



# SANDMARTIN INTERNATIONAL HOLDINGS LIMITED

聖馬丁國際控股有限公司\*

INCORPORATED IN BERMUDA WITH LIMITED LIABILITY  
於百慕達註冊成立之有限公司

Stock Code 股份代號 : 482



## 2022 中期報告 INTERIM REPORT

\* For identification purpose only  
僅供識別

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# CORPORATE INFORMATION

## 公司資料

### EXECUTIVE DIRECTORS

Mr. Hung Tsung Chin  
Mr. Chen Wei Chun

### NON-EXECUTIVE DIRECTOR

Mr. Kuo Jen Hao (*Chairman*)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ding Jin-Huei  
Mr. Lu Ming-Shiuan  
Mr. Wu Chia Ming

### AUDIT COMMITTEE

Mr. Ding Jin-Huei (*Committee Chairman*)  
Mr. Lu Ming-Shiuan  
Mr. Wu Chia Ming

### REMUNERATION COMMITTEE

Mr. Wu Chia Ming (*Committee Chairman*)  
Mr. Ding Jin-Huei  
Mr. Lu Ming-Shiuan

### NOMINATION COMMITTEE

Mr. Lu Ming-Shiuan (*Committee Chairman*)  
Mr. Ding Jin-Huei  
Mr. Wu Chia Ming

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 516, 5/F., Peninsula Centre, 67 Mody Road  
Tsim Sha Tsui East, Kowloon  
Hong Kong

### REGISTERED OFFICE

Clarendon House, 2 Church Street  
Hamilton HM 11, Bermuda

### 執行董事

洪聰進先生  
陳偉鈞先生

### 非執行董事

郭人豪先生(主席)

### 獨立非執行董事

丁金輝先生  
盧明軒先生  
吳嘉明先生

### 審核委員會

丁金輝先生(委員會主席)  
盧明軒先生  
吳嘉明先生

### 薪酬委員會

吳嘉明先生(委員會主席)  
丁金輝先生  
盧明軒先生

### 提名委員會

盧明軒先生(委員會主席)  
丁金輝先生  
吳嘉明先生

### 總辦事處及主要營業地點

香港  
九龍尖沙咀東  
麼地道67號半島中心5樓516室

### 註冊辦事處

Clarendon House, 2 Church Street  
Hamilton HM 11, Bermuda



# CORPORATE INFORMATION (Continued)

## 公司資料(續)

### COMPANY SECRETARY

Ms. Tung Wing Yee Winnie

### AUTHORISED REPRESENTATIVES

Mr. Hung Tsung Chin

Ms. Tung Wing Yee Winnie

### PRINCIPAL BANKERS

CTBC Bank Co., Ltd.

China Guangfa Bank Co., Ltd.

Land Bank of Taiwan Co., Ltd.

### AUDITOR

BDO Limited

*Certified Public Accountants*

### LEGAL ADVISORS

TAN & CO., Solicitors

### SHARE REGISTRAR AND TRANSFER OFFICE

*Hong Kong*

Boardroom Share Registrars (HK) Limited

Room 2103B, 21/F.

148 Electric Road, North Point

Hong Kong

*Bermuda*

Conyers Corporate Services (Bermuda) Limited

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

### CORPORATE WEBSITE

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

### STOCK CODE

482

### 公司秘書

董穎怡女士

### 授權代表

洪聰進先生

董穎怡女士

### 主要往來銀行

中國信託商業銀行股份有限公司

廣發銀行股份有限公司

臺灣土地銀行股份有限公司

### 核數師

香港立信德豪會計師事務所有限公司

*執業會計師*

### 法律顧問

陳光輝律師事務所

### 股份登記及過戶處

*香港*

寶德隆證券登記有限公司

香港

北角電氣道148號

21樓2103B室

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### 公司網站

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

### 股份代號

482

# CHAIRMAN'S LETTER TO SHAREHOLDERS

## 主席致股東報告

Dear shareholders of the Company (the "**Shareholders**"),

On behalf of the board (the "**Board**") of the directors (the "**Directors**") of Sandmartin International Holdings Limited (the "**Company**", together with its subsidiaries collectively referred to as the "**Group**"), I hereby present the interim results of the Group for the six months ended 30 June 2022.

The financial performance of the Group was not satisfactory for the six months ended 30 June 2022. The 2019 novel coronavirus pandemic (the "**Pandemic**") continued to have negative impacts on the business and operations of the Group. The recent outbreak of variants of novel coronavirus in the People's Republic of China (the "**PRC**" or "**China**") as well as the related epidemic prevention measures, inevitably affected the productions of the Group and led to the delay in shipment of products to the Group's customers in the North America. With the global shortage of microchips and integrated circuits, and the increases in material costs, such as copper, aluminum and plastic materials, the profit margins of the Group's products have declined when compared with the same corresponding period in 2021. The Group has taken some measures to reduce the unfavourable impacts arising from the Pandemic, including but not limited to sourcing from different suppliers and adjusting the logistics structures.

The outbreak of Pandemic also had adverse impact on the revival of tourism sector and economic sentiment in Nepal which led to the decrease in number of subscribers of Dish Media Network Limited ("**Dish Media**", the Company's associate and the largest satellite pay television operator in Nepal).

The ongoing China-US trade war still has some negative impacts on the operations of the Group and the Group mitigates the impacts by sourcing from suppliers in Southeast Asia, serving the purpose of avoiding the excessive tariffs imposed by the United States (the "**US**") on products from China.

各位本公司股東(「**股東**」)：

本人謹代表聖馬丁國際控股有限公司\*(「**本公司**」，連同其附屬公司統稱為「**本集團**」)董事(「**董事**」)會(「**董事會**」)呈報本集團截至二零二二年六月三十日止六個月的中期業績。

本集團截至二零二二年六月三十日止六個月的財務表現並不理想。二零一九年新型冠狀病毒疫情(「**疫情**」)持續對本集團的業務及營運造成負面影響。近期在中華人民共和國(「**中國**」)爆發的變種新型冠狀病毒及相關的防疫措施對本集團之生產造成無可避免的影響，並導致延遲向本集團北美客戶出貨。隨著全球芯片及集成電路出現短缺，加上銅、鋁及塑膠物料等材料成本上漲，本集團產品的利潤率較二零二一年同期有所下降。本集團已採取若干措施以減輕疫情造成的不利影響，包括但不限於向多名供應商採購及調整物流架構。

疫情爆發亦對尼泊爾的旅遊及經濟復甦氣氛造成不利影響，導致Dish Media Network Limited(「**Dish Media**」，本公司的聯營公司，並為尼泊爾最大的收費衛星電視營辦商)的訂閱用戶數量下降。

中美貿易戰持續對本集團的營運仍有一定的負面影響，而本集團透過向東南亞供應商採購減輕其影響，以避免美利堅合眾國(「**美國**」)對中國的產品徵收額外關稅。

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## CHAIRMAN'S LETTER TO SHAREHOLDERS (Continued) 主席致股東報告(續)

Although the global economy is gradually recovering from the Pandemic, the geo-political and geo-economic tensions are yet to be resolved. Given these volatilities and challenges, the Group will continue to adopt a prudent approach in managing its cash flows position and will make every endeavour to identify business opportunities with promising potential in the manufacturing segments in emerging markets or even other sectors so as to diversify our income source to weather adverse economic cycle.

Besides, the Group has gradually outsourced its production to suppliers in Vietnam since 2018, hence the Group has been exploring opportunities to increase the investment return of the production plants located on an industrial land in Zhongshan; therefore, the Group entered into a cooperation agreement with Guangdong Huasuan International Industrial Park Investment Development Co., Ltd.\* (廣東省華算國際產業園投資發展有限公司) ("Huasuan") in July 2021, the Group and Huasuan will cooperate to upgrade certain blocks of factory buildings and dormitories constructed on the Land (as defined below) and to redevelop some vacant and undeveloped parts of that Land (as defined below) after consents and planning approvals from the relevant PRC government authorities are obtained.

Going forward, the Board believes that the growth of the Group will depend on business opportunities arising from new 5G peripherals, Internet of Things and related products. In anticipation of such business opportunities, the Group's research and development team is developing new 5G related products with reference to the market trend. New products under development include next generation radio frequency and antenna products. The Group's research and development team is working on these products in the research center in Hsinchu, Taiwan. Hopefully, the Group's new 5G related products will bring about more business opportunities as well as revenue and profits.

On behalf of the Board, I would like to take this opportunity to express our gratitude to our invaluable business partners, Shareholders, and management and employees for their continuous support and contribution to the Group. We look forward to sharing the rewards ahead with you.

**Kuo Jen Hao**  
Chairman

儘管全球經濟正在從疫情中逐漸復甦，惟地緣政治及地緣經濟的緊張局勢仍未得到解決。鑑於該等波動因素及挑戰，本集團將繼續採取審慎態度管理其現金流量狀況，並將竭力於新興市場的製造分部(甚至其他行業)物色具有良好潛力的商機，為求拓展收入來源以應對不利經濟週期。

此外，自二零一八年起，本集團逐步將其生產外包至於越南之供應商，因而本集團一直尋求機會增加位於中山的工業用地(「該土地」)的生產廠房的投資回報；因此，於二零二一年七月，本集團與廣東省華算國際產業園投資發展有限公司(「華算」)訂立合作協議，本集團與華算在取得中國相關政府部門的同意及規劃批准後將合作升級建於該土地上(定義見下文)之若干廠房及宿舍，並重建該土地(定義見下文)的部分空置及未發展部分。

展望未來，董事會深信，本集團的增長將有賴於最新的5G週邊、物聯網和相關產品帶來的商機。為配合預期中的商機，本集團的研發團隊正因應市場趨勢開發全新的5G相關產品。開發中的新產品包括下一代的無線電頻道和天線產品。本集團的研發團隊目前在位於臺灣新竹的研究中心埋首於這些產品的開發工作，期望本集團全新的5G相關產品能誘發更多商機，繼而帶來收益和溢利。

本人謹代表董事會藉此機會對寶貴的業務夥伴、股東以及管理層及僱員一直以來的鼎力支持及對本集團的貢獻衷心致謝，期望日後能與各位分享成果。

主席  
郭人豪

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\* 僅供識別

# BUSINESS OVERVIEW AND MANAGEMENT DISCUSSION AND ANALYSIS

## 業務概覽及管理層討論與分析

### FINANCIAL HIGHLIGHT AND BUSINESS REVIEW

The Group recorded a decrease in gross profit margin from 10.46% for the six months ended 30 June 2021 to 9.96% for the six months ended 30 June 2022 due to the increase in material costs, global shortage of chips and integrated circuits as a result of the Pandemic.

### MEDIA ENTERTAINMENT PLATFORM RELATED PRODUCTS

In response to the challenging economic environment, the Group's media entertainment platform related products segment continued to explore new business opportunities in emerging markets. The revenue of this segment was decreased by 17.3% as compared with the six months ended 30 June 2021.

- Segment revenue of media entertainment platform related products was approximately HK\$65.1 million (six months ended 30 June 2021: HK\$78.7 million).
- Segment results from operations were approximately HK\$630,000 (six months ended 30 June 2021: HK\$5.6 million).
- Segment margin was 0.97%, which was decreased by 6.11 percentage point as compared with the segment margin of 7.08% for the six months ended 30 June 2021.

### Outlook

The Group is exploring new business opportunities for this segment. The China-US trade war is not expected to have material adverse impact on this segment as this segment does not have customers in the US.

### OTHER MULTIMEDIA PRODUCTS

Due to the increases in material costs and freight charges, the revenue of the Group's other multimedia products segment was lower than expected. Major products of this segment included cables, multimedia accessories and wireless mobile phone chargers for vehicles. Segment revenue decreased by 52.1% as compared with the six months ended 30 June 2021.

- Segment revenue of other multimedia products was approximately HK\$61.5 million (six months ended 30 June 2021: HK\$128.3 million).
- Segment results from operations were approximately HK\$6.2 million (six months ended 30 June 2021: HK\$7.4 million).
- Segment margin was 10.16%, which increased by 4.37 percentage point as compared with the segment margin of 5.79% for the six months ended 30 June 2021.

### 財務摘要及業務概覽

本集團的毛利率由截至二零二一年六月三十日止六個月的10.46%減少至截至二零二二年六月三十日止六個月的9.96%，乃由於疫情導致材料成本上漲、全球芯片及集成電路短缺所致。

### 媒體娛樂平臺相關產品

為應對充滿挑戰的經濟環境，本集團的媒體娛樂平臺相關產品分部繼續於新興市場發掘新商機。此分部的收益較截至二零二一年六月三十日止六個月下跌17.3%。

- 媒體娛樂平臺相關產品的分部收益約為65,100,000港元(截至二零二一年六月三十日止六個月：78,700,000港元)。
- 分部營運業績約為630,000港元(截至二零二一年六月三十日止六個月：5,600,000港元)。
- 分部利潤率為0.97%，較截至二零二一年六月三十日止六個月的分部利潤率7.08%下跌6.11個百分點。

### 前景

本集團正為此分部開拓新商機。由於此分部並無位於美國的客戶，故預期中美貿易戰不會對此分部造成重大不利影響。

### 其他多媒體產品

由於材料成本及貨運費用上漲，本集團其他多媒體產品分部的收益低於預期。此分部的主要產品包括電纜、多媒體配件及車載無線手機充電器。分部收益較截至二零二一年六月三十日止六個月下跌52.1%。

- 其他多媒體產品的分部收益約為61,500,000港元(截至二零二一年六月三十日止六個月：128,300,000港元)。
- 分部營運業績約為6,200,000港元(截至二零二一年六月三十日止六個月：7,400,000港元)。
- 分部利潤率為10.16%，較截至二零二一年六月三十日止六個月的分部利潤率5.79%增加4.37個百分點。



# BUSINESS OVERVIEW AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

## 業務概覽及管理層討論與分析(續)

### Outlook

We are enhancing our product portfolio and developing new businesses to cope with the new demand from customers. The China-US trade war and increase in freight charges have certain impacts on this segment as some of the customers are located in the US and the impact is partially mitigated by sourcing from suppliers outside the PRC, such as Southeast Asia, and adjusting logistics structure.

### SATELLITE TV EQUIPMENT AND ANTENNA PRODUCTS

The revenue and segment margin of the Group's satellite TV equipment and antenna products segment showed a decline notwithstanding the gradual recovery of economy from the Pandemic in the North America.

- Segment revenue of satellite TV equipment and antenna products was approximately HK\$313.0 million (six months ended 30 June 2021: HK\$347.5 million).
- Segment results from operations were approximately HK\$30.2 million (six months ended 30 June 2021: HK\$33.7 million).
- Segment margin was 9.64%, which decreased by 0.05 percentage point as compared with the segment margin of 9.69% for the six months ended 30 June 2021.

### Outlook

Low noise blocking down converters ("LNBS") are receiving devices mounted on satellite dishes used for reception, which collect microwaves from the satellite dishes and facilitate the transmission of satellite television signals. Apart from the sales of LNBS to the customers in North America, we are exploring business opportunities in other areas such as cross-selling LNBS to other existing customers of the Group in South Asia. The research and development team of the Group endeavours to develop new products for next generation radio and antenna communications. The China-US trade war has some impacts on this segment as some of the customers are located in the US. Such impacts are minimized by sourcing from suppliers outside the PRC, such as Southeast Asia.

### 前景

我們正在豐富產品組合和開拓新業務，以滿足客戶的新需求。由於部分客戶位於美國，故中美貿易戰及貨運費用上漲對此分部造成一定影響，而有關影響因向中國以外地區，例如東南亞的供應商進行採購以及調整物流架構而得以局部緩和。

### 衛星電視設備及天線產品

儘管北美洲經濟從疫情中逐漸復甦，本集團的衛星電視設備及天線產品分部的分部收益及利潤率出現下降。

- 衛星電視設備及天線產品的分部收益約為313,000,000港元(截至二零二一年六月三十日止六個月：347,500,000港元)。
- 分部營運業績約為30,200,000港元(截至二零二一年六月三十日止六個月：33,700,000港元)。
- 分部利潤率為9.64%，較截至二零二一年六月三十日止六個月的分部利潤率9.69%下跌0.05個百分點。

### 前景

低雜訊降頻器(「LNBS」)是安裝在衛星天線用以接收來自於衛星天線無線電波的接收設備，有助傳輸衛星電視信號。除向北美洲的客戶銷售LNBS外，我們正於其他地區發掘商機，例如透過與本集團於南亞的其他現有客戶進行LNBS交叉銷售。本集團的研發團隊致力為新一代無線電及天線通訊模式開發新產品。由於部分客戶位於美國，故中美貿易戰已對此分部造成一些影響。有關影響因向中國以外地區(例如東南亞)的供應商進行採購而有所減輕。



# BUSINESS OVERVIEW AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

## 業務概覽及管理層討論與分析(續)

### GEOGRAPHICAL RESULTS

#### Asia

- Revenue from Asia for the six months ended 30 June 2022 was approximately HK\$103.5 million, as compared with the six months ended 30 June 2021 of approximately HK\$141.4 million.
- 26.8% decrease in revenue from Asia compared with the six months ended 30 June 2021.
- Revenue from Asia shares approximately 23.6% of the Group's total revenue for the six months ended 30 June 2022 (six months ended 30 June 2021: 25.5%).

#### Europe

- Revenue from Europe for the six months ended 30 June 2022 was approximately HK\$53.0 million, as compared with the six months ended 30 June 2021 of approximately HK\$65.9 million.
- 19.6% decrease in revenue from Europe compared with the six months ended 30 June 2021.
- Revenue from Europe shares approximately 12.0% of the Group's total revenue for the six months ended 30 June 2022 (six months ended 30 June 2021: 11.9%).

