營活動之現金流量	Cash flows from operating activities		
經營活動所得之現金	Cash generated from operations	5,656	30,772
支付利息	Interest paid	—	(115)
收取利息	Interest received	1,087	478
已付所得稅款	Income tax paid	(1,855)	(12,768)
經營活動所得之淨現金	Net cash generated from operating activities	4,888	18,367
投資活動之現金流量	Cash flows from investing activities		
購買物業、機器及設備	Purchases of property, plant and equipment	(455)	(2,247)
購買無形資產	Purchases of intangible assets	—	(467)
出售物業、機器及設備之所得款項	Proceeds from disposal of property, plant and equipment	47	620
到期之短期銀行存款	Maturity of short-term bank deposit	30,000	—
存放短期銀行存款	Placement of short-term bank deposit	(45,971)	—
投資活動所用之淨現金	Net cash used in investing activities	(16,379)	(2,094)
融資活動之現金流量	Cash flows from financing activities		
貸款所得款項	Proceeds from borrowings	—	32,658
償還貸款	Repayment of borrowings	—	(27,337)
償還融資租賃承擔之資本部分	Repayment of capital element of finance lease liabilities	(1,484)	—
融資活動(所用)/所得之淨現金	Net cash (used in)/generated from financing activities	(1,484)	5,321
現金及現金等價物(減少)/增加淨額	Net (decrease)/increase in cash and cash equivalents	(12,975)	21,594
期初現金及現金等價物	Cash and cash equivalents at the beginning of the period	143,819	194,560
外幣匯兌變動對於現金及現金等價物之影響淨額	Effect of foreign exchange rate change on cash and cash equivalents, net	419	(1,282)
期末現金及現金等價物	Cash and cash equivalents at the end of the period	131,263	214,872

簡明合併現金流量表

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

截至二零一八年六月三十日止六個月

FOR THE SIX MONTHS ENDED 30 JUNE 2018

主要非現金交易

本集團有以下主要非現金交易：

截至二零一八年六月三十日止六個月，本集團根據融資租賃收購若干電腦設備，成本人民幣3,810,000元(截至二零一七年九月三十日止六個月：人民幣15,487,000元)。

附註為整體簡明合併中期財務資料的一部份。

MAJOR NON-CASH TRANSACTIONS

The Group has the following major non-cash transactions:

During the six months ended 30 June 2018, the Group has acquired certain computer equipment under finance lease with cost of RMB3,810,000 (six months ended 30 September 2017: RMB15,487,000).

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

簡明中期財務資料附註

NOTES TO CONDENSED 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，本未經審核簡明合併中期財務資料乃以人民幣(「人民幣」)呈列。

本未經審核簡明合併中期財務資料已於二零一八年八月二十七日獲董事會批准刊發。

本未經審核簡明合併中期財務資料尚未經審核。

本截至二零一八年六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」)編製之本集團截至二零一七年十二月三十一日止九個月之年度財務報表一併閱覽。

所採納之會計政策與截至二零一七年十二月三十一日止九個月之年度財務報表所採納者一致，惟所得稅按適用於預期全年收益之稅率累計。

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 Renminbi (“RMB”), unless otherwise stated.

This unaudited condensed consolidated interim financial information was approved for issue by the Board on 27 August 2018.

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

This unaudited condensed consolidated interim financial information for the six months ended 30 June 2018 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 nine months ended 31 December 2017, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The accounting policies adopted are consistent with those of the annual financial statements for the nine months ended 31 December 2017 except that income tax is accrued using the tax rate that would be applicable to expected total annual earnings.

1(A) 編製基準及會計政策

(續)

(i)(a) 本集團採納之新訂及經修訂準則

下列新訂及現行準則之修訂於二零一八年一月一日或之後開始之會計期間強制實行。

年度改進項目香港財務報告準則第1號及香港會計準則第28號(修訂本) 二零一四至二零一六年週期之年度改進

香港財務報告準則第2號(修訂本) 股份支付交易之分類及計量

香港財務報告準則第4號(修訂本) 保險合約

香港財務報告準則第9號 金融工具

香港財務報告準則第15號 與客戶合約之收入

香港財務報告準則第15號(修訂本) 香港財務報告準則第15號之澄清

香港會計準則第40號(修訂本) 投資物業的轉撥

香港(國際財務報告詮釋委員會)第22號 外幣交易與預付代價

採納該等新訂及經修訂準則並無對本集團產生重大影響，惟下文進一步說明者除外。

1(A) BASIS OF PREPARATION AND ACCOUNTING POLICIES

(Continued)

(i)(a) New and amended standards adopted by the Group

The following new standards and amendments to existing standards are mandatory for accounting periods beginning on or after 1 January 2018.

Annual Improvements Project HKFRS 1 and HKAS 28 (amendments) Annual improvement 2014-2016 Cycle

HKFRS 2 (amendments) Classification and measurement of share-based payment transactions

HKFRS 4 (amendments) Insurance contracts

HKFRS 9 Financial instruments

HKFRS 15 Revenue from contracts with customers

HKFRS 15 (amendments) Clarifications to HKFRS 15

HKAS 40 (amendments) Transfer of investment property

HK(IFRIC) 22 Foreign currency transactions and advance consideration

The adoption of these new and amended standards did not have material effect to the Group, other than those further explained below.

1(A) 編製基準及會計政策
(續)

(i)(b) 對財務報表之影響

下表載列就各個別項目確認之調整。不受變動影響的項目並不包括在內。因此，已披露之小計及總數並不能由所提供的數字重新計算。該等調整按以下準則作出進一步解釋。

簡明合併 資產負債表(摘錄)	Condensed Consolidated Balance Sheet (extract)	於 二零一七年 十二月三十一日 原列 As at 31 December 2017 As originally reported 人民幣千元 RMB'000	首次採納 香港財務報告 準則第15號 之影響 Impact of initial adoption of HKFRS 15 人民幣千元 RMB'000	於 二零一八年 一月一日 重列 As at 1 January 2018 Restated 人民幣千元 RMB'000
流動資產	Current assets			
營業及租賃應收款項	Trade and lease receivables	233,328	(9,444)	223,884
合約資產	Contract assets	—	9,444	9,444
流動負債	Current liabilities			
應計費用及其他應付款項	Accruals and other payables	(51,465)	23,488	(27,977)
合約負債	Contract liabilities	—	(23,488)	(23,488)

(i)(c) 香港財務報告準則第9號金融工具 — 採納的影響

香港財務報告準則第9號取代香港會計準則第39號有關金融資產及金融負債確認、分類及計量、終止確認金融工具、金融資產減值及對沖會計處理的條文。

由二零一八年一月一日起採納香港財務報告準則第9號並無對本集團造成重大影響，惟金融資產的減值方法例外。有關金融資產減值計量的新會計政策載列如下。

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

(i)(b) Impact on the financial statements

The following table shows the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included. As a result, the sub-totals and totals disclosed cannot be recalculated from the numbers provided. The adjustments are explained in more detail by standard below.

