

中期報告
2023
Interim Report



元力控股有限公司

OneForce Holdings Limited

於開曼群島註冊成立的有限公司
Incorporated in the Cayman Islands with
limited liability

股份代號：1933
Stock Code：1933

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Board and Committees

董事會及委員會

BOARD OF DIRECTORS

Executive Directors

WANG Dongbin (*Chairman*)

WU Zhanjiang (*Chief Executive Officer*)

WU Hongyuan (*Executive President*)

LI Kangying

Independent non-executive Directors

NG Kong Fat

HAN Bin

WANG Peng

COMMITTEES

Audit Committee

NG Kong Fat (*Chairman*)

HAN Bin

WANG Peng

Nomination Committee

WANG Dongbin (*Chairman*)

HAN Bin

WANG Peng

Remuneration Committee

HAN Bin (*Chairman*)

WANG Dongbin

NG Kong Fat

董事會

執行董事

王東斌 (*主席*)

吳戰江 (*行政總裁*)

吳洪淵 (*執行總裁*)

李抗英

獨立非執行董事

吳光發

韓彬

王鵬

委員會

審核委員會

吳光發 (*主席*)

韓彬

王鵬

提名委員會

王東斌 (*主席*)

韓彬

王鵬

薪酬委員會

韓彬 (*主席*)

王東斌

吳光發

Chairman's Statement

主席報告

On behalf of the board (the “Board”) of directors (the “Directors”) of OneForce Holdings Limited (the “Company”, and together with its subsidiaries, the “Group”), I am pleased to present to you the interim report (the “Interim Report”) of the Group for the six months ended 30 September 2022 (the “Reporting Period”).

2022 is the critical year for the "14th Five-Year Plan" and a year full of challenges. The Group responded to the challenges of the normalisation of the epidemic with strategic tenacity, and strived to seize the opportunities brought by the changes in the century. The Group will always maintain the enthusiasm of starting a business, actively follow the wave of dual-carbon strategy and digitalisation strategy, take root downwards, break through upwards, and achieve leapfrog development.

The energy and power field is highly related to the national energy security and the economic development. It is also the main battlefield for carbon emission reduction. In January 2022, the National Development and Reform Commission and the National Energy Administration issued the Notice on the 14th Five Year Modern Energy System Plan, which focuses on strengthening emergency safety control, promoting the construction of a new power system, innovating the power grid structure and operation mode, enhancing the power supply coordination, optimising the operation capability, accelerating the large-scale application of new energy storage technologies and improving the elasticity of power load etc. These changes have provided a top-level design for the construction of modern energy system and detailed policies and implementation paths for the development of all aspects.

Smart energy is the cornerstone business of the Group. Driven by the transformation and upgrading of the energy industry, the business model of the energy industry is undergoing new changes, and such changes in the service relationship between production, transmission and distribution, and users are accelerating. With the rapid development of distributed technology, energy storage technology, and microgrid technology, energy digital applications are enriched, and new market opportunities are constantly emerging.

Smart life is the second curve of the Group. Applying digitalisation to life, in the case that physical facilities, economic structure and living mode cannot be easily changed, digital solutions can accelerate the city's ability to change and adapt, so that residents can enjoy a happy life.

By order of the Board
OneForce Holdings Limited
WANG Dongbin
Chairman

Beijing, China, 25 November 2022

本人僅代表元力控股有限公司（「本公司」，連同其附屬公司合稱「本集團」）董事（「董事」）組成之董事會（「董事會」），欣然提呈本集團截至2022年9月30日止六個月期間（「報告期」）之中期報告（「中期報告」）。

2022年是“十四五”規劃的關鍵之年，也是充滿挑戰的一年。本集團以戰略堅韌應對疫情常態化挑戰，奮力抓住百年變局帶來的機遇。永葆最初創業的熱忱，積極跟進雙碳戰略與數字化戰略浪潮，向下扎根，向上突破，實現跨越式發展。

能源電力領域事關國家能源安全和國民經濟發展，也是碳減排的主戰場。2022年1月，國家發展改革委、國家能源局發布《「十四五」現代能源體系規劃的通知》，從加強應急安全管控、推動構建新型電力系統、創新電網結構形態和運行模式、增強電源協調優化運行能力、加快新型儲能技術規模化應用、大力提升電力負荷彈性等幾個方面對建設現代能源體系作出了頂層設計，為電力各個環節發展提供了詳細的政策細則和實施路徑。

智慧能源是本集團的基石業務。在能源產業轉型升級的驅使下，能源行業的業務模式正在產生新的變化，生產、輸配、用戶三者之間服務關係的改變正在加速。隨著分布式技術、儲能技術、微電網技術的快速發展，能源數字化應用不斷豐富，新的市場機遇不斷涌現。

智慧生活是本集團的第二曲線。將數字化應用於生活，在實體設施、經濟架構和生活模式無法輕易改變的情況下，通過數字解決方案能加速城市應變和調適能力，讓居民享受幸福生活。

承董事會命
元力控股有限公司
王東斌
主席

中國北京，2022年11月25日

Management Discussion and Analysis

管理層討論與分析

INDUSTRY REVIEW

In the energy field, in order to achieve the goal of carbon peaking and carbon neutralisation, the proportion of electric energy in terminal energy consumption needs to reach 35% and 70% respectively in 2030 and 2060. In 2021, the proportion of electric energy accounted for 28% of the terminal energy consumption which still has a huge room for growth. At the same time, new infrastructures in emerging industries, such as 5G base stations and data centers, are characterised by high energy consumption and 24-hour non-stop operation which create huge power consumption. In addition, the development of the semiconductor industry and the transformation of the steel industry will also lead to the growth of electricity consumption in the society. Along with the increase in electricity consumption, the increase in the proportion of renewable energy and the comprehensive promotion of the marketisation of electricity prices have also increased the volatility of the electricity consumption and the electricity prices. In order to meet the social demand for electricity, digital capabilities have become the main engine for the energy companies.

In the field of Internet of Things ("IoT"), according to data from the Ministry of Industry and Information Technology of China, as of the end of August 2022, the number of China's mobile IoT connections had reached 1.698 billion, surpassing the number of mobile phone users for the first time. In recent years, all the industries have accelerated their pace of digital transformation, and the mobile communication network has also accelerated its transformation from the main service of "people to people" communication to "people and things" and "things and things". China's mobile IoT has made significant progress in networking capabilities, application development and industrial capabilities. The IoT, as the third wave of world informatisation development after the creation of computers and the Internet, has become an important part of the national science and technology development strategy and one of the leading forces of future strategic emerging industries.

行業回顧

在能源領域，要實現碳達峰、碳中和目標，2030、2060年電能占終端能源消費占比需要分別達到35%、70%。2021年，電能占終端能源消費占比為28%，仍有巨大增長空間。同時新興產業如5G基站、數據中心等新型基礎設施具有高耗能、24小時不間斷運行的特點，耗電量極大，加上半導體行業發展、鋼鐵行業轉型等都將促進全社會用電量的增長。用電量增加的同時，可再生能源比例增加和電價市場化的全面推廣，增加了電量和電價波動性。為應對社會用電需求，數字化能力成為能源企業的主引擎。

在物聯網領域，中國工業和信息化部數據顯示，截至2022年8月底，中國移動物聯網連接數已達16.98億戶，首次超過移動電話用戶數。近年來，各行各業加快數字化轉型步伐，移動通信網絡從以前主要服務“人與人”的通信，加速向主要服務“人與物”及“物與物”轉變。中國移動物聯網在網絡能力、應用發展和產業能力等方面取得明顯進展。物聯網作為繼計算機、互聯網之後，世界信息化發展的第三次浪潮，已成為國家科技發展戰略的重要組成部分，是未來戰略新興產業的主導力量之一。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

In January 2022, the National Development and Reform Commission and the National Energy Administration jointly issued *the Guiding Opinions on Accelerating the Construction of a National Unified Power Market System*, which specifies that the national unified power market system will be initially completed by 2025 and basically completed by 2030. China's unified electricity market is accelerating, and participants in the electricity market will expand rapidly. On 23 July 2022, the Southern Regional Power Market was launched for trial operation. It is estimated that the cumulative market traded electricity in the Southern Regional Power Market will reach 1.11 trillion kWh in 2022, and the market traded electricity will account for about 80% by the end of 2023. During the Reporting Period, the Group continued to strengthen cooperations with China Southern Power Grid Company Limited ("CSG"). Revenue from CSG increased by approximately 360% compared with that for the same period of last year. Inner Mongolia power spot market also started a new round of continuous settlement trial operation of spot market on 1 June 2022. During the Reporting Period, the Group participated in the power trading market construction project of Inner Mongolia Power (Group) Co., Ltd. ("IMPG"), and the revenue from IMPG increased by about 38% compared with that for the same period of last year.

Digital reform requires the power marketing system to quickly adapt to the transformation of data integration. The "14th Five-Year Plan" digitalisation plan of the State Grid Corporation of China ("SGCC") proposes to build an Energy Internet Marketing Service System ("Marketing 2.0"). The Group has further cooperated with SGCC, and the sales volume of technical services related to Marketing 2.0 and "Online State Grid" has increased significantly compared with that for the same period last year and has opened up the markets of SGCC in Xinjiang and Qinghai.

The Group is a leading technology enterprise in the energy and information technology industry, which has been serving the electric energy consumption field and focusing on the general energy industry. Through providing complete solutions, the Group assists power grid enterprises, power stations, electricity sales companies and other customers to achieve digital upgrades, accumulate platform capabilities, and realise the construction and upgrade of the new power systems.

業務回顧

2022年1月，國家發展改革委、國家能源局聯合印發《關於加快建設全國統一電力市場體系的指導意見》，明確到2025年全國統一電力市場體系初步建成，2030年要基本建成。中國的統一電力市場正在加速推進，電力市場參與主體將急速擴容。2022年7月23日南方區域電力市場啓動試運行，預計2022年南方區域電力市場累計市場化交易電量將達到1.11萬億千瓦時，2023年底市場化交易電量占比將達到80%左右。報告期內本集團持續加強與中國南方電網有限責任公司（「南方電網」）合作，來自南方電網的收入較上年同期增長約360%。內蒙古電力現貨市場也於2022年6月1日啓動新一輪現貨市場連續結算試運行。報告期內本集團參與內蒙古電力（集團）有限責任公司（「內蒙古電力集團」）電力交易市場建設項目，來自內蒙古電力集團的收入較上年同期增長約38%。

數字化改革要求電力營銷系統快速適應數據互融互通的變革。國家電網有限公司（「國家電網」）“十四五”數字化規劃提出構建“能源互聯網營銷服務系統（「營銷2.0」）”。本集團與國家電網進一步合作，營銷2.0及“網上國網”相關的技術服務銷售業務量較上年同期均有大幅增長，並開拓了國網新疆和青海市場。

本集團是能源信息科技行業領先的科技企業，一直服務於電力能源消費領域，深耕能源行業。通過完整的解決方案，本集團助力電網企業、發電站、售電公司等客戶實現數字化升級，沉澱平臺能力，實現新型電力系統的建設和升級。

Management Discussion and Analysis

管理層討論與分析

Meanwhile, the industry of the Group is also the integration of the electric power, information and IoT industries. In 2013, the Group entered into the smart city field through its relevant experience, technology and talent pool accumulated in the field of the informatisation of the energy industry. As a self-developed and globally unique intelligent IoT product of the Group, the intelligent IoT gateway product π core provides access to power and network, connects all the smart applications, obtains data and distributes information in cities. ' π core' is the sensory nerve endings of a smart city. Its applications include the construction of smart light poles in the Mentougou District of Beijing, which has become the first batch of smart city pilots in Beijing; and smart garbage sorting stations in Jinan and Baoding. Smart city projects continue to provide services to cities and continue to obtain stable income for the Group.

The Group attaches great importance to maintaining a stable cash flow by actively taking measures to strengthen the Group's cash flow management and remains highly vigilant on the timeliness of the receivables collection. During the COVID-19, various measures were taken to ensure the stability of cash flow. The Group will pay more attention to the follow-up of receivables collection while encouraging the team to actively explore the market and business.

OUTLOOK AND PROSPECT

The goals of carbon peaking and carbon neutrality are driving a huge change in the mode of energy production and energy consumption in China and as well as the world. In the face of the huge social responsibilities and development opportunities, as well as the significant demand for the transformation and upgrading of smart grid to energy Internet, the Group will continue to serve the society in under the constantly changing environment. Now, as we move towards a sustainable future energy generation, the Group will keep innovating and never stop.

同時，本集團所處的行業也是電力行業、信息行業與物聯網行業的融合。通過在能源行業資訊化領域積累的相關經驗、技術與人才儲備，2013年本集團進入智慧城市領域。本集團的智能物聯網關產品 π 芯作為自主研發、全球獨有的智能物聯網產品，是一個為傳感設備供電供網的物聯網設備，承載城市各類智能應用接入、數據采集及信息發布功能，是智慧城市的神經末梢。其應用包括北京市門頭溝區建設智慧燈杆，成為北京市第一批智慧城市試點；濟南市、保定市智慧垃圾分類驛站等智慧城市應用。智慧城市項目持續為城市提供服務，並持續獲取穩定收益。

本集團十分重視維持穩健的現金流，積極採取措施加強現金流管理，對客戶回款的及時性保持高度警覺，在新冠肺炎疫情期間採取各項措施保證現金流的穩定。在鼓勵團隊積極開拓市場與業務的同時，未來將更加注重對客戶回款的跟進。

發展展望

「碳达峰」和「碳中和」目標正驅動著中國乃至全球能源生產與能源消費模式的巨大變革。面對巨大的社會責任和發展機遇，面對智能電網向能源互聯網轉型升級的重大需求，本集團將在不斷轉變的環境中繼續為社會服務。此刻，在我們邁向可持續的未來能源世代之際，持續創新，永不停步。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

Revenue

The following table sets out the breakdown of the Group's revenue by business segments during the Reporting Period:

		For the six months ended 30 September 2022 截至 2022 年 9 月 30 日 六個月 RMB'000 人民幣千元	For the six months ended 30 September 2021 截至 2021 年 9 月 30 日 六個月 RMB'000 人民幣千元
Sale of software and solutions	銷售軟件及解決方案	40,655	27,247
Provision of technical services	提供技術服務	123,279	91,422
Sale of products	銷售產品	15,442	44,841
		179,376	163,510

During the Reporting Period, the Group's revenue increased by approximately RMB15,866,000, which is mainly due to the combination of the following:

- (i) the year-on-year increase in revenue from sales of software and solutions by approximately RMB13,408,000, which was mainly contributed by the implementation of a number of large-scale information construction projects of energy enterprises such as SGCC, IMPG and CSG during the Reporting Period;
- (ii) the increase in revenue from provision of technical services by approximately RMB31,857,000, which was mainly attributable to the further expansion of the types and scope of technical services provided to customers such as CSG and NARI Technology Co., Ltd.; and
- (iii) the decrease in revenue of sale of products by approximately RMB29,399,000 which was mainly attributable to the completion of new energy enterprise visualisation exhibition hall construction projects in the previous Reporting Period, and the reduction in large-scale construction projects during the Reporting Period.