#### Middle East

- Revenue from Middle East for the six months ended 30 June 2022 was approximately HK\$4.0 million, as compared with the six months ended 30 June 2021 of approximately HK\$8.2 million.
- 51.2% decrease in revenue from Middle East compared with the six months ended 30 June 2021.
- Revenue from Middle East shares for approximately 0.9% of the Group's total revenue for the six months ended 30 June 2022 (six months ended 30 June 2021: 1.5%).

### 地域分部業績

#### 亞洲

- 於截至二零二二年六月三十日止六個月，亞洲收益約為103,500,000港元，而於截至二零二一年六月三十日止六個月約為141,400,000港元。
- 亞洲收益與截至二零二一年六月三十日止六個月相比減少26.8%。
- 於截至二零二二年六月三十日止六個月，亞洲佔本集團的總收益約23.6%(截至二零二一年六月三十日止六個月：25.5%)。

#### 歐洲

- 於截至二零二二年六月三十日止六個月，歐洲收益約為53,000,000港元，而於截至二零二一年六月三十日止六個月約為65,900,000港元。
- 歐洲收益與截至二零二一年六月三十日止六個月相比減少19.6%。
- 於截至二零二二年六月三十日止六個月，歐洲佔本集團的總收益約12.0%(截至二零二一年六月三十日止六個月：11.9%)。

#### 中東

- 於截至二零二二年六月三十日止六個月，中東收益約為4,000,000港元，而於截至二零二一年六月三十日止六個月約為8,200,000港元。
- 中東收益與截至二零二一年六月三十日止六個月相比減少51.2%。
- 於截至二零二二年六月三十日止六個月，中東佔本集團的總收益約0.9%(截至二零二一年六月三十日止六個月：1.5%)。

# BUSINESS OVERVIEW AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

## 業務概覽及管理層討論與分析(續)

### North America

- Revenue from North America for the six months ended 30 June 2022 was approximately HK\$245.0 million, as compared with the six months ended 30 June 2021 of approximately HK\$322.6 million.
- 24.1% decrease in revenue from North America compared with the six months ended 30 June 2021.
- Revenue from North America shares approximately 55.7% of the Group's total revenue for the six months ended 30 June 2022 (six months ended 30 June 2021: 58.2%).

### South America

- Revenue from South America for the six months ended 30 June 2022 was approximately HK\$32.6 million, as compared with the six months ended 30 June 2021 of approximately HK\$15.3 million.
- 113.1% increase in revenue from South America compared with the six months ended 30 June 2021.
- Revenue from South America shares approximately 7.4% of the Group's total revenue for the six months ended 30 June 2022 (six months ended 30 June 2021: 2.8%).

### Outlook

As our businesses in Asia, Europe and North America accounted for the majority of the Group's revenue, we shall focus on these regions in the future.

### 北美洲

- 於截至二零二二年六月三十日止六個月，北美洲收益約為245,000,000港元，而於截至二零二一年六月三十日止六個月約為322,600,000港元。
- 北美洲收益與截至二零二一年六月三十日止六個月相比減少24.1%。
- 於截至二零二二年六月三十日止六個月，北美洲佔本集團的總收益約55.7%（截至二零二一年六月三十日止六個月：58.2%）。

### 南美洲

- 於截至二零二二年六月三十日止六個月，南美洲收益約為32,600,000港元，而於截至二零二一年六月三十日止六個月約為15,300,000港元。
- 南美洲收益與截至二零二一年六月三十日止六個月相比增加113.1%。
- 於截至二零二二年六月三十日止六個月，南美洲佔本集團的總收益約7.4%（截至二零二一年六月三十日止六個月：2.8%）。

### 前景

由於我們在亞洲、歐洲及北美洲的業務分佔本集團大部分的收益，因此，我們日後將專注於此等地區。

# FINANCIAL REVIEW

## 財務回顧

### REVENUE

Revenue for the six months ended 30 June 2022 was approximately HK\$439.6 million, representing a decrease of 20.7% compared with approximately HK\$554.5 million for the six months ended 30 June 2021. The decrease in revenue was mainly due to continued impact of the Pandemic.

### (LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

Loss attributable to owners of the Company was approximately HK\$20.1 million for the six months ended 30 June 2022, compared with profit of approximately HK\$0.1 million for the six months ended 30 June 2021. The loss is mainly attributable to (i) the increases in material costs, (ii) global shortage of chips and integrated circuits as a result of the Pandemic, (iii) the decrease in fair value of investment properties of the Group, and (iv) share of loss of an associate.

### (LOSS)/EARNINGS PER SHARE

Calculation of basic loss per share for the six months ended 30 June 2022 was based on the loss attributable to owners of the Company and the weighted average number of 492,161,490 ordinary shares (the "Shares") (30 June 2021: 328,107,660 Shares) in issue. Basic loss per share was HK4.09 cents for the six months ended 30 June 2022, as compared with earnings per share of HK0.03 cents for the six months ended 30 June 2021.

### FINANCE COSTS

The Group's finance costs for the six months ended 30 June 2022 was approximately HK\$14.2 million, compared to approximately HK\$14.3 million for the six months ended 30 June 2021. Finance costs were decreased due to the decrease of the interest cost when compared with the six months ended 30 June 2021.

### INCOME TAX EXPENSE

Income tax expense for the six months ended 30 June 2022 was approximately HK\$1.2 million (30 June 2021: HK\$8.0 million).

### 收益

截至二零二二年六月三十日止六個月的收益約為439,600,000港元，較截至二零二一年六月三十日止六個月約554,500,000港元減少20.7%。收益減少主要由於疫情的持續影響。

### 本公司擁有人應佔(虧損)/溢利

截至二零二二年六月三十日止六個月，本公司擁有人應佔虧損約為20,100,000港元，而截至二零二一年六月三十日止六個月的溢利則為約100,000港元。虧損主要歸因於(i)材料成本增加、(ii)疫情導致全球芯片和集成電路短缺、(iii)本集團投資物業之公允價值減少以及(iv)應佔一間聯營公司之虧損。

### 每股(虧損)/盈利

截至二零二二年六月三十日止六個月的每股基本虧損乃根據本公司擁有人應佔虧損及已發行普通股(「股份」)加權平均數492,161,490股(二零二一年六月三十日：328,107,660股)計算。截至二零二二年六月三十日止六個月的每股基本虧損為4.09港仙，而截至二零二一年六月三十日止六個月為每股盈利0.03港仙。

### 財務成本

截至二零二二年六月三十日止六個月，本集團的財務成本約為14,200,000港元，而截至二零二一年六月三十日止六個月約為14,300,000港元。財務成本減少乃由於利息成本與二零二一年六月三十日止六個月相比減少所致。

### 所得稅支出

截至二零二二年六月三十日止六個月的所得稅支出約為1,200,000港元(二零二一年六月三十日：8,000,000港元)。



## FINANCIAL REVIEW (Continued)

### 財務回顧(續)

#### TRADE RECEIVABLES

#### 應收貿易賬款

|  |                | 2022     | 2021     |
|--|----------------|----------|----------|
|  |                | 二零二二年    | 二零二一年    |
|  |                | HK\$'000 | HK\$'000 |
|  |                | 千港元      | 千港元      |
| Balance at 1 January                     | 於一月一日的結餘       | 167,113  | 122,505  |
| Balance at 30 June                       | 於六月三十日的結餘      | 247,544  | 238,890  |
| Average balance                          | 平均結餘           | 207,329  | 180,698  |
| Revenue for the six months ended 30 June | 截至六月三十日止六個月的收益 | 439,570  | 554,520  |
| Average turnover days                    | 平均週轉天數         | 86       | 59       |

As at 30 June 2022, the trade receivables of the Group, net of allowance of doubtful debts was approximately HK\$247.5 million (31 December 2021: HK\$167.1 million). The trade receivables turnover days was within the average credit period of 60 days to 120 days to the customers of the Group.

於二零二二年六月三十日，本集團的應收貿易賬款扣除呆賬撥備後約為247,500,000港元(二零二一年十二月三十一日：167,100,000港元)。應收貿易賬款的週轉天數屬於給予本集團客戶的平均信貸期60天至120天以內。

#### TRADE PAYABLES

#### 應付貿易賬款

|  |                  | 2022     | 2021     |
|--|------------------|----------|----------|
|  |                  | 二零二二年    | 二零二一年    |
|  |                  | HK\$'000 | HK\$'000 |
|  |                  | 千港元      | 千港元      |
| Balance at 1 January                           | 於一月一日的結餘         | 232,153  | 208,095  |
| Balance at 30 June                             | 於六月三十日的結餘        | 361,319  | 304,657  |
| Average balance                                | 平均結餘             | 296,736  | 256,376  |
| Cost of sales for the six months ended 30 June | 截至六月三十日止六個月的銷售成本 | 395,769  | 496,494  |
| Average turnover days                          | 平均週轉天數           | 137      | 94       |

As at 30 June 2022, the trade payables of the Group was approximately HK\$361.3 million (31 December 2021: HK\$232.2 million). The increase in trade payables turnover days was due to the tightening of settlement to the Group's suppliers to preserve more cash for better cash flow management.

於二零二二年六月三十日，本集團的應付貿易賬款約為361,300,000港元(二零二一年十二月三十一日：232,200,000港元)。應付貿易賬款的週轉天數增加，乃由於收緊對本集團供應商的結算以保留更多現金作更佳的現金流量管理。

# FINANCIAL REVIEW (Continued)

## 財務回顧(續)

### NET ASSET VALUE PER SHARE

Calculation of net asset value per share was based on the net asset value of the Group of HK\$76.1 million (31 December 2021: HK\$95.1 million) and 492,161,490 Shares in issue at 30 June 2022 (31 December 2021: 492,161,490 Shares). Net asset value per share at 30 June 2022 was HK\$0.15 (31 December 2021: HK\$0.19).

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2022, the overall cash and cash equivalent of the Group was HK\$84.2 million (31 December 2021: HK\$111.4 million). The Group managed its capital structure and liquidity to finance its operations by using bank and other borrowings and funds generated from operations.

The Group's current ratio (ratio of current assets to current liabilities) was 0.78 as at 30 June 2022 (31 December 2021: 0.99).

As at 30 June 2022, the Group's total borrowings were approximately HK\$406.6 million (31 December 2021: HK\$390.9 million), out of which HK\$375.3 million (31 December 2021: HK\$149.1 million) were due within one year and the rest of HK\$31.3 million (31 December 2021: HK\$241.8 million) were due over one year. Approximately 73.2% of the Group's bank and other borrowings were denominated in US dollars ("US\$") and the rest of them were denominated in Renminbi ("RMB"), Euro and New Taiwan dollars. The effective interest rates on the Group's variable interest rate bank and other borrowings ranged from 1% to 10% per annum for the six months ended 30 June 2022. The gearing ratio (total borrowings over total assets of the Group) decreased from 38.4% as at 31 December 2021 to 36.4% as at 30 June 2022.

### 每股資產淨值

每股資產淨值乃根據本集團於二零二二年六月三十日的資產淨值76,100,000港元(二零二一年十二月三十一日: 95,100,000港元)及492,161,490股已發行股份(二零二一年十二月三十一日: 492,161,490股股份)計算。於二零二二年六月三十日的每股資產淨值為0.15港元(二零二一年十二月三十一日: 0.19港元)。

### 流動資金及財務資源

於二零二二年六月三十日,本集團的整體現金及現金等價物為84,200,000港元(二零二一年十二月三十一日: 111,400,000港元)。本集團利用銀行及其他借貸及來自經營產生的資金,以管理其資本結構及流動資金作資助其營運。

於二零二二年六月三十日,本集團的流動比率(流動資產與流動負債的比率)為0.78(二零二一年十二月三十一日: 0.99)。

於二零二二年六月三十日,本集團的借貸總額約為406,600,000港元(二零二一年十二月三十一日: 390,900,000港元),其中375,300,000港元(二零二一年十二月三十一日: 149,100,000港元)於一年內到期,其餘31,300,000港元(二零二一年十二月三十一日: 241,800,000港元)超過一年到期。本集團約73.2%的銀行及其他借貸以美元(「美元」)計值,其餘以人民幣(「人民幣」)、歐元及新台幣計值。本集團截至二零二二年六月三十日止六個月浮息銀行及其他借貸的實際年利率介乎1%至10%。資本負債比率(本集團借貸總額除以資產總值)由二零二一年十二月三十一日的38.4%下降至二零二二年六月三十日的36.4%。

## CHARGES ON THE GROUP'S ASSETS

As at 30 June 2022, the Group's general banking facilities (including bank loans and other borrowings) were secured by the following assets of the Group: (i) bank deposits of HK\$15.1 million (31 December 2021: HK\$3.6 million), (ii) property, plant and equipment with a carrying value of HK\$15.9 million (31 December 2021: HK\$16.6 million), (iii) investment properties of HK\$219.6 million (31 December 2021: HK\$230.8 million), (iv) trade receivables of HK\$78.1 million (31 December 2021: HK\$96.2 million), (v) inventories of HK\$23.5 million (31 December 2021: HK\$54.7 million), and (vi) pledge of the Company's interest in Pro Brand Technology, Inc.

## SIGNIFICANT INVESTMENTS HELD AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Saved as disclosed in the section headed "Cooperation Agreement in relation to Proposed Redevelopment" below, there were no significant investments held as at 30 June 2022 nor were there other plans for material investments on capital assets as at the date of this report.

## FOREIGN EXCHANGE EXPOSURE

The Group's sales and purchases were denominated mainly in US\$ and RMB. The Group was exposed to certain foreign currency exchange risks but it does not expect future currency fluctuations to cause material operation difficulties because the recent pressure from depreciation of RMB was manageable. However, the management continuously assesses the foreign exchange risks, with an aim to minimise the impact of foreign exchange fluctuations on business operations. For the six months ended 30 June 2022, the Group did not commit to any financial instruments to hedge its exposure to foreign currency risk.

## CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 30 June 2022 (31 December 2021: Nil).

## 本集團的資產押記

於二零二二年六月三十日，本集團的一般銀行信貸（包括銀行貸款及其他借貸）以下列本集團資產作抵押：(i) 銀行存款15,100,000港元（二零二一年十二月三十一日：3,600,000港元）；(ii) 賬面值為15,900,000港元的物業、廠房及設備（二零二一年十二月三十一日：16,600,000港元）；(iii) 投資物業219,600,000港元（二零二一年十二月三十一日：230,800,000港元）；(iv) 應收貿易賬款78,100,000港元（二零二一年十二月三十一日：96,200,000港元）；(v) 存貨23,500,000港元（二零二一年十二月三十一日：54,700,000港元）；及(vi) 質押本公司於博百科技有限公司\*(Pro Brand Technology, Inc.)的權益。

## 持有的重大投資以及重大投資或資本資產的未來計劃

除下文「有關建議重建的合作協議」一節所披露者外，於二零二二年六月三十日，本公司並無持有重大投資，而截至本報告日期並無其他資本資產重大投資計劃。

## 外匯風險

本集團的銷售額及購貨額主要以美元及人民幣列值。本集團面對若干外幣匯兌風險，惟由於近期人民幣貶值的壓力可予管理，故預期未來貨幣波動不會造成重大經營困難。然而，管理層持續評估外匯風險，旨在將外匯波動對業務營運的影響減至最低。截至二零二二年六月三十日止六個月，本集團並無指定任何金融工具以對沖其外匯風險。

## 或然負債

於二零二二年六月三十日，本集團並無任何重大或然負債（二零二一年十二月三十一日：無）。

\* For identification purpose only

\* 僅供識別



# FINANCIAL REVIEW (Continued)

## 財務回顧(續)

### INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

### DISPOSAL OF ALL INTERESTS IN MYHD AND CONTINUATION OF LOANS AND GUARANTEE

Reference is made to the announcement of the Company dated 31 December 2018 (the “**Announcement**”) and the circular of the Company dated 25 May 2019 (the “**Circular**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement and in the Circular. On 31 December 2018, the Vendor and the Purchaser entered into the Agreement pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the entire issued share capital of the Target Company, at the nominal consideration of US\$1 with effect from the Transaction Date. The Target Company was a wholly-owned subsidiary of the Company and indirectly held 51% interests in MyHD. All the Conditions set out in the Agreement had been satisfied and the Disposal was completed on 25 June 2019.