(i)(c) HKFRS 9 Financial Instruments — impact of adoption

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The adoption of HKFRS 9 from 1 January 2018 does not have material impact to the Group, except for the methodology of impairment of financial assets. The new accounting policies in relation to measurement of impairment of financial assets are set out in below.

1(A) 編製基準及會計政策
(續)

(i)(c) 香港財務報告準則第9號金融工具採納的影響 (續)

金融資產減值

本集團擁有三類金融資產，須遵守香港財務報告準則第9號之新預期信貸虧損模式：

- 營業及租賃應收賬項；
- 合約資產；及
- 按攤銷成本計量的其他金融資產。

本集團須按香港財務報告準則第9號為各類資產修訂減值方法。該等金融資產的減值撥備乃根據有關違約風險及預期虧損比率之假設釐定。本集團參照往績、客戶個別的因素、市場現況及前瞻預測，以訂下假設及選擇減值計算的參數。

營業及租賃應收賬項及合約資產

本集團應用香港財務報告準則第9號簡化方法計量預期信貸虧損(「**預期信貸虧損**」)，所有營業及租賃應收賬項及合約資產使用了全期預期虧損計提撥備。

為計量預期信貸虧損，營業及租賃應收賬項已根據共同信貸風險特徵及逾期日分組。合約資產涉及未入賬的進行中項目，與相同類型合約的營業應收賬項具有大致相同的風險特徵。因此，本集團認為，營業應收賬項的預期虧損比率與合約資產的虧損比率大概相約。

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

(i)(c) HKFRS 9 Financial Instruments — impact of adoption (Continued)

Impairment of financial assets

The Group has three types of financial assets that are subject to HKFRS 9's new expected credit loss model:

- trade and lease receivables;
- contract assets; and
- other financial assets at amortised cost.

The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets. The provision for impairment of these financial assets is based on assumptions about risk of default and expected loss rates. The Group used judgement in making these assumptions and selecting inputs to the impairment calculation, based on Group's past history, factors that are specific to the customers, existing market conditions as well as forward looking estimates at the end of each reporting period.

Trade and lease receivables, and contract assets

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses ("ECL") which uses a lifetime expected loss allowance for all trade and lease receivables, and contract assets.

To measure the ECL, trade and lease receivables have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

1(A) 編製基準及會計政策
(續)

(i)(c) 香港財務報告準則第9號金融工具採納的影響 (續)

金融資產減值 (續)

營業及租賃應收賬項及合約資產 (續)

應用預期信貸虧損模式，對該等金融資產的減值撥備所造成的影響並不重大。

按攤銷成本計量的其他金融資產

按攤銷成本計量的其他金融資產包括按金及其他應收款項。應用預期信貸虧損模式對該等金融資產的減值撥備所造成的影響並不重大。

(i)(d) 香港財務報告準則第9號金融工具 — 會計政策

投資及其他金融資產

分類

由二零一八年一月一日起，本集團將金融資產分類為以下計量類別：

- 其後按公平值(計入其他綜合收益或計入損益)計量的金融資產；及
- 按攤銷成本計量的金融資產。

分類取決於實體管理金融資產的業務模式及現金流量的合約條款。

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

(i)(c) HKFRS 9 Financial Instruments — impact of adoption (Continued)

Impairment of financial assets (Continued)

Trade and lease receivables, and contract assets (Continued)

Applying the ECL model, resulted in immaterial impact on the provision for impairment for these financial assets.

Other financial assets at amortised cost

Other financial assets at amortised cost include deposits and other receivables. Applying the ECL model, resulted in immaterial impact on the provision for impairment for these financial assets.

(i)(d) HKFRS 9 Financial Instruments — accounting policies

Investments and other financial assets

Classification

From 1 January 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI, or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

1(A) 編製基準及會計政策
(續)

(i)(d) 香港財務報告準則第9號金融工具 – 會計政策 (續)

投資及其他金融資產 (續)

分類 (續)

就按公平值計量的資產而言，收益及虧損將計入損益或其他綜合收益。並非持作買賣的股權投資將視乎本集團是否於初步確認時不可撤回地選擇以按公平值計入其他綜合收益將股權投資入賬。

計量

於初步確認時，本集團按公平值加上(倘金融資產並非按公平值計入損益)收購金融資產直接應佔的交易成本計量金融資產。以按公平值計入損益列賬的金融資產之交易成本於損益中支銷。

於確定附帶嵌入式衍生工具的金融資產的現金流量是否僅用以支付本金及利息時會全面考慮該等金融資產。

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

(i)(d) HKFRS 9 Financial Instruments – accounting policies (Continued)

Investments and other financial assets (Continued)

Classification (Continued)

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

1(A) 編製基準及會計政策
(續)

(i)(d) 香港財務報告準則第9號金融工具 – 會計政策 (續)

投資及其他金融資產 (續)

減值

自二零一八年一月一日起，本集團按前瞻性基準評估與其他金融資產有關的預期信貸虧損。所應用的減值方法乃視乎信貸風險是否存在重大增加而定。

就營業及租賃應收賬項以及合約資產而言，本集團應用香港財務報告準則第9號所允許的簡易方法，有關方法規定預期全期虧損將於期初確認該等應收款項時確認。

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

(i)(d) **HKFRS 9 Financial Instruments – accounting policies** (Continued)

Investments and other financial assets
(Continued)

Impairment

From 1 January 2018, the Group assesses on a forward looking basis the ECL associated with its other financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade and lease receivables, and contract assets, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

