

KIDZTECH



KIDZTECH HOLDINGS LIMITED 奇士達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

STOCK CODE 股份代號：6918

CORPORATE INFORMATION

公司資料

Board of Directors

Executive Directors

Mr. Yu Huang (*Chairman and Chief Executive Officer*)

Mr. Pui Lik Leung Kenny

Mr. Ni Yanlong

Non-executive Director

Ms. Zheng Jingyun

Independent non-executive Directors

Mr. He Weidong

Ms. Liu Man

Ms. Zhao Weiwei

Joint Company Secretaries

Ms. Cao Xuelian

Ms. Koo Ching Fan

Compliance Adviser

CMBC International Capital Limited

Authorised Representatives

Mr. Pui Lik Leung Kenny

Ms. Koo Ching Fan

Audit Committee

Ms. Zhao Weiwei (*Chairlady*)

Ms. Liu Man

Mr. He Weidong

Remuneration Committee

Ms. Liu Man (*Chairlady*)

Mr. Pui Lik Leung Kenny

Mr. He Weidong

Nomination Committee

Mr. He Weidong (*Chairman*)

Mr. Yu Huang

Mr. Pui Lik Leung Kenny

Ms. Liu Man

Ms. Zhao Weiwei

Auditor

PricewaterhouseCoopers

Certified Public Accountants

Registered Public Interest Entity Auditor

Legal Adviser

CFN Lawyers

董事會

執行董事

余煌先生 (*主席及行政總裁*)

貝烈亮先生

倪彥龍先生

非執行董事

鄭靜雲女士

獨立非執行董事

何衛東先生

劉曼女士

趙衛衛女士

聯席公司秘書

曹雪蓮女士

顧菁芬女士

合規顧問

民銀資本有限公司

授權代表

貝烈亮先生

顧菁芬女士

審核委員會

趙衛衛女士 (*主席*)

劉曼女士

何衛東先生

薪酬委員會

劉曼女士 (*主席*)

貝烈亮先生

何衛東先生

提名委員會

何衛東先生 (*主席*)

余煌先生

貝烈亮先生

劉曼女士

趙衛衛女士

核數師

羅兵咸永道會計師事務所

註冊會計師

註冊公眾利益實體核數師

法律顧問

陳馮吳律師事務所

CORPORATE INFORMATION

公司資料

Registered Office

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head Office and Place of Business in the PRC

Chengyanggang Road, Ancheng Highway
Lianxia Town, Chenghai District
Shantou City
Guangdong
PRC

Place of Business in Hong Kong

Room 802, 8/F, Inter-Continental Plaza
94 Granville Road
Tsim Sha Tsui East
Kowloon
Hong Kong

Principal Share Registrar and Transfer Office

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited
Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

Principal Bankers

Bank of China Limited Shantou Branch
Industrial Bank Co., Ltd. Shantou Branch
Lianshang Credit Cooperative of Shantou Chenghai Rural
Credit Cooperative Union

Website

www.kidztech.net

Stock Code

6918

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

中國總辦事處及營業地點

中國
廣東省
汕頭市
澄海區蓮下鎮
安澄公路程洋崗路段

香港營業地點

香港
九龍
尖沙咀東
加連威老道94號
明輝中心8樓802室

主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心
54樓

主要往來銀行

中國銀行股份有限公司汕頭分行
興業銀行股份有限公司汕頭分行
汕頭市澄海農村信用合作聯社蓮上信用社

網站

www.kidztech.net

股份代號

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MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Business and Financial Review

Kidztech Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are principally engaged in the design, development, manufacture and sale of high-quality smart toy vehicles, smart interactive toys and traditional toys and the sale of smart hardware products. During the six months ended 30 June 2020, the Group had also started to expand its product line to include anti-epidemic products in light of the growing health awareness and the demand for anti-epidemic products around the globe.

Revenue

The Group’s total revenue decreased by approximately 6.9% from approximately RMB125.5 million for the six months ended 30 June 2019 to approximately RMB116.8 million for the six months ended 30 June 2020. In light of the outbreak of the novel coronavirus (COVID-19), the timing of orders placed by the customers was delayed by one to two months compared to the corresponding period of last year, and the actual delivery time was also delayed by one to two months compared to the corresponding period of last year. Therefore, there was no significant growth in the quantity of customer orders during the reporting period compared to the corresponding period last year and the total amount was roughly the same as the corresponding period of last year. At the same time, the delay in delivery time resulted in a decrease in the total revenue of the Group during the reporting period.

The People’s Republic of China (the “**PRC**”) continued to be the Group’s biggest market for the six months ended 30 June 2020, contributing approximately 69.5% of revenue (among which, approximately 49.8% was indirect sales to overseas made through the export-oriented wholesalers based in the PRC which principally export and sell toys to overseas wholesalers and retailers and mainly onward export the Group’s products to overseas market (the “**PRC Export-Oriented Wholesalers**”) while approximately 19.7% was domestic sales made through the PRC domestic-sale-oriented wholesalers and retail sales in the PRC market). Europe as a whole contributed approximately 9.8%, the North America contributed approximately 13.3%, Asia (excluding the PRC) contributed approximately 7.2% and approximately 0.2% came from Oceania, South America and Africa.

業務及財務回顧

奇士達控股有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）主要設計、開發、製造及銷售高品質智能車模、智能互動式玩具及傳統玩具以及銷售智能硬件產品。截至二零二零年六月三十日止六個月內，鑒於全球民眾衛生意識加強及防疫用品需求增長，本集團亦開始拓展產品線至防疫用品。

收益

本集團總收益由截至二零一九年六月三十日止六個月的約人民幣125.5百萬元減少約6.9%至截至二零二零年六月三十日止六個月的約人民幣116.8百萬元。受到新型冠狀病毒(COVID-19)爆發的影響，客戶下訂單時間比去年同期推遲一至兩個月，實際交貨時間比去年同期推遲一至兩個月，導致本報告期內客戶訂單數量相比去年無明顯增長，總金額與去年同期相比相若。同時交貨時間延後，導致本集團報告期內的總收益下降。

中華人民共和國（「**中國**」）在截至二零二零年六月三十日止六個月仍然是本集團的最大市場，佔收益的約69.5%（其中約49.8%經過中國出口型批發商（其主要向海外批發商和零售商出口與銷售玩具，以及主要是將本集團的產品出口到海外市場，「**中國出口型批發商**」）間接銷售到海外市場，及約19.7%經過中國內銷型批發商及中國零售商銷售到中國市場）。歐洲整體貢獻收益的約9.8%，北美貢獻約13.3%，亞洲（不包括中國）貢獻約7.2%，此外，約0.2%來自大洋洲、南美洲及非洲。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



Analysis of revenue by product type is as follows:

按產品類型劃分的收益分析如下：

**For the six months ended
30 June**

截至六月三十日止六個月

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Smart toys	智能玩具		
– Smart toy vehicles	– 智能車模	63,078	65,743
– Smart interactive toys	– 智能互動式玩具	14,586	7,933
Traditional toys	傳統玩具	33,774	48,732
Smart hardware	智能硬件產品	0	3,060
Anti-epidemic products	防疫用品	5,398	N/A 不適用
		116,836	125,468

Smart toys

Smart toy vehicles

The Group's smart toy vehicles mainly comprise full function radio controlled toy vehicles. During the six months ended 30 June 2020, while the Group's smart toys vehicles are mostly "kidztech" brand products and co-branded products collectively released by the Company and renowned automobile manufacturers, the Group also manufactures some products under overseas customers' brands on original equipment manufacturing ("OEM") and original design manufacturing ("ODM") bases.

智能玩具

智能車模

本集團的智能車模主要包括全功能無線電遙控車模。於截至二零二零年六月三十日止六個月，雖然本集團的智能車模大部分為「奇士達」品牌產品和本公司與知名汽車製造商推出的聯合品牌產品，本集團亦通過原設備製造（「OEM」）及原設計製造（「ODM」）模式以海外客戶的品牌製造部分產品。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Smart interactive toys

The Group's smart interactive toys mainly comprise smart interactive playsets, activity toys and musical toys, and some of these toys which play music and contain play features are intended to stimulate the sensory development of children. During the six months ended 30 June 2020, most of these toys were sold under either (i) co-branded with popular entertainment characters featured in animated television series or motion pictures or toy brand owner; or (ii) the "kidztech" brand.

Traditional toys

Traditional toys include traditional toy vehicles, traditional educational toys, dolls and other traditional toys such as outdoor and sport as well as infant toys. During the six months ended 30 June 2020, (i) the majority of revenue from traditional toys were derived from sale of traditional toy vehicles, which include pull back toy vehicles and inertia toy vehicles that are mainly designed for children aged one to three years or above; and (ii) most of these toys were sold under the "kidztech" brand.

Smart hardware

Leveraging the expertise of the Group in designing and manufacturing high quality radio controlled smart toy vehicles, the Group had in 2018 commenced selling smart hardware, such as Bluetooth speakers, which are sold under the "kidztech" brand. As the domestic internet industry giants all use smart speakers as products to build the entry of smart home series product chains, they have all launched new products. They all adopted subsidy policies in order to seize market share, so prices continue to fall and the competition is fierce. As a result, the sales profit margin did not reach the expectation of the Group, and no sales had been achieved during the reporting period. The Group will continue to seek sales opportunities for other smart hardware products.

Brands

The Group's smart toys, traditional toy and smart hardware products are (i) branded with its "kidztech" brand; (ii) co-branded with renowned automobile manufacturers, popular entertainment characters featured in animated television series or motion pictures or toy brand owner; or (iii) branded under its overseas customers brands, which mainly represent the products manufactured by the Group on ODM and OEM bases and the products sold to its customers branded under their respective brands.