The Vendor had agreed with the Purchaser under the Agreement to procure that the Existing Loans shall continue to be advanced by the Company or SMT (as the case may be) to the Target Company and/or MyHD (as the case may be) under the then existing arrangements notwithstanding the Completion taking place. Such arrangement confers the right to the Company or SMT (as the case may be) to receive the payments for the Existing Loans from the Target Company and/or MyHD (as the case may be) when the financial positions of the Target Company and/or MyHD (as the case may be) improve and have sufficient cash to settle the Existing Loans. As at 30 June 2022, there were Existing Loans which have been past due in the aggregate amount of US\$103,896,000 comprising aggregate principal amount of US\$71,298,000 and aggregate accrued interest (calculated based on the terms of agreements of Existing Loans) of US\$32,598,000 owing by the Target Company and/or MyHD to the Company and/or SMT (as the case may be), the particulars of which are as follows:

### 中期股息

董事會已議決不宣派截至二零二二年六月三十日止六個月的中期股息(截至二零二一年六月三十日止六個月：無)。

### 出售於MYHD的全部權益及延續貸款及擔保

茲提述本公司日期為二零一八年十二月三十一日的公告(「該公告」)及本公司日期為二零一九年五月二十五日的通函(「該通函」)。除另有說明外，本報告所用詞彙與該公告及該通函所界定者具有相同涵義。於二零一八年十二月三十一日，賣方與買方訂立該協議，據此，賣方有條件同意出售，而買方有條件同意以象徵式代價1美元購買目標公司之全部已發行股本，自交易日期起生效。目標公司為本公司的全資附屬公司，間接持有MyHD的51%權益。該協議所載所有條件已獲達成，且出售事項已於二零一九年六月二十五完成。

儘管完成已落實，賣方已根據該協議與買方協定促使本公司或宏揚科技(視乎情況而定)按現有安排繼續向目標公司及／或MyHD(視乎情況而定)墊付現有貸款。有關安排賦予本公司或宏揚科技(視乎情況而定)權利當目標公司及／或MyHD(視乎情況而定)之財務狀況改善並擁有足夠現金償付現有貸款時自目標公司及／或MyHD(視乎情況而定)收取現有貸款之付款。於二零二二年六月三十日，現有已逾期之貸款合共為103,896,000美元，包括目標公司及／或MyHD結欠本公司及／或宏揚科技(視乎情況而定)的本金總額71,298,000美元及應計利息(根據現有貸款合同內條款所計算)總額32,598,000美元，詳情如下：

## FINANCIAL REVIEW (Continued)

### 財務回顧(續)

| Lenders     | Debtors        | Prevailing interest rate                              | Maturity date | Principal amount outstanding as at 30 June 2022<br>於二零二二年六月三十日<br>尚未償還本金額 | Accrued interest as at 30 June 2022<br>於二零二二年六月三十日<br>應計利息 |
|-------------|----------------|---|---------------|---|--|
| 貸款人         | 債務人            | 現行利率  | 到期日           |   |  |
| SMT         | Target Company | 3 months LIBOR + 100 basis points <sup>(Note 1)</sup> | 31.12.2020    | US\$9,554,000<br>(approximately HK\$74,968,000)                           | US\$1,616,000<br>(approximately HK\$12,680,000)            |
| 宏揚科技        | 目標公司           | 三個月倫敦銀行同業拆息加100個基點 <sup>(附註1)</sup>                   | 二零二零年十二月三十一日  | 9,554,000美元<br>(約74,968,000港元)  | 1,616,000美元<br>(約12,680,000港元)                             |
| SMT         | MyHD           | 3 months LIBOR + 100 basis points <sup>(Note 1)</sup> | 31.12.2020    | US\$10,500,000<br>(approximately HK\$82,391,000)                          | US\$1,515,000<br>(approximately HK\$11,888,000)            |
| 宏揚科技        | MyHD           | 三個月倫敦銀行同業拆息加100個基點 <sup>(附註1)</sup>                   | 二零二零年十二月三十一日  | 10,500,000美元<br>(約82,391,000港元)   | 1,515,000美元<br>(約11,888,000港元)                             |
| SMT         | MyHD           | 10% per annum <sup>(Note 2)</sup>                     | 31.12.2020    | US\$42,653,000<br>(approximately HK\$334,689,000)                         | US\$24,530,000<br>(approximately HK\$192,482,000)          |
| 宏揚科技        | MyHD           | 年利率10厘 <sup>(附註2)</sup>                               | 二零二零年十二月三十一日  | 42,653,000美元<br>(約334,689,000港元)  | 24,530,000美元<br>(約192,482,000港元)                           |
| The Company | MyHD           | 10% per annum <sup>(Note 2)</sup>                     | 31.12.2020    | US\$8,591,000<br>(approximately HK\$67,412,000)                           | US\$4,937,000<br>(approximately HK\$38,740,000)            |
| 本公司         | MyHD           | 年利率10厘 <sup>(附註2)</sup>                               | 二零二零年十二月三十一日  | 8,591,000美元<br>(約67,412,000港元)  | 4,937,000美元<br>(約38,740,000港元)                             |
| Total       |                |   |               | US\$71,298,000<br>(approximately HK\$559,460,000)                         | US\$32,598,000<br>(approximately HK\$255,790,000)          |
| 總計          |                |   |               | 71,298,000美元<br>(約559,460,000港元)  | 32,598,000美元<br>(約255,790,000港元)                           |

Notes:

- As a reference, 3 months London inter-bank offered rates ("LIBOR") as applicable to these two loans during the period between 1 May 2012 to 30 June 2022 ranged between 0.11775% and 2.80763%.
- Prevailing interest rate shall be increased to 11% per annum after maturity date.

附註：

- 作為參考，於二零一二年五月一日至二零二二年六月三十日期間適用於此兩筆貸款的三個月倫敦銀行同業拆息（「倫敦銀行同業拆息」）介乎0.11775厘至2.80763厘。
- 於到期日後，現行利率將提高至年利率11厘。

## FINANCIAL REVIEW (Continued)

### 財務回顧(續)

In December 2019, the Company was given to understand that the Target Company and MyHD were in serious financial problem and ceased to operate in late 2019. As such, the Company considered these loan receivables were credit impaired and full impairment in the amount of HK\$646,366,000 was provided as at 31 December 2019. No interest income was recognised on the outstanding loan principal for the six months ended 30 June 2021 and 2022 as the recoverability of such interest receivables is remote.

The Vendor had also agreed that the Guarantee given by the Company to MyHD shall continue for the time being after the Completion. The maximum amount payable by the Company under the Guarantee would not exceed US\$3,500,000 (equivalent to HK\$27,332,000). Notwithstanding that MyHD ceased its operation in late 2019, the Company has not received any demand for payment from MyHD under the Guarantee. At 30 June 2021 and 2022, the Group had recognised the provision for financial guarantee in the amount of US\$3,500,000 (equivalent to HK\$27,332,000) in relation to the Guarantee.

#### **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

Saved as disclosed in this interim report, the Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during the six months ended 30 June 2022.

於二零一九年十二月，本公司知悉目標公司及MyHD面臨嚴重財務問題，並於二零一九年底終止營運。因此，本公司認為該等應收貸款已信貸減值，並就該等應收貸款於二零一九年十二月三十一日全額計提減值撥備，金額為646,366,000港元。截至二零二一年及二零二二年六月三十日止六個月，由於該等應收利息的可收回性極低，故並無就未償還貸款本金確認利息收入。

賣方亦同意，本公司給予MyHD的擔保須於完成後暫時持續。本公司根據擔保所須支付的最高金額將不超過3,500,000美元（相當於27,332,000港元）。儘管MyHD已於二零一九年年底停止營運，但本公司未收到MyHD根據擔保提出的任何付款要求。於二零二一年及二零二二年六月三十日，本集團已就該擔保確認財務擔保撥備3,500,000美元（相當於27,332,000港元）。

#### **重大收購及出售附屬公司、聯營公司及合營企業**

於截至二零二二年六月三十日止六個月，除本中期報告所披露者外，本集團並無任何重大收購及出售附屬公司、聯營公司及合營企業。



## COOPERATION AGREEMENT IN RELATION TO PROPOSED REDEVELOPMENT

Reference is made to the voluntary announcement of the Company dated 17 August 2021 (the “**Voluntary Announcement**”) in relation to the cooperation agreement (the “**Cooperation Agreement**”) that was entered into between the Group and Huasuan in July 2021. Pursuant to the Cooperation Agreement, Huasuan and Sandmartin (Zhong Shan) Electronic Co., Ltd.\* (“**ZSS**”, an indirect wholly owned subsidiary of the Company) will cooperate to upgrade certain blocks of factory buildings and dormitories constructed on an industrial land and to redevelop some vacant and undeveloped parts of that land (collectively, the “**Land**”) subject to prior consents and planning approvals from the relevant PRC government authorities. The Land is situated in Zhongshan, Guangdong Province, the PRC and is owned by ZSS. The intention of the Cooperation Agreement is to set out the framework to redevelop the Land into an intelligent manufacturing centre for research and development for future leasing or disposal purposes (the “**Redevelopment**”). Huasuan will fund the entire costs of the Redevelopment and the Group will provide part of the Land that will be used for the Redevelopment. The Group and Huasuan will be entitled to 20% and 80% respectively of the new buildings constructed on the Land by apportioning the rental income attributable to, or the proceeds from the disposal of, the newly constructed buildings (the “**Revenue Apportionment**”).

The Redevelopment will be developed under the name of ZSS. To ensure the continued commitment in the Redevelopment, Huasuan will pay to the Group a cooperation fund amounting to RMB60 million as security deposit (the “**Cooperation Fund**”). As securities for such Cooperation Fund, the Group will pledge to Huasuan (i) 100% of the shareholding interests in ZSS which holds the Land (the “**Equity Pledge**”); and (ii) one of the three pieces of land parcels within the Land (the “**Land Pledge**”). Huasuan shall release both the Equity Pledge and the Land Pledge upon full repayment of the Cooperation Fund by the Group and completion of the Redevelopment and Revenue Apportionment. If the Redevelopment is unable to proceed, the Cooperation Fund shall be refunded to Huasuan without interest within 10 business days failing which there is a default interest of 8% per annum payable by the Group within three months.

## 有關建議重建的合作協議

茲提述本公司日期為二零二一年八月十七日的自願公告(「**自願公告**」)，內容有關本集團與華算於二零二一年七月訂立合作協議(「**合作協議**」)。根據合作協議，華算及中山聖馬丁電子元件有限公司(「**中山聖馬丁**」，本公司之間接全資附屬公司)將合作升級建於工業用地之上之若干廠房及宿舍，並重建該土地(統稱「**該土地**」)的部分空置及未發展部分，惟須事先獲得中國相關政府部門的同意及規劃批准。該土地位於中國廣東省中山市並由中山聖馬丁擁有。合作協議旨在制定重建該土地的框架，成為研發智能製造中心，作未來租賃或出售用途(「**重建**」)。華算將提供重建全部成本的資金，而本集團將提供部分該土地用於重建。本集團及華算將透過分配由新建樓宇產生的租金收入或出售新建樓宇的所得款項而分別有權獲得該土地上新建樓宇的20%及80%(「**收益分配**」)。

重建將以中山聖馬丁名義開發。為確保繼續承擔重建，華算將向本集團支付合作金人民幣60,000,000元作為保證金(「**合作金**」)。作為保障該合作金，本集團將向華算抵押(i)中山聖馬丁(持有該土地)的100%股權(「**股權質押**」)；及(ii)該土地內三幅地塊的其中一幅(「**土地抵押**」)。華算將於本集團悉數償還合作金及完成重建及收益分配後解除股權質押及土地抵押。倘重建無法進行，則合作金將於十個營業日內退還予華算(不計利息)，否則本集團須於三個月內支付年利率8%的違約利息。

\* For identification purpose only

\* 僅供識別

## FINANCIAL REVIEW (Continued)

### 財務回顧(續)

As at the date of this Interim Report, the Redevelopment is in the planning stage. The concrete plan in relation to the Revenue Apportionment cannot be determined and will have to be further negotiated between the parties. Similarly, the design and scale of the Redevelopment, the exact size and location of the Land that will be provided by the Group for the Redevelopment cannot be determined until prior consents and planning approvals from the relevant PRC government authorities are obtained. The Redevelopment may not proceed if the Group cannot obtain the relevant consents and planning approvals. Other than prior consents and planning approvals from the relevant PRC government authorities, other conditions precedent that the parties have to fulfil before the Redevelopment can commence are that:

- (i) Huasuan shall pay to the Group the Cooperation Fund; and
- (ii) the Group shall provide the Equity Pledge and Land Pledge to Huasuan for securing repayment of the Cooperation Fund.

Pursuant to the Cooperation Agreement, the Group may not proceed with the Redevelopment even if the conditions precedent above are fulfilled if the outstanding matters such as the location and size of the Land to be provided by the Group, the scale of Redevelopment to be undertaken by Huasuan and whether the newly developed Land will be leased or to be disposed of cannot be resolved or agreed. Therefore, at this stage, there is no transaction in connection with the Cooperation Agreement that would trigger Chapter 14 of the Listing Rules.

If those outstanding matters are resolved and agreed (including the prior consents and planning approvals from the relevant PRC government authorities), the Group will proceed with the Redevelopment with Huasuan by entering into further agreements. If the transactions under the further agreements constitute major transactions (as defined under the Listing Rules), the Group will comply with the requirements under Chapter 14 of the Listing Rules.

Pending development of such event, the Group's financial and operating performance may be affected, the extent to which cannot be estimated as at the date of this Interim Report. For details, please refer to the Voluntary Announcement.

於本中期報告日期，重建正處於規劃階段。有關收益分配的具體計劃無法釐定，並須由雙方進一步磋商。同樣，重建的設計及規模、本集團將就重建提供該土地的實際面積及位置在獲得中國相關政府部門的事先同意及規劃批准前無法釐定。倘本集團未能取得相關同意及規劃批准，則重建可能不會進行。除須向相關中國政府部門取得事先同意及規劃批准外，雙方於可開展重建前須達成的其他先決條件如下：

- (i) 華算須向本集團支付合作金；及
- (ii) 本集團須向華算提供股權質押及土地抵押以保障償還合作金。

根據合作協議，倘本集團將提供該土地的位置及面積、華算將承擔的重建規模以及新開發的該土地是否會出租或出售等未決事項未能解決或達成一致，即使上述先決條件獲達成，本集團亦可能不會進行重建。因此，現階段並無與合作協議有關的交易將觸發上市規則第十四章。

倘該等未決事項獲解決及達成一致(包括向相關中國政府部門取得事先同意及規劃批准)，本集團將與華算訂立進一步協議以進行重建。倘進一步協議項下的交易構成主要交易(定義見上市規則)，本集團將遵守上市規則第十四章項下的規定。

視乎有關事項的發展，本集團的財務及營運表現可能會受影響，於本中期報告日期未能估計其影響程度。有關詳情請參閱自願公告。

## FINANCIAL REVIEW (Continued) 財務回顧(續)

As at 30 June 2022, Huasuan has paid to the Group the Cooperation Fund in full and the Group has recognised as deposits received. The Group has provided the Equity Pledge and Land Pledge to Huasuan for securing repayment of the Cooperation Fund. The prior consents and planning approvals from the relevant PRC government authorities are yet to be obtained.

### ACQUISITION OF PRABHU DIGITAL LIMITED BY DISH MEDIA

Dish Media, the Company's associate, to endeavour to expand broadband services in Nepal, had issued 2,533,235 new shares to acquire all the interest of Prabhu Digital Limited (the "Acquisition"), the Acquisition was completed on 6 March 2022. Upon completion of the Acquisition, the equity interest of the Company in Dish Media was diluted from approximately 47.12% to approximately 41.86%. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the subscriber of the new shares and its ultimate beneficial owners are independent of, and not acting in concert with the Company and connected persons (as defined under the Listing Rules) of the Company.

### HUMAN RESOURCES AND REMUNERATION POLICY

As at 30 June 2022, the Group employed a total of 628 (31 December 2021: 700) full-time employees. Employees are remunerated according to their performance and responsibilities. Employees of the Group receive training depending on their scope of works, especially those training relating to workplace health and safety.

The Directors and senior management of the Company receive compensation in the form of salaries, benefits in kind and/or discretionary bonuses relating to the performance of the Group. The emoluments of the Directors are decided by the Board based on the recommendation of the remuneration committee, having regard to market competitiveness, individual performance and achievement. The Company regularly reviews and determines the remuneration and compensation packages of the Directors and senior management.

於二零二二年六月三十日，華算已向本集團全額支付合作金，本集團已將其確認為已收按金。本集團已向華算提供股權質押及土地抵押以確保償還合作金。現階段仍尚未取得相關中國政府部門的事先同意及規劃批准。

### DISH MEDIA 收購 PRABHU DIGITAL LIMITED

本公司的聯營公司Dish Media為拓展尼泊爾寬帶服務，發行2,533,235股新股收購Prabhu Digital Limited的全部股權(「收購事項」)，收購事項已於二零二二年三月六日完成。於收購事項完成後，本公司於Dish Media的股權由約47.12%被攤薄至約41.86%。據董事在作出一切合理查詢後所知、所悉及所信，新股認購人及其最終實益擁有人獨立於本公司及本公司關連人士(定義見上市規則)，亦非一致行動人士。

### 人力資源及酬金政策

於二零二二年六月三十日，本集團合共聘用628名(二零二一年十二月三十一日：700名)全職僱員。僱員薪酬乃根據僱員表現及職責釐定。本集團僱員會視乎工作範圍接受培訓，尤其是與工作場所健康與安全相關的培訓。

董事及本公司高級管理層以薪金、實物利益及／或與本集團表現有關的酌情花紅形式收取報酬。董事的酬金由董事會基於薪酬委員會經考慮市場競爭力、個人表現及成就後作出的推薦釐定。本公司定期檢討及釐定董事及高級管理層的酬金及薪酬待遇。



# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### DIRECTORS' SERVICE CONTRACTS

The Company has entered into service contracts with all Directors, with a maximum term of three years. No service contract was entered into or is to be entered into between the Directors and the members of the Group that cannot be terminated by the Group within one year without paying any compensation (other than the statutory compensation).

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS

As at 30 June 2022, the interests and short positions of each of the Directors and chief executive of the Company and their associates had in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which they were taken or deemed to have under such provisions of the SFO), or (b) which are required pursuant to Section 352 of the SFO to be entered in the register maintained by the Company referred to therein, or (c) which 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 (the "Model Code") contained in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

### 董事的服務合約

本公司已與全體董事訂立為期最長三年的服務合約。董事與本集團成員公司之間概無訂有亦不會訂立本集團不可在一年內免付賠償(法定賠償除外)而終止的服務合約。

### 董事及最高行政人員於本公司或其任何相聯法團的股份、相關股份及債權證中的權益及淡倉

於二零二二年六月三十日，本公司各董事及最高行政人員以及彼等的聯繫人於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)任何股份、相關股份及債權證中擁有(a)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香港聯合交易所有限公司(「聯交所」)的權益及淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有的權益或淡倉)，或(b)根據證券及期貨條例第352條須記入該條例所述由本公司存置的登記冊內的權益及淡倉，或(c)根據載於聯交所證券上市規則(「上市規則」)附錄十的《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：

# CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

## 企業管治及其他資料(續)

### (a) Long positions in the shares, underlying shares and debentures of the Company

### (a) 於本公司股份、相關股份及債券的好倉

| Name of Director             | Capacity                                       | Number of ordinary shares and underlying shares held | Percentage of the issued share capital |
|------------------------------|--|--|--|
| 董事名稱                         | 身份   | 所持普通股及相關股份數目   | 已發行股本百分比                               |
| Mr. Hung Tsung Chin<br>洪聰進先生 | Interest of controlled corporation<br>受控制法團的權益 | 70,718,859 <sup>1</sup>                              | 14.37%                                 |

Note:

1. These shares represent shares held by Metroasset Investments Limited in which Mr. Hung Tsung Chin beneficially owns 45.09% of the issued share capital.