1(A) 編製基準及會計政策
(續)**(i)(e) 香港財務報告準則第15號
與客戶合約之收入 — 採納
之影響**

本集團已自二零一八年一月一日起採納香港財務報告準則第15號，其導致會計政策出現變動。根據香港財務報告準則第15號之過渡條文，本集團已採納經修訂之追溯法過渡至新收入準則。根據該過渡方法，(i)過往期間之比較資料不會重列；(ii)首次應用香港財務報告準則第15號之日為本集團首次應用香港財務報告準則第15號規定之年度報告期間之首日（即二零一八年一月一日）；(iii)本集團確認首次應用香港財務報告準則第15號之累計影響，將為採納年份保留溢利（或其他權益部分，如適用）期初結餘之調整（即於二零一八年一月一日）；及(iv)本集團選擇僅對於二零一八年一月一日尚未完成之合約應用新訂準則。簡明合併資產負債表內之分類變動於首次應用日（二零一八年一月一日）之影響於附註1(A)(i)(b)之表格內披露。

**1(A) BASIS OF PREPARATION AND
ACCOUNTING POLICIES** (Continued)**(i)(e) HKFRS 15 Revenue from contracts with
customers — impact of adoption**

The Group has adopted HKFRS 15 from 1 January 2018 which resulted in changes in accounting policies. In accordance with the transition provisions in HKFRS 15, the Group has adopted the modified retrospective approach for transition to the new revenue standard. Under this transition approach, (i) comparative information for prior periods is not restated; (ii) the date of the initial application of HKFRS 15 is the first day of the annual reporting period in which the Group first applies the requirement of HKFRS 15, i.e. 1 January 2018; (iii) the Group recognises the cumulative effect of initial application of HKFRS 15 as an adjustment to the opening balance of retained profit (or other component of equity, as appropriate) in the year of adoption, i.e. as at 1 January 2018; and (iv) the Group elects to apply the new standard only to contracts that are not completed contracts at 1 January 2018. The impact of the change in the classification in the condensed consolidated balance sheet at the date of initial application (1 January 2018) is disclosed in the table in note 1(A)(i)(b).

1(A) 編製基準及會計政策

(續)

(i)(f) 香港財務報告準則第15號與客戶合約之收入 — 會計政策

本集團已識別多項收入確認政策及受香港財務報告準則第15號影響之披露。該等主要影響如下：

香港財務報告準則第15號要求識別符合作為獨立「履約責任」的客戶合約的可交付產品。所識別的履約責任取決於個別客戶合約的性質。應收客戶的交易價格須按相對獨立的售價基準於本集團根據合約的各項履約責任之間分配。應用香港財務報告準則第15號導致就部分資訊科技項目識別更多獨立的履約責任，乃取決於個別客戶合約的性質。對收入呈報的主要影響為當本集團釐定資訊科技項目有獨立的履約責任時，將於某一時間點或隨一段時間以相對獨立的售價為基準就硬件／軟件及服務組成部分單獨確認收入。此外，本集團須釐定其是否擔任各項已識別履約責任的主事人或代理人，乃取決於本集團於轉讓指定貨品或服務予客戶前是否控制該等貨品或服務。

1(A) BASIS OF PREPARATION AND ACCOUNTING POLICIES

*(Continued)***(i)(f) HKFRS 15 Revenue from contracts with customers — accounting policies**

The Group has identified a number of revenue recognition policies and disclosures that is impacted by HKFRS 15. Those major impacts are as below:

HKFRS 15 requires the identification of deliverables in contracts with customers that qualify as separate “performance obligations”. The performance obligations identified depend on the nature of individual customer contracts. The transaction price receivable from customers must be allocated between the Group’s performance obligations under the contracts on a relative stand-alone selling price basis. The application of HKFRS 15 results in the identification of more separate performance obligations for some of the I.T. projects, depending on the nature of individual customer contracts. The primary impact on revenue reporting is that when the Group determines that there are separate performance obligations in the I.T. project, revenues will be recognised separately for the hardware/software and service components on a relative stand-alone selling price basis at a point in time or over time. In addition, the Group has to determine if it acts as principal or agent for each of the performance obligations identified depending on whether the Group controls the specified goods or services before they are transferred to the customer.

1(A) 編製基準及會計政策

(續)

- (ii) 尚未生效及本集團並無提早採納之準則及現有準則之修訂本

下列與本集團營運相關的已頒佈準則及對現有準則之修訂須於二零一八年一月一日後開始的本集團會計期間強制執行，而本集團並無提早採納：

年度改進項目香港 二零一五年至二零
財務報告準則 一七年週期之
第3號、香港財 年度改進¹
務報告準則第11
號、香港財務報
告準則第12號及
香港會計準則第
23號(修訂本)

香港財務報告準則 具不賠償條款
第9號(修訂本) 預付款¹

香港財務報告準則 租賃¹
第16號

香港財務報告準則 投資者與其聯營
第10號及香港 公司或合營公
會計準則第28號 司之間的資產
(修訂本) 出售或貢獻²

香港會計準則第19 僱員福利：計劃
號(修訂本) 修訂、縮減或
結算¹

香港(國際財務報 所得稅處理的不
告詮釋委員會) 確定性¹
第23號

¹ 於二零一九年一月一日
或之後開始之年度期
間生效

² 生效日期待定

1(A) BASIS OF PREPARATION AND ACCOUNTING POLICIES

(Continued)

- (ii) Standards and amendments to existing standards that not yet effective and have not been early adopted by the Group

The following published standards and amendments to existing standards are relevant to the Group's operations mandatory for the Group's accounting periods beginning after 1 January 2018 and have not been early adopted by the Group:

Annual Improvements	Annual improvement
Project HKFRS 3, HKFRS 11, HKFRS 12 and HKAS 23 (amendments)	2015-2017 Cycle ¹

HKFRS 9 (amendments)	Prepayment features with negative compensation ¹
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HKFRS 16	Leases ¹
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HKFRS 10 and HKAS 28 (amendments)	Sale or contribution of assets between an investor and its associate or joint venture ²
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HKAS 19 (amendments)	Employee Benefits: Plan amendment, curtailment or settlement ¹
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HK(IFRIC) 23	Uncertainty over income tax treatments ¹
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¹ Effective for annual periods beginning on or after 1 January 2019

² Effective date to be determined

1(A) 編製基準及會計政策

(續)

- (ii) 尚未生效及本集團並無提早採納之準則及現有準則之修訂本(續)

本集團將於上述新準則及現行準則之修訂生效時應用上述各項。本集團預期應用上述新準則及現行準則之修訂對本集團之業績及財務狀況並無重大影響，惟下文所說明之香港財務報告準則第16號「租賃」除外：

