

North Asia Strategic Holdings Limited 北亞策略控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 8080)

2022/23

First Quarterly Report 第一季度業績報告



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This report, for which the directors (the “Directors” or the “Board”) of North Asia Strategic Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to North Asia Strategic Holdings Limited. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」) GEM 的特色

GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本報告的資料乃遵照聯交所《GEM證券上市規則》(「GEM上市規則」)而刊載，旨在提供有關北亞策略控股有限公司的資料；北亞策略控股有限公司的董事(「董事」或「董事會」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。

RESULTS

The Board of directors (the “Board”) of North Asia Strategic Holdings Limited (the “Company”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 30th June 2022, together with the comparative unaudited figures of the corresponding period in 2021.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

業績

北亞策略控股有限公司(「本公司」)董事會(「董事會」)提呈本公司及其附屬公司(合稱「本集團」)截至二零二二年六月三十日止三個月之未經審核簡明綜合業績，連同二零二一年同期之未經審核比較數字。

未經審核簡明綜合損益表

		For the three months ended 30th June 截至六月三十日止三個月		
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	
	Notes 附註			
Revenue	收入	3	420,274	639,396
Cost of sales	銷售成本		(349,801)	(535,724)
Gross profit	毛利		70,473	103,672
Other income and gains, net	其他收入及收益，淨額		1,030	4,268
Selling and distribution expenses	銷售及分銷費用		(36,985)	(34,884)
General and administrative expenses	一般及行政費用		(60,313)	(46,060)
Other expenses	其他費用		—	(37)
Operating (loss)/profit	經營(虧損)/溢利		(25,795)	26,959
Finance income	財務收入	4	642	1,385
Finance costs	財務費用	4	(1,282)	(323)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		(26,435)	28,021
Income tax credit/(expense)	所得稅抵免/(支出)	5	1,844	(12,041)
(LOSS)/PROFIT FOR THE PERIOD	期內(虧損)/溢利		(24,591)	15,980
(Loss)/earnings per share attributable to ordinary shareholders of the Company	本公司普通股股東應佔每股(虧損)/盈利	6		
Basic (HK cents)	基本(港仙)		(5.8)	5.2
Diluted (HK cents)	攤薄(港仙)		(5.8)	5.2

**UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF COMPREHENSIVE INCOME**

未經審核簡明綜合全面收益表

**For the three months ended
30th June**

截至六月三十日止三個月

		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
(Loss)/profit for the period	期內(虧損)/溢利	(24,591)	15,980
OTHER COMPREHENSIVE (LOSS)/INCOME	其他全面(虧損)/收益		
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:	可能於其後期間重新分類至損益之其他全面(虧損)/收益：		
Currency translation differences of foreign operations	海外業務之貨幣換算差額	(16,597)	5,279
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD, NET OF TAX OF NIL	期內其他全面(虧損)/收益，除零稅項後淨額	(16,597)	5,279
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD	期內全面(虧損)/收益總額	(41,188)	21,259

Notes:

1. GENERAL INFORMATION

North Asia Strategic Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) are principally engaged in the following businesses during the period:

- **hi-tech distribution and services:** trading of surface mount technology (“SMT”) assembly equipment, machinery and spare parts and provision of related installation, training, repair and maintenance services for SMT assembly equipment;
- **leasing:** provision of finance to its customers via a wide array of assets under finance lease arrangements and operating lease arrangements, and trading of lease assets; and
- **property and investment holding.**

The Company is a limited liability company incorporated in Bermuda as an exempted company under the Bermuda Companies Act 1981 (the “Companies Act”). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and that of its principal place of business is Suite 1618, 16th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong.

The Company’s ordinary shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

This report is presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

This report has been approved and authorised for issue by the Company’s board of directors on 4th August 2022.

附註：

1. 一般資料

北亞策略控股有限公司(「本公司」)及其附屬公司(合稱「本集團」)於期內主要從事以下業務：

- **高科技產品分銷及服務：**表面貼裝技術(「SMT」)組裝設備、機器及零部件貿易，以及提供SMT組裝設備之相關安裝、培訓、維修及保養服務；
- **租賃：**透過融資租賃安排及經營租賃安排下之各種資產向其客戶提供融資以及租賃資產貿易；及
- **物業及投資控股。**

本公司為根據百慕達一九八一年公司法(「公司法」)於百慕達註冊成立之獲豁免有限公司。其註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而其主要營業地點之地址為香港中環康樂廣場1號怡和大廈16樓1618室。

本公司之普通股於香港聯合交易所有限公司(「聯交所」)GEM上市。

除另有說明外，本報告以港元(「港元」)呈列，所有價值均調整至最接近千位數。

本報告已於二零二二年八月四日經本公司董事會批准及授權刊發。

2. BASIS OF PREPARATION

This report has been prepared to comply with the disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules").

This report does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31st March 2022.

The accounting policies adopted in the preparation of this unaudited condensed consolidated financial information are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31st March 2022, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") effective as of 1st April 2022.

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendment to HKFRS 16	<i>Covid-19-Related Rent Concessions beyond 30 June 2021</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts — Cost of Fulfilling a Contract</i>
<i>Annual Improvements to HKFRSs 2018-2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

The adoption of the above new and revised HKFRSs has had no significant impact on the Group's result and financial position.