附註：

1. 該等股份代表Metroasset Investments Limited持有的股份，洪聰進先生實益擁有該公司的45.09%已發行股本。

### (b) Long positions in the shares, underlying shares and debentures of associated corporations of the Company Name of associated corporation: Pro Brand Technology, Inc.

### (b) 於本公司相聯法團的股份、相關股份及債券的好倉相聯法團名稱：博百科技有限公司\*(Pro Brand Technology, Inc.)

| Name of Directors            | Capacity                                       | Number of shares held | Percentage of the issued share capital |
|------------------------------|--|-----------------------|--|
| 董事名稱                         | 身份   | 所持股份數目                | 已發行股本百分比                               |
| Mr. Chen Wei Chun<br>陳偉鈞先生   | Interest of controlled corporation<br>受控制法團的權益 | 350,000 <sup>1</sup>  | 0.82%                                  |
|                              | Beneficial owner<br>實益擁有人                      | 300,000 <sup>2</sup>  |  |
|                              | Total<br>總計                                    | 650,000               |  |
| Mr. Hung Tsung Chin<br>洪聰進先生 | Beneficial owner<br>實益擁有人                      | 450,000 <sup>3</sup>  | 0.57%                                  |

\* For identification purpose only

\* 僅供識別

## CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

### 企業管治及其他資料(續)

#### Notes:

1. These shares represent 350,000 shares of Pro Brand Technology, Inc, a non-wholly owned subsidiary of the Company, held by Jun Zhong Investment Limited\*(鈞仲投資有限公司)in which Mr. Chen Wei Chun beneficially owns the entire issued share capital.
2. These shares represent 300,000 shares of Pro Brand Technology, Inc., a non-wholly owned subsidiary of the Company, owned by Mr. Chen Wei Chun.
3. These shares represent 450,000 shares of Pro Brand Technology, Inc., a non-wholly owned subsidiary of the Company, owned by Mr. Hung Tsung Chin.

Save as disclosed above, as at 30 June 2022, none of the Directors or the chief executive of the Company and their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (a) which would have 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 (b) which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

#### 附註：

1. 該等股份代表鈞仲投資有限公司持有的本公司非全資附屬公司博百科技有限公司\* (Pro Brand Technology, Inc.)的350,000股股份，陳偉鈞先生實益擁有鈞仲投資有限公司的全部已發行股本。
2. 該等股份代表本公司非全資附屬公司博百科技有限公司\* (Pro Brand Technology, Inc.)的300,000股股份，由陳偉鈞先生擁有。
3. 該等股份代表本公司非全資附屬公司博百科技有限公司\* (Pro Brand Technology, Inc.)的450,000股股份，由洪聰進先生擁有。

除上文所披露者外，於二零二二年六月三十日，概無本公司董事或最高行政人員以及彼等的聯繫人於本公司及其任何相聯法團(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(a)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的任何權益或淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有的權益或淡倉)，或(b)已記入本公司根據證券及期貨條例第352條須存置的登記冊內的任何權益或淡倉，或(c)根據標準守則須知會本公司及聯交所的任何權益或淡倉。

\* For identification purpose only

\* 僅供識別

# CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

## 企業管治及其他資料(續)

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

So far as the Directors or chief executive of the Company are aware, as at 30 June 2022, the Shareholders (other than Directors or the chief executive of the Company) who had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange 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 were as follows:

### 主要股東於本公司股份及相關股份中的權益及淡倉

就本公司董事或最高行政人員所知，於二零二二年六月三十日，股東(本公司董事或最高行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部規定須向本公司及聯交所披露的權益或淡倉，或已記入本公司根據證券及期貨條例第336條須存置之登記冊內的權益或淡倉如下：

| Name of Shareholders                        | Capacity                                       | Number of ordinary shares and underlying shares held | Percentage of the issued share capital |
|---|--|--|--|
| 股東名稱  | 身份   | 所持普通股及相關股份數目   | 已發行股本百分比                               |
| Metroasset Investments Limited              | Beneficial owner<br>實益擁有人                      | 70,718,859 <sup>1</sup>                              | 14.37%                                 |
| Ms. Chen Mei Huei<br>陳美惠女士                  | Interest of controlled corporation<br>受控制法團的權益 | 70,718,859 <sup>2</sup>                              | 14.37%                                 |
| First Steamship Company Limited<br>益航股份有限公司 | Interest of controlled corporation<br>受控制法團的權益 | 142,628,902 <sup>3</sup>                             | 28.98%                                 |
| Legacy Trust Company Limited                | Beneficial owner<br>實益擁有人                      | 76,520,000 <sup>4</sup>                              | 15.55%                                 |

Notes:

- These shares are held by Metroasset Investments Limited, 45.09% of the issued share capital of which is beneficially owned by Mr. Hung Tsung Chin.
- The shares are the same batch of shares (as referred to in note 1) held by Metroasset Investments Limited, 44.38% of the issued share capital of which is beneficially owned by Ms. Chen Mei Huei, the spouse of Mr. Hung Tsung Chin.

附註：

- 該等股份由 Metroasset Investments Limited 持有，而 Metroasset Investments Limited 的 45.09% 已發行股本由洪聰進先生實益擁有。
- 該等股份為附註 1 所述由 Metroasset Investments Limited 持有的同一批股份，而 Metroasset Investments Limited 的 44.38% 已發行股本由陳美惠女士(洪聰進先生之配偶)實益擁有。



# CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

## 企業管治及其他資料(續)

3. First Steamship Company Limited is interested in 142,628,902 shares through First Mariner Holding Limited, its wholly-owned subsidiary, which holds 124,950,000 shares and Grand Citi Limited, its non-wholly owned subsidiary, which holds 17,678,902 shares.
4. Disclosure of the percentage of the issued share capital held by Legacy Trust Company Limited is made as per the last disclosure of interests notice which was filed on 15 August 2022.

Save as disclosed above and so far as the Directors and the chief executive of the Company are aware, as at 30 June 2022, no person or entity had any interest or short positions in the Shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

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

During the six months ended 30 June 2022, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### CORPORATE GOVERNANCE

The Group continues to improve its corporate governance practices, emphasising the attainment and maintenance of a quality board, sound risk management and internal controls, and high transparency and accountability to the Shareholders. The Board and the management are committed to the principles of good corporate governance which are consistent with prudent management and enhancement of shareholder value. The Board believes that good corporate governance will bring long-term benefits to the Shareholders and the Group.

During the six months ended 30 June 2022, the Company has applied the principles and has complied with code provisions of the Corporate Governance Code (the "Code Provision(s)") as contained in Appendix 14 to the Listing Rules, except for the deviations with following reason.

Under Code Provision C.1.6, the independent non-executive directors (the "INED(s)") and other non-executive directors should attend general meetings.

3. 益航股份有限公司透過其全資附屬公司First Mariner Holding Limited及其非全資附屬公司Grand Citi Limited於142,628,902股股份中擁有權益，其中First Mariner Holding Limited持有124,950,000股股份，而Grand Citi Limited持有17,678,902股股份。
4. 有關Legacy Trust Company Limited所持已發行股本之百分比的披露是根據於二零二二年八月十五日存檔之披露權益通知而作出。

除上文所披露者外，並就本公司董事及最高行政人員所知，於二零二二年六月三十日，概無個人或實體於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部規定須向本公司及聯交所披露的任何權益或淡倉，或根據證券及期貨條例第336條須記入該條例所述登記冊內的任何權益或淡倉。

### 購買、出售或贖回本公司的上市證券

於截至二零二二年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 企業管治

本集團不斷改善其企業管治常規，注重構建及維持一個優良的董事會、穩健的風險管理及內部控制，並對股東高度透明，對彼等負責。董事會及管理層致力恪守符合審慎管理及提高股東價值的良好企業管治原則。董事會相信，良好的企業管治將為股東及本集團帶來長遠利益。

於截至二零二二年六月三十日止六個月，本公司已應用上市規則附錄十四所載《企業管治守則》的原則及遵守《企業管治守則》的守則條文(「守則條文」)，惟因以下原因而出現的偏離情況除外

根據守則條文第C.1.6條，獨立非執行董事及其他非執行董事應出席股東大會。

# CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

## 企業管治及其他資料(續)

Mr. Kuo Jen Hao, a non-executive Director and Mr. Wu Chia Ming, an INED were unable to attend the annual general meeting of the Company held on 8 June 2022 due to other personal engagements.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as the code of conduct for dealing in securities of the Company by the Directors. After specific enquiry, all Directors confirmed that they have complied with the required standards regarding securities transactions by Directors as set out in the Model Code throughout the six months ended 30 June 2022. No incident of non-compliance was noted by the Company for the six months ended 30 June 2022.

### CHANGE OF DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

There is no change in the Director's information required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules subsequent to the date of the annual report of the Company for the year ended 31 December 2021 and up to the date of this interim report is set out below:

### COMPETING AND CONFLICT OF INTEREST

None of the Directors or the controlling Shareholders or their respective associates had any interest in a business, which competes or may compete, either directly or indirectly, with the business of the Group nor any conflict of interest which any of them had or may have with the Group for the six months ended 30 June 2022.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors as at the date of the interim report, the Company has maintained the prescribed public float under the Listing Rules.

非執行董事郭人豪先生及獨立非執行董事吳嘉明先生因處理其個人其他事務而未能出席本公司於二零二二年六月八日舉行的股東週年大會。

### 董事進行證券交易的標準守則

本公司已採納標準守則作為董事買賣本公司證券的行為準則。經特定查詢後，全體董事確認彼等於截至二零二二年六月三十日止六個月一直遵守標準守則所載有關董事進行證券交易的必要準則。本公司並不知悉於截至二零二二年六月三十日止六個月有任何不合規事件。

### 根據上市規則第13.51B(1)條披露董事資料變動

根據上市規則第13.51B(1)條，於本公司截至二零二一年十二月三十一日止年度之年報日期後以及直至本中期報告日期止，概無董事資料變動須根據上市規則第13.51B(1)條披露。

### 競爭性權益及利益衝突

截至二零二二年六月三十日止六個月，概無董事或控股股東或彼等各自的聯繫人於直接或間接與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益，或與本集團存在或可能存在任何利益衝突。

### 公眾持股量之充足程度

根據本公司可公開獲得的資料及就董事於中期報告日期所知，本公司一直維持上市規則規定的公眾持股量。

# CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

## 企業管治及其他資料(續)

### AUDIT COMMITTEE

The Company has established an audit committee of the Board (the “**Audit Committee**”) for reviewing and providing supervision over the Group’s financial reporting process and internal controls. As at the date of this report, the Audit Committee comprises three members, Messrs, Ding Jin-Huei (chairman of the Audit Committee), Lu Ming-Shiuan and Wu Chia Ming, all of whom are INEDs. The interim financial information for the six months ended 30 June 2022 have not been audited by the independent auditor of the Company. The Audit Committee has reviewed the Group’s unaudited condensed consolidated financial statements and the interim report for the six months ended 30 June 2022 and held discussion with the management. Based on the review and the discussion with the management, the Audit Committee was satisfied that the unaudited condensed consolidated financial statements were prepared in accordance with applicable accounting standards and fairly present the Group’s financial position and results for the six months ended 30 June 2022.

### APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all of the Shareholders for their support to the Company.

**Kuo Jen Hao**

*Chairman*

Hong Kong, 24 August 2022

### 審核委員會

本公司已成立董事會審核委員會(「**審核委員會**」)，旨在審閱及監督本集團的財務申報程序及內部監控。於本報告日期，審核委員會包括三名成員，分別為丁金輝先生(審核委員會主席)、盧明軒先生及吳嘉明先生，全部均為獨立非執行董事。截至二零二二年六月三十日止六個月的中期財務資料未經本公司獨立核數師審核。審核委員會已審閱本集團截至二零二二年六月三十日止六個月的未經審核簡明綜合財務報表及中期報告，並與管理層進行討論。根據此審閱及與管理層的討論，審核委員會信納未經審核簡明綜合財務報表乃按照適用會計準則編製，並公平呈列本集團於截至二零二二年六月三十日止六個月的財務狀況及業績。

### 致謝

本人謹藉此機會代表董事會衷心感謝全體股東支持本公司。

*主席*

**郭人豪**

香港，二零二二年八月二十四日

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 簡明綜合損益及其他全面收益表

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

|  |                          | For six months ended 30 June<br>截至六月三十日止六個月               |   |
|--|--------------------------|---|---|
|  |                          | 2022<br>二零二二年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
|  |                          | Notes<br>附註   |   |
| Revenue  | 收益                       | 5   | 439,570   |
| Cost of sales  | 銷售成本                     |   | (395,769)   |
| Gross profit   | 毛利                       |   | 43,801  |
| Other income, gains and losses   | 其他收入、收益及虧損               | 6   | 28,147  |
| (Decrease)/increase in fair value of investment properties             | 投資物業的公平值(減少)/增加          |   | (1,091)   |
| Distribution and selling costs   | 經銷及銷售成本                  |   | (6,746)   |
| Administrative and other expenses                                      | 行政及其他開支                  |   | (54,467)  |
| Research and development costs   | 研發成本                     |   | (12,040)  |
| Reversal of/(provision for) expected credit losses on financial assets | 金融資產的預期信貸虧損撥回/(撥備)       |   | 9,320   |
| Finance costs  | 財務成本                     |   | (14,214)  |
| Share of (loss)/profit of an associate                                 | 應佔一間聯營公司之(虧損)/溢利         |   | (12,598)  |
| <b>(Loss)/Profit before income tax expense</b>                         | <b>除所得稅支出前(虧損)/溢利</b>    |   | <b>(19,888)</b>   |
| Income tax expense   | 所得稅支出                    | 7   | (1,229)   |
| <b>Loss for the period</b>   | <b>本期間虧損</b>             | 8   | <b>(21,117)</b>   |
| <b>Other comprehensive income, net of tax</b>                          | <b>其他全面收益(扣除稅項)</b>      |   |   |
| <i>Item that may be reclassified subsequently to profit or loss:</i>   | <i>其後可能重新分類至損益之項目：</i>   |   |   |
| Exchange difference on translation of foreign operations               | 換算海外業務時產生之匯兌差額           |   | 2,102   |
| <b>Other comprehensive income for the period</b>                       | <b>本期間其他全面收益</b>         |   | <b>(4,296)</b>  |
| <b>Total comprehensive income for the period</b>                       | <b>本期間全面收益總額</b>         |   | <b>(19,015)</b>   |
| <b>(Loss)/Profit for the period attributable to:</b>                   | <b>下列各項應佔本期間(虧損)/溢利：</b> |   |   |
| — Owners of the Company  | — 本公司擁有人                 |   | (20,138)  |
| — Non-controlling interests  | — 非控股權益                  |   | (979)   |
|  |                          |   | <b>(21,117)</b>   |
|  |                          |   | (2,390)   |



# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

## 簡明綜合損益及其他全面收益表(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

|  |                  | For six months ended 30 June<br>截至六月三十日止六個月               |   |
|--|------------------|---|---|
|  |                  | 2022<br>二零二二年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
|  |                  | Note<br>附註  |   |
| <b>Total comprehensive income attributable to:</b> | 下列各項應佔全面收益總額：    |   |   |
| — Owners of the Company                            | — 本公司擁有人         |   | (19,889)  |
| — Non-controlling interests                        | — 非控股權益          |   | 874   |
|  |                  |   | (19,015)  |
|  |                  |   | HK cents<br>港仙  |
| <b>(Loss)/Earnings per share</b>                   | <b>每股(虧損)/盈利</b> | 10  | HK cents<br>港仙  |
| Basic  | 基本               |   | (4.09)  |
| Diluted  | 攤薄               |   | (4.09)  |