智能互動式玩具

本集團的智能互動式玩具產品主要包括智能互動式玩具套裝、活動玩具及音樂玩具，部分玩具可播放音樂並具有播放功能，旨在激發兒童感官發育。於截至二零二零年六月三十日止六個月，大部分該等玩具乃以(i)與動畫電視劇或電影的流行娛樂角色或玩具品牌擁有人推出的聯合品牌；或(ii)「奇士達」品牌出售。

傳統玩具

傳統玩具包括傳統玩具車、傳統教育玩具、玩偶及其他如戶外及體育以及嬰兒玩具等傳統玩具。於截至二零二零年六月三十日止六個月，(i)大部份來自傳統玩具的收益來自銷售傳統玩具車。傳統玩具車包括回力玩具車及慣性玩具車，主要為一至三歲或以上兒童設計；及(ii)大部分該等玩具以「奇士達」品牌出售。

智能硬件產品

憑藉本集團在設計及製造高品質無線電遙控智能車模方面的專業知識，本集團於二零一八年已開始銷售智能硬件產品，如藍牙揚聲器，以「奇士達」品牌出售。由於國內互聯網行業巨頭都把智能揚聲器（智能音箱）作為構建智能家居系列產品鏈入口的產品，紛紛推出新產品，全部採取補貼政策，務求搶佔市場佔有率，故價格持續下降及競爭激烈，以致銷售利潤率達不到本集團預期，報告期內未實現銷售。本集團將持續尋求智能硬件其他產品的銷售機會。

品牌

本集團的智能玩具、傳統玩具及智能硬件產品為(i)「奇士達」品牌的產品；(ii)與知名汽車製造商、動畫電視劇集或電影所塑造的流行娛樂角色或玩具品牌擁有人推出的聯合品牌的產品；或(iii)使用我們海外客戶的品牌（主要指本集團以ODM及OEM模式製造的產品）的產品，以及售予客戶使用客戶各自品牌的產品。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the six months ended 30 June 2020, (i) approximately 65.1% of revenue was attributable to products under the “kidztech” brand (corresponding period in 2019: approximately 63.1%), (ii) approximately 24% of revenue was attributable to products under co-brand (corresponding period in 2019: approximately 32.4%) and (iii) approximately 10.9% of revenue was attributable to products under overseas customers brands (corresponding period in 2019: approximately 4.5%).

The Group believes that co-branding with other famous brands allows the Group to leverage on the marketing benefits of the internationally renowned brands to expediently gain consumer awareness, and recognition of authenticity, and to establish creditability and market acceptance from the mass market. The Group has recently been granted licensed rights of renowned toy and entertainment character brands (details of which are set out in the section headed “Events Occurred After the Reporting Period” below).

Anti-epidemic products

Since the outbreak of COVID-19, there has been a shortage of anti-epidemic products. The board (the “**Board**”) of directors (the “**Directors**”) of the Company believes that from a long-term perspective, the epidemic may promote health awareness among the global population in the future, leading to a greater demand for anti-epidemic products. As such, the Group would like to utilise the Group’s domestic and overseas sales network and production management expertise to develop the production, sales and trading business of different kinds of anti-epidemic products (especially masks), and hence since late March 2020, the Group has actively commenced its preparation work for the establishment of mask production lines in the PRC and the sales and trading of anti-epidemic products (such as purchasing and setting up mask production lines, carrying out the pre-production cleansing project, etc., in order to meet the relevant production specifications, etc.).

Considering that the outbreak of COVID-19 has brought forth a huge demand for anti-epidemic products globally, the Group believes that the timely launch of such business will enable the Group to, on one hand participate in the global anti-epidemic activities, and on the other, to capitalise on the advantages of this growing domestic and international demands, and provide the Group with excellent opportunities to diversify income and bring better returns to the shareholders of the Company (the “**Shareholders**”), which is expected to be in the interests of the Group and the Shareholders as a whole.

於截至二零二零年六月三十日止六個月，(i)約65.1%的收益產生自「奇士達」品牌的產品（二零一九年同期：約63.1%），(ii)約24%的收益產生自聯合品牌的產品（二零一九年同期：約32.4%）及(iii)約10.9%的收益產生自海外客戶品牌的產品（二零一九年同期：約4.5%）。

本集團相信與其他知名品牌的共享品牌使本集團能夠利用國際知名品牌的營銷優勢，以方便地獲得消費者的青睞、對正品的認可，並在大眾市場上建立信譽及市場接受度。本集團近期已獲得知名玩具及娛樂角色品牌的許可權（詳情載於下文「報告期後事件」一節）。

防疫用品

自 COVID-19 感染導致的肺炎爆發以來，防疫用品一直短缺。本公司董事（「**董事**」）會（「**董事會**」）認為，長遠來看疫情或會提升全球民眾未來的衛生意識，加大防疫用品需求。因此，本集團希望利用國內外銷售網絡和生產管理專業知識，發展不同類型防疫用品（特別是口罩）的生產、銷售及貿易業務。因此，由二零二零年三月底起，本集團開始積極籌備於中國設置口罩生產線及開展防疫用品銷售貿易的籌備工作（例如採購及設立口罩生產線、開展生產前清潔項目等以符合相關生產規格）。

鑒於疫情在全球帶來巨大防疫用品需求，本集團認為及時開展此業務一方面可以參與到全球抗疫活動中，另一方面可讓本集團利用國內外持續增長的需求，為本集團提供收入多元化及提升本公司股東（「**股東**」）回報的良機，預期這將符合本集團及股東的整體利益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gross profit and gross profit margin

The Group's gross profit decreased from approximately RMB45.3 million for the six months ended 30 June 2019 to approximately RMB40.0 million for the six months ended 30 June 2020, representing a decrease of approximately 11.7%. Although the total amount of orders placed by the customers was roughly the same as that of the corresponding period of last year, the timing of orders placed by the customers was delayed by one to two months during March to May 2020 as compared to the corresponding period of last year due to the impact of the outbreak of COVID-19, which resulted in the corresponding delay in the actual timing of delivery of products by one to two months as compared to the corresponding period of last year, which caused the decrease in the gross profit of the Group during the reporting period.

The Group's gross profit margin decreased by approximately 1.8% from approximately 36.1% for the six months ended 30 June 2019 to approximately 34.3% for the six months ended 30 June 2020, which was caused by the decline in capacity utilisation for the same reason as stated above for the decrease in the Group's gross profit.

Profit for the period

The Group's net profit decreased by approximately 88.1% from approximately RMB13.4 million for the six months ended 30 June 2019 to approximately RMB1.6 million for the six months ended 30 June 2020, which was mainly due to the one-off listing and professional expenses for the listing of the shares of the Company (the "Shares") on the Stock Exchange (the "Listing") of approximately RMB12.6 million. If the said one-off listing and professional expenses for the Listing were excluded, the Group's adjusted net profit for the six months ended 30 June 2020 was approximately RMB14.2 million, representing an increase of approximately 6.0% when compared with the same period in 2019.

The Group's net profit margin decreased from approximately 10.7% for the six months ended 30 June 2019 to approximately 1.3% for the six months ended 30 June 2020, which was mainly due to the one-off listing and professional expenses for the Listing of approximately RMB12.6 million. If the said one-off listing and professional expenses for the Listing were excluded, the Group's adjusted net profit margin for the six months ended 30 June 2020 was approximately 12.1% (corresponding period in 2019: approximately 10.7%).

毛利及毛利潤率

本集團的毛利由截至二零一九年六月三十日止六個月的約人民幣45.3百萬元減少至截至二零二零年六月三十日止六個月的約人民幣40.0百萬元，減幅約11.7%。雖然客戶訂單的總金額與去年同期相比相若，但是由於在二零二零年三至五月期間受到新型冠狀病毒（COVID-19）爆發的影響客戶下訂單時間比去年同期晚一至兩個月，導致最終實際交貨時間比去年同期推遲一至兩個月，從而令本集團於報告期內的毛利下降。

本集團的毛利率由截至二零一九年六月三十日止六個月的約36.1%減少至截至二零二零年六月三十日止六個月的約34.3%，減幅約1.8%，原因是由於產能利用率下降，原因與上述導致本集團的毛利下降的原因一樣。

本期間盈利

本集團的純利由截至二零一九年六月三十日止六個月的約人民幣13.4百萬元減少至截至二零二零年六月三十日止六個月的約人民幣1.6百萬元，減少約88.1%，主要由於本公司股份（「股份」）於聯交所上市（「上市」）的一次性上市及上市的专业費用約為人民幣12.6百萬元。如果不計上述一次性上市及上市的专业費用，則本集團截至二零二零年六月三十日止六個月的經調整純利約為人民幣14.2百萬元，較二零一九年同期增長約6.0%。

本集團的純利率由截至二零一九年六月三十日止六個月的約10.7%減少至截至二零二零年六月三十日止六個月的約1.3%，主要由於一次性上市及上市的专业費用約為人民幣12.6百萬元。如果不計上述一次性上市及上市的专业費用，則本集團截至二零二零年六月三十日止六個月的經調整後純利率約為12.1%（二零一九年同期：約10.7%）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Selling expenses

The Group's selling expenses decreased by approximately 17.9% from approximately RMB7.8 million for the six months ended 30 June 2019 to approximately RMB6.4 million for the six months ended 30 June 2020, which was primarily due to the reduction of domestic offline sales expenses.

Administrative expenses

The Group's administrative expenses increased by approximately 58.6% from approximately RMB16.2 million for the six months ended 30 June 2019 to approximately RMB25.7 million for the six months ended 30 June 2020, which was mainly attributable to the one-off listing and professional expenses for the Listing.

Taxation

Income tax expenses increased by approximately 19.4% to approximately RMB3.7 million for the six months ended 30 June 2020 from approximately RMB3.1 million for the six months ended 30 June 2019, which was due to the increase in profit of the Group (excluding the one-off listing and professional expenses for the Listing).