財務回顧

收入

於報告期內，下表載列本集團按業務分部劃分的收入明細：

於報告期內，本集團收入增加約人民幣15,866,000元，主要是由於以下因素的綜合影響：

- (i) 銷售軟件及解決方案收入同比增長約人民幣13,408,000元，主要歸因於包括國家電網、內蒙古電力集團及南方電網在內的多項能源企業大型信息化建設項目於報告期內實施；
- (ii) 提供技術服務收入增長約人民幣31,857,000元，主要歸因於為南方電網和國電南瑞科技股份有限公司等客戶提供技術服務的類型與服務範圍進一步擴大；及
- (iii) 銷售產品收入下降約人民幣29,399,000元，主要歸因於上年同期的能源企業可視化展廳建設項目已完成，本期大型建設項目有所減少。

Management Discussion and Analysis

管理層討論與分析

Cost of sales and gross profit margin

The following table sets out the breakdown of the Group's cost of sales and gross profit margin by business segments during the Reporting Period:

		For the six months ended 30 September 2022 截至 2022 年 9 月 30 日止 六個月 RMB'000 人民幣千元	For the six months ended 30 September 2021 截至 2021 年 9 月 30 日止 六個月 RMB'000 人民幣千元
Cost of sales (RMB'000)	銷售成本 (人民幣千元)		
Sale of software and solutions	銷售軟件及解決方案	28,613	17,874
Provision of technical services	提供技術服務	102,042	71,878
Sale of products	銷售產品	14,640	41,826
		145,295	131,578
Gross profit margin	毛利率		
Sale of software and solutions	銷售軟件及解決方案	29.6%	34.4%
Provision of technical services	提供技術服務	17.2%	21.4%
Sale of products	銷售產品	5.2%	6.7%
		19.0%	19.5%

During the Reporting Period, the year-on-year increase in cost of sales of the Group was approximately RMB13,717,000, which was driven by the growth in revenue of sales. Meanwhile, the Group's overall gross profit margin fell from approximately 19.5% to approximately 19.0%, mainly because of the increase in staff costs due to the increase in the number of employees.

Intangible assets and property, plant and equipment ("PP&E")

As of 30 September 2022, the carrying amount of intangible assets was approximately RMB13,773,000 (31 March 2022: RMB19,162,000). The carrying amount of PP&E was approximately RMB6,771,000 (31 March 2022: approximately RMB7,696,000).

銷售成本與毛利率

於報告期內，下表載列本集團按業務分部劃分的銷售成本與毛利率明細：

於報告期內，本集團銷售成本受收入增長的拉動，同比增加約人民幣13,717,000元。同時，本集團整體毛利率由約19.5%下降至約19.0%，主要歸因於員工人數增加導致員工成本增加。

無形資產與物業、廠房及設備

於2022年9月30日，無形資產的賬面值約為人民幣13,773,000元（2022年3月31日：人民幣約19,162,000元）。物業、廠房及設備的賬面值約人民幣6,771,000元（2022年3月31日：人民幣約7,696,000元）。

Management Discussion and Analysis

管理層討論與分析

Trade and bill receivables and contract assets

As of 30 September 2022, the carrying amount of trade and bill receivables and contract assets amounted to approximately RMB367,676,000 (31 March 2022: approximately RMB343,504,000). The increase was mainly driven by the growth in revenue. The Group's credit policy and the creditability of its customers were stable as compared with prior years.

Inventories and other contract costs

As of 30 September 2022, the carrying amount of inventories and other contract cost was approximately RMB12,467,000 (31 March 2022: approximately RMB14,474,000).

R&D expenditure

The following table sets out the breakdown of the Group's capitalised/R&D expenditure charged to profit or loss accounts during the Reporting Period:

		For the six months ended 30 September 2022 截至 2022 年 9 月 30 日止 六個月 RMB'000 人民幣千元	For the six months ended 30 September 2021 截至 2021 年 9 月 30 日止 六個月 RMB'000 人民幣千元
R&D expenditure	研發支出		
Capitalised	資本化金額	-	-
Charged to profit or loss accounts	計入當期損益金額	7,174	4,286
		7,174	4,286

As a technology and innovation driven company, the Group has been consistently investing in R&D activities. During the Reporting Period, the Group has continued to increase its R&D investment. The amount of R&D expenditure increased by approximately RMB2,888,000 as compared with that for the same period of last year.

貿易應收款項及應收票據及合同資產

於2022年9月30日，貿易應收款項及應收票據及合同資產賬面值約為人民幣367,676,000元（2022年3月31日：人民幣約343,504,000元）。該增長主要是受收入增長的拉動。本集團的信用政策以及其客戶的信用較先前年度均未發生重大變動。

存貨及其他合同成本

於2022年9月30日，存貨及其他合同成本的賬面值約為人民幣12,467,000元（2022年3月31日：人民幣約14,474,000元）。

研發支出

於報告期內，下表載列本集團已資本化／計入當期損益研發支出明細：

作為一家技術與創新驅動的公司，本集團始終注重投資於研發活動。報告期內，本集團持續加大研發投入。研發支出發生額比去年同期增加約人民幣2,888,000元。

Management Discussion and Analysis

管理層討論與分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2022, the Group had net current assets amounting to approximately RMB221,763,000 (31 March 2022: approximately RMB203,096,000), including bank balances and cash of approximately RMB16,670,000 (31 March 2022: approximately RMB37,924,000). The Group's current ratio (as calculated by current assets divided by current liabilities) was 2.16 times (31 March 2022: 2.02 times).

The Group's interest-bearing liabilities include short-term bank loans of approximately RMB54,631,000 (31 March 2022: approximately RMB47,520,000) and long-term bank loans of approximately RMB3,000,000 (31 March 2022: nil). Interest-bearing liabilities represent 23.4% of net assets (31 March 2022: 20.2%). The Group's liquidity and financial position remains stable.

SIGNIFICANT INVESTMENT HELD, SUBSTANTIAL ACQUISITION AND DISPOSAL OF ASSETS AND MERGER ISSUES

During the Reporting Period and up to the date of this report, the Group did not hold any significant investment and had no substantial acquisition and disposal of assets and merger issues.

CAPITAL STRUCTURE

The share capital of the Company only comprises of ordinary shares. As at 30 September 2022, the Company had 503,927,177 shares in issue.

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 30 September 2022 (31 March 2022: none).

TREASURY MANAGEMENT

For the Reporting Period, there had been no material change in the Group's funding and treasury policies. The Group has a sufficient level of cash and a certain level of forecasted banking facilities for the conduct of its trade in the normal course of business.

The management of the Company closely reviews trade receivable balances and any overdue balances on an ongoing basis and only trade with creditworthy parties. The management of the Company also closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements to manage liquidity risk.

流動資金及財務資源

於2022年9月30日，本集團的流動資產淨額約為人民幣221,763,000元（2022年3月31日：人民幣約203,096,000元），包括銀行結餘及現金約人民幣16,670,000元（2022年3月31日：約人民幣37,924,000元）。本集團的流動比率（按流動資產除以流動負債計算）為2.16倍（2022年3月31日：2.02倍）。

本集團計息負債包括短期銀行貸款約為人民幣54,631,000元（2022年3月31日：約人民幣47,520,000元），和長期銀行貸款約為人民幣3,000,000元（2022年3月31日：無）。計息負債佔資產淨額23.4%（2022年3月31日：20.2%）。本集團流動資金及財務狀況保持穩定。

所持重大投資、重大收購及出售資產與合併事宜

於報告期內及直至本報告日期，本集團並無持有任何重大投資，無重大收購及出售資產與合併事宜。

股本架構

本公司的股本僅包括普通股。於2022年9月30日，本公司有503,927,177股已發行股份。

或然負債

於2022年9月30日，本集團並無重大或然負債（2022年3月31日：無）。

庫務管理

於截至2022年9月30日止六個月，本集團的融資及庫務政策並無重大變動。本集團具備充足水平的現金及預計可獲得一定水平的銀行信貸，以供其在一般業務過程中進行貿易活動。

本公司管理層持續密切檢討我們的貿易應收款項結餘及任何逾期結餘，並只會與具信譽的有關方進行貿易。本公司管理層密切監察本集團流動資金狀況，以確保本集團的資產、負債及承擔的流動資金架構可滿足其融資需求，以管控流動資金風險。

Management Discussion and Analysis

管理層討論與分析

PLEDGE OF ASSETS

As at 30 September 2022, no cash has been charged as security for bank borrowings of the Group (31 March 2022: approximately RMB9,327,000).

As at 30 September 2022, the Group had no property, plant and equipment that was held under finance leases (31 March 2022: none).

EMPLOYEES AND REMUNERATION POLICIES

The total number of employees were approximately 487 as at 30 September 2022 (31 March 2022: approximately 417). The Group's employee benefit expenses mainly included salaries, overtime payment and discretionary bonus, share options, other staff benefits and contributions to retirement schemes. During the Reporting Period, the Group's total employee benefit expenses (including Directors' emoluments) amounted to approximately RMB48,593,000 (six months ended 30 September 2021: approximately RMB14,276,000).

Remuneration is determined with reference to the qualification, experience and work performance, whereas the payment of discretionary bonus is generally subject to work performance, the financial performance of the Group in that particular year and general market conditions.

FOREIGN EXCHANGE RISK

The Group operates mainly in the PRC. Entities within the Group are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to HK\$ and RMB. Foreign exchange risk arises from monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

The management of the Company has set up a policy to require the group companies to manage their foreign exchange risk against their functional currencies. The group companies do not adopt formal hedge accounting policy. It manages its foreign currency risk by closely monitoring the movements of foreign currency rates and will consider entering into forward foreign exchange contracts to reduce the exposure should the need arises.

資產抵押

於2022年9月30日，本集團無任何現金用作本集團銀行借款之抵押（2022年3月31日：約人民幣9,327,000元）。

於2022年9月30日，本集團無任何物業、廠房及設備為根據融資租賃所持有（2022年3月31日：無）。

僱員及薪酬政策

於2022年9月30日合共聘用約487名僱員（2022年3月31日：約417名）。本集團的僱員福利開支主要包括薪金、加班工資及酌情花紅、購股權、其他僱員福利及退休計劃供款。於報告期內，本集團僱員福利開支總額（包括董事酬金）約為人民幣48,593,000元（截至2021年9月30日止六個月：約人民幣14,276,000元）。

薪酬乃按僱員的資歷、經驗及工作表現釐定，而酌情花紅一般視乎工作表現、本集團於特定年度的財務業績及整體市場狀況而釐定。

外匯風險

本集團主要於中國經營。本集團內實體面對若干貨幣產生的外匯風險，主要有關港元及人民幣。外匯風險產生自以並非有關實體功能貨幣計值的貨幣資產及負債。

本公司管理層已制定政策要求集團公司管理面對的其功能貨幣外匯風險。集團公司並無採納正式對沖會計政策。其透過密切監察外幣匯率變動管理其外幣風險，並將考慮在必要時訂立遠期外匯合約以減低風險。

Corporate Governance

企業管治

CORPORATE GOVERNANCE

Compliance with the Corporate Governance Code

The Company strives to attain and maintain high standards of corporate governance best suited to the needs and interests of the Group as it believes that an effective corporate governance framework is fundamental to promoting and safeguarding the interests of shareholders and other stakeholders and enhancing shareholder value. Accordingly, the Company has adopted and applied corporate governance principles as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules and practices that emphasise a quality Board, effective risk management and internal controls systems, stringent disclosure practices, transparency and accountability. It is, in addition, committed to continuously improving these practices and inculcating an ethical corporate culture.

The Company complied with all code provisions of the CG Code throughout the Reporting Period.

Compliance with the Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as code of conduct regarding securities transaction by Directors. In response to specific enquiries made, all Directors confirmed that they have complied with the Model Code in their securities transactions during the Reporting Period.

企業管治

遵守企業管治守則

本公司相信有效的企業管治架構是增進及保障股東及其他利益相關人士權益與提升股東價值的基本要素，因此致力達致與維持最適合本集團需要及利益的高企業管治水平。為此，本公司已採納及應用上市規則附錄14所載之企業管治守則（「管治守則」）之企業管治原則及常規，強調要有一個優秀的董事會、有效的風險管理及內部監控系統、嚴格的披露常規，以及具透明度及問責性。此外，本公司不斷優化該等常規，培養高度操守的企業文化。

於報告期內，本公司已遵守管治守則的所有守則條文。

遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）。所有董事就有關查詢時均確認，他們於報告期內進行的證券交易均已遵守標準守則。

Other Information

其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2022, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in the Shares and underlying Shares of the Company

董事及最高行政人員於股份、相關股份及債券之權益與淡倉

於2022年9月30日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部已知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之該等條文視為或當作由彼等擁有之權益及淡倉），或已登記於本公司根據證券及期貨條例第352條規定備存之登記冊，或根據標準守則已知會本公司及聯交所之權益及淡倉如下：

於本公司股份及相關股份之好倉

Directors	Capacity/Nature of interests	Number of Shares held	Approximate % of shareholding
董事	身份／權益性質	持有股份數目	持股數概約百分比
WANG Dongbin 王東斌	Interest of a controlled corporation 受控法團權益	60,000,000 ⁽¹⁾	11.91%
LI Kangying 李抗英	Interest of a controlled corporation 受控法團權益	60,000,000 ⁽²⁾	11.91%
WU Zhanjiang 吳戰江	Interest of a controlled corporation 受控法團權益	60,000,000 ⁽³⁾	11.91%

Other Information 其他資料

Notes:

- 1 These Shares were held by Smart East, which was wholly owned by Mr. Wang Dongbin.
- 2 These Shares were held by Main Wealth, which was wholly owned by Mr. Li Kangying.
- 3 These Shares were held by Union Sino, which was wholly owned by Mr. Wu Zhanjiang.