香港財務報告準則第16號「租賃」

由於經營與融資租賃的區分被取消，香港財務報告準則第16號將導致幾乎所有租賃於資產負債表中予以確認。新準則下，資產(使用租賃項目的權利)及支付租金的財務負債予以確認。短期及低價值租賃為唯一例外。

除租賃之定義及分租之入賬外，出租人入賬將無重大變動。

準則將主要影響本集團經營租賃的會計處理。於報告日期，本集團之不可撤銷經營租賃承擔約為人民幣17,634,000元。然而，本集團尚未釐定在何種程度下此等承擔將會導致確認資產與未來付款之負債，以及對於本集團利潤及現金流量分類有何影響。

1(A) BASIS OF PREPARATION AND ACCOUNTING POLICIES

(Continued)

- (ii) **Standards and amendments to existing standards that not yet effective and have not been early adopted by the Group** (Continued)

The Group will apply the above new standards and amendments to existing standards when they become effective. The Group anticipates that the application of the above new standards and amendments to existing standards have no material impact on the results and the financial position of the Group, except for HKFRS 16 "Leases" as explained below:

HKFRS 16, "Leases"

HKFRS 16 will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change except for the definition of lease and accounting for sublease.

The standard will affect primarily the accounting for Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of approximately RMB17,634,000. However, the Group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Group's profit and classification of cash flows.

1(A) 編製基準及會計政策
(續)

- (ii) 尚未生效及本集團並無提早採納之準則及現有準則之修訂本(續)

香港財務報告準則第16號「租賃」(續)

若干承擔可能涵蓋在短期及低價值租賃的例外中，而若干租賃可能不符合香港財務報告準則第16號下的租賃。新準則於二零一九年一月一日或之後開始之財政年度內強制生效。目前階段，本集團並無意於準則生效日期前採納有關準則。

1(B) 財務風險管理

(a) 財務風險因素

本集團的活動承受多種財務風險：市場風險(包括外匯風險及現金流及公平值利率風險)、信貸風險及流動性風險。

簡明合併中期財務報表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於二零一七年十二月三十一日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。

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

- (ii) Standards and amendments to existing standards that not yet effective and have not been early adopted by the Group (Continued)

HKFRS 16, "Leases" (Continued)

Some of the commitments may be covered by the exception for short-term and low value leases and some commitments may relate to arrangements that will not qualify as leases under HKFRS 16. The new standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date.

1(B) FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

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

The interim condensed consolidated financial statements 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 December 2017.

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

1(B) 財務風險管理(續)

(b) 公平值估計

二零一八年六月三十日及二零一七年十二月三十一日，金融工具所得的全部公平值估計乃根據香港財務報告準則第7號公平值計量等級架構作出。

公平值計量各層級的定義如下：

- 同類資產或負債於活躍市場上之報價(未經調整)(層級一)。
- 計入第一層內之報價以外之資產或負債之可觀察參數，不論直接(即價格)或間接(即衍生自價格)(層級二)。
- 非基於可觀察市場數據之資產或負債參數(即不可觀察參數)(層級三)。

由於到期日較短的關係，本集團之流動金融資產之面值，此包括現金及現金等價物、短期銀行存款、應收營業及租賃賬項、合約資產、按金及其他應收款項，以及其流動金融負債之面值，此包括應付營業賬項、應計費用、其他應付款項及融資租賃承擔，均與其公平值無重大差異。

1(B) FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair value estimation

As at 30 June 2018 and 31 December 2017, all the resulting fair value estimates on the financial instruments are made according to the fair value measurement hierarchy under HKFRS 7.

The different levels of fair value measurements are defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The carrying amounts of the Group's current financial assets, including cash and cash equivalents, short-term bank deposit, trade and lease receivables, contract assets, deposits and other receivables, and the Group's current financial liabilities including trade payables, accruals and other payables and obligation under finance lease, approximate their fair values due to their short maturities.

2 收入及分部資料

於二零一七年十二月，電子產品製造業務已被出售，因此截至二零一七年十二月三十一日止九個月分類為非持續經營業務（「出售事項」）。非持續經營業務已導致本集團的架構以至其可報告分部的組成有所改變。比較數字已重列。

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子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。

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，並認為本集團於出售事項後僅有一個經營分部，即「資訊科技整合及解決方案服務」。

2 REVENUE AND SEGMENT INFORMATION

In December 2017, the electronic products manufacturing business has been disposed of and therefore classified as discontinued operations for the nine months ended 31 December 2017 (“Disposal”). The discontinued operations have resulted in a change in Group’s structure and therefore its composition of reporting segment. The comparative figures has been re-presented.

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.

The CODM considers the business from the perspective of the nature of operations and the type of products or services, and considers that, after the Disposal the Group has only one operating segment, namely “I.T. Integration and Solutions Services”.

2 收入及分部資料 (續)

2 REVENUE AND SEGMENT INFORMATION (Continued)

		(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018 人民幣千元 RMB'000	(未經審核) 截至 二零一七年 九月三十日 止六個月 (重列) (Unaudited) Six months ended 30 September 2017 (Re-presented) 人民幣千元 RMB'000
收入	Revenue		
資訊科技項目	I.T. project	61,349	138,390
維修及諮詢服務	Maintenance and consulting services	33,886	32,959
銷售貨品	Sales of goods	7,914	15,776
租賃收入	Lease income	1,991	2,284
		105,140	189,409
與客戶合約之收入：	Revenue from contracts with customers:		
— 隨時間確認	— Recognised over time	67,977	95,097
— 於某一時間點確認	— Recognised at a point of time	35,172	92,028
其他來源之收入：	Revenue from other source:		
— 租金收入	— Lease income	1,991	2,284
		105,140	189,409

按地理位置劃分之收入乃根據截至二零一八年六月三十日及二零一七年九月三十日止六個月服務／產品交付之目的地釐定。本集團之絕大部分收入乃來自中國，而其他則於香港、台灣及北美洲。

Revenue by geographical location is determined by the destination where the services/products were delivered for the six months ended 30 June 2018 and 30 September 2017. Substantially all of the Group's revenue were derived in PRC with others in Hong Kong, Taiwan and North America.