The Group's income tax effective tax rate increased from approximately 18.7% for the six months ended 30 June 2019 to approximately 70.6% for the six months ended 30 June 2020, which was mainly due to the increase in non-tax deductible one-off listing and professional expenses for the Listing.

Liquidity and financial resources

As of 30 June 2020, the gearing ratio, which represents the Group's total borrowings divided by total equity, was approximately 33.2% (31 December 2019: approximately 47.4%). As at 30 June 2020, the Group's total borrowings were approximately RMB134.0 million (31 December 2019: approximately RMB142.7 million) and the total equity was approximately RMB404.0 million (31 December 2019: approximately RMB 300.9 million). The total borrowings represent the outstanding loans of the Group. The gearing ratio of the Group had been stabilised.

銷售開支

本集團的銷售開支由截至二零一九年六月三十日止六個月的約人民幣7.8百萬元減少約17.9%至截至二零二零年六月三十日止六個月的約人民幣6.4百萬元，主要由於國內線下銷售費用的減少。

行政開支

本集團行政開支由截至二零一九年六月三十日止六個月的約人民幣16.2百萬元增加約58.6%至截至二零二零年六月三十日止六個月的約人民幣25.7百萬元，主要由於一次性上市及上市的专业費用所致。

稅項

所得稅開支由截至二零一九年六月三十日止六個月的約人民幣3.1百萬元增加約19.4%至截至二零二零年六月三十日止六個月的約人民幣3.7百萬元，原因是本集團的利潤增加（不包括一次性上市及上市的专业費用）。

本集團的所得稅實際稅負率由截至二零一九年六月三十日止六個月的約18.7%上升至截至二零二零年六月三十日止六個月的約70.6%，主要由於非課稅可抵扣一次性上市及上市的专业費用增加。

流動資金及財務資源

於二零二零年六月三十日，本集團的資本負債比率（即本集團的借貸總額除以權益總額）約為33.2%（二零一九年十二月三十一日：約47.4%）。於二零二零年六月三十日，本集團的借貸總額約人民幣134.0百萬元（二零一九年十二月三十一日：約人民幣142.7百萬元）及權益總額約人民幣404.0百萬元（二零一九年十二月三十一日：約人民幣300.9百萬元）。借貸總額代表本集團之尚未償還貸款。本集團的資本負債比率趨於平穩。

MANAGEMENT DISCUSSION AND ANALYSIS

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The current ratio, which is calculated based on the total current assets at the respective dates divided by the total current liabilities at the respective dates, was approximately 1.7 as at 30 June 2020 (31 December 2019: approximately 1.4); whereas the quick ratio, which is calculated based on the total current assets (excluding inventories) at the respective dates divided by the total current liabilities at the respective dates, was approximately 1.4 as at 30 June 2020 (31 December 2019: approximately 1.1).

As at 30 June 2020, the Group's restricted cash and cash and cash equivalents amounted to approximately RMB1.0 million and RMB109.9 million, respectively (31 December 2019: approximately RMB1.0 million and RMB116.6 million, respectively).

For the six months ended 30 June 2020, net cash used in operating activities was approximately RMB30.5 million, net cash used in investing activities was approximately RMB50.2 million and net cash generated from financing activities was approximately RMB74.3 million.

For the six months ended 30 June 2019, net cash generated from operating activities was approximately RMB27.5 million, net cash used in investing activities was approximately RMB60.0 million and net cash used in financing activities was approximately RMB110.2 million.

Working capital

The average inventory turnover period of the Group was approximately 159.3 days for the six months ended 30 June 2020 (for the year ended 31 December 2019: approximately 86.3 days), which was primarily due to (i) the addition in inventory reserve and preparation for future growing orders as anticipated by the Group; and (ii) the seasonality of the Group's business is relatively obvious and the first half year is a relatively low season.

The Group's trade receivables increased from approximately RMB60.2 million as at 31 December 2019 to approximately RMB100.5 million as at 30 June 2020, as the payment by customers was affected by the outbreak of COVID-19. The Group's average turnover days of trade receivables increased from approximately 83.4 days for the year ended 31 December 2019 to approximately 123.8 days for the six months ended 30 June 2020.

流動比率乃按相關日期的總流動資產除以相關日期的總流動負債計算。於二零二零年六月三十日，本集團的流動比率約為1.7(二零一九年十二月三十一日：約1.4)。速動比率乃按相關日期的總流動資產(不包括存貨)除以相關日期的總流動負債計算。於二零二零年六月三十日，本集團的速動比率約為1.4(二零一九年十二月三十一日：約1.1)。

於二零二零年六月三十日，本集團的受限制現金及現金及現金等價物分別為約人民幣1.0百萬元及約人民幣109.9百萬元(二零一九年十二月三十一日：分別為約人民幣1.0百萬元及約人民幣116.6百萬元)。

截至二零二零年六月三十日止六個月，經營活動所用的現金淨額約為人民幣30.5百萬元，投資活動所用的現金淨額約為人民幣50.2百萬元，及融資活動所得現金淨額約為人民幣74.3百萬元。

截至二零一九年六月三十日止六個月，經營活動所得的現金淨額約為人民幣27.5百萬元，投資活動所用的現金淨額約為人民幣60百萬元，及融資活動所用的現金淨額約為人民幣110.2百萬元。

營運資金

本集團截至二零二零年六月三十日止六個月的平均存貨週轉天數約為159.3天(截至二零一九年十二月三十一日止年度：約86.3天)，主要是由於(i)本集團增加存貨儲備為預期未來增長訂單做準備；及(ii)本集團業務季節性較明顯，上半年是相對淡季。

本集團的貿易應收款項由於二零一九年十二月三十一日的約人民幣60.2百萬元增加至於二零二零年六月三十日的約人民幣100.5百萬元，因為客戶付款受到COVID-19爆發的影響。本集團的貿易應收款項平均週轉天數由截至二零一九年十二月三十一日止年度的約83.4天增加至於二零二零年六月三十日止六個月的約123.8天。

MANAGEMENT DISCUSSION AND ANALYSIS

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The Group's trade and other payables decreased by approximately RMB1.3 million or approximately 2.5% from approximately RMB51.1 million as at 31 December 2019 to approximately RMB49.8 million as at 30 June 2020, which remained constant during the reporting period. The Group's average trade payable turnover days increased from approximately 41.2 days for the year ended 31 December 2019 to approximately 57.4 days for the six months ended 30 June 2020, which was mainly because the seasonality of the Group's business is relatively obvious and the first half of the year is a relatively low season.

Bank and other borrowings

As at 30 June 2020, all the bank and other borrowings, amounting to approximately RMB134.0 million (31 December 2019: approximately RMB142.7 million), were repayable on demand.

The weighted average effective interest rate as at 30 June 2020 was approximately 5.0% (31 December 2019: approximately 6.20%).

Significant investments, material acquisitions and disposal of subsidiaries

Save for the investment made in relation to the new business of anti-epidemic products (details of which are set out in the sub-section headed "Anti-epidemic products" above), the Group did not have any significant investments, material acquisitions and disposal of subsidiaries, associates and joint ventures during the six months ended 30 June 2020.

Capital structure

The capital structure of the Group is mainly based on the equity attributable to Shareholders (including share capital and reserves). As at 30 June 2020, the total number of issued ordinary Shares was 520,886,000 condensed with a par value of HK\$0.001 each (31 December 2019: 431,600,000 shares).

Pledge of assets

As at 30 June 2020, certain bank and other borrowings of the Group were secured by property, plant and equipment and restricted cash. Details of which are set out in note 13 to the condensed consolidated interim financial statements as set out in this interim report.

本集團的貿易及其他應付款項由二零一九年十二月三十一日的約人民幣51.1百萬元減少約人民幣1.3百萬元或約2.5%至二零二零年六月三十日的約人民幣49.8百萬元，於報告期內基本持平。本集團的貿易應付款項平均週轉天數由截至二零一九年十二月三十一日止年度的約41.2天增加至截至二零二零年六月三十日止六個月的約57.4天，主要由於本集團業務季節性較明顯這事實，上半年是相對淡季所致。

銀行及其他借款

於二零二零年六月三十日，銀行及其他借款約人民幣134.0百萬元（二零一九年十二月三十一日：約人民幣142.7百萬元），全部須按要求償還。

於二零二零年六月三十日加權平均實際利率約5.0%（二零一九年十二月三十一日：約6.20%）。

重大投資、重大收購及出售附屬公司

除防疫用品新業務相關投資（詳情載於上文「防疫用品」分節）外，本集團截至二零二零年六月三十日止六個月並無任何重大投資、重大收購及出售附屬公司、聯營公司及合營企業。

資本結構

本集團的資本架構主要是本集團權益股東應佔權益（包括已發行股本及儲備）。於二零二零年六月三十日，本公司之已發行普通股總數為520,886,000股，每股面值0.001港元之普通股（二零一九年十二月三十一日：431,600,000股股份）。

資產質押

於二零二零年六月三十日，本集團的若干銀行及其他借款由物業、廠房及設備以及受限制現金作為抵押。詳情載於本中期報告所載簡明綜合中期財務報表附註13。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Contingent liabilities

The Group did not have any significant contingent liability as at 30 June 2020 (31 December 2019: nil).

Capital commitments

As at 30 June 2020, the Group had an aggregate capital commitment of approximately RMB39.2 million (31 December 2019: approximately RMB59.9 million).

Financial management and treasury policy

The financial risk management of the Group is the responsibility of the Group's treasury function at its head office. The Group adopted prudent funding and treasury management policies while maintaining an overall healthy financial position. The Group's source of funding was raised by cash generated from operating activities and bank borrowings. The Group's treasury policies mainly include managing capital liquidity and yield to safeguard the healthy development of the principal businesses of the Group. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. The Group is from time to time considering various alternatives including but not limited to financial institution borrowings, non-financial institution borrowings, bonds issuance, etc.