Save as disclosed above, as at 30 September 2022, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註:

- 1 該等股份由Smart East持有，該公司由王東斌先生全資擁有。
- 2 該等股份由Main Wealth持有，該公司由李抗英先生全資擁有。
- 3 該等股份由Union Sino持有，該公司由吳戰江先生全資擁有。

除上文所披露者外，於2022年9月30日概無本公司董事或最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部而須知會本公司及聯交所之權益或淡倉（包括彼等根據該等證券及期貨條例條文而被視作或當作擁有之權益或淡倉），或須記錄於根據證券及期貨條例第352條存置之登記名冊內之權益或淡倉，或根據標準守則而須知會本公司及聯交所之權益或淡倉。

Other Information

其他資料

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Reporting Period, none of the Directors, substantial shareholders of the Company nor any of their respective close associates (as defined under the Listing Rules) had any interest in a business which causes or may cause significant competition with the business of the Group.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

So far as the Directors are aware, as at 30 September 2022, other than the interests and short positions of the Directors as disclosed in the section titled "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, the following persons had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

Interests and short positions of substantial shareholders in the Shares and underlying Shares of the Company

Long positions in the Shares and underlying Shares of the Company

董事於競爭業務之權益

於報告期內，董事、本公司主要股東或任何彼等各自之緊密聯系人士（定義見上市規則）概無於任何對本集團業務造成或可能造成重大競爭的業務中擁有任何權益。

根據證券及期貨條例須予披露之股東權益及淡倉

就董事所知悉，於2022年9月30日，除上述「董事及最高行政人員於股份、相關股份及債券之權益及淡倉」一節所披露之董事之權益與淡倉外，下列人士在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及第3分部規定須向本公司披露，或已登記於本公司根據證券及期貨條例第336條規定備存之登記冊，或須知會本公司及聯交所之權益或淡倉：

主要股東於本公司股份及相關股份之權益及淡倉

於本公司股份及相關股份之好倉

Name	Capacity/Nature of interests	Number of Shares held	Approximate % of shareholding
姓名	身份／權益性質	持有股份數目	持股數 概約百分比
Xiong Weiqin 熊衛琴	Interest of spouse 配偶權益	60,000,000 ⁽¹⁾	11.91%
An Ning 安寧	Interest of spouse 配偶權益	60,000,000 ⁽²⁾	11.91%
Zhang Jianhua 張建華	Interest of spouse 配偶權益	60,000,000 ⁽³⁾	11.91%
Smart East	Beneficial owner 實益擁有人	60,000,000 ⁽⁴⁾	11.91%
Main Wealth	Beneficial owner 實益擁有人	60,000,000 ⁽⁵⁾	11.91%
Union Sino	Beneficial owner 實益擁有人	60,000,000 ⁽⁶⁾	11.91%

Other Information 其他資料

Name	Capacity/Nature of interests	Number of Shares held	Approximate % of shareholding
姓名	身份／權益性質	持有股份數目	持股數概約百分比
Long Eagle	Beneficial owner 實益擁有人	60,000,000 ⁽⁷⁾	11.91%
Cao Wei 曹瑋	Interest of a controlled corporation 受控法團權益	60,000,000 ⁽⁷⁾	11.91%
Wang Jiangping 王江平	Interest of spouse 配偶權益	60,000,000 ⁽⁸⁾	11.91%
Chance Talent	Beneficial owner 實益擁有人	40,200,000 ⁽⁹⁾	7.98%
CCBI Investments	Interest of a controlled corporation 受控法團權益	40,200,000 ⁽⁹⁾	7.98%
CCB International (Holdings) Limited 建銀國際（控股）有限公司	Interest of a controlled corporation 受控法團權益	40,200,000 ⁽⁹⁾	7.98%
CCB Financial Holdings Limited 建行金融控股有限公司	Interest of a controlled corporation 受控法團權益	40,200,000 ⁽⁹⁾	7.98%
CCB International Group Holdings Limited 建行國際集團控股有限公司	Interest of a controlled corporation 受控法團權益	40,200,000 ⁽⁹⁾	7.98%
China Construction Bank Corporation 中國建設銀行股份有限公司	Interest of a controlled corporation 受控法團權益	40,200,000 ⁽⁹⁾	7.98%
Central Huijin Investment Limited 中央匯金投資有限責任公司	Interest of a controlled corporation 受控法團權益	40,200,000 ⁽⁹⁾	7.98%
Great Attain International Limited 達偉國際有限公司	Beneficial owner 實益擁有人	124,191,177 ⁽¹⁰⁾	24.64%

Notes:

- Ms. Xiong Weiqin is the spouse of Mr. Wang Dongbin, an executive director of the Company. Under the SFO, Ms. Xiong is deemed to be interested in the 60,000,000 Shares held by Smart East as mentioned in Note 4.
- Ms. An Ning is the spouse of Mr. Li Kangying, an executive director of the Company. Under the SFO, Ms. An is deemed to be interested in the 60,000,000 Shares held by Main Wealth as mentioned in Note 5.

附註:

- 熊衛琴女士為本公司執行董事王東斌先生的配偶。根據證券及期貨條例，熊女士被視作於附註4所述Smart East持有的60,000,000股股份。
- 安寧女士為本公司執行董事李抗英先生的配偶。根據證券及期貨條例，安女士被視作於附註5所述Main Wealth持有的60,000,000股股份。

Other Information

其他資料

- | | | | |
|----|--|----|---|
| 3 | Ms. Zhang Jianhua is the spouse of Mr. Wu Zhanjiang, an executive director of the Company. Under the SFO, Ms. Zhang is deemed to be interested in the 60,000,000 Shares held by Union Sino as mentioned in Note 6. | 3 | 張建華女士為本公司執行董事吳戰江先生的配偶。根據證券及期貨條例，張女士被視作於附註6所述Union Sino持有的60,000,000股股份。 |
| 4 | These Shares were held by Smart East, which was wholly owned by Mr. Wang Dongbin, an executive Director. | 4 | 該等股份由Smart East持有，該公司由執行董事王東斌先生全資擁有。 |
| 5 | These Shares were held by Main Wealth, which was wholly owned by Mr. Li Kangying, an executive Director. | 5 | 該等股份由Main Wealth持有，該公司由執行董事李抗英先生全資擁有。 |
| 6 | These Shares were held by Union Sino, which was wholly owned by Mr. Wu Zhanjiang, an executive Director. | 6 | 該等股份由Union Sino持有，該公司由執行董事吳戰江先生全資擁有。 |
| 7 | These Shares were held by Long Eagle, which was wholly owned by Mr. Cao Wei. | 7 | 該等股份由Long Eagle持有，該公司由曹瑋先生全資擁有。 |
| 8 | Ms. Wang Jiangping is the spouse of Mr. Cao Wei. Under the SFO, Ms. Wang is deemed to be interested in the Shares held by Long Eagle as mentioned in Note 7. | 8 | 王江平女士為曹瑋先生的配偶。根據證券及期貨條例，王女士被視作於附註7所述Long Eagle持有的股份中擁有權益。 |
| 9 | These Shares were held by Chance Talent. As at the date of this report, China Construction Bank Corporation was owned by Central Huijin Investment Limited as to approximately 57.11%. CCB International Group Holdings Limited was wholly owned by China Construction Bank Corporation. CCB Financial Holdings Limited was wholly owned by CCB International Group Holdings Limited. CCB International (Holdings) Limited was wholly owned by CCB Financial Holdings Limited. CCBI Investments was wholly owned by CCB International (Holdings) Limited. Chance Talent was wholly owned by CCBI Investments. Each of Central Huijin Investment Limited, China Construction Bank Corporation, CCB International Group Holdings Limited, CCB Financial Holdings Limited, CCB International (Holdings) Limited and CCBI Investments is deemed to be interested in the Shares which Chance Talent is interested in. | 9 | 該等股份由Chance Talent持有。於本報告日期，中國建設銀行股份有限公司由中央匯金投資有限責任公司擁有約57.11%權益。建行國際集團控股有限公司由中國建設銀行股份有限公司全資擁有。建行金融控股有限公司由建行國際集團控股有限公司全資擁有。建銀國際（控股）有限公司由建行金融控股有限公司全資擁有。CCBI Investments由建銀國際（控股）有限公司全資擁有。Chance Talent由CCBI Investments全資擁有。中央匯金投資有限責任公司、中國建設銀行股份有限公司、建行國際集團控股有限公司、建行金融控股有限公司、建銀國際（控股）有限公司及CCBI Investments各自被視作於Chance Talent擁有權益的股份中擁有權益。 |
| 10 | Great Attain International Limited is owned as to 25% by each of Smart East, Long Eagle, Main Wealth and Union Sino respectively. | 10 | 達偉國際有限公司由Smart East、Long Eagle、Main Wealth及Union Sino分別擁有25%權益。 |

Other than as disclosed above, as at 30 September 2022, the Directors have not been notified by any person (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Reporting Period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

除上文披露者外，於2022年9月30日，董事並無知悉任何人士（董事或本公司最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第336條須存置的登記名冊所記錄的權益或淡倉。

購買、出售或贖回本公司上市證券

於報告期內，本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。

Other Information

其他資料

REVIEW OF INTERIM FINANCIAL STATEMENTS

The unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 September 2022 have been reviewed by the auditor of the Company, KPMG, in accordance with Hong Kong Standard on Review Engagements 2410 – “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. The independent review report of the auditor will be included in the Interim Report to shareholders. The unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 September 2022 has also been reviewed by the Audit Committee of the Company.

審閱中期財務報表

本公司核數師畢馬威會計師事務所已按照香港會計師公會頒布之香港審閱委聘準則第2410號「由實體的獨立核數師執行中期財務資料審閱」，審閱本集團截至2022年9月30日止六個月之未經審核簡明綜合中期財務報表。核數師之獨立審閱報告將刊載於寄發予股東之中期報告內。本公司審核委員會亦已審閱本集團截至2022年9月30日止六個月之未經審核簡明綜合中期財務報表。

Share Option Scheme and Share Award Scheme

購股權計劃及股份獎勵計劃

SHARE OPTION SCHEME

The Company adopted a share option scheme (“Share Option Scheme”) on 5 February 2018 for the purpose of enabling the Group to grant share options to selected participants as incentives or rewards for their contribution to the Group.

(a) Who may join

Our Directors may, at its absolute discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares:

- (aa)** any employee (whether full-time or part-time including any executive director but excluding any non-executive director) of our Company, any of our subsidiaries or any entity (the “Invested Entity”) in which our Group holds an equity interest (“Eligible Employee”);
- (bb)** any non-executive directors (including independent non-executive directors) of our Company, any of our subsidiaries or any Invested Entity;
- (cc)** any supplier of goods or services to any member of our Group or any Invested Entity;
- (dd)** any customer of any member of our Group or any Invested Entity;
- (ee)** any person or entity that provides research, development or other technological support to any member of our Group or any Invested Entity;

購股權計劃

本公司於2018年2月5日採納一項購股權計劃（「購股權計劃」），以令本集團能夠向經選定參與者授出購股權，作為彼等為本集團作出貢獻之獎勵或回報。

(a) 可參與人士

董事可全權酌情邀請屬於下列任何參與人士類別的任何人士接納購股權以認購股份：

- (aa)** 本公司、其任何附屬公司或本集團於其中持有股本權益的任何實體（「投資實體」）的任何僱員（不論全職或兼職，包括任何執行董事但不包括任何非執行董事）（「合資格僱員」）；
- (bb)** 本公司、其任何附屬公司或任何投資實體的任何非執行董事（包括獨立非執行董事）；
- (cc)** 本集團任何成員公司或任何投資實體的任何貨品或服務供應商；
- (dd)** 本集團任何成員公司或任何投資實體的任何客戶；
- (ee)** 為本集團的任何成員公司或任何投資實體提供研究、開發或其他技術支撐的任何人士或實體；

Share Option Scheme and Share Award Scheme

購股權計劃及股份獎勵計劃

(ff) any shareholder of any member of our Group or any Invested Entity or any holder of any securities issued by any member of our Group or any Invested Entity;

(gg) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of our Group or any Invested Entity; and

(hh) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement and growth of our Group,

and, for the purposes of the Share Option Scheme, the options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of participants. For the avoidance of doubt, the grant of any options by our Company for the subscription of Shares or other securities of our Group to any person who falls within any of the above classes of participants shall not, by itself, unless our Directors otherwise determine, be construed as a grant of option under the Share Option Scheme.

The eligibility of any of the above class of participants to the grant of any option shall be determined by our Directors from time to time on the basis of our Directors' option as to his contribution to the development and growth of our Group.

(ff) 本集團任何成員公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體所發行的任何證券的任何持有人；

(gg) 本集團任何成員公司或任何投資實體的任何業務範疇或業務發展的任何顧問（專業或其他類型）或諮詢人士；及

(hh) 曾經或可能藉合資經營、業務聯盟或其他業務安排而對本集團的增長作出貢獻的任何其他組別或類別參與者，

及就購股權計劃而言，購股權或會授予屬於上述任何類別的參與人士的一名或多名人士所全資擁有的任何公司。為免生疑問，除非董事另有決定，否則本公司授予屬於上述任何類別參與人士的任何人士用以認購股份或本集團其他證券的任何選擇權（就其本身而言）不應被詮釋為根據購股權計劃授出購股權。

上述可獲授予任何購股權的任何類別參與人士的資格由董事按其對本集團發展與增長所作貢獻的選擇不時釐定。

Share Option Scheme and Share Award Scheme 購股權計劃及股份獎勵計劃

(b) Maximum number of Shares

(aa) The maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes adopted by our Group shall not exceed 30% of the issued share capital of our Company from time to time.