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

AT 30 JUNE 2022  
於二零二二年六月三十日

|  |                        | Notes<br>附註 | 30 June<br>2022<br>二零二二年<br>六月三十日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31 December<br>2021<br>二零二一年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|--|------------------------|-------------|---|--|
| <b>Non-current assets</b>                    | <b>非流動資產</b>           |             |   |  |
| Property, plant and equipment                | 物業、廠房及設備               | 11          | 68,323  | 72,712   |
| Prepaid lease payments                       | 預付租賃款項                 |             | 15  | 30   |
| Investment properties                        | 投資物業                   | 11          | 219,598   | 230,797  |
| Goodwill                                     | 商譽                     |             | 9,205   | 9,597  |
| Intangible assets                            | 無形資產                   |             | 2,204   | 2,480  |
| Interest in an associate                     | 於一間聯營公司之權益             |             | 78,845  | 91,443   |
| Deferred tax assets                          | 遞延稅項資產                 |             | 3,850   | 3,922  |
| Total non-current assets                     | 非流動資產總值                |             | 382,040   | 410,981  |
| <b>Current assets</b>                        | <b>流動資產</b>            |             |   |  |
| Inventories                                  | 存貨                     |             | 233,688   | 205,038  |
| Trade, bills and other receivables           | 應收貿易賬款、應收票據及其他<br>應收款項 | 13          | 339,350   | 225,325  |
| Prepaid lease payments                       | 預付租賃款項                 |             | 28  | 29   |
| Loan receivables                             | 應收貸款                   | 12          | -   | -  |
| Loan to an associate                         | 給予一間聯營公司的貸款            | 14          | 22,151  | 22,063   |
| Amount due from an associate                 | 應收一間聯營公司的款項            | 14          | 39,804  | 38,679   |
| Pledged bank deposits                        | 已抵押銀行存款                |             | 15,116  | 3,603  |
| Bank balances and cash                       | 銀行結存及現金                |             | 84,179  | 111,354  |
| Total current assets                         | 流動資產總值                 |             | 734,316   | 606,091  |
| <b>Current liabilities</b>                   | <b>流動負債</b>            |             |   |  |
| Trade, bills and other payables              | 應付貿易賬款、應付票據及其他<br>應付款項 | 15          | 511,081   | 398,853  |
| Contract liabilities                         | 合約負債                   |             | 18,852  | 25,313   |
| Tax liabilities                              | 稅項負債                   |             | 11,290  | 11,843   |
| Bank and other borrowings                    | 銀行及其他借貸                | 17          | 371,555   | 144,083  |
| Provision for financial guarantee            | 財務擔保撥備                 | 16          | 27,332  | 27,332   |
| Lease liabilities                            | 租賃負債                   |             | 3,732   | 4,992  |
| Total current liabilities                    | 流動負債總額                 |             | 943,842   | 612,416  |
| <b>Net current liabilities</b>               | <b>流動負債淨額</b>          |             | <b>(209,526)</b>  | <b>(6,325)</b>   |
| <b>Total assets less current liabilities</b> | <b>資產總值減流動負債</b>       |             | <b>172,514</b>  | <b>404,656</b>   |

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

## 簡明綜合財務狀況表(續)

AT 30 JUNE 2022  
於二零二二年六月三十日

|   |                      | Notes<br>附註 | 30 June<br>2022<br>二零二二年<br>六月三十日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31 December<br>2021<br>二零二一年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|---|----------------------|-------------|---|--|
| <b>Non-current liabilities</b>                                    | <b>非流動負債</b>         |             |   |  |
| Bank and other borrowings   | 銀行及其他借貸              | 17          | 16,732  | 225,981  |
| Deferred tax liabilities  | 遞延稅項負債               |             | 65,108  | 67,746   |
| Defined benefit obligation  | 界定福利責任               |             | 30  | 32   |
| Lease liabilities   | 租賃負債                 |             | 14,566  | 15,804   |
| Total non-current liabilities                                     | 非流動負債總額              |             | 96,436  | 309,563  |
| <b>NET ASSETS</b>   | <b>資產淨值</b>          |             | <b>76,078</b>   | 95,093   |
| <b>Capital and reserves attributable to owners of the Company</b> | <b>本公司擁有人應佔股本及儲備</b> |             |   |  |
| Share capital   | 股本                   | 18          | 49,216  | 49,216   |
| Reserves  | 儲備                   |             | (13,826)  | 6,063  |
| Equity attributable to owners of the Company                      | 本公司擁有人應佔權益           |             | 35,390  | 55,279   |
| Non-controlling interests   | 非控股權益                |             | 40,688  | 39,814   |
| <b>TOTAL EQUITY</b>   | <b>權益總額</b>          |             | <b>76,078</b>   | 95,093   |

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

(unaudited)

(未經審核)

|  |                        | Attributable to owners of the Company |                            |                     |                   |                              |                 |                              |                              |                    |          |             | Non-controlling |          | Total  |
|--|------------------------|---------------------------------------|----------------------------|---------------------|-------------------|------------------------------|-----------------|------------------------------|------------------------------|--------------------|----------|-------------|-----------------|----------|--------|
|  |                        | 本公司擁有人應佔                              |                            |                     |                   |                              |                 |                              |                              |                    |          |             | 非控股             |          | 總計     |
| Share capital  | Share premium          | Share option reserve                  | Capital redemption reserve | Contributed surplus | Statutory reserve | Defined benefit plan reserve | Special reserve | Property revaluation reserve | Currency translation reserve | Accumulated losses | Total    | interests   | Total           |          |        |
| 股本   | 股份溢價                   | 購股權儲備                                 | 資本贖回儲備                     | 實繳盈餘                | 法定儲備              | 界定福利計劃儲備                     | 特別儲備            | 物業重估儲備                       | 貨幣換算儲備                       | 累計虧損               | 總計       | 權益          | 總計              |          |        |
| HK\$'000   | HK\$'000               | HK\$'000                              | HK\$'000                   | HK\$'000            | HK\$'000          | HK\$'000                     | HK\$'000        | HK\$'000                     | HK\$'000                     | HK\$'000           | HK\$'000 | HK\$'000    | HK\$'000        |          |        |
| 千港元  | 千港元                    | 千港元                                   | 千港元                        | 千港元                 | 千港元               | 千港元                          | 千港元             | 千港元                          | 千港元                          | 千港元                | 千港元      | 千港元         | 千港元             |          |        |
|  |                        |                                       |                            |                     | (Note a)          | (Note a)                     | (Note b)        | (Note c)                     |                              |                    |          |             |                 |          |        |
|  |                        |                                       |                            |                     | (附註a)             | (附註a)                        | (附註b)           | (附註c)                        |                              |                    |          |             |                 |          |        |
| <b>Balance at 1 January 2021 (audited)</b>               | 於二零二一年一月一日之結餘<br>(經審核) | 328,108                               | 506,750                    | 7,960               | 1,713             | -                            | 32,486          | 124                          | 89,175                       | 102,437            | (14,532) | (1,039,789) | 14,432          | 39,084   | 53,516 |
| Loss for the period                                      | 本期間虧損                  | -                                     | -                          | -                   | -                 | -                            | -               | -                            | -                            | -                  | 108      | 108         | (2,498)         | (2,390)  |        |
| Other comprehensive income, net of tax                   | 其他全面收益(扣除稅項)           | -                                     | -                          | -                   | -                 | -                            | -               | -                            | -                            | -                  | -        | -           | -               | -        |        |
| Exchange difference on translation of foreign operations | 換算海外業務時產生之匯兌差額         | -                                     | -                          | -                   | -                 | -                            | -               | -                            | -                            | (3,988)            | -        | (3,988)     | (308)           | (4,296)  |        |
| Total comprehensive income for the period                | 本期間全面收益總額              | -                                     | -                          | -                   | -                 | -                            | -               | -                            | -                            | (3,988)            | 108      | (3,880)     | (2,806)         | (6,686)  |        |
| Transfer   | 轉發                     | -                                     | -                          | -                   | -                 | (3)                          | -               | -                            | -                            | -                  | 3        | -           | -               | -        |        |
| Capital reorganisation                                   | 股本重組                   | (295,297)                             | (506,750)                  | -                   | -                 | 506,750                      | -               | -                            | -                            | -                  | 295,297  | -           | -               | -        |        |
|  |                        | (295,297)                             | (506,750)                  | -                   | -                 | 506,750                      | (3)             | -                            | -                            | -                  | 295,300  | -           | -               | -        |        |
| <b>Balance at 30 June 2021</b>                           | 於二零二一年六月三十日之結餘         | 32,811                                | -                          | 7,960               | 1,713             | 506,750                      | 32,483          | 124                          | 89,175                       | 102,437            | (18,520) | (744,381)   | 10,552          | 36,278   | 46,830 |
| <b>Balance at 1 January 2022 (audited)</b>               | 於二零二二年一月一日之結餘<br>(經審核) | 49,216                                | 50,880                     | 7,960               | 1,713             | 506,750                      | 32,699          | 124                          | 89,175                       | 102,437            | (15,537) | (770,138)   | 55,279          | 39,814   | 95,093 |
| Loss for the period                                      | 本期間虧損                  | -                                     | -                          | -                   | -                 | -                            | -               | -                            | -                            | -                  | (20,138) | (20,138)    | (979)           | (21,117) |        |
| Other comprehensive income, net of tax                   | 其他全面收益(扣除稅項)           | -                                     | -                          | -                   | -                 | -                            | -               | -                            | -                            | -                  | -        | -           | -               | -        |        |
| Exchange difference on translation of foreign operations | 換算海外業務時產生之匯兌差額         | -                                     | -                          | -                   | -                 | -                            | -               | -                            | -                            | 249                | -        | 249         | 1,853           | 2,102    |        |
| Total comprehensive income for the period                | 本期間全面收益總額              | -                                     | -                          | -                   | -                 | -                            | -               | -                            | -                            | 249                | (20,138) | (19,889)    | 874             | (19,015) |        |
| Transfer   | 轉發                     | -                                     | -                          | -                   | -                 | 7                            | -               | -                            | -                            | -                  | (7)      | -           | -               | -        |        |
| <b>Balance at 30 June 2022</b>                           | 於二零二二年六月三十日之結餘         | 49,216                                | 50,880                     | 7,960               | 1,713             | 506,750                      | 32,706          | 124                          | 89,175                       | 102,437            | (15,288) | (790,283)   | 35,390          | 40,688   | 76,078 |



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

## 簡明綜合權益變動表(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### Notes:

- (a) The statutory reserve is required by the relevant law of The People's Republic of China (the "PRC") applicable to the subsidiaries in the PRC. The statutory reserve can be applied in conversion into PRC subsidiaries' capital by means of a capitalisation issue.
- (b) The special reserve represents:
- (i) the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of a group reorganisation prior to the listing of the Company's shares and the surplus arising pursuant to a capitalisation of advances from shareholders as part of the group reorganisation;
  - (ii) the difference between the consideration for acquisition of a subsidiary satisfied by way of partial interest of a subsidiary without the overall gain or loss of control in the partial disposed subsidiary and the fair value of net assets acquired; and
  - (iii) the acquisition of additional interest in a subsidiary without the overall gain or loss of control in that subsidiary.
- (c) The property revaluation reserve is frozen upon the transfer of properties from property, plant and equipment to investment properties and will be transferred to accumulated losses when the relevant properties are disposed of.

### 附註：

- (a) 法定儲備乃按適用於位於中華人民共和國（「中國」）之附屬公司之中國相關法律設立。法定儲備可透過資本化發行轉換為中國附屬公司的資本。
- (b) 特別儲備指：
- (i) 所收購附屬公司股份之面值與於本公司股份上市前進行集團重組之時為收購而發行之本公司股份面值及根據將股東墊款撥作資本（作為集團重組之一部分）所產生盈餘兩者之差額；
  - (ii) 以一間附屬公司之部分權益（並無整體獲得或失去該部分出售附屬公司之控制權）方式償付之收購一間附屬公司代價與所收購淨資產公平值兩者之差額；及
  - (iii) 收購一間附屬公司額外權益（並無整體獲得或失去該附屬公司之控制權）。
- (c) 物業重估儲備於自物業、廠房及設備轉撥物業至投資物業時被凍結，將於相關物業出售時轉撥至累計虧損。

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

|   |                     | For six months ended 30 June<br>截至六月三十日止六個月               |   |
|---|---------------------|---|---|
|   |                     | 2022<br>二零二二年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
| Net cash used in operating activities   | 經營活動所用現金淨額          | <b>(26,952)</b>   | (19,037)  |
| Investing activities  | 投資活動                |   |   |
| Increase in pledged bank deposits   | 已抵押銀行存款增加           | <b>(11,945)</b>   | (329)   |
| Purchases of property, plant and equipment  | 購買物業、廠房及設備          | <b>(8,411)</b>  | (5,510)   |
| Proceeds from disposals of property, plant and equipment                          | 出售物業、廠房及設備所得款項      | -   | 1,163   |
| Net cash used in investing activities   | 投資活動所用現金淨額          | <b>(20,356)</b>   | (4,676)   |
| Financing activities  | 融資活動                |   |   |
| Repayment of bank and other borrowings  | 償還銀行及其他貸款           | <b>(93,919)</b>   | (103,432)   |
| Payment of interest element of lease liabilities                                  | 支付租賃負債利息部分          | <b>(612)</b>  | (90)  |
| Payment of principal element of lease liabilities                                 | 支付租賃負債本金部分          | <b>(2,703)</b>  | (1,728)   |
| New bank and other loans raised   | 新造銀行及其他貸款           | <b>119,449</b>  | 140,394   |
| Net cash from financing activities  | 融資活動所得現金淨額          | <b>22,215</b>   | 35,144  |
| Net (decrease)/increase in cash and cash equivalents                              | 現金及現金等價物(減少)/增加淨額   | <b>(25,093)</b>   | 11,431  |
| Cash and cash equivalents at beginning of period                                  | 期初現金及現金等價物          | <b>111,354</b>  | 88,871  |
| Effect of foreign exchange rate changes   | 外幣匯率變動影響            | <b>(2,082)</b>  | (630)   |
| Cash and cash equivalents at end of period, represented by bank balances and cash | 期末現金及現金等價物，即銀行結存及現金 | <b>84,179</b>   | 99,672  |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 1. GENERAL INFORMATION

The Company is incorporated in Bermuda with limited liability and its shares are listed on Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda and its principal place of business is located at Unit 516, 5th Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong. The Group principally engages in manufacturing and trading of satellite TV equipment products and other electronic goods.

### 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and compliance with Hong Kong Accounting Standard (“**HKAS**”) 34 “*Interim Financial Reporting*” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

These condensed consolidated financial statements should be read in conjunction with the 2021 annual financial statements. Except as described below, the accounting policies and methods of computation used in the preparation of these condensed consolidated financial statements for the six months ended 30 June 2022 are the same as those followed in the preparation of the Group’s consolidated financial statements for the year ended 31 December 2021.

### 1. 一般資料

本公司為於百慕達註冊成立之有限公司，其股份於香港聯合交易所有限公司（「**聯交所**」）主板上市。本公司註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda及其主要營業地點位於香港九龍尖沙咀東麼地道67號半島中心5樓516室。本集團主要從事製造及買賣衛星電視設備產品及其他電子產品。

### 2. 編製基準

簡明綜合財務報表乃按照聯交所證券上市規則（「**上市規則**」）附錄十六之適用披露規定及遵照香港會計師公會（「**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。

該等簡明綜合財務報表應與二零二一年之年度財務報表一併閱讀。除下述者外，編製本截至二零二二年六月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至二零二一年十二月三十一日止年度之綜合財務報表時所依循者相同。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

## 2. BASIS OF PREPARATION (Continued)

### Basis of measurement and going concern assumption

The condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties which are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

During the period, the Group incurred a net loss of HK\$20,138,000 attributable to owners of the Company and at the end of reporting period, the Group had net current liabilities of approximately HK\$209,526,000. As at the same date, the Group had bank and other loans of HK\$371,555,000, which is subject to repayment or renewal in the next twelve months after the end of the reporting period. These conditions may cast significant doubt on the Group's ability to continue as a going concern.

In view of these circumstances, the directors of the Company (the "Directors") have given consideration to the future liquidity and performance of the Group and its available sources of finance in the preparation of a cash flow forecast cover a 18-month period from the end of the reporting period for assessing whether the Group will have sufficient financial resources to continue as a going concern. Management has also performed a sensitivity analysis by considering a reasonable change in operating cash flows on the forecast period and the headroom of the available working capital. In particular, the Directors have considered the following:

- (1) Based on communication with banks, the Group is able to renew the existing bank loans upon expiry. The Directors are of the opinion that the Group maintains good relationship with major banks providing finance or facilities to the Group and the Group has successfully renewed most of its banking facilities based on past experience; and
- (2) As of the date of approval of these financial statements, the Group has unutilised bank loan facilities totalling HK\$255,077,000, which are repayable twelve months from dates of drawdown. They are available for the Group to draw down to finance its future operations and financial obligations.

## 2. 編製基準(續)

### 計量基準及持續經營假設

除投資物業按公平值計量外，簡明綜合財務報表乃按歷史成本基準編製。歷史成本一般是基於就換取貨品及服務支付之代價之公平值。

於期內，本集團錄得本公司擁有人應佔淨虧損20,138,000港元，而於報告期末本集團有淨流動負債約209,526,000港元。同日，本集團有須於報告期末後未來十二個月內償還或重續的銀行及其他貸款371,555,000港元。該等狀況可能對本集團持續經營能力構成重大疑問。

鑒於此等情況，本公司董事(「董事」)在評估本集團是否有足夠的財務資源繼續持續經營而編製報告期結束後十八個月期間的現金流量預測時，已考慮本集團未來的流動資金及表現，及其可用的資金來源。管理層亦已透過考慮預測期間經營現金流量的合理變動及可得營運資金上限進行敏感度分析。特別是董事已考慮以下各項：

- (1) 基於與銀行的溝通，本集團能夠於現有銀行貸款到期後進行重續。董事認為，本集團與提供融資或信貸予本集團的銀行維持良好關係，且本集團已根據過往經驗成功重續其大部分銀行信貸；及
- (2) 於該等財務報表批准日期，本集團有須於提取日期起計十二個月償還的未動用銀行貸款額度總額255,077,000港元。該等貸款可供本集團提取以為其未來營運及財務責任提供資金。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### Basis of measurement and going concern assumption (Continued)

Based on the cash flow forecast, the Directors are of the opinion that the Group would have sufficient liquidity to finance its operations and meet its financial obligations as and when they fall due for at least twelve months subsequent to end of reporting period. Accordingly, the Directors considered that it is appropriate to continue to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the management's assessment and measures mentioned, the above events or conditions indicate that a material uncertainty exists that may cast significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to adjust the value of assets to their estimated net realisable values, to reclassify non-current assets and liabilities as current assets and liabilities respectively, and to provide for any further liabilities which may arise. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

### 2. 編製基準(續)

#### 計量基準及持續經營假設(續)

基於有關現金流量預測，董事認為，本集團將擁有充足流動資金以為其業務營運提供資金及履行其自報告期末起計至少未來十二個月的到期財務責任。因此，董事認為，繼續按持續經營基準編製綜合財務報表乃屬適當。

儘管管理層已作上述評估及計量，上述事件或狀況顯示存在可能對本集團持續經營能力構成重大疑問之重大不明朗因素，故此其或許不能在日常業務過程中變現其資產及償還其負債。

倘本集團無法在業務上持續經營，則須作出相關調整，將資產之價值調整至其估計可變現淨值，將非流動資產及負債分別重新分類為流動資產及負債，並為可能產生之任何進一步負債作出撥備。綜合財務報表並無反映此等潛在調整的影響。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group:

In the current period, the Group has applied for the first time the following new or revised HKFRSs that are relevant to and effective for the Group’s consolidated financial statements for the annual period beginning on 1 January 2022.

|   |   |
|---|---|
| 2021 Amendments to HKFRS 16                   | COVID-19 Related Rent Concessions beyond 30 June 2021   |
| Amendments to HKAS 16                         | Property, Plant and Equipment: Proceeds before Intended Use   |
| Amendments to HKAS 37                         | Onerous Contracts – Cost of Fulfilling a Contract   |
| Annual Improvements to HKFRSs 2018-2020 Cycle | Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards, HKFRS 9 Financial Instruments and HKFRS 16 Leases |
| Amendments to HKFRS 3                         | Reference to the Conceptual Framework   |

None of these new or amended HKFRSs has a material impact on the Group’s results and financial position for the current or prior period. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period.