Foreign exchange exposure

The Group's operating subsidiary incorporated in Hong Kong operates with most transactions being settled in United States dollars ("USD"), except for certain transactions which are denominated in Hong Kong dollars ("HKD") or other currencies. The functional currency of the subsidiaries is USD. The Group's operating subsidiaries incorporated in the PRC operate in the PRC and their functional currency is RMB. As at 30 June 2020, foreign exchange risk arose mainly from the certain intra-group transactions and balances of the operating subsidiaries in the PRC which are denominated in USD and the accrual of the Listing expenses which are denominated in HKD. The Directors consider that no significant foreign exchange risk exists for the Group.

或然負債

本集團於二零二零年六月三十日並無任何重大或然負債（二零一九年十二月三十一日：無）。

資本承擔

於二零二零年六月三十日，本集團的資本承擔總額約為人民幣39.2百萬元（二零一九年十二月三十一日：約人民幣59.9百萬元）。

財務管理及財資政策

本集團的財務風險管理由其總部的財資部門負責。本集團已採納審慎的資金及財資管理政策，同時維持健康的財務狀況。本集團的資金來源以經營活動產生現金及銀行借款籌集。本集團的財資政策主要包括管理資金流動性及收益，以保障本集團主營業務健康發展。本集團定期檢討其主要資金狀況，以確保其將有足夠財資資源履行其財務責任，本集團不時考慮各種融資方案，包括但不限於金融機構借貸、非金融機構借貸、發行債券等。

外匯風險

本集團在香港註冊成立的經營附屬公司的大部分交易以美元（「美元」）結算，惟若干以港元（「港元」）或其他貨幣計值的交易除外。該等附屬公司的功能貨幣為美元。本集團在中國註冊成立的經營附屬公司在中國經營，其功能貨幣為人民幣。於二零二零年六月三十日，匯兌風險主要來自若干集團內交易、中國經營附屬公司的美元結餘以及以港元計值的應計上市開支。董事認為，本集團不存在重大匯兌風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Employees and Remuneration Policies

As at 30 June 2020, the Group had approximately 749 (31 December 2019: 821) full-time employees, of which, 22 of them were in Hong Kong and the rest of them were stationed in Shantou and Shenzhen, the PRC.

The remuneration packages offered by the Group to its employees, including salaries, accidental insurance and allowances, depend on their job nature. Bonuses are generally discretionary and based in part on employee performance and in part on the overall performance of the Group's business.

The Group has implemented training programmes for its employees to meet different job requirements, such as training on production procedures for its staff at its production department. It is believed that these initiatives have contributed to the increased productivity of employees of the Group. The Group has also adopted a share option scheme to reward, among others, its employees for their contribution to the Group (the "**Share Option Scheme**"), details of which are set out in the section headed "Share Option Scheme" below of this interim report.

Impact of the Epidemic and Outlook

Despite the recent disruptions caused by the outbreak of COVID-19, the Group has resumed its operation in the PRC since 10 February 2020. Therefore, the epidemic has not significantly impacted the Group's businesses and financial results for the six months ended 30 June 2020. However, given that, as at the date of this interim report, the Group's overseas operation may be subject to further development of the outbreak of COVID-19 and government advice or restrictions, the Directors will continue to assess the impact of the epidemic on the Group's operation and financial performance and closely monitor the Group's exposure to the risks and uncertainties in connection therewith. The Group will take appropriate measures as necessary and inform the Shareholders and potential investors of the Company as and when necessary.

僱員及薪酬政策

於二零二零年六月三十日，本集團有約 749 名（二零一九年十二月三十一日：821 名）全職僱員，其中 22 名在香港，其餘位於中國汕頭與深圳。

本集團根據僱員的工作性質向其提供薪酬福利，包括薪資、意外保險及津貼。獎金通常酌情決定，部分取決於僱員的績效，部分取決於本集團業務的整體表現。

本集團已為其僱員實施培訓計劃以滿足不同的工作要求，例如在其生產部門對其僱員進行生產程序方面的培訓。相信該等舉措有助於提高本集團僱員的生產率。本集團亦已採納一項購股權計劃，以獎勵（其中包括）僱員對本集團作出的貢獻（「購股權計劃」），有關詳情載於本中報下方「購股權計劃」一節。

疫情影響及展望

儘管近期由於 COVID-19 爆發引起干擾，本集團的中國業務自二零二零年二月十日已復營。因此，疫情並未對本集團截至二零二零年六月三十日止六個月的業務及財務業績造成重大影響。然而，鑒於在本中期報告刊發日期，本集團的海外業務可能受限於 COVID-19 爆發的進一步發展及政府的建議或限制，董事會繼續評估疫情對本集團營運及財務業績的影響，密切監察本集團面臨是次疫情的相關風險及不確定因素。本集團會在有需要時採取適當措施並向本公司的股東及潛在投資者發出通知。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On the other hand, with the aim of further developing its business and continuing its growth and also taking into account the epidemic situation and the intense relations between China and the United States, the Group will implement the following strategies:

- expand its product line to include anti-epidemic products (details of which are disclosed in the sub-section headed “Anti-epidemic products” above);
- continue to prioritise and focus on overseas market by (i) maintaining and strengthening relationship with its existing direct overseas customers; and (ii) expanding its customer base;
- continue to strengthen, expand and diversify its customer base by focusing on (i) the PRC Export-Oriented Wholesalers; and (ii) the PRC retailers;
- diversify its product offerings through continuous development of new products and global licensing strategy;
- expand its production capacity and improve its production efficiency; and
- expand its domestic sales.

另一方面，為進一步發展業務並持續增長，考慮到疫情及中美緊張的關係，本集團將實施以下策略：

- 擴大生產線至包括防疫用品（詳情於上文「防疫用品」分節披露）；
- 通過(i)維持並鞏固與現有直接海外客戶的關係；及(ii)擴大客戶基礎繼續優先考慮及專注於海外市場；
- 通過專注於(i)中國出口型批發商；及(ii)中國零售商，以繼續加強、擴展及多樣化其客戶基礎；
- 通過繼續開發新產品和全球授權策略實現產品多樣化；
- 擴大生產能力，提高生產效率；及
- 擴大國內銷售。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

簡明綜合中期全面收益表

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
	Note 附註		
Revenue	5	116,836	125,468
Cost of sales		(76,812)	(80,177)
Gross profit		40,024	45,291
Selling expenses		(6,384)	(7,779)
Administrative expenses		(25,740)	(16,164)
Net impairment losses on financial assets		(2,319)	(3,768)
Other income		4,031	2,571
Other losses – net		(581)	(92)
Operating profit		9,031	20,059
Finance income		901	946
Finance costs		(4,660)	(4,549)
Finance costs – net	6	(3,759)	(3,603)
Profit before income tax		5,272	16,456
Income tax expenses	7	(3,722)	(3,075)
Profit for the year		1,550	13,381
Profit/(loss) attributable to Owners of the Company		1,550	13,381
Non-controlling interests		—	—
		1,550	13,381
Other comprehensive income			
<i>Items that may be reclassified to profit or loss:</i>			
Currency translation differences		774	111
Other comprehensive income for the year		774	111
Total comprehensive income for the year attributable to Owners of the Company		2,324	13,492
Non-controlling interests		—	—
		2,324	13,492
Earnings per share attributable to owners of the Company			
— Basic and diluted (RMB)	8	0.3 cents 分	3.1 cents 分

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

簡明綜合中期財務狀況表

		Unaudited 未經審核 30-Jun-20 二零二零年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31-Dec-19 二零一九年 十二月三十一日 RMB'000 人民幣千元
	Note 附註		
ASSETS			
Non-current assets			
Property, plant and equipment		201,831	166,301
Intangible assets		7,105	6,750
Deferred income tax assets		5,932	5,446
Prepayments		51,071	47,759
		265,939	226,256
Current assets			
Inventories		71,429	65,060
Trade receivables	10	100,460	60,239
Prepayments and other receivables		78,312	55,520
Restricted cash		1,035	1,018
Cash and cash equivalents	11	109,860	116,629
		361,096	298,466
Total assets		627,035	524,722
EQUITY			
Equity attributable to owners of the Company			
Share capital		467	70
Other reserves		371,205	268,639
Retained earnings		32,333	32,188
		404,005	300,897

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

簡明綜合中期財務狀況表

			Unaudited 未經審核 30-Jun-20 二零二零年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31-Dec-19 二零一九年 十二月三十一日 RMB'000 人民幣千元
		Note 附註		
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Deferred revenue	遞延收益		2,224	2,705
Deferred tax liabilities	遞延稅項負債		2,495	2,534
Lease liabilities	租賃負債		3,651	186
License fee payable	應付授權費		1,196	1,854
			9,566	7,279
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	12	49,758	51,144
Contract liabilities	合約負債		1,346	738
Bank and other borrowings	銀行及其他借款	13	133,994	142,728
Lease liabilities	租賃負債		2,822	2,546
License fee payable	應付授權費		2,174	2,735
Current income tax liabilities	即期所得稅負債		23,370	16,655
			213,464	216,546
Total liabilities	負債總額		223,030	223,825
Total equity and liabilities	權益總額及負債		627,035	524,722