(bb) The Company had held an EGM on 16 September 2020 to refresh the Share Option Scheme Mandate Limit. The Company had been allowed to grant further share options to subscribe for up to an aggregate of 50,392,717 Shares, representing approximately 10% of the issued Shares, which do not include the share options that are outstanding, cancelled or have lapsed as at the date of the EGM.

(c) Maximum entitlement of each participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of our Group (including both exercised or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of our Company for the time being (the "Individual Limit"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular to our Shareholders and our Shareholders' approval in general meeting of our Company with such participant and his associates abstaining from voting. The number and terms (including the exercise price) of options to be granted to such participant must be fixed before Shareholders' approval and the date of board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

(b) 最高股份數目

(aa) 按購股權計劃及本集團採納的任何其他購股權計劃授出而尚未行使的所有購股權獲行使時可能配發及發行的最高股份數目，不得超逾本公司不時已發行股本的30%。

(bb) 本公司已於2020年9月16日舉行股東特別大會更新購股權計畫授權限額。本公司獲准進一步授出可認購合共最多50,392,717股股份（相當於已發行股份約10%）的購股權，當中不包括於股東特別大會當日未行使、已註銷或已失效的購股權。

(c) 各參與人士可獲最高配額

於任何12個月期間向各參與人士已發行及因行使根據購股權計劃及本集團任何其他購股權計劃授出的購股權（包括已行使或尚未行使購股權）而可能發行的股份總數不得超過本公司當時已發行股本1%（「個別上限」）。於截至進一步授出購股權之日（包括該日）止任何12個月期間再授出超逾個別上限的購股權，須待向股東發出通函及於本公司股東大會獲股東批准，而有關參與人士及其聯繫人須放棄投票。將向有關參與人士授出的購股權數目及條款（包括行使價）必須於獲股東批准前釐定，而根據上市規則第17.03(9)條附註(1)，就計算行使價而言，建議有關進一步授出購股權舉行董事會會議當日應被視為授出購股權之日。

Share Option Scheme and Share Award Scheme

購股權計劃及股份獎勵計劃

(d) The exercise price

The exercise price must be at least the higher of: (i) the closing price of the securities as stated in the Exchange's daily quotations sheet on the date of grant, which must be a business day; and (ii) the average closing price of the securities as stated in the Exchange's daily quotations sheets for the five business days immediately preceding the date of grant.

(e) Time of acceptance and exercise of option

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by our Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by our Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

(f) Life of the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of ten years commencing from 5 February 2018, after which period no further options will be granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects. In particular, all options granted before the end of such period shall continue to be valid and exercisable after the end of such period in accordance with the terms of the Share Option Scheme. As at the date of this report, the Share Option Scheme has remaining life of approximately six years.

(d) 行使價

行使價須至少為下列兩者中的較高者：(i)有關證券在購股權授予日期（必須為營業日）的收市價（以本交易所日報表所載者為準）；及(ii)該等證券在緊接購股權授予日期前五個營業日的平均收市價（收市價同樣以本交易所日報表所載者為準）。

(e) 接納及行使購股權期限

參與人士可於授出購股權要約日期起計21日內接納購股權。購股權可於董事釐定並通知各承授人期間內隨時根據購股權計劃的條款行使，該期間可由提出授出購股權要約日期後起計，惟無論如何須於授出購股權日期起計10年內屆滿，且可根據其條文提早終止。除非董事另行決定並在向承授人提出授出購股權的要約時列明，否則購股權計劃並無規定於行使購股權前須持有購股權的最短期限。

(f) 購股權計劃的期限

購股權計劃的有效期將自2018年2月5日起計為期十年，其後將不再授出任何購股權，惟購股權計劃的條文在其他所有方面仍然具有十足效力及作用。尤其於期間結束前已授出的所有購股權於該期間結束後將可繼續根據購股權計劃的條款有效且可行使。於本報告日期，購股權計劃的剩餘年期約為六年。

Share Option Scheme and Share Award Scheme

購股權計劃及股份獎勵計劃

SHARE AWARD SCHEME

The Company adopted a share award scheme (“Share Award Scheme”) to (i) recognise and reward the contribution of certain eligible participants to the growth and development of the Group and to give incentives thereto in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

The Share Award Scheme was adopted by the Board on 27 July 2018 (“Adoption Date”) and valid and effective for a term of 10 years commencing on the Adoption Date. The aggregate number of the Shares underlying all grants made during the term of the Share Award Scheme is limited to 3% of the issued share capital of the Company from time to time. The maximum number of awarded shares granted to a selected participant under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company from time to time.

On 27 August 2018 and 2 August 2019, the Board, based on the recommendation of the remuneration committee of the Board, resolved to provide a sum of HK\$3.0 million and HK\$2.0 million respectively for the trustee of the Share Award Scheme to purchase Shares from the market pursuant to the Share Award Scheme. Further details of the Scheme are set out in the announcements of the Company dated 27 July 2018, 27 August 2018 and 2 August 2019, respectively.

As of 30 September 2022, there were 8,512,000 Shares held in trust by the trustee under the Share Award Scheme. As of 30 September 2022, no Share has been awarded by the Board to any eligible participant of the Share Award Scheme.

股份獎勵計劃

本公司採納一項股份獎勵計劃（「股份獎勵計劃」），旨在(i)嘉許若干合資格參與者對本集團增長及發展所作的貢獻並給予激勵，以挽留有關人員繼續為本集團營運及發展服務；以及(ii)為本集團進一步發展吸引合適人才。

股份獎勵計劃於2018年7月27日（「採納日期」）獲董事會採納，並自採納日期起有效及生效為期10年。於股份獎勵計劃期限內，可授出之相關股份總數不超過本公司不時已發行股本之3%。根據股份獎勵計劃，向經選定參與者授出之最高獎勵股份數目不得超過本公司不時已發行股本之1%。

於2018年8月27日及2019年8月2日，董事會根據董事會薪酬委員會的建議，決議分別撥出3.0百萬港元及2.0百萬港元於股份獎勵計劃受託人用以在市場上根據股份獎勵計劃購買股份。關於計劃之進一步詳情，分別載於本公司於2018年7月27日、2018年8月27日及2019年8月2日刊發的公告。

於2022年9月30日，受託人根據股份獎勵計劃以信託方式持有的股份為8,512,000股。於2022年9月30日，董事會尚未向任何股份獎勵計劃的合資格參與者授予任何股份。

Independent Auditor's Report

獨立核數師報告

Review report to the board of directors of OneForce Holdings Limited

(Incorporated in Cayman Islands with limited liability)

致元力控股有限公司董事會審閱報告

(於開曼群島註冊成立的有限公司)

INTRODUCTION

We have reviewed the interim financial report set out on pages 27 to 59 which comprises the consolidated statement of financial position of OneForce Holdings Limited (the "Company") as of 30 September 2022 and the related consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income and the consolidated statement of changes in equity and the condensed consolidated cash flow statement for the six month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and International Accounting Standard 34, *Interim financial reporting*, issued by the International Accounting Standards Board. The directors are responsible for the preparation and presentation of the interim financial report in accordance with International Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

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

引言

我們已審閱第27頁至第59頁所載中期財務報告，當中包括元力控股有限公司（「貴公司」）於2022年9月30日的綜合財務狀況表，以及截至該日止六個月期間的相關綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及簡明綜合現金流量表，以及解釋附註。根據香港聯合交易所有限公司證券上市規則，中期財務報告須根據香港聯合交易所有限公司證券上市規則相關條文及國際會計準則理事會頒佈的國際會計準則第34號中期財務報告的規定編製。董事負責根據國際會計準則第34號編製及呈列中期財務報告。

我們的責任是根據審閱結果，對中期財務報告作出結論，並按照雙方協定的業務條款，僅向全體董事報告。除此之外，本報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔任何責任。

審閱範圍

我們按照香港會計師公會所頒佈的香港審閱委聘準則第2410號由實體的獨立核數師執行中期財務資料審閱進行審閱。中期財務報告審閱工作包括向主要負責財務及會計事宜的人員詢問，並進行分析和其他審閱程式。由於審閱的範圍遠較按照香港審計準則進行審計的範圍為小，所以不能保證我們會注意到在審計中可能會被發現的所有重大事項。因此，我們不會發表審計意見。

Independent Auditor's Report

獨立核數師報告

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 September 2022 is not prepared, in all material respects, in accordance with International Accounting Standard 34, *Interim financial reporting*.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

25 November 2022

結論

根據我們的審閱工作，我們並無發現任何事項，令我們相信2022年9月30日的中期財務報告在所有重大方面未有根據國際會計準則第34號中期財務報告編製。

畢馬威會計師事務所

執業會計師

香港中環
遮打道10號
太子大廈8樓

2022年11月25日

Consolidated Statement of Profit or Loss

綜合損益表

For the six months ended 30 September 2022 – unaudited

(Expressed in Renminbi (“RMB”))

截至2022年9月30日止六個月一未經審核

(以人民幣(「人民幣」)列示)

		Six months ended 30 September		
		截至9月30日止六個月		
		2022	2021	
		2022 年	2021 年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
		Note		
		附註		
Revenue	收入	4	179,376	163,510
Cost of sales	銷售成本		(145,295)	(131,578)
Gross profit	毛利	4(b)	34,081	31,932
Other income	其他收入	5	3,584	223
Selling expenses	銷售費用		(2,595)	(3,930)
Administrative and other operating expenses	行政及其他經營費用		(15,597)	(13,743)
Impairment losses on trade receivables, contract assets and other receivables	貿易應收款、合同資產及其他應收款項減值虧損		(6,954)	(4,093)
Profit from operations	經營溢利		12,519	10,389
Net finance costs	融資成本		(1,500)	(808)
Share of (losses)/profits of an associate	應佔一間聯營公司(虧損)/溢利		(5)	150
Profit before taxation	除稅前溢利	6	11,014	9,731
Income tax	所得稅	7	(1,311)	(1,871)
Profit for the period attributable to equity shareholders of the Company	本公司權益股東應佔期內溢利		9,703	7,860
Earnings per share	每股盈利	8		
Basic/diluted (RMB cents)	基本/攤薄(人民幣分)		1.96	1.59

The notes on pages 33 to 57 form part of this interim financial report.

第33頁至第57頁附註組成本中期財務報告一部分。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the six months ended 30 September 2022 – unaudited
(Expressed in RMB)
截至2022年9月30日止六個月－未經審核
(以人民幣列示)

		Six months ended 30 September 截至9月30日止六個月	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Profit for the period	期內溢利	9,703	7,860
Other comprehensive income for the period (after tax)	期內其他全面收入（除稅後）		
<i>Item that are or may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>		
- Exchange differences on translation of financial statements into presentation currency	- 財務報表換算為呈列貨幣的匯兌差額	1,048	(193)
Total comprehensive income for the period attributable to equity shareholders of the Company	本公司權益股東應佔期內全面收入總額	10,751	7,667

The notes on pages 33 to 57 form part of this interim financial report.

第33頁至第57頁附註組成本中期財務報告一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

At 30 September 2022 – unaudited
(Expressed in RMB)
於2022年9月30日—未經審核
(以人民幣列示)

			At 30 September 2022 於2022年 9月30日 RMB'000 人民幣千元	At 31 March 2022 於2022年 3月31日 RMB'000 人民幣千元
		Note 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	6,771	7,696
Intangible assets	無形資產	10	13,773	19,162
Interest in an associate	於一間聯營公司的權益		3,593	3,598
Deferred tax assets	遞延稅項資產	18	2,961	1,558
			27,098	32,014
Current assets	流動資產			
Inventories and other contract costs	存貨及其他合同成本	11	12,467	14,474
Contract assets	合同資產	12	54,521	48,053
Trade and bill receivables	貿易應收款項及應收票據	13	313,155	295,451
Prepayments, deposits and other receivables	預付款項、押金及其他應收款項	14	15,582	6,059
Cash at bank and on hand	銀行結餘及現金	15	16,670	37,924
			412,395	401,961
Current liabilities	流動負債			
Trade payables	貿易應付款項	16	71,623	95,227
Other payables and accruals	其他應付款項及應計開支	17	43,119	37,490
Bank loans	銀行貸款		54,631	47,520
Income tax payable	應付所得稅		21,259	18,628
			190,632	198,865
Net current assets	流動資產淨額		221,763	203,096
Total assets less current liabilities	資產總額減流動負債		248,861	235,110
Non-current liabilities	非流動負債			
Bank loans	銀行貸款	18	3,000	-
			3,000	-
Net assets	資產淨額		245,861	235,110

The notes on pages 33 to 57 form part of this interim financial report.

第33頁至第57頁附註組成本中期財務報告一部分

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表（續）

At 30 September 2022 – unaudited (Expressed in RMB)
於2022年9月30日－未經審核
(以人民幣列示)

			At 30 September 2022 於 2022 年 9 月 30 日 RMB'000 人民幣千元	At 31 March 2022 於 2022 年 3 月 31 日 RMB'000 人民幣千元
	Note 附註			
Capital and reserves	股本及儲備	19		
Share capital	股本		4,130	4,130
Reserves	儲備		241,731	230,980
Total equity	權益總額		245,861	235,110

Approved and authorised for issue by the board of directors on
25 November 2022.

董事會於2022年11月25日批准及授權刊發。

Wang Dongbin
王東斌
Director
董事

Wu Hongyuan
吳洪淵
Director
董事

The notes on pages 33 to 57 form part of this interim financial report.