3 經營(虧損)/溢利

經營(虧損)/溢利在扣減以下各項後列報：

3 OPERATING (LOSS)/PROFIT

Operating (loss)/profit is stated after charging the following:

	(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018 人民幣千元 RMB'000	(未經審核) 截至 二零一七年 九月三十日 止六個月 (重列) (Unaudited) Six months ended 30 September 2017 (Re-presented) 人民幣千元 RMB'000
扣除：	Charging:	
資訊科技項目硬件及 軟件成本及銷售貨品 成本	Cost of hardware and software for I.T. projects and cost of goods sold	42,908
員工福利開支 (包括董事酬金)	Employment benefit expenses (including directors' emoluments)	78,605
非流動資產折舊及 攤銷	Depreciation and amortisation of non-current assets	51,981
分包費用	Sub-contracting fee	6,252
土地及物業營運租約 租金	Operating lease rental in respect of land and buildings	3,300
存貨減值撥備	Provision for impairment of inventories	3,472
		1,455
		—

4 所得稅開支

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% (二零一七年九月三十日：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所得稅，截至二零一八年六月三十日及二零一七年九月三十日止六個月稅率分別是25%及17% (倘適用)。

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% (30 September 2017: 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 of 25% and 17%, respectively, for six months ended 30 June 2018 and 30 September 2017, where applicable.

4 所得稅開支(續)

根據中國內地西部優惠稅率政策，其中一間中國附屬公司獲相關地方稅局批准由二零一七年至二零二零年享有優惠企業所得稅率15%。

扣除自簡明合併收益表的稅項金額指：

4 INCOME TAX EXPENSE (Continued)

One of the subsidiaries in Mainland China was approved by the relevant local tax bureaus under the preferential tax policy for the western region of Mainland China, and was entitled to a preferential corporate income tax rate of 15% from 2017 until 2020.

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

		(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018 人民幣千元 RMB'000	(未經審核) 截至 二零一七年 九月三十日 止六個月 (重列) (Unaudited) Six months ended 30 September 2017 (Re-presented) 人民幣千元 RMB'000
當期稅項：	Current taxation:		
— 台灣所得稅	— Taiwan income tax	171	—
— 中國企業所得稅	— PRC corporate income tax	7	10,793
		178	10,793

5 非持續經營業務

(i) 概述

於二零一七年十二月，本集團出售其於 Daiwa Nominees Limited 及其附屬公司之100%股權予一名獨立第三方，現金代價為14,000,000港元(相當於約人民幣11,843,000元)。電子產品製造經營分部已分類為非持續經營業務。比較數字已重列。

(ii) 財務表現及現金流量資料

非持續經營業務之業績載列如下。

5 DISCONTINUED OPERATIONS

(i) Description

In December 2017, the Group disposed of its 100% equity interest in Daiwa Nominees Limited and its subsidiaries to an independent third party at a cash consideration of HK\$14,000,000 (equivalent to approximately RMB11,843,000). The operating segment of Electronic Products Manufacturing had been classified as discontinued operations. Comparative figures have been re-presented.

(ii) Financial performance and cash flows information

The results of the discontinued operations are set out below.

		(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018 人民幣千元 RMB'000	(未經審核) 截至 二零一七年 九月三十日 止六個月 (Unaudited) Six months ended 30 September 2017 人民幣千元 RMB'000
收入	Revenue	—	38,042
開支	Expenses	—	(40,979)
除所得稅前虧損	Loss before income tax	—	(2,937)
所得稅開支	Income tax expense	—	(246)
非持續經營業務虧損	Loss from discontinued operations	—	(3,183)
非持續經營業務之其他綜合收益	Other comprehensive income from discontinued operations		
— 外幣換算差額	— Currency translation differences	—	669

5 非持續經營業務 (續)

(ii) 財務表現及現金流量資料
(續)

非持續經營業務之現金
流量

5 DISCONTINUED OPERATIONS

(Continued)

(ii) Financial performance and cash flows
information (Continued)

Cash flows from discontinued operations

		(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018 人民幣千元 RMB'000	(未經審核) 截至 二零一七年 九月三十日 止六個月 (Unaudited) Six months ended 30 September 2017 人民幣千元 RMB'000
經營活動所用之淨現金	Net cash used in operating activities	—	(7,740)
融資活動所得之淨現金	Net cash generated from financing activities	—	5,321
淨現金流量	Net cash flows	—	(2,419)

6 股息

於二零一八年八月二十七日舉行的董事會會議上，董事並無宣派截至二零一八年六月三十日止六個月之中期股息(截至二零一七年九月三十日止六個月：零)。

6 DIVIDENDS

At a Board meeting held on 27 August 2018, no interim dividend is declared by the Directors for the six months ended 30 June 2018 (six months ended 30 September 2017: Nil).

7 每股(虧損)/盈利

7 (LOSSES)/EARNINGS PER SHARE

(a) 基本

(a) Basic

每股基本虧損/盈利乃根據期內本公司股權持有人應佔虧損/盈利除以已發行普通股加權平均數計算。

Basic losses/earnings per share is calculated by dividing the loss/profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

		(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018 人民幣千元 RMB'000	(未經審核) 截至 二零一七年 九月三十日 止六個月 (重列) (Unaudited) Six months ended 30 September 2017 (Re-presented) 人民幣千元 RMB'000
本公司股權持有人應佔(虧損)/溢利	(Loss)/profit attributable to equity holders of the Company	(20,038)	25,203
不包括： 本公司股權持有人應佔非持續經營業務虧損	Excluding: Loss from discontinued operations attributable to equity holders of the Company	—	3,183
本公司股權持有人應佔持續經營業務(虧損)/溢利	(Loss)/profit from continuing operations attributable to equity holders of the Company	(20,038)	28,386

7 每股(虧損)/盈利(續) 7 (LOSSES)/EARNINGS PER SHARE
(Continued)

(a) 基本(續)

(a) Basic (Continued)

		(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018	(未經審核) 截至 二零一七年 九月三十日 止六個月 (重列) (Unaudited) Six months ended 30 September 2017 (Re-presented)
已發行普通股加權 平均數(千股)	Weighted average number of ordinary shares in issue ('000)	662,239	662,239
每股基本(虧損)/ 盈利(四捨五入至 人民幣仙)	Basic (losses)/earnings per share (rounded to RMB cents)	(3.03)	4.29
— 持續經營業務	— Continuing operations	—	(0.48)
— 非持續經營業務	— Discontinued operations		
		(3.03)	3.81