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

簡明綜合中期權益變動表

		Attributable to Owners of Company 本公司擁有人應佔				
		Share capital 股本 RMB'000 人民幣千元	Other reserves 其他儲備 RMB'000 人民幣千元	Retained earnings 保留盈利 RMB'000 人民幣千元	Non- controlling interests 非控股權益 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Unaudited	未經審核					
Balance at 1 January 2019	於二零一九年 一月一日的結餘	—	264,479	101,702	—	366,181
Comprehensive income	全面收益					
— Profit for the period	— 期內盈利	—	—	13,381	—	13,381
— Other comprehensive income	— 其他全面收益	—	111	—	—	111
Total comprehensive income	全面收益總額	—	111	13,381	—	13,492
Transfer to statutory reserve	轉撥至法定儲備	—	1,425	1,425	—	—
Cash dividends paid to the then shareholders of a subsidiary	向附屬公司當時 股東支付現金股息	—	—	(101,400)	—	(101,400)
Balance at 30 June 2019	於二零一九年 六月三十日的 結餘	—	266,015	12,258	—	278,273
Unaudited	未經審核					
Balance at 1 January 2020	於二零二零年 一月一日的結餘	70	268,639	32,188	—	300,897
Comprehensive income	全面收益					
— Profit/(loss) for the period	— 期內盈利/(虧損)	—	—	1,550	—	1,550
— Other comprehensive income	— 其他全面收益	—	774	—	—	774
Total comprehensive income	全面收益總額	—	774	1,550	—	2,324
Transfer to statutory reserve	轉撥至法定儲備	—	1,405	(1,405)	—	—
Transactions with non-controlling interests	與非控股權益的交易	—	—	—	—	—
Capitalisation issue	資本化發行					
Other reserves	其他儲備	316	(316)	—	—	—
Issue of shares under the Listing	根據上市發行股份	81	111,539	—	—	111,620
Listing expenses included in share premium	計入股份溢價的 上市開支	—	(10,836)	—	—	(10,836)
Balance at 30 June 2020	於二零二零年 六月三十日的結餘	467	371,204	32,333	—	404,005

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS (UNAUDITED)

簡明綜合中期現金流量表（未經審核）

		Six months ended 30 June	
		截至六月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net cash (used in)/generated from operating activities	經營活動（所用）／所得現金淨額	(30,546)	27,516
Net cash used in investing activities	投資活動所用現金淨額	(50,164)	(60,009)
Net cash generated from/ (used in) financing activities	融資活動所得／（所用）現金淨額	74,341	(110,180)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物（減少）／增加淨額	(6,369)	(142,673)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	116,629	188,634
Exchange differences on cash and cash equivalents	現金及現金等價物的匯兌差額	(400)	109
Cash and cash equivalents at end of the period	期末現金及現金等價物	109,860	46,070

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

簡明綜合中期財務報表附註

1. General information

Kidztech Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 25 October 2019 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company and its subsidiaries (together, “the Group”) are principally engaged in manufacturing and sales of toys (the “Listing Business”).

The Company’s shares were listed on the Main Board on 18 March 2020.

This condensed consolidated interim financial information (the “Interim Financial Information”) is presented in Renminbi (“RMB”), unless otherwise stated.

2. Basis of preparation and accounting policies

The Interim Financial Information has been prepared in accordance with Hong Kong Accounting Standard 34 “Interim financial reporting”. The Interim Financial Information does not include all the notes of the type normally included in an annual financial report. Accordingly, the Interim Financial Information is to be read in conjunction with the annual report for the year ended 31 December 2019 and any public announcements made by the Company during the interim reporting period.

3. Accounting policies

The accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2019, as described in those annual financial statements, except for the estimation of income tax using the tax rate that would be applicable to expected total annual earnings and the adoption of amendments to HKFRS effective for the financial beginning on 1 January 2020.

Amendments to HKFRS effective for the financial year beginning on 1 January 2020 do not have a material impact on the Group’s financial statements.

1. 一般資料

奇士達控股有限公司（「本公司」）乃根據開曼群島公司法於二零一九年十月二十五日在開曼群島註冊成立為獲豁免有限責任公司。其註冊辦事處的地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司為投資控股公司，連同其附屬公司（統稱「本集團」）主要從事玩具的製造及銷售（「上市業務」）。

本公司股份已於二零二零年三月十八日在主板上市。

除另行列明外，本簡明綜合中期財務資料（「中期財務資料」）以人民幣（「人民幣」）呈列。

2. 編制基準及會計政策

中期財務資料乃根據香港會計準則第34號「中期財務報告」編制。中期財務信息不包括通常包含在年度財務報告中的所有附註。因此，本中期財務資料將與截至二零一九年十二月三十一日止年度的年度報告以及本公司於中期報告期內發佈的任何公開公告一併閱讀。

3. 會計政策

所應用的會計政策與截至二零一九年十二月三十一日止年度的年度財務報表的會計政策一致（如該等年度財務報表所述），惟採用適用於預期年度總收入的稅率的估算所得稅及採納自二零二零年一月一日起財政年度生效的香港財務報告準則修訂本除外。

自二零二零年一月一日起財政年度生效的香港財務報告準則修訂本對本集團的財務報表並無重大影響。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

簡明綜合中期財務報表附註

4. Critical accounting estimates and judgments

The preparation of the 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 the 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 2019.

5. Segment information

Management has determined the operating segments based on the reports reviewed by CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the executive directors of the Company.

The Group is principally engaged in manufacturing and sales of toy cars. Management reviews the operating results of the business as one operating segment to make decisions about resources to be allocated. Therefore, the executive directors of the Company regard that there is only one operating segment which is used to make strategic decisions. Revenue and profit before income tax are the measures reported to the executive directors for the purpose of resources allocation and performance assessment.

As at 30 June 2020, majority of the Group's non-current assets were located in the PRC (31 December 2019: same).

Analysis of revenue by product type is as follows:

Smart toys	智能玩具
— Smart toy vehicles	— 智能車模
— Smart interactive toys	— 智能互動式玩具
Traditional toys	傳統玩具
Smart hardware	智能硬件
Anti-epidemic products	防疫用品

4. 關鍵會計估計及判斷

中期財務資料的編制要求管理層做出影響會計政策的應用以及資產與負債、收入與開支的報告金額的判斷、估計及假設。實際結果可能與該等估計不同。

於編制中期財務資料時，管理層於應用本集團會計政策時做出的重大判斷以及估計不確定性的主要來源與截至二零一九年十二月三十一日止年度的綜合財務報表所採用者相同。

5. 分部資料

管理層已基於主要經營決策者審閱的報告釐定經營分部。主要經營決策者負責分配資源及評估經營分部的表現，並已被認定為本公司執行董事。

本集團主要從事車模製造及銷售。管理層審閱業務經營業績時將其視為一個經營分部，而作出資源分配的決定。因此，本公司執行董事認為，僅有一個用以作出策略性決定的經營分部。收益及除所得稅前盈利乃就資源分配及表現評估而呈報予執行董事的計量。

於二零二零年六月三十日，本集團大部分非流動資產位於中國（二零一九年十二月三十一日：相同）。

按產品類型劃分的收益分析如下：

(Unaudited)
(未經審核)
For the six months ended 30 June
截至六月三十日止六個月

	2020	2019
	二零二零年	二零一九年
	RMB'000	RMB'000
	人民幣千元	人民幣千元

	63,078	65,743
	14,586	7,933
	33,774	48,732
	0	3,060
	5,398	N/A 不適用
	116,836	125,468

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

簡明綜合中期財務報表附註

5. Segment information (Continued)

During the six months ended 30 June 2020, details of the Group's sales to external customer who accounted for more than 10% of total revenue are set out below (corresponding period in 2019: no individual customer accounted for more than 10 % of the Group's revenue).

Customer A 客戶 A

Customer B 客戶 B

* The customer contributed less than 10% of total revenue during the six months ended 30 June 2019.

The revenue from customers by geographic information as determined by destination of delivery is as follows:

Out of Mainland China 中國內地以外

Mainland China 中國內地

Total

總計

5. 分部資料 (續)

於截至二零二零年六月三十日止六個月，本集團向外部客戶（其佔總收益的10%以上）的銷售詳情載列如下（二零一九年同期：概無個人客戶佔本集團收益的10%以上）。

For the six months ended 30 June

截至六月三十日止六個月

	2020	2019
	二零二零年	二零一九年

11.5%

Not Applicable*
不適用*

10.7%

Not Applicable*
不適用*

* 該等客戶於截至二零一九年六月三十日止六個月對總收益的貢獻不足10%。

來自按地理位置（按交付目的地釐定）劃分的客戶的收益如下：

(Unaudited)

(未經審核)

Six months ended 30 June

截至六月三十日止六個月

	2020	2019
	二零二零年	二零一九年

RMB'000

RMB'000

人民幣千元

人民幣千元

35,596

36,241

81,240

89,227

116,836

125,468

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

簡明綜合中期財務報表附註

6. Finance costs — net

Finance income	財務收入
— Interest income	— 利息收入
Finance costs	財務成本
— Interest expenses on bank borrowings	— 銀行借款的利息開支
— Interest expenses on other borrowings	— 其他借款的利息開支
— Interest expenses on lease liabilities	— 租賃負債的利息開支
— Interest expenses on license fee payables	— 應付授權費的利息開支
— Others	— 其他

6. 財務成本淨額

(Unaudited)
(未經審核)
Six months ended 30 June
截至六月三十日止六個月

2020	2019
二零二零年	二零一九年
RMB'000	RMB'000
人民幣千元	人民幣千元

	901	946
	3,037	3,571
	970	320
	83	149
	95	124
	475	385
	3,759	3,603

7. Income tax expenses

Current income tax	即期所得稅
— PRC enterprise income tax	— 中國企業所得稅
— Hong Kong profits tax	— 香港利得稅
Deferred income tax	遞延所得稅

7. 所得稅開支

(Unaudited)
(未經審核)
Six months ended 30 June
截至六月三十日止六個月

2020	2019
二零二零年	二零一九年
RMB'000	RMB'000
人民幣千元	人民幣千元

	4,260	4,085
	19	2
	(557)	(1,012)
	3,722	3,075

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

簡明綜合中期財務報表附註

8. Earnings per share

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Profit attributable to owners of the Company (RMB'000)	本公司擁有人應佔溢利	1,550	13,381
Weighted average number of ordinary shares in issue (thousand shares)	已發行普通股的加權平均數	482,824	431,600
Basic earnings per share (RMB)	每股基本盈利 (人民幣)	0.3cents 分	3.1cents 分

Diluted earnings per share equal to basic earnings per share as there were no potential diluted shares outstanding for the six months ended 30 June 2020 (six months ended 30 June 2019: same).