第33頁至第57頁附註組成本中期財務報告一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the six months ended 30 September 2022 – unaudited

(Expressed in RMB)

截至2022年9月30日止六個月－未經審核

(以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔							Retained profits/ (accumulated losses) 保留溢利/ 累計虧損	Total equity 權益總額
		Share capital 股本	Shares held under share award scheme 根據股份獎勵計劃所持有的股份	Share premium 股份溢價	Other reserves 其他儲備	Statutory reserves 法定儲備	Exchange reserve 匯兌儲備			
Note 附註		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (Note 19(c)) (附註19(c))	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 April 2021	於2021年4月1日	4,130	(4,425)	140,018	54,377	4,755	3,094	11,554	213,503	
Changes in equity for the six months ended 30 September 2021:	截至2021年9月30日止六個月權益變動:									
Total comprehensive income	溢利及全面收入總額	-	-	-	-	-	(193)	7,860	7,667	
Equity-settled share-based transaction	以股權結算以股份為基礎的交易	19(c)	-	-	75	-	-	-	75	
		-	-	-	75	-	(193)	7,860	7,742	
At 30 September 2021	於2021年9月30日	4,130	(4,425)	140,018	54,452	4,755	2,901	19,414	221,245	
At 1 October 2021	於2021年10月1日	4,130	(4,425)	140,018	54,452	4,755	2,901	19,414	221,245	
Changes in equity for the six months ended 31 March 2022:	截至2022年3月31日止六個月權益變動:									
Total comprehensive income	全面收入總額	-	-	-	-	-	(294)	14,161	13,867	
Equity-settled share-based transaction	以股權結算以股份為基礎的交易	19(c)	-	-	(2)	-	-	-	(2)	
		-	-	-	(2)	-	(294)	14,161	13,865	
At 31 March 2022	於2022年3月31日	4,130	(4,425)	140,018	54,450	4,755	2,607	33,575	235,110	

The notes on pages 33 to 57 form part of this interim financial report.

第33頁至第57頁附註組成本中期財務報告一部分。

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表 (續)

For the six months ended 30 September 2022 – unaudited

(Expressed in RMB)

截至2022年9月30日止六個月－未經審核

(以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔							
		Share capital	Shares held under share award scheme 根據股份獎勵計劃所持有的股份	Share premium	Other reserves	Statutory reserves	Exchange reserve	Retained profits	Total equity
Note	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (Note 19(c)) (附註19(c))	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 April 2022	於2022年4月1日	4,130	(4,425)	140,018	54,450	4,755	2,607	33,575	235,110
Changes in equity for the six months ended 30 September 2022:	截至2022年9月30日止六個月權益變動:								
Total comprehensive income	全面收入總額	-	-	-	-	-	1,048	9,703	10,751
At 30 September 2022	於2022年9月30日	4,130	(4,425)	140,018	54,450	4,755	3,655	43,278	245,861

The notes on pages 33 to 57 form part of this interim financial report.

第33頁至第57頁附註組成本中期財務報告一部分。

Condensed Consolidated Cash Flow Statement

簡明綜合現金流量表

For the six months ended 30 September 2022 – unaudited

(Expressed in RMB)

截至2022年9月30日止六個月一未經審核

(以人民幣列示)

		Six months ended 30 September	
		截至9月30日止六個月	
		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Note		
	附註		
Cash flows from operating activities			
Cash used in operations		(19,101)	(19,479)
Income tax paid		(83)	(162)
Net cash used in operating activities		(19,184)	(19,641)
Cash flows from investing activities			
Payments for purchase of property, plant and equipment		(68)	(119)
Loan granted to a related party		(1,900)	-
Settlement of the loan from a third party		-	6,000
Proceeds from sale of property, plant and equipment		-	7
Proceeds from disposal of wealth management products		-	9,000
Interest received from disposal of wealth management products		-	245
Net cash (used in)/generated from investing activities		(1,968)	15,133
Cash flows from financing activities			
Proceeds from borrowings		49,131	28,012
Repayment of borrowings		(39,020)	(13,000)
Repayment of amount due to a third party		(159)	(10,206)
Interest paid		(1,496)	(766)
Capital element of lease rentals paid		(282)	(280)
Interest element of lease rentals paid		(5)	(42)
Net cash generated from financing activities		8,169	3,718
Net decrease in cash and cash equivalents		(12,983)	(790)
Cash and cash equivalents at the beginning of the period		28,597	21,723
Effect of foreign exchange rates changes		1,056	(180)
Cash and cash equivalents at the end of the period		16,670	20,753
	15		
	15		

The notes on pages 33 to 57 form part of this interim financial report.

第33頁至第57頁附註組成本中期財務報告一部分。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in RMB unless otherwise indicated)
(除另有註明外，以人民幣列示)

1. CORPORATE INFORMATION

OneForce Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 5 July 2016 as an exempted company with limited liability under the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company’s shares were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 2 March 2018 (the “Listing Date”). The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the design, implementation, enhancement and upgrades of software systems and the provision of technical services for power grid and distribution companies in the People’s Republic of China (the “PRC”) and the sale of products and the investment, construction and operation of smart city infrastructure in the PRC.

2. BASIS OF PREPARATION

The interim financial information has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with International Accounting Standard (“IAS”) 34, Interim financial reporting, issued by the International Accounting Standards Board (“IASB”). It was authorised for issue on 25 November 2022.

During the period ended 30 September 2022, the Group recorded a net operating cash outflow of RMB19,184,000 (period ended 30 September 2021: RMB19,641,000). However, at 30 September 2022, the Group’s current assets exceeded its current liabilities by RMB221,763,000 (31 March 2022: RMB203,096,000). Considering that the Group has maintained long-term strong business relationship with its major banks to get their continuing support and currently most of the bank loans were guaranteed by shareholders of the Group, the directors of the Company are of the opinion that renewal or new banking facilities is likely to be obtained during the twelve months ending 30 September 2023. Based on the cash flow forecast, the directors of the Company are of the opinion that the Group will have sufficient financial resources for its operations for at least 12 months from the end of the Reporting Period. As such, the financial statements have been prepared on a going concern basis. The going concern basis assumes that the Group will continue in operation for the foreseeable future and will be able to realise its assets and discharge its liabilities and commitments in the normal course of business.

1. 公司資料

元力控股有限公司（「本公司」）於2016年7月5日根據第22章開曼群島公司法（1961年第3項法例，經綜合及修訂）在開曼群島注册成立為獲豁免的有限公司。本公司股份於2018年3月2日（「上市日期」）在香港聯合交易所有限公司（「聯交所」）主板上市。本公司及其附屬公司（統稱「本集團」）主要從事向中華人民共和國（「中國」）電網及配電公司設計、執行、提升及升級軟件系統及提供技術服務以及銷售產品，以及於中國投資、建設及運營智能城市基礎設施。

2. 編製基準

中期財務資料乃按照香港聯合交易所有限公司證券上市規則的適用披露條文，包括已遵守國際會計準則理事會（「國際會計準則理事會」）所頒佈的國際會計準則（「國際會計準則」）第34號中期財務報告的規定編製。中期財務資料於2022年11月25日獲授權刊發。

截至2022年9月30日止六個月期間，本集團錄得經營活動淨流出人民幣19,184,000元（截至2021年9月30日止六個月：人民幣19,641,000元）。然而截至2022年9月30日，本集團的流動資產超過流動負債人民幣221,763,000元（2022年3月31日：人民幣203,096,000元）。考慮到本集團與主要來往銀行維持長期穩定的業務關係，以取得該等銀行的繼續支持。同時，目前大部分短期借款由本集團股東提供擔保，本集團董事認為，在截至2023年9月30日的12個月內，本集團可重續或取得新銀行融資。基于現金流量預測，本集團董事認為自報告期末起至少12個月，本集團將有充足的資金來源以確保本集團能夠持續經營。因此本財務報表以持續經營為基礎編制。持續經營基礎假設本集團將在可預見的未來繼續經營，並能夠在日常業務過程中變現其資產、履行其負債和承諾。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in RMB unless otherwise indicated)
(除另有註明外，以人民幣列示)

2. BASIS OF PREPARATION (Continued)

The interim financial information has been prepared in accordance with the same accounting policies adopted in the consolidated financial statements for the year ended 31 March 2022, except for the accounting policy changes that are expected to be reflected in the consolidated financial statements for the year ending 31 March 2023. Details of any changes in accounting policies are set out in Note 3.

The preparation of an interim financial information in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

The interim financial information contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the consolidated financial statements for the year ended 31 March 2022. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with International Financial Reporting Standards ("IFRSs").

The interim financial information is unaudited but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the HKICPA. KPMG's independent review report to the board of directors is included in the Interim Report.

The financial information relating to the financial year ended 31 March 2022 that is included in the interim financial report as comparative information does not constitute the Company's annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The Company has delivered the financial statements for the year ended 31 March 2022 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's auditor has reported on those financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under section 406(2), 407(2) or (3) of the Companies Ordinance.

2. 編製基準 (續)

本編製中期財務資料所採用的會計政策與截至2022年3月31日止年度綜合財務報表所採用者相同，惟預期將於截至2023年3月31日止年度綜合財務報表中反映的會計政策變動則除外。任何會計政策變動詳情載於附註3。

中期財務資料乃遵照國際會計準則第34號而編製，有關準則規定管理層作出影響政策應用及年初至今的資產與負債、收入及開支呈報金額的判斷、估計及假設。實際結果可能與此等估計有所不同。

中期財務資料載有簡明綜合財務報表及經篩選的解釋附註。該等附註載有多項事件及交易的說明，對瞭解本集團自截至2022年3月31日止年度綜合財務報表以來財務狀況的變動及表現十分重要。簡明綜合中期財務報表及其附註並未載有根據國際財務報告準則（「國際財務報告準則」）編製整份財務報表所需的全部資料。

中期財務資料未經審核，但已由畢馬威會計師事務所根據香港會計師公會頒布的香港審閱委聘準則第2410號 *由實體的獨立核數師執行中期財務資料審閱* 進行審閱。畢馬威會計師事務所向董事會出具的獨立審閱報告載於中期報告內。

作為比較資料納入中期財務報告的截至2022年3月31日的財政年度的財務資料並不構成本公司該財政年度的年度合並財務報表，惟摘錄自該等財務報表。根據《香港公司條例》（第622章）第436條披露的有關這些法定財務報表的進一步資料如下：

本公司已按照《公司條例》第662（3）條及附表6第3部的要求，向公司注册辦事處送交截至2022年3月31日止年度的財務報表。

公司的核數師已報告這些財務報表。核數師出具無保留意見報告；無核數師以強調方式提請注意的任何事項；無《公司條例》第406（2）、407（2）或（3）條下的聲明。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in RMB unless otherwise indicated)
(除另有註明外，以人民幣列示)

3. CHANGES IN ACCOUNTING POLICIES

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

4. REVENUE AND SEGMENT REPORTING

(a) Revenue

The Group is principally engaged in the design, implementation, enhancement and upgrades of software systems and the provision of technical services for power grid and distribution companies in the PRC and the sale of products. Further details regarding the Group's principal activities are disclosed in Note 4(b).

(i) Disaggregation of revenue

Disaggregation of revenue from contracts with customers within the scope of IFRS 15 by major service lines is as follows:

		Six months ended 30 September 截至 9 月 30 日止六個月	
		2022 2022 年 RMB'000 人民幣千元	2021 2021 年 RMB'000 人民幣千元
Sale of software and solutions	銷售軟件及解決方案	40,655	27,247
Provision of technical services	提供技術服務	123,279	91,422
Sale of products	銷售產品	15,442	44,841
		179,376	163,510

3. 會計政策變動

本集團未采用任何在當前會計期間尚未生效的新準則或解釋。

4. 收入及分部報告

(a) 收入

本集團主要從事為中國電網及配電公司設計、執行、提升及升級軟件系統及提供技術服務，以及銷售產品。有關本集團主要業務的進一步詳情於附註4(b)披露。

(i) 收入劃分

IFRS 15範圍內與客戶簽訂的合同收入按主要服務項目劃分如下：

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4. REVENUE AND SEGMENT REPORTING
(Continued)

(a) Revenue (Continued)

(i) Disaggregation of revenue (Continued)

Revenue from customers with whom transactions have exceeded 10% of the Group's revenue are set out below.

		Six months ended 30 September 截至 9 月 30 日止六個月	
		2022 2022 年 RMB'000 人民幣千元	2021 2021 年 RMB'000 人民幣千元
Customer A	客戶 A	54,684	less than 10% 少於 10%
Customer B	客戶 B	52,373	90,144
Customer C	客戶 C	23,832	20,064

(b) Segment reporting

The Group manages its businesses by business lines. In a manner consistent with the way in which the information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments:

- Software and solutions: this segment engages in the design, implementation, enhancement and upgrades of software systems for power grid and distribution companies.
- Technical services: this segment engages in the provision of maintenance services on the software systems sold.
- Products: this segment sells software systems related hardware and spare parts.

4. 收入及分部報告 (續)

(a) 收入 (續)

(i) 收入劃分 (續)

交易額佔本集團收入10%以上的客戶收入載列如下。

(b) 分部報告

本集團按業務線管理集團業務。本集團按照就資源分配及表現評估向本集團最高行政管理人員內部呈報資料一致的方式，呈列以下三個可申報分部。概無合併經營分部以構成以下可申報分部：

- 軟件及解決方案：此分部從事為電網及配電公司設計、執行、提升及升級軟件系統。
- 技術服務：此分部從事為已售出的軟件系統提供維護服務。
- 產品：此分部出售軟件系統相關的硬件及零件。

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4. REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitor the results attributable to each reportable segment on the following basis:

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments. The measure used for reporting segment profit is gross profit. No inter-segment sales have occurred for the six months ended 30 September 2022 (six months ended 30 September 2021: Nil). The Group's other income and expense items, such as other income, selling expenses, administrative and other operating expenses, and assets and liabilities, including the sharing of technical know-how, are not measured under individual segments. Accordingly, neither information on segment assets and liabilities nor information concerning capital expenditure, interest income and interest expenses is presented.