### 3. 採納香港財務報告準則(「香港財務報告準則」)

香港會計師公會已頒佈若干於本集團當前會計期間首次生效之新訂或經修訂香港財務報告準則：

於本期間，本集團首次應用下列新訂或經修訂香港財務報告準則，有關準則與二零二二年一月一日開始之年度期間之本集團綜合財務報表相關並對其生效。

|                            |  |
|----------------------------|--|
| 二零二一年香港財務報告準則第16號的修訂本      | 二零二一年六月三十日後與COVID-19相關的租金寬減                                |
| 香港會計準則第16號的修訂本             | 物業、廠房及設備：用作擬定用途前的所得款項                                      |
| 香港會計準則第37號的修訂本             | 虧損性合約－履約成本   |
| 香港財務報告準則二零一八年至二零二零年週期的年度改進 | 香港財務報告準則第1號首次採納香港財務報告準則、香港財務報告準則第9號金融工具及香港財務報告準則第16號租賃的修訂本 |
| 香港財務報告準則第3號的修訂本            | 參照概念框架   |

該等新訂或經修訂香港財務報告準則對本集團於本期間或過往期間之業績及財務狀況概無重大影響。本集團於本會計期間並無提早應用任何尚未生效之新訂或經修訂香港財務報告準則。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

The following new or revised HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

|   |   |
|---|---|
| Amendments to HKFRS 10 and HKAS 28                  | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>  |
| HKFRS 17  | Insurance Contracts <sup>2</sup>  |
| Amendments to HKAS 1                                | Classification of Liabilities as Current or Non-Current and related amendments to Hong Kong Interpretation 5 (2020) Presentation of Financial Statements <sup>2</sup> |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of Accounting Policies <sup>2</sup>  |
| Amendments to HKAS 8                                | Definition of Accounting Estimates <sup>2</sup>   |
| Amendments to HKAS 12                               | Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>2</sup>   |

<sup>1</sup> No mandatory effective date yet determined but available for adoption.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2023.

### 3. 採納香港財務報告準則(「香港財務報告準則」)(續)

以下可能與本集團財務報表相關的新訂或經修訂香港財務報告準則已經頒佈，但尚未生效且並無獲本集團提早採納。本集團目前有意於該等變動生效當日應用該等變動。

|                               |   |
|-------------------------------|---|
| 香港財務報告準則第10號及香港會計準則第28號的修訂本   | 投資者與其聯營公司或合營公司之間的資產出售或注資 <sup>1</sup>                   |
| 香港財務報告準則第17號                  | 保險合約 <sup>2</sup>                                       |
| 香港會計準則第1號的修訂本                 | 將負債分類為流動或非流動及香港詮釋第5號(二零二零年)財務報表的呈列方式的相關修訂本 <sup>2</sup> |
| 香港會計準則第1號及香港財務報告準則作業準則第2號的修訂本 | 會計政策披露 <sup>2</sup>                                     |
| 香港會計準則第8號的修訂本                 | 會計估計定義 <sup>2</sup>                                     |
| 香港會計準則第12號的修訂本                | 源自單一交易的資產及負債之相關遞延稅項 <sup>2</sup>                        |

<sup>1</sup> 尚未釐定強制生效日期惟可供採用。

<sup>2</sup> 二零二三年一月一日或之後開始的年度期間生效。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 4. USE OF JUDGEMENTS AND ESTIMATES

In preparing these condensed consolidated interim financial statements, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the 2021 annual financial statements.

### 5. SEGMENT INFORMATION

The segment information reported externally was analysed on the basis of their goods and services delivered or provided by the Group's operating divisions which is consistent with the internal information that are regularly reviewed by the executive Directors of the Company, the chief operating decision maker, for the purposes of resource allocation and assessment of performance. This is also the basis of organisation in the Group, whereby the management has chosen to organise the Group around different products and services.

Specifically, the Group's operating segments under HKFRS 8 are as follows:

- (i) **Media entertainment platform related products**  
Trading and manufacturing of media entertainment platform related products, which are mainly used for satellite products equipment.
- (ii) **Other multimedia products**  
Trading and manufacturing of components of audio and video electronic products such as cable lines.
- (iii) **Satellite TV equipment and antenna products**  
Trading and manufacturing of satellite TV equipment and antenna products.

### 4. 採用判斷及估計

於編製該等簡明綜合中期財務報表之過程中，管理層於應用本集團會計政策時作出之重大判斷及估計不明朗因素之主要來源與二零二一年年度財務報表所應用者相同。

### 5. 分部資料

對外呈報之分部資料按本集團營運部門交付貨品及提供服務之基準分析，其與由本公司執行董事(主要營運決策者)就資源分配及表現評估定期審閱之內部資料一致。此亦為本集團之組織基準，據此，管理層選擇按不同產品及服務組織本集團。

具體而言，本集團根據香港財務報告準則第8號之經營分部如下：

- (i) **媒體娛樂平臺相關產品**  
買賣及製造媒體娛樂平臺相關產品，主要用於衛星產品設備。
- (ii) **其他多媒體產品**  
買賣及製造影音電子產品零件，例如線纜。
- (iii) **衛星電視設備及天線產品**  
買賣及製造衛星電視設備及天線產品。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 5. SEGMENT INFORMATION (Continued)

#### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments for the period under review:

Six months ended 30 June 2022

### 5. 分部資料(續)

#### 分部收益及業績

按可呈報及經營分部分析本集團於回顧期間之收益及業績如下：

截至二零二二年六月三十日止六個月

|  |                          | Media<br>entertainment<br>platform related<br>products<br>媒體娛樂<br>平臺相關產品<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | Other<br>multimedia<br>products<br>其他<br>多媒體產品<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | Satellite TV<br>equipment<br>and antenna<br>products<br>衛星電視設備<br>及天線產品<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | Total<br>總計<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
|--|--------------------------|--|--|---|---|
| <b>REVENUE</b>   | <b>收益</b>                |  |  |   |   |
| External sales   | 對外銷售                     | 65,140   | 61,453   | 312,977   | 439,570   |
| <b>Timing of revenue recognition</b>                               | <b>收益確認時間</b>            |  |  |   |   |
| At a point in time   | 按時間點                     | 65,140   | 61,453   | 312,977   | 439,570   |
| <b>RESULTS</b>   | <b>業績</b>                |  |  |   |   |
| Segment results  | 分部業績                     | 630  | 6,241  | 30,184  | 37,055  |
| Other income, gains and losses                                     | 其他收入、收益及虧損               |  |  |   | 28,147  |
| Decrease in fair value of investment properties                    | 投資物業的公平值減少               |  |  |   | (1,091)   |
| Administrative and other expenses                                  | 行政及其他開支                  |  |  |   | (54,467)  |
| Research and development costs                                     | 研發成本                     |  |  |   | (12,040)  |
| Reversal of expected credit losses on trade receivables            | 應收貿易賬款的<br>預期信貸虧損撥回      |  |  |   | 8,739   |
| Reversal of expected credit losses on loan to an associate         | 給予一間聯營公司的<br>貸款的預期信貸虧損撥回 |  |  |   | 88  |
| Reversal of expected credit losses on amount due from an associate | 應收一間聯營公司款項的<br>預期信貸虧損撥回  |  |  |   | 493   |
| Finance costs  | 財務成本                     |  |  |   | (14,214)  |
| Share of loss of an associate                                      | 應佔一間聯營公司之虧損              |  |  |   | (12,598)  |
| Loss before income tax expense                                     | 除所得稅支出前虧損                |  |  |   | (19,888)  |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 5. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

Six months ended 30 June 2021

### 5. 分部資料(續)

#### 分部收益及業績(續)

截至二零二一年六月三十日止六個月

|  | Media entertainment platform related products<br>媒體娛樂平臺相關產品<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | Other multimedia products<br>其他多媒體產品<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | Satellite TV equipment and antenna products<br>衛星電視設備及天線產品<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | Total<br>總計<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |          |
|--|---|--|--|---|----------|
| <b>REVENUE</b>   | <b>收益</b>   |  |  |   |          |
| External sales   | 對外銷售  | 78,711   | 128,314  | 347,495   | 554,520  |
| <b>Timing of revenue recognition</b>                               | <b>收益確認時間</b>   |  |  |   |          |
| At a point in time   | 按時間點  | 78,711   | 128,314  | 347,495   | 554,520  |
| <b>RESULTS</b>   | <b>業績</b>   |  |  |   |          |
| Segment results  | 分部業績  | 5,571  | 7,423  | 33,685  | 46,679   |
| Other income, gains and losses                                     | 其他收入、收益及虧損  |  |  |   | 21,688   |
| Increase in fair value of investment properties                    | 投資物業的公平值增加  |  |  |   | 22,757   |
| Administrative and other expenses                                  | 行政及其他開支   |  |  |   | (66,337) |
| Research and development costs                                     | 研發成本  |  |  |   | (14,317) |
| Provision for expected credit losses on trade receivables          | 應收貿易賬款的預期信貸虧損撥備   |  |  |   | (375)    |
| Provision for expected credit losses on loan to an associate       | 給予一間聯營公司的貸款的預期信貸虧損撥備  |  |  |   | (25)     |
| Reversal of expected credit losses on amount due from an associate | 應收一間聯營公司款項的預期信貸虧損撥回   |  |  |   | 7        |
| Finance costs  | 財務成本  |  |  |   | (14,261) |
| Share of profit of an associate                                    | 應佔一間聯營公司之溢利   |  |  |   | 9,746    |
| Profit before income tax expense                                   | 除所得稅支出前溢利   |  |  |   | 5,562    |

Segment results represent profit earned/loss suffered by each segment without allocation of other income, gains and losses, decrease/increase in fair value of investment properties, administrative and other expenses, research and development costs, reversal of/provision for expected credit losses, finance costs and share of loss/profit of an associate. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

分部業績指各分部所賺取之溢利／所蒙受之虧損，當中並未分配其他收入、收益及虧損、投資物業的公平值減少／增加、行政及其他開支、研發成本、預期信貸虧損撥回／撥備、財務成本及應佔一間聯營公司之虧損／溢利。此乃就資源分配及表現評估向主要營運決策者報告之計量方式。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 6. OTHER INCOME, GAINS AND LOSSES

### 6. 其他收入、收益及虧損

|                                       |               | For six months ended 30 June<br>截至六月三十日止六個月               |   |
|---------------------------------------|---------------|---|---|
|                                       |               | 2022<br>二零二二年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
| Ancillary service income from tenants | 來自租戶的配套服務收入   | 7,827   | 7,690   |
| Interest income                       | 利息收入          | 554   | 679   |
| Interest income from an associate     | 來自一間聯營公司的利息收入 | 501   | 497   |
| Rental income                         | 租金收入          | 10,709  | 10,022  |
| Net foreign exchange gain/(loss)      | 匯兌收益/(虧損)淨額   | 3,025   | (5,292)   |
| Others                                | 其他            | 5,531   | 8,092   |
|                                       |               | <b>28,147</b>   | <b>21,688</b>   |

### 7. INCOME TAX EXPENSE

### 7. 所得稅支出

|  |                  | For six months ended 30 June<br>截至六月三十日止六個月               |   |
|--|------------------|---|---|
|  |                  | 2022<br>二零二二年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
| The tax charge comprises:                      | 稅項開支包括：          |   |   |
| Current tax:                                   | 本期稅項：            |   |   |
| the PRC  | 中國               | 296   | 395   |
| Jurisdictions other than the PRC and Hong Kong | 中國及香港以外之司法權區     | 1,203   | 1,880   |
|  |                  | <b>1,499</b>  | <b>2,275</b>  |
| Under/(over)-provision in prior years:         | 過往年度撥備不足/(超額撥備)： |   |   |
| the PRC  | 中國               | 74  | (12)  |
| Deferred taxation:                             | 遞延稅項：            |   |   |
| Current period                                 | 本期間              | (344)   | 5,689   |
|  |                  | <b>1,229</b>  | <b>7,952</b>  |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 7. INCOME TAX EXPENSE (Continued)

#### (i) the PRC

The applicable PRC enterprise income tax rate of the PRC subsidiaries is 25% in accordance with the relevant income tax law and regulations in the PRC.

#### (ii) Hong Kong

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits.

No tax is payable on the profit arising in Hong Kong as the entity operating in Hong Kong incurred tax losses for both periods.

#### (iii) United States

The Group's subsidiaries in United States of America are subjected to United States Federal Income Tax at 21% and States Income Tax at 6%.

#### (iv) Europe

The Group's European subsidiaries are subject to profit tax rates at a range of 25% to 30%.

#### (v) Macau

As stated in the Decree Law No. 58/99/M, Chapter 2, Article 12, dated 18 October 1999, the Macau subsidiary is exempted from Macau Complementary Tax since its income is generated from business outside Macau.

#### (vi) Others

Other subsidiaries operating in other jurisdictions are subject to applicable tax rates in the relevant jurisdictions.

### 7. 所得稅支出(續)

#### (i) 中國

根據中國有關所得稅法律及法規，中國附屬公司之適用中國企業所得稅稅率為25%。

#### (ii) 香港

香港利得稅按估計應課稅溢利之16.5%計算。

由於在香港經營之實體於兩個期間均產生稅項虧損，因此毋須就於香港產生之溢利繳納稅項。

#### (iii) 美國

本集團之美利堅合眾國附屬公司須分別按21%及6%之稅率繳納美國聯邦所得稅及州所得稅。

#### (iv) 歐洲

本集團之歐洲附屬公司須按介乎25%至30%之稅率繳納利得稅。

#### (v) 澳門

根據一九九九年十月十八日第58/99/M號法令第二章第十二條，由於澳門附屬公司之收入來自澳門境外業務，故可獲豁免繳納澳門所得補充稅。

#### (vi) 其他

於其他司法權區經營之其他附屬公司須按有關司法權區之適用稅率繳稅。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 8. LOSS FOR THE PERIOD

### 8. 本期間虧損

|  |                          | For six months ended 30 June<br>截至六月三十日止六個月               |   |
|--|--------------------------|---|---|
|  |                          | 2022<br>二零二二年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
| Loss for the period has been arrived at after charging/(crediting):        | 達致本期間虧損時已扣除/(計入)：        |   |   |
| Directors' emoluments  | 董事酬金                     | 1,668   | 1,689   |
| Other staff costs  | 其他員工成本                   | 37,330  | 44,693  |
| Contributions to defined contribution plans, excluding Directors           | 定額供款計劃供款(董事除外)           | 555   | 489   |
| Total employee benefit expenses  | 僱員福利開支總額                 | 39,553  | 46,871  |
| (Reversal of)/provision for expected credit losses on trade receivables    | 應收貿易賬款的預期信貸虧損(撥回)/撥備     | (8,739)   | 375   |
| (Reversal of)/provision for expected credit losses on loan to an associate | 給予一間聯營公司貸款的預期信貸虧損(撥回)/撥備 | (88)  | 25  |
| Reversal of expected credit losses on amount due from an associate         | 應收一間聯營公司款項的預期信貸虧損撥回      | (493)   | (7)   |
| (Reversal of)/provision for expected credit losses on financial assets     | 金融資產的預期信貸虧損(撥回)/撥備       | (9,320)   | 393   |
| Depreciation of property, plant and equipment                              | 物業、廠房及設備折舊               | 8,265   | 9,233   |
| Depreciation of right-of-use assets  | 使用權資產折舊                  | 3,323   | 1,522   |
| Amortisation of intangible assets (Note (i))                               | 無形資產攤銷(附註(i))            | 158   | 1,165   |
| Release of prepaid lease payments  | 撥回預付租賃款項                 | 15  | 30  |
| Loss on disposal of property, plant and equipment (Note (ii))              | 出售物業、廠房及設備的虧損(附註(ii))    | 622   | 9   |

Notes:

- (i) Included in cost of sales  
(ii) Included in other income, gains and losses

附註：

- (i) 包括於銷售成本內  
(ii) 包括於其他收入、收益及虧損內

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 9. DIVIDENDS

No dividend was paid or declared during the interim period. The Board has resolved not to declare an interim dividend for the period.