每股攤薄盈利等於每股基本盈利，因為截至二零二零年六月三十日止六個月並無潛在經攤薄流通股份（二零一九年六月三十日止六個月：相同）。

9. Dividend

The Board has resolved not to declare an interim dividend for the six months ended 30 June 2020 (2019: Nil).

9. 股息

董事會議決不宣派截至二零二零年六月三十日止六個月的中期股息（二零一九年：無）。

10. Trade receivables

		(Unaudited) (未經審核)	(Audited) (經審核)
		30-Jun-20 二零二零年 六月三十日 RMB'000 人民幣千元	31-Dec-19 二零一九年 十二月三十一日 RMB'000 人民幣千元
Trade receivables	貿易應收款項	111,313	68,724
Less: provision for impairment	減：減值撥備	(10,853)	(8,485)
		100,460	60,239

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

簡明綜合中期財務報表附註

10. Trade receivables (Continued)

(a) Ageing analysis of trade receivables based on invoice date is as follows:

		(Unaudited) (未經審核)	(Audited) (經審核)
		30-Jun-20 二零二零年 六月三十日	31-Dec-19 二零一九年 十二月三十一日
		RMB'000 人民幣千元	RMB'000 人民幣千元
Less than 30 days	少於30天	39,764	36,291
31 days to 120 days	31天至120天	44,852	27,942
121 days to 1 year	121天至1年	24,905	2,283
1 year to 2 years	1年至2年	775	2,032
More than 2 years	超過2年	1,017	176
		111,313	68,724

11. Cash and cash equivalents

Cash and cash equivalents are denominated in the following currencies:

		(Unaudited) (未經審核)	(Audited) (經審核)
		As at 30 June 2020 於 二零二零年 六月三十日	As at 31 December 2019 於 二零一九年 十二月三十一日
		RMB'000 人民幣千元	RMB'000 人民幣千元
RMB	人民幣	109,076	115,455
HKD	港元	689	602
USD	美元	92	563
EUR	歐羅	3	9
		109,860	116,629

10. 貿易應收款項 (續)

(a) 按發票日期計算的貿易應收款項賬齡分析如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		30-Jun-20 二零二零年 六月三十日	31-Dec-19 二零一九年 十二月三十一日
		RMB'000 人民幣千元	RMB'000 人民幣千元
Less than 30 days	少於30天	39,764	36,291
31 days to 120 days	31天至120天	44,852	27,942
121 days to 1 year	121天至1年	24,905	2,283
1 year to 2 years	1年至2年	775	2,032
More than 2 years	超過2年	1,017	176
		111,313	68,724

11. 現金及現金等價物

現金及現金等價物按以下貨幣列值：

		(Unaudited) (未經審核)	(Audited) (經審核)
		As at 30 June 2020 於 二零二零年 六月三十日	As at 31 December 2019 於 二零一九年 十二月三十一日
		RMB'000 人民幣千元	RMB'000 人民幣千元
RMB	人民幣	109,076	115,455
HKD	港元	689	602
USD	美元	92	563
EUR	歐羅	3	9
		109,860	116,629

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

簡明綜合中期財務報表附註

12. Trade and other payables

12. 貿易及其他應付款項

		(Unaudited) (未經審核)	(Audited) (經審核)
		30-Jun-20	31-Dec-19
		二零二零年	二零一九年
		六月三十日	十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables	貿易應付款項	24,136	24,892
Accrued other expenses	預提其他開支	12,068	10,666
Accrued listing expenses	預提上市開支	4,824	6,002
Payroll payable	應付職工薪酬	4,473	4,687
Value-added-tax and other tax payables	增值稅及其他應付稅項	3,092	2,224
Refund liabilities	退款負債	1,165	1,570
Amounts due to minority shareholders	應付少數股東款項	—	1,103
		49,758	51,144

(a) Ageing analysis of trade payables based on invoice date is as follows:

(a) 按發票日期計算的貿易應付款項賬齡分析如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		30-Jun-20	31-Dec-19
		二零二零年	二零一九年
		六月三十日	十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Less than 30 days	少於30天	4,771	4,795
31 days to 120 days	31天至120天	2,019	6,862
121 days to 1 year	121天至1年	10,631	12,514
1 year to 2 years	1年至2年	6,163	595
More than 2 years	超過2年	552	126
		24,136	24,892

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

簡明綜合中期財務報表附註

13. Bank and other borrowings

13. 銀行及其他借款

	(Unaudited) (未經審核) 30-Jun-20 二零二零年 六月三十日 RMB'000 人民幣千元	(Audited) (經審核) 31-Dec-19 二零一九年 十二月三十一日 RMB'000 人民幣千元
Bank borrowings — secured 銀行借款 — 有抵押	86,400	92,500
Other borrowings — secured (a) 其他借款 — 有抵押 (a)	47,594	50,228
	133,994	142,728
(a) Other borrowings include loans from non-bank financial institutions and loan obtained from a state-owned company to Kidztech (Shantou) Information Technology Co., Ltd., a subsidiary of the Group.	(a) 其他借款包括非銀行金融機構的貸款及一間國企給予本集團附屬公司奇士達(汕頭)信息科技有限公司的貸款。	
(b) As at 30 June 2020, certain bank and other borrowings were secured by:	(b) 於二零二零年六月三十日，部份銀行及其他借款由以下資產抵押及個人提供擔保：	
(i) property, plant and equipment;	(i) 物業、廠房及設備；	
(ii) restricted cash; and	(ii) 受限制現金；及	
(iii) personal guarantees provided by Mr. Yu Huang and Ms. Chen Cheng and certain minority shareholders of the Company.	(iii) 由余煌先生及陳騁女士以及由個別少數股東提供個人擔保。	

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

簡明綜合中期財務報表附註

14. Events occurred after the Reporting Period

Kidztech Toys Manufacturing Limited, an indirect wholly-owned subsidiary of the Company, has recently been granted licensed rights of renowned toy and entertainment character brands as set out below:

- (i) licensed rights of “Pac-Man” for the sale of a series of radio controlled toys and slot racing track sets in overseas market for the period from 1 May 2020 to 30 April 2023 (both days inclusive); and
- (ii) licensed rights of “X-Games” for the sale of radio-controlled skateboarders in overseas market for the period from 1 July 2021 to 31 December 2022 (both days inclusive).

14. 報告期後事件

奇士達玩具製造有限公司(本公司的間接全資附屬公司)近期已獲得知名玩具及娛樂角色品牌的許可權,詳情如下:

- (i) 「吃鬼」(Pac-Man)許可權,可於二零二零年五月一日至二零二三年四月三十日(包括首尾兩日)期間,在海外市場銷售一系列無線電遙控玩具和插樁賽車軌道套件;及
- (ii) 「X-Games」許可權,可於二零二一年七月一日至二零二二年十二月三十一日(包括首尾兩日)期間,在海外市場銷售無線遙控滑板。

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Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares or Debentures

As at 30 June 2020, the interests and short positions of the Directors and the chief executive of the Company in the shares, the underlying shares or 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 to be notified 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 the interest or short positions which any such Director or chief executive was taken or deemed to have under such provision of the SFO) or which were required, pursuant to Section 352 of the SFO or otherwise 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 of the Stock Exchange (the "Listing Rules") were as follows:

董事及最高行政人員於股份、相關股份或債權證中的權益及淡倉

於二零二零年六月三十日，本公司董事或最高行政人員於本公司或任何相聯法團（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、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及香港聯合交易所有限公司（「聯交所」）的權益及淡倉（包括根據證券及期貨條例該等條文被當作或視為擁有的任何權益或淡倉），或須根據證券及期貨條例第352條記存於該條所指的登記冊的權益及淡倉，或根據聯交所證券上市規則（「上市規則」）附錄十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的權益及淡倉如下：

Name of Director	Capacity/Nature of Interest	Number of Shares held/ interested in	Long/ Short Position	Approximate Percentage of Shareholding
董事姓名	身份／權益性質	所持有／擁有權益的股份數目	好／淡倉	概約持股百分比
Mr. Yu Huang (Note 1) 余煌先生（附註1）	Interested in a controlled corporation 受控法團權益	206,946,667	Long position 好倉	39.73%
Mr. Pui Lik Leung Kenny (Note 2) 貝烈亮先生（附註2）	Interest in a controlled corporation 受控法團權益	21,580,000	Long position 好倉	4.14%
Ms. Zheng Jungyun (Note 3) 鄭靜雲女士（附註3）	Interest of spouse 配偶權益	35,966,667	Long position 好倉	6.90%

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Notes:

- (1) Top Synergy Y&C Limited is owned as to approximately 94.79% by Mr. Yu Huang and as to approximately 5.21% by Ms. Chen Cheng, respectively. Therefore, Mr. Yu Huang is deemed to be interested in all the Shares held by Top Synergy Y&C Limited for the purpose of the SFO.
- (2) Keen Pacemaker Limited is wholly owned by Mr. Pui Lik Leung Kenny. Therefore, Mr. Pui Lik Leung Kenny is deemed to be interested in all the Shares held by Keen Pacemaker Limited for the purpose of the SFO.
- (3) Ms. Zheng Jingyun is the spouse of Mr. Cai Fenguang. Therefore, Ms. Zheng Jingyun is deemed to be interested in all the Shares that Mr. Cai Fenguang is interested in for the purpose of the SFO.