4. 收入及分部報告 (續)

(b) 分部報告 (續)

(i) 分部業績、資產及負債

就評估分部表現及分配分部間的資源而言，本集團最高行政管理人員按以下基準監控各可申報分部應佔的業績：

收入及開支乃參考可申報分部產生的收入及其產生的開支而分配至該等分部。報告分部溢利所用計量標準為毛利。截至2022年9月30日止六個月並無分部間銷售（截至2021年9月30日止六個月：無）。本集團的其他收入與費用項目，如其他收入、銷售費用、行政及其他經營費用，以及資產與負債（包括分享技術知識），並非按個別分部計量。因此，概無呈列分部資產與負債的資料，亦無呈列有關資本支出、利息收入及利息支出的資料。

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4. REVENUE AND SEGMENT REPORTING
(Continued)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities (Continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the period is set out below.

4. 收入及分部報告 (續)

(b) 分部報告 (續)

(i) 分部業績、資產及負債(續)

有關本期間提供予本集團最高行政管理人員以分配資源及評估分部表現的本集團可申報分部資料載列如下。

		Six months ended 30 September 2022 截至 2022 年 9 月 30 日止六個月			
		Sale of software and solutions 銷售軟件及解決方案 RMB'000 人民幣千元	Provision of technical services 提供技術服務 RMB'000 人民幣千元	Sale of products 銷售產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Disaggregated by timing of revenue recognition	按收入確認的時間劃分				
- Over time	- 隨時間	40,655	123,279	-	163,934
- Point in time	- 某一時間點	-	-	15,442	15,442
Revenue from external customers and reportable segment revenue	來自外部客戶收入及可申報分部收入	40,655	123,279	15,442	179,376
Reportable segment gross profit	可申報分部毛利	12,042	21,237	802	34,081

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4. REVENUE AND SEGMENT REPORTING
(Continued)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities
(Continued)

4. 收入及分部報告 (續)

(b) 分部報告 (續)

(i) 分部業績、資產及負債(續)

		Six months ended 30 September 2021 截至 2021 年 9 月 30 日止六個月			
		Sale of software and solutions 銷售軟件及解決方案 RMB'000 人民幣千元	Provision of technical services 提供技術服務 RMB'000 人民幣千元	Sale of products 銷售產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Disaggregated by timing of revenue recognition	按收入確認的時間劃分				
- Over time	- 隨時間	27,247	91,422	-	118,669
- Point in time	- 某一時間點	-	-	44,841	44,841
Revenue from external customers and reportable segment revenue	來自外部客戶收入及可申報分部收入	27,247	91,422	44,841	163,510
Reportable segment gross profit	可申報分部毛利	9,373	19,544	3,015	31,932

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4. REVENUE AND SEGMENT REPORTING
(Continued)

(b) Segment reporting (Continued)

(ii) Reconciliations of reportable segment results
to consolidated profit before taxation

		Six months ended 30 September 截至 9 月 30 日止六個月	
		2022 2022 年 RMB'000 人民幣千元	2021 2021 年 RMB'000 人民幣千元
Segment results	分部業績	34,081	31,932
Other income	其他收入	3,584	223
Financial costs	融資成本	(1,500)	(808)
Selling expenses	銷售費用	(2,595)	(3,930)
Administrative and other operating expenses	行政及其他經營費用	(15,597)	(13,743)
Impairment losses on trade receivables, contract assets and other receivables	貿易應收款、合同資產及其他應收款項減值虧損	(6,954)	(4,093)
Share of (losses)/profits of an associate	應佔一間聯營公司（虧損）/溢利	(5)	150
Consolidated profit before taxation	綜合除稅前溢利	11,014	9,731

(iii) Geographic information

All of the Group's operations are carried out and the Group's customers are located in the PRC. The Group's non-current assets, including property, plant and equipment and intangible assets are all located or allocated to operations located in the PRC.

4. 收入及分部報告（續）

(b) 分部報告（續）

(ii) 可申報分部業績與綜合除稅前溢利的對賬

(iii) 地區資料

本集團所有進行的業務及本集團客戶均位於中國。本集團的非流動資產（包括物業、廠房及設備以及無形資產）均位於或獲分配至中國的業務。

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5. OTHER INCOME

5. 其他收入

		Six months ended 30 September 截至 9 月 30 日止六個月	
		2022 2022 年 RMB'000 人民幣千元	2021 2021 年 RMB'000 人民幣千元
Refund of value added tax ("VAT")	退還增值稅 ("增值稅")	50	-
Gains on redemption of wealth management products	贖回理財產品收益	-	120
Additional deduction of VAT (Note (i))	增值稅附加扣除 (附註 (i))	3,234	-
Others	其他	300	103
		3,584	223

Notes:

附註:

(i) According to the announcement issued by the relevant government and tax authorities (Announcement [2019] No.39 of Ministry of Finance, State Taxation Administration, and General Administration of Customs), entities engage in production and living services, including software service, are entitled to a 10% additional deduction of VAT input to offset the tax payable from 1 April 2019 to 31 December 2021. And according to Announcement [2011] No.11 of Ministry of Finance and State Taxation Administration, the implementation for the above 10% additional deduction policy is extended to 31 December 2022. The subsidiaries of the Group established in Mainland China have made a one-time declaration for the 10% additional deduction of the relevant input VAT occurred during the current period.

(i) 根據財政部、稅務總局、海關總署發布的公告(財政部、稅務總局、海關總署公告[2019]39號)，規定自2019年4月1日至2021年12月31日，允許生產、生活性服務業納稅人按照當期可抵扣進項稅額加計10%抵減應納稅額。根據財政部、稅務總局公告[2022]11號，規定以上生產、生活性服務業增值稅加計抵減政策執行期延長至2022年12月31日。本集團在中國大陸設立的子公司在本期就發生的相關進項稅額10%加計扣除進行了申報。

6. PROFIT BEFORE TAXATION

6. 除稅前溢利

Profit before taxation is arrived at after charging:

除稅前溢利已扣除下列各項:

(a) Staff costs#

(a) 員工成本#

		Six months ended 30 September 截至 9 月 30 日止六個月	
		2022 2022 年 RMB'000 人民幣千元	2021 2021 年 RMB'000 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	45,642	13,103
Contributions to defined contribution retirement scheme	向界定供款退休計劃供款	2,951	1,158
Equity-settled share-based payment expenses	以權益結算以股份為基礎的付款開支	-	15
		48,593	14,276

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6. PROFIT BEFORE TAXATION (Continued)

(a) Staff costs# (Continued)

The employees of the subsidiaries of the Group established in the PRC (other than Hong Kong) participate in a defined contribution retirement benefit scheme managed by the local government authority, whereby these subsidiaries are required to contribute to the scheme at a rate of 16% of the employees' basic salaries. Employees of these subsidiaries are entitled to retirement benefits, calculated based on a percentage of the average salaries level in the PRC (other than Hong Kong), from the above mentioned retirement scheme at their normal retirement age.

The Group has no further obligation for payment of other retirement benefits beyond the above contributions.

6. 除稅前溢利 (續)

(a) 員工成本# (續)

本集團於中國（不包括香港）成立的附屬公司的僱員參與當地政府機構管理的界定供款退休福利計劃，據此，該等附屬公司須按僱員基本薪金16%的比率向該計劃供款。該等附屬公司的僱員於年屆正常退休年齡時有權享有上述退休計劃按中國（不包括香港）平均薪金水平百分比計算的退休福利。

本集團沒有進一步義務支付上述供款以外的其他退休福利。

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6. PROFIT BEFORE TAXATION (Continued)

(b) Other items

		Six months ended 30 September 截至9月30日止六個月	
		2022 2022年	2021 2021年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Depreciation and amortisation [#]	折舊及攤銷 [#]	6,382	7,141
Impairment losses on trade receivables, contract assets and other receivables	貿易應收款、合同資產及 其他應收款項減值虧損	6,954	4,093
Impairment loss of inventories and other contract costs	存貨及其他合同成本 減值虧損	-	658
Operating lease charges in respect of office premises	有關辦公室處所的经营 租賃支出	735	1,662
Research and development costs (other than amortisation)	研發成本 (攤銷除外)	7,174	4,286
Outsourced labour cost [#]	人力外包成本 [#]	73,124	73,396
Cost of inventories sold [#] (Note 11)	已售存貨成本 [#] (附註 11)	145,242	131,489

Cost of inventories sold include RMB120,625,000 (six months ended 30 September 2021: RMB89,470,000) relating to staff costs, outsourced labor cost, and depreciation and amortisation, respectively, which amounts are also included in the respective total amounts disclosed separately above or in Note 6(a) for each of these types of expenses.

6. 除稅前溢利 (續)

(b) 其他項目

已售存貨成本分別包括有關員工成本、人力外包成本以及折舊及攤銷人民幣120,625,000元(截至2021年9月30日止六個月: 人民幣89,470,000元), 有關金額亦計入上文或附註6(a)就每項該等類型開支分別披露的相關款項總額。

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7. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Taxation in the consolidated statement of profit or loss represent:

		Six months ended 30 September 截至 9 月 30 日止六個月	
		2022 2022 年 RMB'000 人民幣千元	2021 2021 年 RMB'000 人民幣千元
Current tax - PRC Corporate Income Tax	即期稅項—中國企業所得稅		
- Provision for the period	- 期內撥備	2,692	2,891
- Under Provision in respect of prior years	- 以前年度匯算清繳差異	22	115
Deferred Tax	遞延稅項		
- Origination and reversal of temporary differences	- 暫時差異的產生及撥回	(1,403)	(1,135)
		1,311	1,871

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(b) 按適用稅率計算的稅項開支與會計溢利之間的對賬：

		Six months ended 30 September 截至 9 月 30 日止六個月	
		2022 2022 年 RMB'000 人民幣千元	2021 2021 年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	11,014	9,731
Expected tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned (Notes (i), (ii) and (iii))	除稅前溢利的預期稅項，按有關司法權區適用的溢利稅率計算 (附註(i)、(ii)及(iii))	2,898	2,537
Tax effect of non-deductible expenses	不可抵扣開支的稅項影響	257	481
Tax effect of non-taxable income	毋須課稅收入的稅項影響	1	(38)
Tax effect on bonus deduction of research and development costs (Note (iv))	研發成本加計抵扣的稅項影響 (附註(iv))	(1,664)	(1,394)
Effect of tax losses not recognised	未確認稅項虧損的影響	505	886
Tax concessions (Notes (v))	稅項寬免 (附註(v))	(686)	(601)
Actual tax expense	實際稅項開支	1,311	1,871

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7. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates: (Continued)

Notes:

- (i) The two-tiered profits tax rates regime of the subsidiaries of the Group incorporated in Hong Kong is applicable from the year of assessment 2019/20 onwards. The profits tax rate for the first Hong Kong Dollars (“HK\$”) 2,000,000 of profits of corporations will be lowered to 8.25%, and profits above that amount will continue to be subject to the tax rate of 16.5%.
- (ii) The Company and the subsidiaries of the Group incorporated outside of the PRC are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.
- (iii) The subsidiaries of the Group established in Mainland China are subject to PRC Corporate Income Tax rate of 25% for the six months ended 30 September 2022 (six months ended 30 September 2021: 25%).
- (iv) According to the relevant tax rules in the PRC, qualified research and development expenditures, are allowed for bonus deduction for income tax purpose, i.e. an additional 75% of such expenditures is deemed to be deductible expenses.
- (v) The subsidiaries of the Group established in the PRC, Along Grid (北京愛朗格瑞科技有限公司) and Aipu Zhicheng (北京艾普智城網絡科技有限公司), have obtained an approval from the tax bureau to be taxed as enterprises with advanced and new technologies, and therefore enjoy a preferential PRC Corporate Income Tax rate of 15% for the period from 15 October 2019 to 14 October 2022.

7. 綜合損益表內的所得稅 (續)

(b) 按適用稅率計算的稅項開支與會計溢利之間的對賬： (續)

附註：

- (i) 於2019/20課稅年度起，本集團適用於香港註冊成立的附屬公司之兩級利得稅稅率制度。港元（「港元」）2,000,000以內企業利潤的利得稅稅率將降至8.25%，高於該金額的利潤將繼續適用16.5%的稅率。
- (ii) 根據本公司及本集團於中國境外地區註冊成立的附屬公司各自註冊成立所在國家的規則及規例，該等公司毋須繳納任何所得稅。
- (iii) 截至2022年9月30日止六個月，本集團於中國內地成立的附屬公司須按25%的稅率繳納中國企業所得稅（截至2021年9月30日止六個月：25%）。
- (iv) 根據中國相關稅務規則，合資格研發成本獲准用作加計抵扣所得稅，即有關開支的額外75%可視作可抵扣開支。
- (v) 本集團於中國成立的附屬公司（即北京愛朗格瑞科技有限公司和北京艾普智城網絡科技有限公司）已獲稅務局批准作為高新技術企業繳納稅項，故在2019年10月15日至2022年10月14日期間享有15%的中國企業所得稅優惠稅率。

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8. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share for the six months ended 30 September 2022 is based on the profit attributable to the equity shareholders of the Company of RMB9,703,000 (six months ended 30 September 2021: RMB7,860,000) and 495,415,177 ordinary shares (six months ended 30 September 2021: 495,415,177 shares) in issue during the six months ended 30 September 2022.

(b) Diluted earnings per share

The diluted earnings per share for the six months ended 30 September 2022 (six months ended 30 September 2021: Nil) has not taken into account the effect of the outstanding share options, which is anti-dilutive.

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2022, the Group acquired items of property, plant and equipment with a cost of RMB68,000 (six months ended 30 September 2021: RMB119,000).

8. 每股盈利

(a) 每股基本盈利

截至2022年9月30日止六個月的每股基本盈利根據截至2022年9月30日止六個月本公司權益股東應佔溢利人民幣9,703,000元（截至2021年9月30日止六個月：人民幣7,860,000元）及已發行普通股數495,415,177股（截至2021年9月30日止六個月：495,415,177股）計算。

(b) 每股攤薄盈利

截至2022年9月30日止六個月，每股攤薄盈利（截至2021年9月30日止六個月：零）並無計及尚未行使購股權的反攤薄影響。

9. 物業、廠房及設備

在截至2022年9月30日的六個月內，集團以人民幣68,000元（截至2021年9月30日的六個月：人民幣119,000元）的成本採購了物業、廠房和設備。

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10. INTANGIBLE ASSETS

Intangible assets of the Group at 30 September 2022 mainly represented self-developed software with an aggregate carrying amount of RMB13,773,000 (31 March 2022: RMB19,162,000).