(b) 攤薄

(b) Diluted

每股攤薄(虧損)/盈利乃調整已發行普通股加權平均數，以假設所有攤薄潛在普通股已轉換而計算。可根據購股權計劃發行的股份為僅有的攤薄潛在普通股。為釐定可按公平值(釐定為本公司股份每日所報的股份市價的平均數)收購的股份數目，已根據未行使購股權所附的認購權的貨幣值作出計算。上述計算的股份數目已與假設購股權獲行使而可發行的股份數目相比較。

Diluted (losses)/earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Shares issuable under the share option schemes are the only dilutive potential ordinary shares. A calculation is made in order to determine the number of shares that could have been acquired at fair value (determined as the average daily quoted market share price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

簡明中期財務資料附註

NOTES TO CONDENSED INTERIM FINANCIAL INFORMATION

7 每股(虧損)/盈利(續) 7 (LOSSES)/EARNINGS PER SHARE
(Continued)

(b) 攤薄(續)

(b) Diluted (Continued)

		(未經審核) 截至 二零一八年 六月三十日 止六個月 (Unaudited) Six months ended 30 June 2018	(未經審核) 截至 二零一七年 九月三十日 止六個月 (重列) (Unaudited) Six months ended 30 September 2017 (Re-presented)
本公司權益持有人 應佔(虧損)/溢利 (人民幣千元)	(Loss)/profit attributable to equity holders of the Company (RMB'000)	(20,038)	25,203
不包括： 本公司權益持有人 應佔非持續經營 業務虧損 (人民幣千元)	Excluding: Loss from discontinued operations attributable to equity holders of the Company (RMB'000)	—	3,183
本公司權益持有人 應佔持續經營業務 (虧損)/溢利 (人民幣千元)	(Loss)/profit from continuing operations attributable to equity holders of the Company (RMB'000)	(20,038)	28,386
已發行普通股加權平 均數(千股)	Weighted average number of ordinary shares in issue ('000)	662,239	662,239
對購股權之調整 (千份)	Adjustments for share options ('000)	—	5,800
每股攤薄盈利之普通 股加權平均數 (千股)	Weighted average number of ordinary shares for diluted earnings per share ('000)	662,239	668,039
每股攤薄(虧損)/ 盈利(四捨五入至 人民幣仙)	Diluted (losses)/earnings per share (rounded to RMB cent)	(3.03)	4.25
— 持續經營業務	— Continuing operations	—	(0.48)
— 非持續經營業務	— Discontinued operations		
		(3.03)	3.77

8 資本開支

8 CAPITAL EXPENDITURE

截至二零一八年六月三十日止六個月(未經審核)

Six months ended 30 June 2018 (Unaudited)

		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
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
期初賬面淨值	Opening net book amount	5,924	32,070	1,027
添置	Additions	—	4,265	1,636
出售	Disposal	—	(32)	—
折舊／攤銷支出	Depreciation/amortisation charge	(1,764)	(4,488)	—
匯兌差額	Exchange difference	(6)	820	(1)
期末賬面淨值	Closing net book amount	4,154	32,635	2,662

截至二零一七年九月三十日止六個月(未經審核)

Six months ended 30 September 2017 (Unaudited)

		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
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
期初賬面淨值	Opening net book amount	7,375	22,190	479
添置	Additions	467	19,159	—
出售	Disposal	—	(353)	—
折舊／攤銷支出	Depreciation/amortisation charge	(1,602)	(3,655)	—
匯兌差額	Exchange difference	(294)	(719)	(19)
期末賬面淨值	Closing net book amount	5,946	36,622	460

9 營業及租賃應收賬項

9 TRADE AND LEASE RECEIVABLES

		(未經審核) 二零一八年 六月三十日 (Unaudited) 30 June 2018 人民幣千元 RMB'000	(經審核) 二零一七年 十二月三十一日 (Audited) 31 December 2017 人民幣千元 RMB'000
營業應收賬項	Trade receivables		
— 第三方	— third parties	73,177	106,436
— 關連方	— related parties	68,890	117,240
		142,067	223,676
應收合約客戶之賬項	Amounts due from contract customers		
— 第三方	— third parties	—	4,897
— 關連方	— related parties	—	4,547
		142,067	233,120
融資租賃應收賬項	Finance lease receivables		
— 合共	— total	7,440	7,440
營業及租賃應收賬項	Trade and lease receivables		
— 總額	— gross	149,507	240,560
減：減值撥備	Less: provision for impairment	(10,506)	(219)
營業及租賃應收賬項	Trade and lease receivables		
— 淨額	— net	139,001	240,341
減：融資租賃應收賬項	Less: Finance lease receivables		
— 非流動	— non current	(6,199)	(7,013)
營業及租賃應收賬項	Trade and lease receivables		
— 流動	— current	132,802	233,328

9 營業及租賃應收賬項
(續)

附註：

應收營業賬項及其根據發票日期的賬齡分析如下：

9 TRADE AND LEASE RECEIVABLES
(Continued)

Notes:

Trade receivables and their ageing analysis based on invoice date is as follows:

		(未經審核) 二零一八年 六月三十日 (Unaudited) 30 June 2018 人民幣千元 RMB'000	(經審核) 二零一七年 十二月三十一日 (Audited) 31 December 2017 人民幣千元 RMB'000
少於六十日	Less than 60 days	56,335	109,350
六十至一百二十天	60 to 120 days	11,981	75,175
超過一百二十天	Over 120 days	73,751	39,151
		142,067	223,676

本集團大部分銷售乃按記賬交易形式進行，信貸期限一般介乎30日至90日。

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

10 應付營業賬項

應付營業賬項及其根據發票日期的賬齡分析如下：

10 TRADE PAYABLES

Trade payables and their ageing analysis based on invoice date is as follows:

		(未經審核) 二零一八年 六月三十日 (Unaudited) 30 June 2018 人民幣千元 RMB'000	(經審核) 二零一七年 十二月三十一日 (Audited) 31 December 2017 人民幣千元 RMB'000
少於六十天	Less than 60 days	17,879	110,494
六十至一百二十天	60 to 120 days	6,007	573
超過一百二十天	Over 120 days	22,841	776
		46,727	111,843

11 股本及股份溢價

11 SHARE CAPITAL AND SHARE PREMIUM

		普通股數目	面值
		Number of	
		Ordinary	Nominal Value
		Shares	人民幣千元
		千股	RMB'000
		'000	RMB'000
已發行及繳足普通股：	Ordinary shares issued and fully paid:		
於二零一七年	At 31 December 2017,		
十二月三十一日、	1 January 2018 and		
二零一八年一月一日及	30 June 2018		
二零一八年六月三十日		662,239	65,111
			人民幣千元
			RMB'000
股份溢價	Share premium		
於二零一七年	At 31 December 2017,		
十二月三十一日、	1 January 2018 and		
二零一八年一月一日及	30 June 2018		
二零一八年六月三十日			191,340