Save as disclosed above, as at 30 June 2020, none of the Directors nor chief executive of the Company had registered an interest and short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which 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 were taken or deemed to have under such provisions of the SFO) or pursuant to Section 352 of the SFO, required to be recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- (1) Top Synergy Y&C Limited 分別由余煌先生及陳騁女士擁有約94.79%及約5.21%。因此，根據證券及期貨條例，余煌先生被視為在 Top Synergy Y&C Limited 持有的所有股份中擁有權益。
- (2) Keen Pacemaker Limited 由貝烈亮先生全資擁有。因此，根據證券及期貨條例，貝烈亮先生被視為在 Keen Pacemaker Limited 持有的所有股份中擁有權益。
- (3) 鄭靜雲女士為蔡奮光先生的配偶。因此，根據證券及期貨條例，鄭靜雲女士被視為於蔡奮光先生擁有權益的所有股份中擁有權益。

除上文所披露者外，於二零二零年六月三十日，概無本公司董事或最高行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例該等條文被當作或視為擁有的任何權益或淡倉），或須根據證券及期貨條例第352條記存於登記冊的權益及淡倉，或根據標準守則須知會本公司及聯交所的權益及淡倉。

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Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures

So far as the Directors are aware, as at 30 June 2020, the following persons/entities (other than the Directors or the chief executive of the Company) had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or otherwise notified to the Company were as follows:

主要股東及其他人士於股份、相關股份或債權證中的權益及淡倉

就董事所知，於二零二零年六月三十日，下列人士／實體（非本公司董事或最高行政人員）於股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部的條文向本公司披露，或須記錄於本公司根據證券及期貨條例第336條須予存置的登記冊內，或須另行知會本公司的權益或淡倉：

Name	Capacity/Nature of Interest	Number of Shares held/ interested in 所持有／擁有權益的 股份數目	Long/ Short Position	Approximate Percentage of Shareholding
姓名	身份／權益性質		好／淡倉	概約持股百分比
Ms. Chen Cheng (Note 1) 陳聘女士（附註1）	Interest of spouse 配偶權益	206,946,667	Long position 好倉	39.73%
Top Synergy Y&C Limited	Beneficial owner 實益擁有人	206,946,667	Long position 好倉	39.73%
Ms. Ng Mo Sum (Note 2) 吳慕心女士（附註2）	Interest in a controlled corporation 受控法團權益	55,333,333	Long position 好倉	10.62%
Mr. Wu Shu Peng (Note 3) 吳樹鵬先生（附註3）	Interest of spouse 配偶權益	55,333,333	Long position 好倉	10.62%
Motivational Mathematics Limited	Beneficial owner 實益擁有人	55,333,333	Long position 好倉	10.62%
Mr. Cai Fenguang 蔡奮光先生	Interest in a controlled corporation 受控法團權益	35,966,667	Long position 好倉	6.90%
Charming Flair Limited	Beneficial owner 實益擁有人	35,966,667	Long position 好倉	6.90%

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Notes:

- (1) Ms. Chen Cheng is the spouse of Mr. Yu Huang. Therefore, Ms. Chen Cheng is deemed to be interested in all the Shares that Mr. Yu Huang is interested in for the purpose of the SFO.
- (2) Motivational Mathematics Limited is wholly owned by Ms. Ng Mo Sum. Therefore, Ms. Ng Mo Sum is deemed to be interested in all the Shares held by Motivational Mathematics Limited for the purpose of the SFO.
- (3) Mr. Wu Shupeng is the spouse of Ms. Ng Mo Sum. Therefore, Mr. Wu Shupeng is deemed to be interested in all the Shares that Ms. Ng Mo Sum is interested in for the purpose of the SFO.
- (4) Charming Flair Limited is wholly owned by Mr. Cai Fenguang. Therefore, Mr. Cai Fenguang is deemed to be interested in all the Shares held by Charming Flair Limited for the purpose of the SFO.

Save as disclosed above, as at 30 June 2020, no person, other than the Directors and the chief executive of the Company whose interests are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, the Underlying Shares or Debentures" above, had notified the Company of an interest or short position in the Shares, underlying Shares or debenture of the Company that was required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Share Option Scheme

The Company conditionally adopted the Share Option Scheme on 13 February 2020, so as to grant options to selected participants as incentives or rewards for their contribution to the Group. Given that the Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the exercise price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the Directors, it is expected that grantees of an option will make an effort to contribute to the development of the Group to bring about an increased market price of the Shares in order to capitalise on the benefits of the options granted.

附註：

- (1) 陳騁女士為余煌先生的配偶。因此，根據證券及期貨條例，陳騁女士被視為在余煌先生擁有權益的所有股份中擁有權益。
- (2) Motivational Mathematics Limited 由吳慕心女士全資擁有。因此，根據證券及期貨條例，吳慕心女士被視為在 Motivational Mathematics Limited 持有的所有股份中擁有權益。
- (3) 吳樹鵬先生為吳慕心女士的配偶。因此，根據證券及期貨條例，吳樹鵬先生被視為在吳慕心女士擁有權益的所有股份中擁有權益。
- (4) Charming Flair Limited 由蔡奮光先生全資擁有。因此，根據證券及期貨條例，蔡奮光先生被視為在 Charming Flair Limited 持有的所有股份中擁有權益。

除上文所披露者外，於二零二零年六月三十日，概無人士（本公司董事及最高行政人員除外，其權益載於上文「董事及最高行政人員於股份、相關股份或債權證中的權益及淡倉」一節）已向本公司知會於本公司股份、相關股份或債權證中擁有須記錄於本公司根據證券及期貨條例第336條須予存置的權益登記冊的任何權益或淡倉，或根據證券及期貨條例第XV部第2及第3分部的條文須予披露的任何權益或淡倉。

購股權計劃

本公司於二零二零年二月十三日有條件採納一項購股權計劃，以向選定參與者授出購股權，作為彼等對本集團所作貢獻的激勵或獎勵。由於董事可按個別情況釐定任何須達到的表現目標及購股權可行使前須持有的最短期間，加上購股權的行使價在任何情況下不得低於上市規則規定的價格或董事可能指定的更高價格，故此預期購股權承授人將盡力為本集團的發展作出貢獻，從而使股份市價上升，以透過獲授的購股權而得益。

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The Directors may, at its absolute discretion, grant options to any of the following classes of participants: (a) any employee (whether full-time or part-time including any executive director but excluding any non-executive director) of the Company, any of the subsidiaries or any entity (the “**Invested Entity**”) in which any member of the Group holds an equity interest; (b) any non-executive directors (including independent non-executive directors of the Company, any of the subsidiaries or any Invested Entity); (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of any member of the Group or any Invested Entity; (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (g) any adviser (professional or otherwise) or consultant to any area of the business or business development of any member of the Group or any Invested Entity; and (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

The total number of Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Company) to be granted under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 10% of the total number of Shares in issue on the date of Listing (i.e. 18 March 2020) (the “**Listing Date**”), being 52,000,000 Shares. As at 30 June 2020, no option had been granted since the adoption of the Share Option Scheme. The total number of Shares issued and which may fall to be issued upon the exercise of the options granted under the Share Option Scheme and any other share option scheme of the Company (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the total number of Shares in issue for the time being. Any further grant of options in excess of the 1% limit shall be subject to Shareholders’ approval in general meeting of the Company with such grantee and his associates abstaining from voting.

董事可全權酌情向任何下列類別參與者授出購股權：(a) 本公司、任何附屬公司或本集團任何成員公司持有股權的任何實體（「**所投資實體**」）的任何僱員（不論全職或兼職，包括任何執行董事，但不包括任何非執行董事）；(b) 本公司、任何附屬公司或任何所投資實體的任何非執行董事（包括獨立非執行董事）；(c) 本集團任何成員公司或任何所投資實體的任何貨物或服務供應商；(d) 本集團任何成員公司或任何所投資實體的任何客戶；(e) 任何為本集團任何成員公司或任何所投資實體提供研究、開發或其他技術支持的人士或實體；(f) 本集團任何成員公司或任何所投資實體的任何股東或本集團任何成員公司或任何所投資實體所發行任何證券的持有人；(g) 本集團任何成員公司或任何所投資實體在任何業務範疇或業務發展的任何專業或其他諮詢人士或顧問；及(h) 曾經或可能透過合資經營、業務聯盟或其他業務安排對本集團發展及增長作出貢獻的任何其他參與者群體或類別。

因行使根據購股權計劃及本公司任何其他購股權計劃將予授出所有購股權（就此而言，並不包括根據購股權計劃及本公司任何其他購股權計劃條款而失效者）而可予配發及發行的股份總數不得超過上市日期（即二零二零年三月十八日，「**上市日期**」）已發行股份數目的10%，即52,000,000股股份。自採納購股權計劃起至二零二零年六月三十日，並無授出任何購股權。於任何12個月期間因行使根據購股權計劃及本公司任何其他購股權計劃而授出的購股權（包括已行使或尚未行使購股權兩者）已向各承授人發行及將予發行的股份總數不得超過當時已發行股份數目的1%。進一步授予超過1%上限的任何購股權須由股東於股東大會上批准，而有關承授人及其聯繫人須放棄投票。

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Listing and Use of Proceeds

The Shares were successfully listed on the Main Board of the Stock Exchange on the Listing Date. The net proceeds (after deducting related underwriting fees and commissions and expenses payable in connection with the global offering) raised by the Company from the Listing and prior to the exercise of the over-allotment option were approximately HK\$81.2 million (based on the final offer price of HK\$1.38 per Share). Due to the issue and allotment of Shares pursuant to the partial exercise of the over-allotment option on 3 April 2020, an additional net proceeds of approximately HK\$1.2 million were raised.