10. 無形資產

截至2022年9月30日，集團的無形資產主要為自主開發的軟件，賬面總金額為人民幣13,773,000元（2022年3月31日：人民幣19,162,000元）。

11. INVENTORIES AND OTHER CONTRACT COSTS

11. 存貨及其他合同成本

		At 30 September 2022	At 31 March 2022
		於 2022 年 9 月 30 日	於 2022 年 3 月 31 日
		RMB'000 人民幣千元	RMB'000 人民幣千元
Products	產品	128	4
Software systems under development	在研軟件系統	12,339	14,470
		12,467	14,474

The analysis of the amounts of inventories recognised as expenses as follows:

確認為開支的存貨金額分析如下：

		Six months ended 30 September 截至 9 月 30 日止六個月	
		2022 2022 年 RMB'000 人民幣千元	2021 2021 年 RMB'000 人民幣千元
Cost of inventories sold	已售存貨成本	145,242	131,489
Write-down of inventories and other contract costs	存貨及合同成本 跌價準備	-	658
		145,242	132,147

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12. CONTRACT ASSETS

12. 合同資產

		At 30 September 2022	At 31 March 2022
		於 2022 年 9 月 30 日	於 2022 年 3 月 31 日
		RMB'000 人民幣千元	RMB'000 人民幣千元
Arising from performance under contracts with customers	履行客戶合同所產生	55,468	48,910
Less: loss allowance	減：虧損撥備	947	857
		54,521	48,053

13. TRADE AND BILL RECEIVABLES

13. 貿易應收款項及應收票據

		At 30 September 2022	At 31 March 2022
		於 2022 年 9 月 30 日	於 2022 年 3 月 31 日
		RMB'000 人民幣千元	RMB'000 人民幣千元
Trade receivables	貿易應收款項	331,151	305,004
Bill receivables	應收票據	4,753	6,800
		335,904	311,804
Less: loss allowance	減：虧損撥備	22,749	16,353
		313,155	295,451

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13. TRADE RECEIVABLES (Continued)

(a) Ageing analysis

The ageing analysis of trade and bill receivables, based on the invoice date and net of allowance, of the Group is as follows:

		At 30 September 2022 於 2022 年 9 月 30 日 RMB'000 人民幣千元	At 31 March 2022 於 2022 年 3 月 31 日 RMB'000 人民幣千元
Less than 1 year	少於一年	284,559	272,653
1 to 2 years	一至兩年	21,509	17,057
2 to 3 years	兩至三年	7,087	5,741
Over 3 years	三年以上	-	-
		313,155	295,451

The Group generally requires customers to settle progress billings and retention receivables in accordance with contracted terms. Credit terms of 90 days may be granted to certain customers for progress billings.

(b) Impairment of trade receivables

Impairment losses in respect of trade and bill receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade and bill receivables directly.

13. 貿易應收款項 (續)

(a) 賬齡分析

本集團貿易應收款項及應收票據按發票日期及扣除撥備後的賬齡分析如下：

		At 30 September 2022 於 2022 年 9 月 30 日 RMB'000 人民幣千元	At 31 March 2022 於 2022 年 3 月 31 日 RMB'000 人民幣千元
Less than 1 year	少於一年	284,559	272,653
1 to 2 years	一至兩年	21,509	17,057
2 to 3 years	兩至三年	7,087	5,741
Over 3 years	三年以上	-	-
		313,155	295,451

本集團一般要求客戶根據合同條款清償進度付款及應收保留款項。若干客戶可就進度付款獲授予 90 天的信貸期。

(b) 貿易應收款項減值

有關貿易應收款項及應收票據的減值虧損以撥備賬入賬，除非本集團信納收回金額的可能性甚微，在此情況下，減值虧損則直接於貿易應收款項及應收票據撤銷。

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14. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

14. 預付款項、押金及其他應收款項

		At 30 September 2022 於 2022 年 9 月 30 日 RMB'000 人民幣千元	At 31 March 2022 於 2022 年 3 月 31 日 RMB'000 人民幣千元
Amounts due from a related party (Note (i))	應收關聯方款項 (附註 (i))	1,938	38
Prepayment for technical service fee	技術服務費預付款項	3,050	1,394
Prepayment for miscellaneous expenses	其他開支預付款項	6,700	1,050
Staff advances and other deposits	員工墊款及其他押金	5,198	4,535
Others	其他	997	875
		17,883	7,892
Less: loss allowance	減：虧損撥備	2,301	1,833
		15,582	6,059

(i) As at 30 September 2022, the amount was mainly a loan amounting to RMB1,900,000, granted to Beijing Beikong Zhike Energy Internet Company Limited, an associate of the Group, with the interest rates determined by reference to the rate charged by normal commercial banks for comparable loans, which will be due in April 2023.

(i) 截至2022年9月30日，該筆款項主要是授予本集團的聯營公司北京北控智科能源互聯網有限公司的貸款。貸款本金為人民幣1,900,000元，利率參照正常商業銀行對可比貸款收取的利率確定，貸款將於2023年4月到期。

15. CASH AT BANK AND ON HAND

15. 銀行結餘及現金

		At 30 September 2022 於 2022 年 9 月 30 日 RMB'000 人民幣千元	At 31 March 2022 於 2022 年 3 月 31 日 RMB'000 人民幣千元
Total cash at bank and on hand	銀行結餘和現金總額	16,670	37,924
Less: restricted cash	減：受限制現金	-	9,327
Cash and cash equivalents	現金及現金等價物	16,670	28,597

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15. CASH AT BANK AND ON HAND (Continued)

The Group's operations in the PRC (excluding Hong Kong) are conducted in RMB. RMB is not a freely convertible currency and the remittance of RMB out of the PRC (excluding Hong Kong) is subject to the relevant rules and regulations of the foreign exchange controls promulgated by the PRC government.

As of the end of the Reporting Period, restricted cash is nil (31 March 2022: RMB9,327,000) of cash and cash equivalents which has been pledged for the loan from the bank.

As of the end of the Reporting Period, cash and cash equivalents situated in Mainland China amounted to RMB6,453,000 (31 March 2022: RMB27,354,000). Remittance of funds out of Mainland China is subject to relevant rules and regulations of foreign exchange control.

16. TRADE PAYABLES

		At 30 September 2022 於 2022 年 9 月 30 日 RMB'000 人民幣千元	At 31 March 2022 於 2022 年 3 月 31 日 RMB'000 人民幣千元
Trade payables to related parties	應付關聯方的貿易款項	2,728	2,728
Trade payables to third parties	應付第三方的貿易款項	68,895	92,499
		71,623	95,227

All of the trade payables are expected to be settled within one year or are repayable on demand.

The ageing analysis of the Group's trade payables, based on the invoice date, is as follows:

		At 30 September 2022 於 2022 年 9 月 30 日 RMB'000 人民幣千元	At 31 March 2022 於 2022 年 3 月 31 日 RMB'000 人民幣千元
Less than 1 year	少於一年	49,213	71,831
1 to 2 years	一至兩年	20,028	21,388
2 to 3 years	兩至三年	1,643	1,361
Over 3 years	三年以上	739	647
		71,623	95,227

15. 銀行結餘及現金 (續)

本集團在中國（不包括香港）的業務以人民幣進行。人民幣乃不可自由兌換的貨幣，匯出中國（不包括香港）的資金受中國政府頒布的外匯管制相關規則和條例所規限。

截至報告期末，被銀行抵押用于貸款的限制性現金為零（2022年3月31日：人民幣9,327,000元）

截至報告期末，位於中國大陸的現金及現金等價物為人民幣6,453,000元（2022年3月31日：人民幣27,354,000元）。將資金匯出中國大陸須遵守外匯管理的相關規章制度。

16. 貿易應付款項

所有貿易應付款項預期於一年內償還或於要求時償還。

本集團按發票日期的貿易應付款項賬齡分析如下：

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17. OTHER PAYABLES AND ACCRUALS

17. 其他應付款項及應計開支

		At 30 September 2022 於 2022 年 9 月 30 日 RMB'000 人民幣千元	At 31 March 2022 於 2022 年 3 月 31 日 RMB'000 人民幣千元
Amounts due to related parties	應付關聯方款項	9,559	9,559
Amounts due to a third party	來自一名第三方的現金墊款	599	854
Other taxes payables	其他應付稅項	18,364	15,102
Payables for staff related cost	員工相關成本應付款項	9,526	6,347
Lease liability (within 1 year)	租賃負債 (1 年內)	332	615
Others	其他	4,739	5,013
		43,119	37,490

18. DEFERRED TAX ASSETS AND LIABILITIES

18. 遞延稅項資產及負債

Movement of each component of deferred tax assets and liabilities

The deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year/period are as follows:

遞延稅項資產及負債的各部分變動

於綜合財務狀況表中確認的遞延稅項資產/(負債)及於年/期內的變動如下:

		Capitalisation of intangible assets and subsequent amortisation 無形資產 資本化及 其後攤銷 RMB'000 人民幣千元	Unrealised profits from sales within the Group 本集團內銷售 所得未 變現溢利 RMB'000 人民幣千元	Allowance for receivables and inventories 應收款項及 存貨撥備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Deferred tax arising from:	來自下列各項的遞延稅項:				
At 1 April 2021	於 2021 年 4 月 1 日	(2,965)	193	2,105	(667)
Credited/(charged) to the consolidated statement of profit or loss	計入/(扣自) 綜合損益表	1,008	(102)	1,319	2,225
At 31 March 2022	於 2022 年 3 月 31 日	(1,957)	91	3,424	1,558
At 1 April 2022	於 2022 年 4 月 1 日	(1,957)	91	3,424	1,558
Credited/(charged) to the consolidated statement of profit or loss (Note 7(a))	計入/(扣自) 綜合損益表 (附註 7(a))	404	(51)	1,050	1,403
At 30 September 2022	於 2022 年 9 月 30 日	(1,553)	40	4,474	2,961

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18. DEFERRED TAX ASSETS AND LIABILITIES
(Continued)

Reconciliation to the consolidated statement of
financial position

		At 30 September 2022 於 2022 年 9 月 30 日 RMB'000 人民幣千元	At 31 March 2022 於 2022 年 3 月 31 日 RMB'000 人民幣千元
Net deferred tax assets	遞延稅項資產淨值	2,961	1,558
At the end of the period/year	於期/年末	2,961	1,558

18. 遞延稅項資產及負債 (續)

綜合財務狀況表對賬

19. CAPITAL, RESERVES AND DIVIDENDS

(a) Dividends

Dividends payable to equity shareholders of the Company attributable to the interim period

The directors of the Company do not recommend the payment of an interim dividend for the six months ended 30 September 2022.

(b) Share capital

Movements in the Company's issued share capital are as follows:

19. 股本、儲備及股息

(a) 股息

中期應佔應付本公司權益股東股息。

截至 2022 年 9 月 30 日止六個月，本公司董事並不建議派付中期股息。

(b) 股本

本公司已發行股本變動如下：

		Number of shares 股份數目	Nominal value of ordinary shares 普通股面值 RMB'000 人民幣千元
Ordinary shares, issued and fully paid:	已發行及繳足普通股:		
At 31 March 2021, 31 March 2022 and 30 September 2022	於 2021 年 3 月 31 日, 2022 年 3 月 31 日及 2022 年 9 月 30 日	503,927,177	4,130

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19. CAPITAL, RESERVES AND DIVIDENDS (Continued)

(b) Equity settled share-based transactions

The Company has a share option scheme which was adopted on 5 February 2018 whereby the Directors are authorised, at their discretion, to grant eligible participants option to subscribe for the shares of the Company. On 30 July 2018, the Company offered to grant share options (the "Granted Share Options") to certain eligible persons (including executive Directors and independent non-executive Directors of the Company) to subscribe for a total of 26,700,000 shares of the Company. For the share options granted, 20% vested on 30 June 2019; another 30% vested on 30 June 2020; and the remaining 50% vested on 30 June 2021, subject to the vesting condition. The exercise price is HKD0.80.

The Granted Share Options have expired on 31 December 2021, and no options were exercised.

(c) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

Neither the Company nor its subsidiaries is subject to externally imposed capital requirements.