12 股份支付交易

根據本公司於二零一三年八月三十日採納之購股權計劃，董事會全權酌情認為，向(i)本集團或任何被投資實體(即本集團持有股權之實體)之任何全職或兼職僱員(包括本公司或任何子公司或任何被投資實體之任何董事，不論是執行或非執行及不論是獨立與否)；(ii)本集團發行之任何證券之任何持有人；及(iii)本集團或任何被投資實體之任何業務或合營夥伴、承包商、代理或代表、顧問、諮詢人、供應商、生產商或特許發出人、客戶、特許持有人(包括任何再授特許持有人)或分銷商、業主或租戶(包括任何分租戶)；或(iv)董事會全權酌情認為已或可能對本集團或任何被投資實體作出貢獻之任何人士授出購股權。

於行使根據購股權計劃及其他計劃授出而仍未行使之所有尚未行使購股權後可予發行之股份數目總額，不得超過於採納日期本公司已發行股本總數之共計10%(惟本公司根據有關購股權計劃項下可能授出之購股權的最高股份數目，獲得股東最新許可更新10%上限除外)，以及根據購股權計劃及任何其他計劃項下任何仍未行使之尚未行使購股權後可予發行之股份數目總額，不得超過本公司不時已發行股本之30%。

12 SHARE-BASED PAYMENT TRANSACTIONS

Pursuant to the Share Option Scheme adopted by the Company on 30 August 2013, in the sole discretion of the Board, to grant options to (i) any full time or part time employees of the Group; or any invested entity, an entity in which the Group holds an equity interest, (including any directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiary or any invested entity); (ii) any holder of any securities issued by the Group; and (iii) any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sublicensee) or distributors, landlords or tenants (including any sub-tenants) of the Group or any invested entity; or (iv) any person who, in the sole discretion of the Board, has contributed or may contribute to the Group or any invested entity.

The aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and other schemes must not in aggregate exceed 10% of the total issued capital of the Company as at the adoption date unless the Company obtains a fresh approval from the shareholders to renew the 10% limit on the basis that the maximum number of shares in respect of which options may be granted under the Share Option Scheme together with any options outstanding and yet to be exercised under the Share Option Scheme and any other scheme shall not exceed 30% of the issued share capital of the Company from time to time.

12 股份支付交易 (續)

12 SHARE-BASED PAYMENT TRANSACTIONS (Continued)

截至二零一八年六月三十日止六個月根據購股權計劃授出的購股權變動如下：

Movement of the options granted under the share option scheme for the six month ended 30 June 2018 are as follows:

參與者姓名/ 名稱或分類	購股權數目 Number of share options					購股權數目 Number of share options			每份購股 權行使價 Exercise Price per share 港元 HK\$
	於二零一八年 一月一日		於二零一八年 六月三十日			授出日期	行使期		
	尚未行使 Outstanding	期內已授出	期內已註銷	期內已行使	期內已失效				
Name or category of participants	as at 1 January 2018	Granted during the period	Cancelled during the period	Exercised during the period	Lapsed during the period	as at 30 June 2018	Date of grant	Exercise period	
董事 Director									
高世忠先生						二零一七年 八月三十一日	由二零一七年八月三十一日 至二零一七年八月三十一日 (包括首尾兩日)		
Mr. Kao Shih-Chung	1,000,000	-	-	-	-	1,000,000	31 August 2017	From 31 August 2019 to 30 August 2027 (both dates inclusive)	1.684
鄭宜斌先生						二零一七年 八月三十一日	由二零一七年八月三十一日 至二零一七年八月三十一日 (包括首尾兩日)		
Mr. Cheng Yee Pun	300,000	-	-	-	-	300,000	31 August 2017	From 31 August 2019 to 30 August 2027 (both dates inclusive)	1.684
持續合約僱員						二零一七年 八月三十一日	由二零一七年八月三十一日 至二零一七年八月三十一日 (包括首尾兩日)		
Continuous contract employees	4,500,000	-	(700,000)	-	-	3,800,000	31 August 2017	From 31 August 2019 to 30 August 2027 (both dates inclusive)	1.684
	5,800,000	-	(700,000)	-	-	5,100,000			

12 股份支付交易 (續)

12 SHARE-BASED PAYMENT TRANSACTIONS (Continued)

附註：

- (i) 於二零一七年八月三十一日授出的購股權已由一名獨立估值師使用二項式期權定價模式(「該模式」)計量。

該模式的主要輸入數據概要列載如下：

預期波幅	42%
股息回報	無
預期購股權有效期	10年
無風險比率	1.48%
每份購股權之公平值	0.7043港元
— 行政人員	
每份購股權之公平值	0.5669港元
— 非行政人員	

- (ii) 股價之預期波幅乃參考三間可比較的香港上市公司於二零一七年八月三十一日之平均年率化過往每週波幅釐定。
- (iii) 無風險比率乃參考香港交易所基金票據之回報釐定，該等香港交易所基金票據之到期時間與於二零一七年八月三十一日的購股權之到期時間相應。
- (iv) 於二零一七年八月三十一日聯交所日報表上所報本公司於授出日期之每股收市價為1.55港元。

Notes:

- (i) The options granted on 31 August 2017 were measured using the binomial option pricing valuation model (the "Model") which was performed by an independent valuer.

The major inputs into the Model are summarised as follows:

Expected volatility	42%
Dividend yield	Nil
Expected option life	10 years
Risk-free interest rate	1.48%
Fair value per option — executives	HK\$0.7043
Fair value per option — non-executives	HK\$0.5669

- (ii) Expected volatility of share price is determined with reference to the average annualized historical weekly volatility of three listed comparable companies in Hong Kong as at 31 August 2017.
- (iii) Risk-free rate is determined with reference to the yield of the Hong Kong Exchange Fund Notes with maturity matching the time to expiration of the share options as at 31 August 2017.
- (iv) The closing market price per share of the Company on the grant date as quoted in the Hong Kong Stock Exchange's daily quotation sheets as at 31 August 2017 was HK\$1.55.