### 10. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share attributable to the owners of the Company is based on the following data:

### 9. 股息

於本中期期間並無派付或宣派股息。董事會已決議不就本期間宣派中期股息。

### 10. 每股(虧損)/盈利

本公司擁有人應佔每股基本及攤薄(虧損)/盈利乃按下列數據計算：

|  |                                       | For six months ended 30 June<br>截至六月三十日止六個月               |   |
|--|---------------------------------------|---|---|
|  |                                       | 2022<br>二零二二年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
| (Loss)/Profit for the period attributable to owners of the Company for the purposes of calculating basic and diluted (loss)/earnings per share | 用於計算每股基本及攤薄(虧損)/盈利之本公司擁有人應佔本期間(虧損)/盈利 | (20,138)  | 108   |
| <b>Number of shares</b>  | <b>股份數目</b>                           |   |   |
| Weighted average number of ordinary shares at 30 June  | 於六月三十日之普通股加權平均數                       | 492,161,490   | 328,107,660   |

#### Diluted (loss)/earnings per share

Diluted (loss)/earnings per share for each of the six months ended 30 June 2022 and 2021 respectively is the same as the basic (loss)/earnings per share because there were no dilutive potential ordinary shares during both periods.

#### 每股攤薄(虧損)/盈利

由於該兩個期間並無潛在攤薄普通股，截至二零二二年及二零二一年六月三十日止六個月，每股攤薄(虧損)/盈利與每股基本(虧損)/盈利均相同。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 11. MOVEMENTS IN INVESTMENT PROPERTIES, PROPERTY, PLANT AND EQUIPMENT

#### (a) Investment properties

During the six months ended 30 June 2022, the Group recognised decrease in fair value of investment properties of approximately HK\$1,091,000 (six months ended 30 June 2021: increase in fair value of approximately HK\$22,757,000).

As at 30 June 2022, investment properties is pledged to a bank to secure a mortgage loan and general banking facilities granted to the Group of approximately HK\$219,598,000 (31 December 2021: approximately HK\$230,797,000).

#### (b) Property, plant and equipment

During the current period, the Group acquired property, plant and equipment of approximately HK\$8,411,000 (six months ended 30 June 2021: approximately HK\$5,510,000). During the period, the Group disposed of certain property, plant and equipment with carrying amount of HK\$622,000 (six months ended 30 June 2021: HK\$1,172,000) resulting in a loss of approximately HK\$622,000 (six months ended 30 June 2021: approximately HK\$9,000) recognised in profit or loss.

### 11. 投資物業、物業、廠房及設備之變動

#### (a) 投資物業

截至二零二二年六月三十日止六個月，本集團確認投資物業公平值減少約1,091,000港元(截至二零二一年六月三十日止六個月：公平值增加約22,757,000港元)。

於二零二二年六月三十日，投資物業已抵押予銀行，作為授予本集團約219,598,000港元(二零二一年十二月三十一日：約230,797,000港元)的抵押貸款及一般銀行信貸的抵押。

#### (b) 物業、廠房及設備

於本期間，本集團購置物業、廠房及設備約8,411,000港元(截至二零二一年六月三十日止六個月：約5,510,000港元)。於期內，本集團出售賬面值為622,000港元(截至二零二一年六月三十日止六個月：1,172,000港元)之若干物業、廠房及設備，因而於損益確認虧損約622,000港元(截至二零二一年六月三十日止六個月：約9,000港元)。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 12. LOAN RECEIVABLES

### 12. 應收貸款

|  |                   | 30 June<br>2022<br>二零二二年<br>六月三十日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31 December<br>2021<br>二零二一年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|--|-------------------|---|--|
| Loans receivables (Note (i))                               | 應收貸款(附註(i))       | 12,989  | 12,989   |
| Loans receivables due from former subsidiaries (Note (ii)) | 應收前附屬公司貸款(附註(ii)) | 651,487   | 647,420  |
|  |                   | <b>664,476</b>  | 660,409  |
| Less: allowance for doubtful debts (Note (iii))            | 減：呆賬撥備(附註(iii))   | <b>(664,476)</b>  | (660,409)  |
|  |                   | -   | -  |

Notes:

- (i) As at 30 June 2022 and 31 December 2021, the Group had loan receivable amounting to HK\$12,989,000 from a third party. The amount was unsecured and bore interest at 1.2% (31 December 2021: 1.2%) per annum. This loan receivable was fully impaired as at 30 June 2022 and 31 December 2021.
- (ii) During the year ended 31 December 2019, the Group disposed of the entire equity interest in Speed Connection Group Limited (the "Disposal"), and since then, the loan receivables from Speed Connection Group Limited and its subsidiary, MyHD Media FZ LLC ("MyHD") were classified as loan receivables due from former subsidiaries.

The loan receivables due from former subsidiaries were arising from the disposal of all interests in MyHD and the extension of the existing loans to MyHD. For details, please refer to the announcement of the Company dated 31 December 2018 and the circular of the Company dated 25 May 2019. The amounts were unsecured, interest-bearing at rates ranged from 3 months LIBOR plus 100 basis point per annum to 10% per annum and will be matured on 31 December 2020.

附註：

- (i) 於二零二二年六月三十日及二零二一年十二月三十一日，本集團擁有授予一名第三方的應收貸款12,989,000港元。該款項為無抵押，按年利率1.2厘（二零二一年十二月三十一日：1.2厘）計息。該應收貸款已於二零二二年六月三十日及二零二一年十二月三十一日完全減值。
- (ii) 截至二零一九年十二月三十一日止年度，本集團出售於捷聯集團有限公司之全部股本權益（「出售事項」），自此以後，來自捷聯集團有限公司及其附屬公司MyHD Media FZ LLC（「MyHD」）之應收貸款已分類為應收前附屬公司貸款。

應收前附屬公司貸款乃產生自出售於MyHD之全部權益，以及將授予MyHD的現有貸款延長。詳情請參閱本公司日期為二零一八年十二月三十一日之公告及本公司日期為二零一九年五月二十五日之通函。該等金額為無抵押，按三個月倫敦銀行同業拆息加100個基點至10厘的年利率計息，並將於二零二零年十二月三十一日到期。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 12. LOAN RECEIVABLES (Continued)

Notes: (Continued)

(ii) (Continued)

The principal amounts of these loan receivables at the date of the Disposal were US\$71,298,000 (equivalent to approximately HK\$559,460,000), in which amount of US\$9,554,000 (equivalent to approximately HK\$74,968,000) due from Speed Connection Group Limited, bore interest rate at 3 months LIBOR plus 100 basis points per annum; and amount of US\$51,244,000 (equivalent to approximately HK\$402,101,000) and amount of US\$10,500,000 (equivalent to approximately HK\$82,391,000) due from MyHD (the non-wholly owned subsidiary of Speed Connection Group Limited), bore interest rate at 10% per annum and at 3 months LIBOR plus 100 basis points per annum respectively, and the corresponding interest receivables were US\$11,728,000 (equivalent to approximately HK\$92,027,000). These loan receivables and the interest receivables, net of the provision of expected credit loss ("ECL") of HK\$219,103,000 as at the date of the Disposal, amounted to HK\$429,410,000 were recognised as loan receivables upon the Disposal.

In December 2019, management was given to understand that Speed Connection Group Limited and MyHD were in serious financial problem and ceased to operate in late 2019. As such, management considered these loan receivables were credit-impaired and recognised life time ECLs of the total net carrying amount of these loan receivables of HK\$429,410,000 at 31 December 2019.

The provision of expected credit loss was determined by the management of the Group based on the creditworthiness and the past collection history of the borrowers.

(iii) Allowances for doubtful debts

### 12. 應收貸款(續)

附註：(續)

(ii) (續)

於出售日期，該等應收貸款之本金額為71,298,000美元(相當於約559,460,000港元)，其中應收捷聯集團有限公司之9,554,000美元(相當於約74,968,000港元)按三個月倫敦銀行同業拆息加100個基點的年利率計息，而應收MyHD(捷聯集團有限公司之非全資附屬公司)之51,244,000美元(相當於約402,101,000港元)及10,500,000美元(相當於約82,391,000港元)則分別按年利率10厘及三個月倫敦銀行同業拆息加100個基點計息，相應的應收利息為11,728,000美元(相當於約92,027,000港元)。於出售日期扣除預期信貸虧損(「預期信貸虧損」)撥備219,103,000港元後，該等應收貸款及應收利息為429,410,000港元，已於出售事項後確認為應收貸款。

於二零一九年十二月，管理層知悉捷聯集團有限公司及MyHD面臨嚴重財務問題，並於二零一九年底終止營運。因此，管理層認為該等應收貸款已信貸減值，並就該等應收貸款於二零一九年十二月三十一日之賬面淨值總額429,410,000港元確認全期預期信貸虧損。

預期信貸虧損撥備由本集團管理層基於借款人之信譽及過往收賬紀錄而釐定。

(iii) 呆賬撥備

|                                 |       | 30 June<br>2022<br>二零二二年<br>六月三十日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31 December<br>2021<br>二零二一年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|---------------------------------|-------|---|--|
| At the beginning of period/year | 於期／年初 | 660,409   | 656,615  |
| Exchange realignment            | 匯兌調整  | 4,067   | 3,794  |
| At the end of period/year       | 於期／年末 | 664,476   | 660,409  |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
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### 13. TRADE, BILLS AND OTHER RECEIVABLES

### 13. 應收貿易賬款、應收票據及其他應收款項

|  |                      | 30 June<br>2022<br>二零二二年<br>六月三十日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31 December<br>2021<br>二零二一年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|--|----------------------|---|--|
| Trade and bills receivables              | 應收貿易賬款及應收票據          | 247,544   | 167,113  |
| Other receivables                        | 其他應收款項               | 91,806  | 58,212   |
| Total trade, bills and other receivables | 應收貿易賬款、應收票據及其他應收款項總額 | <b>339,350</b>  | 225,325  |

The Group allows an average credit period of 60 to 120 days to its trade customers. The following is an ageing analysis of trade and bills receivables presented based on the invoice date at the end of the reporting periods:

本集團給予其貿易客戶之信貸期平均為60至120天。應收貿易賬款及應收票據於報告期末按發票日期呈列之賬齡分析如下：

|                      |         | 30 June<br>2022<br>二零二二年<br>六月三十日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31 December<br>2021<br>二零二一年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|----------------------|---------|---|--|
| 0 – 30 days          | 0至30天   | 77,358  | 131,109  |
| 31 – 90 days         | 31至90天  | 80,222  | 34,133   |
| 91 – 180 days        | 91至180天 | 37,717  | 3,647  |
| More than 180 days   | 超過180天  | 185,072   | 146,964  |
|                      |         | <b>380,369</b>  | 315,853  |
| Less: Loss allowance | 減：虧損撥備  | <b>(132,825)</b>  | (148,740)  |
|                      |         | <b>247,544</b>  | 167,113  |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 13. TRADE, BILLS AND OTHER RECEIVABLES (Continued)

Based on the Group's assessment, the Group recognised reversal of expected credit losses on trade receivables of HK\$8,739,000 (six months ended 30 June 2021: provision of HK\$375,000).

### 14. AMOUNT DUE FROM/LOAN TO AN ASSOCIATE

### 13. 應收貿易賬款、應收票據及其他應收款項(續)

根據本集團的評估，本集團已確認應收貿易賬款的預期信貸虧損撥回8,739,000港元(截至二零二一年六月三十日止六個月：撥備375,000港元)。

### 14. 應收一間聯營公司款項／給予一間聯營公司的貸款

|   |            | 30 June<br>2022<br>二零二二年<br>六月三十日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31 December<br>2021<br>二零二一年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|---|------------|---|--|
|   |            | Notes<br>附註   |  |
| Current assets                          | 流動資產       |   |  |
| Loan receivables                        | 應收貸款       | (i) 22,151  | 22,063   |
| Trade receivables                       | 應收貿易賬款     | (ii) 38,130   | 37,487   |
| Interest receivable on loan receivables | 應收貸款之應收利息  | 1,674   | 1,192  |
| Amount due from an associate            | 應收一間聯營公司款項 | 61,955  | 60,742   |

Notes:

- (i) The amount is unsecured and bears interest at a fixed rate of 4.75% (31 December 2021: 4.75%) per annum. The loan receivables mature on 31 December 2022.
- (ii) Amount being unsecured and interest-free. The Group allows a credit period of 360 days.

附註：

- (i) 該款項為無抵押及按固定年利率4.75厘計息(二零二一年十二月三十一日：4.75厘)。應收貸款於二零二二年十二月三十一日到期。
- (ii) 該款項乃無抵押及不計息。本集團給予的信貸期為360日。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
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### 14. AMOUNT DUE FROM/LOAN TO AN ASSOCIATE (Continued)

The following is an ageing analysis of trade receivables due from an associate, presented based on the invoice date, at the end of the reporting period:

|                    |        | 30 June<br>2022<br>二零二二年<br>六月三十日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31 December<br>2021<br>二零二一年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|--------------------|--------|---|--|
| More than 360 days | 超過360日 | 38,130  | 37,487   |

### 14. 應收一間聯營公司款項／給予一間聯營公司的貸款(續)

應收一間聯營公司的應收貿易賬款於報告期末按發票日期呈列之賬齡分析如下：

### 15. TRADE, BILLS AND OTHER PAYABLES

### 15. 應付貿易賬款、應付票據及其他應付款項

|                                       |                          | 30 June<br>2022<br>二零二二年<br>六月三十日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31 December<br>2021<br>二零二一年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|---------------------------------------|--------------------------|---|--|
| Trade payables                        | 應付貿易賬款                   | 359,978   | 231,776  |
| Bills payables                        | 應付票據                     | 1,341   | 377  |
| Deposits received (Note 22)           | 已收按金(附註22)               | 72,205  | 73,997   |
| Other payables and accruals (Note)    | 其他應付款項及應計項目(附註)          | 77,557  | 92,703   |
| Total trade, bills and other payables | 應付貿易賬款、<br>應付票據及其他應付款項總額 | 511,081   | 398,853  |



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 15. TRADE, BILLS AND OTHER PAYABLES (Continued)

The following is an aged analysis of trade and bills payables, presented based on the invoice date at the end of the reporting periods:

|                    |         | 30 June<br>2022<br>二零二二年<br>六月三十日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31 December<br>2021<br>二零二一年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|--------------------|---------|---|--|
| 0 – 30 days        | 0至30日   | 126,487   | 199,769  |
| 31 – 90 days       | 31至90日  | 85,159  | 19,481   |
| 91 – 360 days      | 91至360日 | 141,247   | 4,658  |
| More than 360 days | 超過360日  | 8,426   | 8,245  |
|                    |         | <b>361,319</b>  | <b>232,153</b>   |

The average credit period for purchases of goods is 90 days.

Note: An amount due to a Director of HK\$1,780,000 (31 December 2021: HK\$4,308,000) which was included in other payables. It is unsecured, interest free and repayable on demand.

### 16. PROVISION FOR FINANCIAL GUARANTEE

The Company had pursuant to the guarantee (the "Guarantee") given in favour of MyHD irrevocably guaranteed to pay all financial obligations of MyHD in relation to the third amendment agreement to the content supply agreement (the "Content Supply Agreement") dated 3 October 2016 which was entered into between MyHD and MBC FZ LLC. The Guarantee does not expire and the maximum amount payable by the Company under the Guarantee should not exceed US\$3,500,000 (equivalent to approximately HK\$27,332,000).

The Guarantee does not contain any conditions which need to be fulfilled or any circumstances which must arise before MyHD can enforce the same and demand payment from the Company. Notwithstanding that MyHD failed to observe all its payment obligations under the third amendment agreement to the Content Supply Agreement, since the date of the Guarantee up to the reporting date, the Company has not received any demand for payment from MyHD under the Guarantee.

### 15. 應付貿易賬款、應付票據及其他應付款項(續)

應付貿易賬款及應付票據於報告期末按發票日期呈列之賬齡分析如下：

購買貨品的平均信貸期為90日。

附註：其他應付款項包括一筆應付董事款項1,780,000港元（二零二一年十二月三十一日：4,308,000港元），此款項為無抵押、免息且須按要求償還。

### 16. 財務擔保撥備

本公司已根據就MyHD之利益作出之擔保（「擔保」），不可撤回地保證支付MyHD有關MyHD與MBC FZ LLC所訂立日期為二零一六年十月三日之內容供應協議（「內容供應協議」）第三份修訂協議之所有財務責任。該擔保並無到期日，而本公司根據擔保應付之最高金額不得超過3,500,000美元（相當於約27,332,000港元）。

擔保並不包含任何須予達成之條件或必須發生之任何情況，以規限MyHD執行擔保及要求本公司付款。儘管MyHD未能遵從於內容供應協議第三份修訂協議下之所有付款責任，惟自擔保日期起直至報告日期止，本公司並無接獲任何由MyHD根據擔保提出之付款要求。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
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### 16. PROVISION FOR FINANCIAL GUARANTEE (Continued)

At 30 June 2022 and 31 December 2021, the Group had recognised the provision for financial guarantee amounting to US\$3,500,000 (equivalent to approximately HK\$27,332,000) in relation to the Guarantee.

### 16. 財務擔保撥備(續)

於二零二二年六月三十日及二零二一年十二月三十一日，本集團已就擔保確認為數3,500,000美元(相當於約27,332,000港元)之財務擔保撥備。

### 17. BANK AND OTHER BORROWINGS

### 17. 銀行及其他借貸

|              |      | 30 June<br>2022<br>二零二二年<br>六月三十日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31 December<br>2021<br>二零二一年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|--------------|------|---|--|
| Bank loans   | 銀行貸款 | 192,117   | 174,276  |
| Other loans  | 其他貸款 | 196,170   | 195,788  |
|              |      | <b>388,287</b>  | 370,064  |
| Analysed as: | 分析為： |   |  |
| Secured      | 有抵押  | 303,393   | 91,105   |
| Unsecured    | 無抵押  | 84,894  | 278,959  |
|              |      | <b>388,287</b>  | 370,064  |
| Analysed as: | 分析為： |   |  |
| Current      | 流動   | 371,555   | 144,083  |
| Non-current  | 非流動  | 16,732  | 225,981  |
|              |      | <b>388,287</b>  | 370,064  |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 17. BANK AND OTHER BORROWINGS (Continued)

During the period, the Group raised bank and other loans in the amount of approximately HK\$119,449,000 (six months ended 30 June 2021: approximately HK\$140,394,000) and repaid bank and other loans of approximately HK\$93,919,000 (six months ended 30 June 2021: approximately HK\$103,432,000).