19. 股本、儲備及股息（續）

(c) 以股權結算以股份為基礎的交易

本公司於2018年2月5日採納購股權計劃，據此，董事獲授權可酌情向合資格參與者授予購股權以認購本公司股份。於2018年7月30日，本公司向若干合資格人士（包括本公司執行董事及獨立非執行董事）要約授出購股權（「購股權」），以認購合共26,700,000股本公司股份。就已授出的購股權而言，20%於2019年6月30日歸屬；另外30%於2020年6月30日歸屬；而餘下50%於2021年6月30日歸屬（視乎歸屬條件而定）。行使價為0.80港元。

購股權已于2021年12月31日到期，概無購股權獲行使。

(d) 資本管理

本集團管理資本的主要目標為保障本集團繼續持續經營的能力，使其可繼續為股東提供回報及為其他利益相關者提供利益，並維持最具效益的資本架構以減少資本成本。

本集團積極及定期檢討及管理其資本結構，以在較高借款水平可能取得的較高股東回報與穩健資本狀況提供的優勢及保障之間保持平衡。

本公司及其附屬公司均不受外間實施的資本要求規限。

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20. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The IFRS 13, Fair value measurement requires to disclose the level of the fair value hierarchy within which the fair value measurements are categorised in their entirety. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

The carrying amounts of the Group's financial instruments carried at cost or amortised cost primarily including receivables and payables are not materially different from their fair values as at 30 September 2022, which are estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

20. 金融工具公平值計量

國際財務報告準則第13號公平價值計量須披露公平值層級，當中公平值計量按整體分類。公平值計量會參考估值方法所用輸入數據的可觀察程度及重要性劃分為不同層級，詳情如下：

- 第一級估值：僅使用第一級輸入數據（即相同資產或負債於計量日期在活躍市場上未經調整的報價）計量公平值。
- 第二級估值：使用第二級輸入數據（即不符合第一級的可觀察輸入數據）而非使用重大不可觀察輸入數據計量公平值。不可觀察輸入數據指無法從市場數據獲取的輸入數據。
- 第三級估值：使用重大不可觀察輸入數據計量公平值。

於2022年9月30日，本集團按成本或攤銷成本列賬的金融工具（主要包括應收款項及應付款項）的賬面值與其公平值並無重大差異，而公平值乃按本集團可獲得的類似金融工具的當前市場利率折現未來合同現金流量而估算。

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21. MATERIAL RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

		Six months ended 30 September 截至 9 月 30 日止六個月	
		2022 2022 年 RMB'000 人民幣千元	2021 2021 年 RMB'000 人民幣千元
Purchase of products	購買產品	-	673
Loan granted to Beijing Beikong Zhike Energy Internet Company Limited (Note 14(i))	授予北京北控智科能源互聯網有限公司的貸款 (附註 14(i))	1,900	-
Guarantee jointly provided by the executive director and director's spouse	執行董事及董事配偶共同提供的擔保	14,500	300

(b) Balances with related party

- (i) Accounts receivable and prepayment and other receivables comprised the following balances due from related parties:

		At 30 September 2022 於 2022 年 9 月 30 日 RMB'000 人民幣千元	At 31 March 2022 於 2022 年 3 月 31 日 RMB'000 人民幣千元
Trade payables:	貿易應付款項:		
- Beijing Beikong Zhike Energy Internet Company Limited	- 北京北控智科能源互聯網有限公司	2,728	2,728
Amounts due from a related party:	應收關聯方款項:		
- Beijing Beikong Zhike Energy Internet Company Limited	- 北京北控智科能源互聯網有限公司	1,938	38

21. 重大關聯方交易

(a) 與關聯方的交易

(b) 與關聯方的結餘

- (i) 應收賬款及預付款項以及其他應收款項包括下列應收關聯方的結餘：

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21. MATERIAL RELATED PARTY
TRANSACTIONS (Continued)

(b) Balances with related party (Continued)

- (ii) Other payables comprised the following balances due from related parties:

		At 30 September 2022 於 2022 年 9 月 30 日 RMB'000 人民幣千元	At 31 March 2022 於 2022 年 3 月 31 日 RMB'000 人民幣千元
Other payables (Note 17):	其他應付款項 (附註 17) :		
- Beijing Aige Reide Technology Company Limited	- 北京艾格瑞德 科技有限公司	8,779	8,779
- Beijing Aige Reide Technology Company Limited	- 北京艾格瑞德 科技有限公司	780	780

21. 重大關聯方交易 (續)

(b) 與關聯方的結餘 (續)

- (ii) 其他應付款項包括下列應收關聯方的結餘：

Corporate Information

公司資料

STOCK CODE

01933

COMPANY SECRETARY

HUI Yin Shan
ACG, ACS

AUTHORISED REPRESENTATIVES

WANG Dongbin
HUI Yin Shan

AUDITOR

KPMG *Certified Public Accountants*
Public Interest Entity Auditor registered in accordance with
the Financial Reporting Council Ordinance

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN THE PRC

9th Floor, Tower E, Jia Hua Mansion
No. 9, 3rd Shang Di Street
Haidian District
Beijing, China

股份代號

01933

公司秘書

許燕珊
英國特許秘書及行政人員公會及香港
公司治理公會的會員

授權代表

王東斌
許燕珊

核數師

畢馬威會計師事務所 *執業會計師*
於《財務匯報局條例》下的
註冊公眾利益實體核數師

註冊辦事處

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

中國主要營業地點

中國北京
海淀區
上地三街9號
嘉華大廈E座9層

Corporate Information

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

5/F, Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road, Hong Kong

INVESTOR INFORMATION

Corporate press releases, financial reports and other investor information are available online at the website of the Company.

INVESTOR RELATIONS CONTACT

Please direct enquiries to:
Facsimile: +852 2262 7843
Email: renzhi.zhou@oneforce.com.cn

WEBSITE ADDRESS

www.oneforce.com.hk

香港主要營業地點

香港
九龍觀塘道348號
宏利廣場5樓

開曼群島股份過戶登記處

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港夏愨道16號
遠東金融中心7樓

投資者資訊

公司新聞稿、財務報告及其他投資者資料均登載於本公司網站。

投資者聯絡人

如有查詢，請聯絡：
傳真：+852 2262 7843
電郵： renzhi.zhou@oneforce.com.cn

網站

www.oneforce.com.hk

Definitions

釋義

“Aipu Zhicheng” 「艾普智城」	北京艾普智城網絡科技有限公司 (Beijing Aipu Zhicheng Internet Technology Company Limited*), an enterprise established in the PRC with limited liability on 27 December 2013 and became a wholly-owned subsidiary of the Company on 28 February 2020 指北京艾普智城網絡科技有限公司，一間於2013年12月27日在中國成立的有限公司，並於2019年2月28日成為本公司的全資附屬公司
“Along Grid” 「愛朗格瑞」	北京愛朗格瑞科技有限公司 (Beijing Along Grid Technology Company Limited*), a wholly foreign owned enterprise established in the PRC with limited liability on 25 May 2011, a wholly-owned subsidiary of the Company 指北京愛朗格瑞科技有限公司，一間於2011年5月25日在中國成立的外商獨資有限公司，為本公司的全資附屬公司
“associate(s)” 「聯繫人」	has the meaning ascribed to it under the Listing Rules 指具有上市規則賦予該詞的涵義
“Board” 「董事會」	the board of Directors of the Company 指本公司董事會
“business day” 「營業日」	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong 指香港的銀行一般開門經營正常銀行業務的日子，且並非星期六、星期日或香港公眾假期
“BVI” 「英屬處女群島」	the British Virgin Islands 指英屬處女群島

Definitions

釋義

“CCBI Investments”	CCBI Investments Limited, an investment holding company incorporated with limited liability under the laws of the Cayman Islands on 10 November 2004 and an indirectly wholly-owned subsidiary of China Construction Bank Corporation, a company listed on the Main Board of the Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: 601939)
「CCBI Investments」	指CCBI Investments Limited，一間於2004年11月10日根據開曼群島法例註冊成立的投資控股有限公司，並為聯交所主板（股份代號：939）及上海證券交易所（股票代碼：601939）上市公司中國建設銀行股份有限公司的間接全資附屬公司
“Chance Talent”	Chance Talent Management Limited, a company incorporated in the BVI on 4 July 2007 with limited liability, which was wholly-owned by CCBI Investments as at the date of this report
「Chance Talent」	指Chance Talent Management Limited，一間於2007年7月4日在英屬處女群島註冊成立的有限公司，於本報告日期由CCBI Investments全資擁有
“Companies Act” or “Cayman Companies Act”	the Companies Act, Cap. 22 (Laws 3 of 1961, as consolidated and revised) of the Cayman Islands
「公司法」或「開曼公司法」	指開曼群島法例第22章公司法（1961年第3號法例，經綜合及修訂）
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
「公司條例」	指香港法例第622章公司條例，經不時修訂、補充或以其他方式修改
“Company” or “the Company”	OneForce Holdings Limited (元力控股有限公司), a company incorporated in the Cayman Islands on 5 July 2016 as an exempted company with limited liability
「本公司」	指元力控股有限公司，一間於2016年7月5日在開曼群島註冊成立的獲豁免有限公司
“CSG”	中國南方電網有限責任公司 (China Southern Power Grid Company Limited), an Independent Third Party, a major state-owned cross-provincial electric power grid company which is principally engaged in electric power transmission
「南方電網」	指中國南方電網有限責任公司，為獨立第三方，一間主要國有跨省電網公司，主要從事輸電業務
“Director(s)”	the director(s) of the Company
「董事」	指本公司董事

Definitions

釋義

“Founding Shareholders” 「創辦股東」	collectively, Smart East, Union Sino, Main Wealth, Long Eagle, Mr. WANG Dongbin, Mr. WU Zhanjiang, Mr. LI Kangying and Mr. CAO Wei 指Smart East、Union Sino、Main Wealth、Long Eagle、王東斌先生、吳戰江先生、李抗英先生及曹瑋先生的統稱
“Group”, “our Group”, “we” or “us” 「本集團」或「我們」	the Company and its subsidiaries at the relevant time 指本公司及其於有關時間的附屬公司
“HK\$” or “Hong Kong dollars” or “HK dollars” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 指香港法定貨幣港元
“Hong Kong” or “HK” 「香港」	the Hong Kong Special Administrative Region of the PRC 指中國香港特別行政區
“Hong Kong Branch Share Registrar” 「香港股份過戶登記分處」	Tricor Investor Services Limited, the Hong Kong Branch Share Registrar of the Company 指本公司香港股份過戶登記分處卓佳證券登記有限公司
“IMPG” 「內蒙古電力」	electric power grids covering Inner Mongolia, and managed by IMPG Group, a state-owned provincial electric power grid in the PRC 指覆蓋內蒙古的電網，由中國國有省級電網內蒙古電力集團管理
“IMPG Group” 「內蒙古電力集團」	內蒙古電力（集團）有限責任公司（Inner Mongolia Power (Group) Company Limited*），an Independent Third Party, a state-owned provincial electric power grid company, together with its subsidiaries, is principally engaged in the electric power transmission, transformation and distribution in the west Inner Mongolia 指內蒙古電力（集團）有限責任公司，為獨立第三方，一間國有省級電網公司，連同其附屬公司主要在內蒙古西從事輸電、變電及配電業務
“Independent Third Party(ies)” 「獨立第三方」	a person, persons, company or companies which is or are independent of, and not connected with (within the meaning under the Listing Rules), any directors, chief executive or substantial shareholders of the Company, any of its subsidiaries or any of their respective associate(s) 指獨立於本公司或其任何附屬公司的任何董事、主要行政人員或主要股東或彼等各自的任何聯繫人，且與該等人士概無關連（定義見上市規則）的人士或公司
“Inner Mongolia” 「內蒙古」	Inner Mongolia Autonomous Region of the PRC 指中國內蒙古自治區

Definitions

釋義

“internet of things” or “IoT” 「物聯網」	an information accessing media that is based on internet and telecommunication network, which connects all individually traceable devices, and is characterised with smart, advanced and three key features 指一個基於互聯網及電信網的信息承載體，讓所有能夠被獨立尋址的設備互聯互通，其具有智能、先進及三個重要特徵
“Listing” 「上市」	listing of the Shares on the Stock Exchange on 2 March 2018 指股份於2018年3月2日在聯交所上市
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time 指聯交所證券上市規則，經不時修訂、補充或以其他方式修改
“Long Eagle” 「Long Eagle」	LONG EAGLE INTERNATIONAL LIMITED, a company incorporated in the BVI on 26 November 2015 with limited liability, which is wholly owned by Mr. CAO Wei, a Substantial Shareholder and one of the Founding Shareholders 指LONG EAGLE INTERNATIONAL LIMITED，一間於2015年11月26日在英屬處女群島註冊成立的有限公司，由曹瑋先生(主要股東及創辦股東之一)全資擁有
“Main Board” 「主板」	the Main Board of the Stock Exchange 指聯交所主板
“Main Wealth” 「Main Wealth」	MAIN WEALTH DEVELOPMENT LIMITED, a company incorporated in the BVI on 18 March 2016 with limited liability, which is wholly owned by Mr. LI Kangying, a Substantial Shareholder and one of the Founding Shareholders 指MAIN WEALTH DEVELOPMENT LIMITED，一間於2016年3月18日在英屬處女群島註冊成立的有限公司，由李抗英先生(主要股東及創辦股東之一)全資擁有
“PRC” or “China” 「中國」	the People’s Republic of China, except where the context requires otherwise, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 指中華人民共和國，除非文義另有所指，否則不包括香港、中國澳門特別行政區及台灣
“RMB” 「人民幣」	Renminbi, the official currency of the PRC 指中國官方貨幣人民幣
“SFC” 「證監會」	the Securities and Futures Commission of Hong Kong 指香港證券及期貨事務監察委員會
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time 指香港法例第571章證券及期貨條例，經不時修訂、補充或以其他方式修改

Definitions

釋義

“SGCC”	國家電網有限公司 (State Grid Corporation of China), an Independent Third Party, a major state-owned cross-provincial electric power grid company, are principally engaged in electric power transmission, transformation and distribution in the PRC, other than the west Inner Mongolia and Southern China
「國家電網」	指國家電網有限公司，為獨立第三方，一間主要國有跨省電網公司，主要於中國(內蒙古西及華南除外)從事輸電、變電及配電業務
“Share(s)”	ordinary share(s) of the Company with a nominal value of HK\$0.01 each, subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
「股份」	指本公司每股面值0.01港元的普通股，以港元認購及買賣並於聯交所上市
“Shareholder(s)”	holder(s) of the Share(s)
「股東」	指股份持有人
“Smart East”	SMART EAST LIMITED, a company incorporated in the BVI on 27 November 2015 with limited liability, which is wholly owned by Mr. WANG Dongbin, a Substantial Shareholder and one of the Founding Shareholders
「Smart East」	指SMART EAST LIMITED，一間於2015年11月27日在英屬處女群島註冊成立的有限公司，由王東斌先生(主要股東及創辦股東之一)全資擁有
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
「聯交所」	指香港聯合交易所有限公司
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance
「附屬公司」	指具有公司條例賦予該詞的涵義
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
「主要股東」	指具有上市規則賦予該詞的涵義
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs in Hong Kong as approved by the SFC and as amended, supplemented or otherwise modified from time to time
「收購守則」	指香港公司收購、合併及股份回購守則，經證監會批准並經不時修訂、補充或以其他方式修改
“Union Sino”	UNION SINO HOLDINGS LIMITED, a company incorporated in the BVI on 4 January 2016 with limited liability, which is wholly owned by Mr. WU Zhanjiang, a Substantial Shareholder and one of the Shareholders
「Union Sino」	指UNION SINO HOLDINGS LIMITED，一間於2016年1月4日在英屬處女群島註冊成立的有限公司，由吳戰江先生(主要股東及股東之一)全資擁有
“VAT”	value-added tax
「增值稅」	指增值稅



元力控股有限公司
OneForce Holdings Limited