For the period from the Listing Date to 30 June 2020, the proceeds were utilised consistent with that disclosed in the section headed "Future Plans and Use of Proceeds" of the prospectus of the Company dated 28 February 2020, details of which are set out below:

上市及所得款項用途

股份已成功於上市日期在聯交所主板上市。扣除與全球發售有關的包銷費用及佣金及應付開支後，本公司自上市以來及於行使超額配股權之前所募集的所得款項淨額約為81.2百萬港元（基於最終發售價每股1.38港元計算）。由於在二零二零年四月三日部分行使超額配股權而發行及配發股份，籌集額外所得款項淨額約1.2百萬港元。

自上市日期至二零二零年六月三十日期間，所得款項用途與本公司日期為二零二零年二月二十八日的招股章程「未來計劃及所得款項用途」一節所披露者相符，詳情如下：

	Intended use of net proceeds 所得款項淨額 計劃用途 HK\$ million 百萬港元 (approximate) (約)	Amount utilised Amount utilised 已動用金額 HK\$ million 百萬港元 (approximate) (約)	Amount not yet utilised 未動用金額 HK\$ million 百萬港元 (approximate) (約)	Expected timing of usage 預計使用時間
Funding the planned expansion of the new production plant 為新生產廠房擴張計劃提供資金	58.4	18.2	40.2	By the end of 2021 二零二一年底前
Maintaining and strengthening relationship with existing customers, and acquiring or investing in downstream companies 維持並鞏固與現有客戶的關係、 以及收購或投資於下游公司	15.8	0.9	14.9	By the end of 2021 二零二一年底前
General replenishment of working capital and other corporate purpose 一般補充營運資金及 其他一般公司用途	8.2	8.2	—	—
Total 總計	82.4	27.3	55.1	

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Purchase, Sale or Redemption of Shares

The Shares were first listed on the Main Board of the Stock Exchange on the Listing Date. Neither the Company nor any member of the Group had purchased, sold or redeemed any of the Shares during the period from the Listing Date up to 30 June 2020.

Interim Dividend

The Board has resolved not to declare an interim dividend for the six months ended 30 June 2020 (corresponding period in 2019: nil).

Corporate Governance

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability of the Company. During the period from the Listing Date to 30 June 2020, the Company has applied the principles and complied with all applicable code provisions of the Corporate Governance Code in Appendix 14 (the “**CG Code**”) to the Listing Rules, save and except the deviation as follows:

Pursuant to code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Yu Huang is currently the chairman of the Board and the chief executive officer of the Group. Mr. Yu Huang has been responsible for the overall management of the Group since the establishment of the Group. The Board believes that the current structure enables us to make and implement business decision swiftly and effectively which promotes the Group's development in line with other strategies and business direction. The Board considers that the balance of power and authority, accountability and independent decision-making under the present arrangement will not be impaired because of the diverse background and experience of the executive Directors, non-executive Director and independent non-executive Directors. Further, the audit committee of the Company (the “**Audit Committee**”), which consists of all independent non-executive Directors, has free and direct access to the Company's external auditors and independent professional advisers when it considers necessary. Therefore, the Directors consider that the deviation from code provision A.2.1 of the CG Code is appropriate in such circumstance. In order to maintain good corporate governance and to fully comply with code provision A.2.1 of the CG Code, the Board will regularly review the need to appoint different individuals to perform the roles of chairman of the Board and chief executive separately.

收購、出售或贖回股份

股份於上市日期首次於聯交所主板上市。自上市日期至二零二零年六月三十日期間，本公司及本集團任何成員公司概無收購、出售或贖回任何股份。

中期股息

董事會議決不宣派截至二零二零年六月三十日止六個月的中期股息（二零一九年同期：無）。

企業管治

本集團致力維持高水準的企業管治，以保障股東權益及加強本公司的企業價值及問責制度。自上市日期至二零二零年六月三十日期間，本公司已遵循上市規則附錄十四企業管治守則（「**企業管治守則**」）的原則，並遵守所有適用的守則條文，惟以下各項除外：

根據企業管治守則的守則條文第A.2.1條，主席及行政總裁的角色不應由同一人履行。余煌先生現為董事會主席及本集團行政總裁。余煌先生自本集團成立以來一直負責本集團的整體管理。董事會相信現有架構讓我們暢順有效地作出並實行業務決定，促進本集團符合其他策略及業務方向的發展。由於執行董事、非執行董事及獨立非執行董事的背景及經驗多元化，董事會認為現有安排項下的權責平衡、問責性及作出決策時的獨立不會受損。此外，由獨立非執行董事組成的審核委員會（「**審核委員會**」）可於其認有需要時，隨時直接接觸本公司的外部核數師及獨立專門顧問。因此，董事認為於該情況下偏離企業管治守則的守則條文第A.2.1條乃屬恰當。為維持良好企業管治及完全守企業管治守則的守則條文第A.2.1條，董事會將定期檢討委任不同人士履行董事會主席及行政總裁角色的需要。

OTHER INFORMATION

其他資料

Further, Mr. Pui Lik Leung Kenny, an executive Director, sold an aggregate of 300,000 Shares on 22 July and 23 July 2020. These transactions took place during the blackout period under rule A3(a)(i) of the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) without notification to the chairman of the Company. The non-compliance was not deliberate and completely unintentional and was merely due to unfamiliarity of Mr. Pui Lik Leung Kenny with the requirements under the Model Code. The non-compliance was immediately identified by the Company and such change of interest was subsequently disclosed on 27 July 2020.

Model Code For Securities Transactions

The Group has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealing set out in the Model Code.

Having made specific enquiry, all Directors confirmed that they had complied with the Model Code during the period from the Listing Date up to 30 June 2020. In addition, the Company is not aware of any non-compliance of the Model Code by the senior management of the Group during the period from the Listing Date up to 30 June 2020. However, one exception was noted after 30 June 2020 and the details were disclosed in the section headed “Corporate governance” above. The Company has paid due regard to this non-compliance and in order to prevent the occurrence of similar incidents, the Company has immediately reminded all Directors again the dealing restriction during the blackout period and the importance of complying with the Listing Rules in their dealings of the Shares and in particular the importance of giving written notice and obtaining written acknowledgement prior to conducting any intended dealings. The Company will also provide further briefings to develop and refresh the Directors’ knowledge and enhance their awareness of good corporate governance practices.

Competing Interests

The Directors are not aware of any business or interest of Directors nor the controlling Shareholder nor any of their respective close associates (as defined in the Listing Rules) that compete or may compete with the business of the Group and any conflicts of interests which any such person has or may have with the Group during the six months ended 30 June 2020.

此外，執行董事貝烈亮先生於二零二零年七月二十二日及七月二十三日出售合共300,000股股份。此等交易於上市發行人董事進行證券交易的標準守則（「**標準守則**」）第A3(a)(i)條規定的禁售期內發生，而並未知會本公司主席。此項違規並非故意而為，完全屬無心之失，純粹由於貝烈亮先生不熟悉標準守則規定。此項違規即時被本公司發現，有關權益變動隨後於二零二零年七月二十七日披露。

證券交易的行為守則

本集團已採納有關董事進行證券交易的行為守則，其條款的嚴格程度不遜於標準守則所載的規定買賣準則。

經作出具體查詢後，全體董事確認彼等自上市日期至二零二零年六月三十日期間一直遵守標準守則。此外，本公司並不知悉本集團高管自上市日期至二零二零年六月三十日期間曾違反標準守則。然而，於二零二零年六月三十日後發現一項違規，詳情於上文「企業管治」一節披露。本公司高度重視此項違規，為防止類似事件發生，本公司已立即再度提醒所有董事注意禁售期內的交易限制，以及於買賣股份時遵守上市規則的重要性，尤其是於進行任何計劃交易前發出書面通知及取得書面確認的重要性。本公司亦將提供進一步簡報，發展和更新董事的知識，加強其對於良好企業管治常規的意識。

競爭權益

董事並不知悉於截至二零二零年六月三十日止六個月內董事、控股股東或彼等各自的任何緊密聯繫人（定義見上市規則）有任何業務或權益與本集團業務構成或可能構成競爭，以及任何該等人士與本集團存在或可能存在任何利益衝突。

OTHER INFORMATION

其他資料

Audit Committee

The Company has established the Audit Committee in compliance with Rule 3.21 of the Listing Rules and the CG Code. The Audit Committee has reviewed with the management of the Company this interim report including the interim results and the accounting principles and practices adopted by the Group, and discussed auditing, risk management, internal control and financial statements matters, including the review of the condensed consolidated interim financial statements of the Group for the six months ended 30 June 2020.

Events Occurred After the Reporting Period

For details of important events of the Group which have occurred after the six months ended 30 June 2020 and up to the date of this interim report, please refer to note 14 to the condensed consolidated interim financial statements as set out in this interim report.

By order of the Board
Kidztech Holdings Limited
Yu Huang
Chairman

20 August 2020

審核委員會

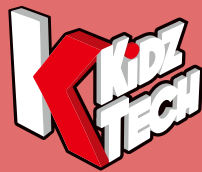
本公司已遵照上市規則第3.21條及企業管治守則設立審核委員會。審核委員會已與本公司管理層審閱本中期報告（包括中期業績）及本集團採納的會計原則及慣例，以及討論審核、風險管理、內部控制及財務報表事宜，包括審閱本集團截至二零二零年六月三十日止六個月的簡明綜合中期財務報表。

報告期後事件

有關本集團於截至二零二零年六月三十日止六個月後至本中期報告刊發日期之間發生的重要事件詳情，請參閱本中期報告所載簡明綜合中期財務報表附註14。

承董事會命
奇士達控股有限公司
余煌
主席

二零二零年八月二十日



KIDZTECH HOLDINGS LIMITED
奇士達控股有限公司