13 經營租賃承擔

作為承租人

於二零一八年六月三十日及二零一七年十二月三十一日，根據不可撤銷之營運租約協議，辦公室產生將來之最低累計營運租約承擔總額分析如下：

		(未經審核) 二零一八年 六月三十日 (Unaudited) 30 June 2018 人民幣千元 RMB'000	(經審核) 二零一七年 十二月三十一日 (Audited) 31 December 2017 人民幣千元 RMB'000
不遲於一年	Not later than one year	6,767	6,759
超逾一年但不遲於五年	Later than one year and not later than five years	10,867	12,299
		17,634	19,058

一般而言，本集團之經營租賃期限為一至三年。

13 OPERATING LEASE COMMITMENTS

As lessee

At 30 June 2018 and 31 December 2017, the future aggregate minimum lease payments in respect of offices under non-cancellable operating leases are as follows:

Generally, the Group's operating leases are for terms of one to three years.

13 經營租賃承擔(續)

作為出租人

於二零一八年六月三十日及二零一七年十二月三十一日，不可撤銷營運租約下之未來最低租約承擔如下：

		(未經審核) 二零一八年 六月三十日 (Unaudited) 30 June 2018 人民幣千元 RMB'000	(經審核) 二零一七年 十二月三十一日 (Audited) 31 December 2017 人民幣千元 RMB'000
不遲於一年	Not later than one year	1,158	1,277
超逾一年但不遲於五年	Later than one year and not later than five years	1,028	1,084
		2,186	2,361

二零一八年六月三十日及二零一七年十二月三十一日，本集團並無其他重大承擔。

13 OPERATING LEASE COMMITMENTS

(Continued)

As lessor

At 30 June 2018 and 31 December 2017, the future minimum lease payments receivable under non-cancellable operating leases are as follows:

The Group did not have other significant commitments at 30 June 2018 and 31 December 2017.

14 關連人士交易

於二零一八年六月三十日，36.27% (二零一七年十二月三十一日：41.69%)之本公司股份由Asia-IO Acquisition Fund, L.P.持有。Asia-IO Acquisition Fund, L.P.為FSK Holdings Limited (於香港註冊成立之公司)控制之基金。

如本集團或其主要管理人員之任何成員或其近親能夠直接或間接對某一方的財務和經營決策有重大影響或反之亦然的情形，該等人士可視為與本集團有關連。關連人士可以是個人或實體。

除財務報表其他部分所示的關連人士資料外，本集團及其關連人士於日常業務中訂立的重大關連人士交易以及關連人士交易產生的結餘概述如下：

14 RELATED PARTY TRANSACTIONS

As at 30 June 2018, 36.27% (31 December 2017: 41.69%) of the Company shares were held by Asia-IO Acquisition Fund, L.P.. Asia-IO Acquisition Fund, L.P. is a fund controlled by FSK Holdings Limited, a company incorporated in Hong Kong.

Parties are considered to be related to the Group if the Group or any member of its key management personnel or their close family members has the ability, directly or indirectly, to exercise significant influence over the parties in making financial and operating decisions, or vice versa. Related parties may be individuals or entities.

The following is a summary of significant related party transactions entered into in the ordinary course of business between the Group and its related parties and the balances arising from related party transactions in addition to the related party information shown elsewhere in the financial statements.

14 關連人士交易 (續)

14 RELATED PARTY TRANSACTIONS

(Continued)

(a) 與關連人士之交易

(a) Transactions with related parties

		(未經審核)	
		(Unaudited)	
		截至二零一八年	截至二零一七年
		六月三十日	九月三十日
		止六個月	止六個月
		Six months	Six months
		ended	ended
		30 June	30 September
		2018	2017
		附註	人民幣千元
		Note	RMB'000
向關連人士銷售	Sales of goods to		
貨品	related parties	(i)	7,588
向關連人士提供	Rendering of services		
服務	to related parties	(ii)	99,692
向關連人士購買	Purchases of goods		
貨品	from related parties	(i)	55,547

14 關連人士交易(續)

(a) 與關連人士之交易(續)

於二零一八年六月三十日及二零一七年十二月三十一日，應收／(應付)關連人士款項列賬如下：

		(未經審核) 二零一八年 六月三十日 (Unaudited) 30 June 2018 人民幣千元 RMB'000	(經審核) 二零一七年 十二月三十一日 (Audited) 30 September 2017 人民幣千元 RMB'000
應收營業賬項及合約資產	Trade receivables and contract assets	70,198	121,787
其他應收款項及預付款項	Other receivables and prepayment	8,501	8,569
應收一名關連人士貸款(附註iii)	Loan receivable from a related party (Note iii)	—	3,000
應付營業賬款項	Trade payables	(24,144)	(78,059)
其他應付款項及合約負債	Other payables and contract liabilities	(381)	(54)

附註：

- (i) 銷售及購買貨品乃按相關訂約方共同協定之價格收費。關連人士指鴻海精密工業股份有限公司及其集團公司，以及 InFocus Corporation。
- (ii) 服務條款由相關訂約方共同協定。關連人士指鴻海精密工業股份有限公司及其集團公司。
- (iii) 於二零一七年十二月三十一日，應收貸款為無抵押，按每年4.35厘計息並於二零一八年三月二十六日支付。

14 RELATED PARTY TRANSACTIONS

(Continued)

(a) Transactions with related parties

(Continued)

As at 30 June 2018 and 31 December 2017, amounts due from/(to) related parties are included in below:

Notes:

- (i) Sales and purchases of goods are charged at prices mutually agreed by the relevant parties. The related parties represent Hon Hai Precision Industry Company Limited and its group companies, and InFocus Corporation.
- (ii) Terms of services are mutually agreed by the relevant parties. The related parties represent Hon Hai Precision Industry Company Limited and its group companies.
- (iii) As at 31 December 2017, the loan receivable is unsecured, with interest of 4.35% per annum and paid on 26 March 2018.

14 關連人士交易 (續)

14 RELATED PARTY TRANSACTIONS

(Continued)

(b) 主要管理人員之報酬

(b) Key management compensation

		(未經審核)	
		(Unaudited)	
		截至二零一八年	截至二零一七年
		六月三十日	九月三十日
		止六個月	止六個月
		Six months	Six months
		ended	ended
		30 June	30 September
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
工資及津貼	Salaries and allowances	2,151	1,967
退休金成本 – 定額 供款計劃	Pension costs – defined contribution plans	15	27
		2,166	1,994



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