The variable rates of bank borrowings carry interests at LIBOR plus a spread. The effective interest rates on borrowings are at range of 1.0% to 10.00% per annum as at 30 June 2022 (30 June 2021: 1.0% to 10.00% per annum).

### 18. SHARE CAPITAL

### 17. 銀行及其他借貸(續)

於期內，本集團新造銀行及其他貸款約119,449,000港元(截至二零二一年六月三十日止六個月：約140,394,000港元)，並償還銀行及其他貸款約93,919,000港元(截至二零二一年六月三十日止六個月：約103,432,000港元)。

銀行借貸之浮動利率根據倫敦銀行同業拆息加若干息差而定。於二零二二年六月三十日，借貸之實際年利率介乎1.0厘至10.00厘(二零二一年六月三十日：年利率介乎1.0厘至10.00厘)。

### 18. 股本

|                                      | Number of<br>shares<br>股份數目  | Amount<br>金額<br>HK\$'000<br>千港元 |
|--------------------------------------|------------------------------|---------------------------------|
| Ordinary shares of HK\$0.10 each     | 每股面值0.10港元的普通股               |                                 |
| Issued and fully paid:               | 已發行及繳足：                      |                                 |
| At 31 December 2021 and 30 June 2022 | 於二零二一年十二月三十一日及<br>二零二二年六月三十日 |                                 |
|                                      | 492,161,490                  | 49,216                          |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 19. RELATED PARTY TRANSACTIONS

#### (i) Transactions

The Group had the following related party transaction:

| Relationship<br>關係 | Nature of transaction<br>交易性質 | For six months ended 30 June<br>截至六月三十日止六個月               |   |
|--------------------|-------------------------------|---|---|
|                    |                               | 2022<br>二零二二年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
| Associate<br>聯營公司  | Interest income<br>利息收入       | 501   | 497   |

#### (ii) Balances

Details of the Group's balances with related party are set out in the condensed consolidated statement of financial position and in note 14.

#### (iii) Compensation of the key management personnel

The remuneration of Directors and other members of key management during the period was as follows:

### 19. 關聯人士交易

#### (i) 交易

本集團曾進行以下關聯人士交易：

#### (ii) 結餘

本集團與關聯人士之結餘詳情載於簡明綜合財務狀況表及附註14。

#### (iii) 主要管理人員之補償

期內董事及主要管理層其他成員之薪酬如下：

|                          |       | For six months ended 30 June<br>截至六月三十日止六個月               |   |
|--------------------------|-------|---|---|
|                          |       | 2022<br>二零二二年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
| Short-term benefits      | 短期福利  | 4,513   | 6,169   |
| Post-employment benefits | 離職後福利 | 71  | 122   |
|                          |       | 4,584   | 6,291   |

In the opinion of the Directors, the remuneration of the Directors and key executives is determined having regard to the performance of individuals and market trends.

董事認為，董事及主要行政人員的薪酬乃經考慮個人表現及市場趨勢後釐定。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 20. ARBITRATION

On 29 September 2011, the Group entered into a conditional agreement (the “**Agreement**”) with an independent individual third party (the “**Original Shareholder**”) and Technosat Technology JLT FZE (“**Technosat**”, a company incorporated in Dubai, which was wholly owned by the Original Shareholder), to subscribe for 375 new shares in Technosat at a cash consideration of US\$7,500,000 (equivalent to HK\$58,170,000), amounting to 15% of Technosat’s enlarged capital. Technosat is set up to be engaged in operation of digital TV and radio platform, pay TV channel, and sales and supply of TV set top boxes.

As at 30 June 2012, the Group had paid a deposit of US\$2,500,000 (equivalent to HK\$19,467,000) to Technosat to acquire new shares in Technosat which was fully provided for impairment in the prior year. Pursuant to the terms of the Agreement, the Group is required to pay a further sum of US\$5,000,000 in relation to the subscription of this 15% equity interest in Technosat. The subscription has not yet completed up to the date of approval of this report as the conditions precedent of the subscription of new shares in Technosat including the consent and approval by government authority in Dubai have not been fulfilled.

Despite the Group’s repeated requests for information, there has been no satisfactory response from the Original Shareholder or Technosat (“**Counterparties**”) regarding the current status and the procurement of obtaining government approval from the government authority in Dubai. The Group has engaged legal counsel to act for the Group and started dispute resolution proceedings against the Original Shareholder and Technosat.

On 21 January 2013, the legal counsel of the Original Shareholder and Technosat served a notice on the Group’s legal counsel for a claim on the further payment of US\$5,000,000 in relation to the subscription of 15% equity interest in Technosat.

The Group’s legal counsel has replied on behalf of the Group on 11 February 2013 in response to the claim of the Original Shareholder and Technosat defending the claim as the Directors consider such claim invalid, as the conditions precedent of the subscription of new shares in Technosat had not been fulfilled and constituted a breach of the Agreement.

### 20. 仲裁

於二零一一年九月二十九日，本集團與一名獨立個別第三方（「**原股東**」）及Technosat Technology JLT FZE（「**Technosat**」，一間於杜拜註冊成立之公司，由原股東全資擁有）訂立一份有條件協議（「**該協議**」），以現金代價7,500,000美元（相當於58,170,000港元）認購Technosat 375股新股，即Technosat經擴大股本之15%。Technosat之成立目的為從事營運數字電視及廣播平臺、付費電視頻道以及銷售及供應機頂盒。

於二零一二年六月三十日，本集團已向Technosat支付訂金2,500,000美元（相當於19,467,000港元），以收購Technosat的新股，該等訂金已於去年悉數計提減值撥備。根據該協議之條款，本集團須就認購Technosat該15%股本權益進一步支付合共5,000,000美元。由於認購Technosat新股之先決條件（包括取得杜拜政府部門的同意及批准）尚未達成，故認購事項於截至本報告獲批准當日尚未完成。

儘管本集團一再要求原股東或Technosat（「**對手方**」）提供關於徵求杜拜政府部門批准的現況及促使取得有關批准，但對手方未有令人滿意的回應。本集團已委聘法律顧問以代本集團行事，並針對原股東及Technosat展開糾紛調解程序。

於二零一三年一月二十一日，原股東及Technosat的法律顧問向本集團的法律顧問送達一份通知，申索有關認購Technosat該15%股本權益的進一步款項5,000,000美元。

本集團的法律顧問於二零一三年二月十一日代表本集團回覆原股東及Technosat的申索，就申索提出抗辯，原因為董事認為由於認購Technosat新股的先決條件尚未達成，即構成違反該協議，故該項申索屬無效。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 20. ARBITRATION (Continued)

The Group's legal counsel had repeated request on the Original Shareholder and Technosat to commence the next step on mediation, but there were no satisfactory response from the legal counsel of the Original Shareholder and Technosat up to the deadline set by August 2014. At the date of approval of this report, the Group's legal counsel confirmed that there was no update on the arbitration.

### 21. LITIGATIONS

#### Lawsuit in India

In October 2020, Aggressive Digital Systems Private Ltd. ("AD", a non-wholly owned subsidiary of the Company) received a summons to the National Company Law Tribunal ("NCLT") at Chandigarh in India that was filed by Aggressive Electronics Manufacturing Services Private Limited ("AEMS", a minority shareholder of AD) and Mr. Neeraj Bharara (collectively the "Petitioners") against Top Dragon Development Limited (a wholly owned subsidiary of the Company and the shareholder of AD), AD and certain directors of AD (collectively the "Respondents") alleging that the Respondents made undue acts either of oppression or mismanagement and claiming for losses caused to the Petitioners arising from such undue acts. The hearing is postponed until further notice at NCLT as NCLT is overloaded with cases due to the Pandemic.

After consulting the Company's legal counsel in India and taking into account the possible factors including, but not limited to, the possible amount involved in the case, the Board considered that it is not probable that the Group will incur any material losses resulting from this litigation. Accordingly, no provision was made in the consolidated financial statements of the Group as at 30 June 2022 and 31 December 2021.

### 20. 仲裁(續)

本集團的法律顧問已多次覆述向原股東及 Technosat 提出開展下一步調解程序的要求，惟截至二零一四年八月的既定限期，仍未獲得原股東及 Technosat 的法律顧問的滿意回覆。於本報告獲批准當日，本集團的法律顧問確認仲裁並無更新。

### 21. 訴訟

#### 於印度的訴訟

於二零二零年十月，Aggressive Digital Systems Private Ltd. (「AD」，本公司的非全資附屬公司) 接獲由 Aggressive Electronics Manufacturing Services Private Limited (「AEMS」，AD 的少數股東) 及 Neeraj Bharara 先生 (統稱「呈請人」) 針對 Top Dragon Development Limited (本公司的全資附屬公司及 AD 的股東)、AD 及 AD 的若干董事 (統稱「答辯人」) 向印度昌迪加爾國家公司法法庭 (「國家公司法法庭」) 發出的傳票，該傳票指稱答辯人作出了壓迫或管理不善的不當行為，並就該等不當行為對呈請人所造成的損失提出申索。因疫情關係，國家公司法法庭不勝負荷，所以聆訊將推遲直至另行通知。

經諮詢本公司的印度法律顧問，並考慮到案件可能涉及的金額等因素，董事會認為，本集團因該訴訟而產生任何重大損失的可能性不大。因此，本集團並無於二零二二年六月三十日及二零二一年十二月三十一日的綜合財務報表計提任何撥備。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 22. COOPERATION AGREEMENT IN RELATION TO PROPOSED REDEVELOPMENT

Reference is made to the voluntary announcement of the Company dated 17 August 2021 (the “**Voluntary Announcement**”) in relation to the cooperation agreement (the “**Cooperation Agreement**”) that was entered into between the Group and Guangdong Huasuan International Industrial Park Investment Development Co., Ltd.\* (廣東省華算國際產業園投資發展有限公司) (“**Huasuan**”) in July 2021. Pursuant to the Cooperation Agreement, Huasuan and Sandmartin (Zhong Shan) Electronic Co. Ltd.\* (“**ZSS**”, an indirect wholly owned subsidiary of the Company) will cooperate to upgrade certain blocks of factory buildings and dormitories constructed on an industrial land and to redevelop some vacant and undeveloped parts of that land (collectively, the “**Land**”) subject to prior consents and planning approvals from the relevant PRC government authorities. The Land is situated in Zhongshan, Guangdong Province, the PRC and is owned by ZSS. The intention of the Cooperation Agreement is to set out the framework to redevelop the Land into an intelligent manufacturing centre for research and development for future leasing or disposal purposes (the “**Redevelopment**”). Huasuan will fund the entire costs of the Redevelopment and the Group will provide part of the Land that will be used for the Redevelopment. The Group and Huasuan will be entitled to 20% and 80% respectively of the new buildings constructed on the Land by apportioning the rental income attributable to, or the proceeds from the disposal of, the newly constructed buildings (the “**Revenue Apportionment**”).

The Redevelopment will be developed under the name of ZSS. To ensure the continued commitment in the Redevelopment, Huasuan will pay to the Group a cooperation fund amounting to RMB60 million as security deposit (the “**Cooperation Fund**”). As securities for such Cooperation Fund, the Group will pledge to Huasuan (i) 100% of the shareholding interests in ZSS which holds the Land (the “**Equity Pledge**”); and (ii) one of the three pieces of land parcels within the Land (the “**Land Pledge**”). Huasuan shall release both the Equity Pledge and the Land Pledge upon full repayment of the Cooperation Fund by the Group and completion of the Redevelopment and Revenue Apportionment. If the Redevelopment is unable to proceed, the Cooperation Fund shall be refunded to Huasuan without interest within 10 business days failing which there is a default interest of 8% per annum payable by the Group within three months.

\* For identification purpose only

### 22. 有關建議重建的合作協議

茲提述本公司日期為二零二一年八月十七日的自願公告(「**自願公告**」)，內容有關本集團與廣東省華算國際產業園投資發展有限公司(「**華算**」)於二零二一年七月訂立合作協議(「**合作協議**」)。根據合作協議，華算及中山聖馬丁電子元件有限公司(「**中山聖馬丁**」，本公司之間接全資附屬公司)將合作升級建於工業用地上之若干廠房及宿舍，並重建該土地(統稱「**該土地**」)的部分空置及未發展部分，惟須事先獲得中國相關政府部門的同意及規劃批准。該土地位於中國廣東省中山市並由中山聖馬丁擁有。合作協議旨在制定重建該土地的框架，成為研發智能製造中心，作未來租賃或出售用途(「**重建**」)。華算將提供重建全部成本的資金，而本集團將提供部分該土地用於重建。本集團及華算將透過分配由新建樓宇產生的租金收入或出售新建樓宇的所得款項而分別有權獲得該土地上新建樓宇的20%及80%(「**收益分配**」)。

重建將以中山聖馬丁名義開發。為確保繼續承擔重建，華算將向本集團支付合作金人民幣60,000,000元作為保證金(「**合作金**」)。作為該合作金的保障，本集團將向華算抵押(i)中山聖馬丁(持有該土地)的100%股權(「**股權質押**」)；及(ii)該土地內三幅地塊的其中一幅(「**土地抵押**」)。華算將於本集團悉數償還合作金及完成重建及收益分配後解除股權質押及土地抵押。倘重建無法進行，則合作金將於十個營業日內退還予華算(不計利息)，否則本集團須於三個月內支付年利率8%的違約利息。

\* 僅供識別



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 22. COOPERATION AGREEMENT IN RELATION TO PROPOSED REDEVELOPMENT (Continued)

As at the date of this Interim Report, the Redevelopment is in the planning stage. The concrete plan in relation to the Revenue Apportionment cannot be determined and will have to be further negotiated between the parties. Similarly, the design and scale of the Redevelopment, the exact size and location of the Land that will be provided by the Group for the Redevelopment cannot be determined until prior consents and planning approvals from the relevant PRC government authorities are obtained. The Redevelopment may not proceed if the Group cannot obtain the relevant consents and planning approvals. Other than prior consents and planning approvals from the relevant PRC government authorities, other conditions precedent that the parties have to fulfil before the Redevelopment can commence are that:

- (i) Huasuan shall pay to the Group the Cooperation Fund; and
- (ii) the Group shall provide the Equity Pledge and Land Pledge to Huasuan for securing repayment of the Cooperation Fund.

Pursuant to the Cooperation Agreement, the Group may not proceed with the Redevelopment even if the conditions precedent above are fulfilled if the outstanding matters such as the location and size of the Land to be provided by the Group, the scale of Redevelopment to be undertaken by Huasuan and whether the newly developed Land will be leased or to be disposed of cannot be resolved or agreed. Therefore, at this stage, there is no transaction in connection with the Cooperation Agreement that would trigger Chapter 14 of the Listing Rules.

If those outstanding matters are resolved and agreed (including the prior consents and planning approvals from the relevant PRC government authorities), the Group will proceed with the Redevelopment with Huasuan by entering into further agreements. If the transactions under the further agreements constitute major transactions (as defined under the Listing Rules), the Group will comply with the requirements under Chapter 14 of the Listing Rules.

### 22. 有關建議重建的合作協議(續)

於本中期報告日期，重建正處於規劃階段。有關收益分配的具體計劃無法釐定，並須由雙方進一步磋商。同樣，重建的設計及規模、本集團將就重建提供該土地的實際面積及位置在獲得中國相關政府部門的事先同意及規劃批准前無法釐定。倘本集團未能取得相關同意及規劃批准，則重建可能不會進行。除須向相關中國政府部門取得事先同意及規劃批准外，雙方於可開展重建前須達成的其他先決條件如下：

- (i) 華算須向本集團支付合作金；及
- (ii) 本集團須向華算提供股權質押及土地抵押以保障償還合作金。

根據合作協議，倘本集團將提供該土地的位置及面積、華算將承擔的重建規模以及新開發的該土地是否會出租或出售等未決事項未能解決或達成一致，即使上述先決條件獲達成，本集團亦可能不會進行重建。因此，現階段並無與合作協議有關的交易將觸發上市規則第十四章。

倘該等未決事項獲解決及達成一致(包括向相關中國政府部門取得事先同意及規劃批准)，本集團將與華算訂立進一步協議以進行重建。倘進一步協議項下的交易構成主要交易(定義見上市規則)，本集團將遵守上市規則第十四章項下的規定。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

## 簡明綜合財務報表附註(續)

FOR THE SIX MONTHS ENDED 30 JUNE 2022  
截至二零二二年六月三十日止六個月

### 22. COOPERATION AGREEMENT IN RELATION TO PROPOSED REDEVELOPMENT *(Continued)*

Pending development of such event, the Group's financial and operating performance may be affected, the extent to which cannot be estimated as at the date of this Interim Report. For details, please refer to the Voluntary Announcement.

As at 30 June 2022, Huasuan has paid to the Group the Cooperation Fund in full and the Group has recognised as deposits received (note 15). The Group has provided the Equity Pledge and Land Pledge to Huasuan for securing repayment of the Cooperation Fund. The prior consents and planning approvals from the relevant PRC government authorities are yet to be obtained.

### 22. 有關建議重建的合作協議(續)

視乎有關事項的發展，本集團的財務及營運表現可能會受影響，於本中期報告日期未能估計其影響程度。有關詳情請參閱自願公告。

於二零二二年六月三十日，華算已向本集團悉數支付合作金，本集團已將其確認為已收按金(附註15)。本集團已向華算提供股權質押及土地抵押以確保償還合作金。現階段仍尚未取得相關中國政府部門的事先同意及規劃批准。



**SANDMARTIN INTERNATIONAL  
HOLDINGS LIMITED**

聖馬丁國際控股有限公司\*