2. 編製基準

本報告乃遵照聯交所《GEM 證券上市規則》(「GEM 上市規則」)之披露規定編製而成。

本報告並不包括年度財務報表之所有資料及披露要求，故應與本集團截至二零二二年三月三十一日止年度之年度綜合財務報表一併閱覽。

除採納以下自二零二二年四月一日生效之新訂及經修訂香港財務報告準則(「香港財務報告準則」)外，編製本未經審核簡明綜合財務資料所採納之會計政策與編製本集團截至二零二二年三月三十一日止年度之年度綜合財務報表所依循者相符。

香港財務報告準則第3號修訂本	<i>概念框架之提述</i>
香港財務報告準則第16號修訂本	<i>2021年6月30日後的2019冠狀病毒病相關租金減免</i>
香港會計準則第16號修訂本	<i>物業、廠房及設備：擬定用途前所得款項</i>
香港會計準則第37號修訂本	<i>虧損性合約 — 履行合約之成本</i>
香港財務報告準則二零一八年至二零二零年之年度改進	香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號所附之闡釋範例及香港會計準則第41號修訂本

採納上述新訂及經修訂香港財務報告準則對本集團之業績及財務狀況並無重大影響。

3. REVENUE

An analysis of revenue is as follows:

3. 收入

收入分析如下：

		For the three months ended 30th June 截至六月三十日止三個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from contracts with customers (note)	來自與客戶合約之收入 (附註)		
Recognised at a point in time:	於某一時點確認：		
Sale of goods	銷售貨品	391,110	584,675
Sales support service	銷售支援服務	5,706	38,245
Recognised over time:	按時間確認：		
Commission and other services income	佣金及其他服務收入	14,001	6,781
		410,817	629,701
Revenue from other sources	來自其他來源之收入		
Income from finance lease arrangements	來自融資租賃安排之收入	1,806	3,454
Income from operating lease arrangements	來自經營租賃安排之收入	7,651	6,241
		420,274	639,396

		For the three months ended 30th June 截至六月三十日止三個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Note:	附註：		
Disaggregated revenue information	分拆收入資料		
<i>Geographic markets</i>	<i>地區市場</i>		
The PRC including Hong Kong	中國，包括香港	401,476	608,359
Asia — others	亞洲 — 其他	9,341	21,342
Total revenue from contract with customers	來自與客戶合約之總收入	410,817	629,701

4. FINANCE INCOME AND COSTS

An analysis of finance income and costs is as follows:

4. 財務收入及費用

財務收入及費用分析如下：

		For the three months ended 30th June 截至六月三十日止三個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Finance income:	財務收入：		
Interest income from bank deposits	銀行存款之利息收入	642	1,385
Finance costs:	財務費用：		
Interest on bank and other borrowings	銀行及其他借貸之利息	157	53
Interest on lease liabilities	租賃負債之利息	1,125	270
		1,282	323

5. INCOME TAX (CREDIT)/EXPENSE

The Company is exempted from taxation in Bermuda until 2035. Hong Kong profits tax has been calculated at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits for the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2021: HK\$2,000,000) of assessable profits of this subsidiary is taxed at 8.25% (2021: 8.25%) and the remaining assessable profits are taxed at 16.5% (2021: 16.5%).

Subsidiaries established in Mainland China are subject to Mainland China corporate income tax at the standard rate of 25% (2021: 25%).

The amounts of income tax expense recorded in the unaudited condensed consolidated statement of profit or loss represent:

5. 所得稅(抵免)/支出

本公司獲豁免繳納百慕達稅項直至二零三五年。香港利得稅就期內估計應課稅溢利按稅率16.5%(二零二一年:16.5%)計算,惟本集團根據利得稅率兩級制為合資格實體之一間附屬公司除外。該附屬公司首2,000,000港元(二零二一年:2,000,000港元)之應課稅溢利按稅率8.25%(二零二一年:8.25%)繳稅,而餘下應課稅溢利則按稅率16.5%(二零二一年:16.5%)繳稅。

於中國內地成立之附屬公司須按25%(二零二一年:25%)之標準稅率繳納中國內地企業所得稅。

於未經審核簡明綜合損益表入賬之所得稅支出金額指:

		For the three months ended 30th June 截至六月三十日止三個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Current taxation	當期稅項		
Hong Kong profits tax	香港利得稅		
— current period	— 本期間	—	8,770
Mainland China corporate income tax	中國內地企業所得稅		
— current period	— 本期間	1,772	140
— (over)/under-provision in prior year	— 過往年度(超額撥備)/撥備不足	(497)	3,512
Deferred	遞延	(3,119)	(381)
		(1,844)	12,041

6. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share is calculated by dividing the Group's (loss)/profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the period.

The weighted average number of ordinary shares adopted in the calculation of the basic and diluted earnings per share for the three months ended 30th June 2021 has been adjusted to reflect the impact of the Open Offer (as defined in note 8 to the unaudited condensed consolidated results) completed on 13th May 2021.

The calculation of the diluted earnings per share amounts for the three months ended 30th June 2021 is based on the profit for the period attributable to ordinary shareholders of the Company. The weighted average number of ordinary shares used in the calculation was the total of the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all share options.

No adjustment has been made to the basic loss per share amount presented for the three months ended 30th June 2022 in respect of a dilution as the impact of the share options had an anti-dilutive effect on the basic loss per share amount presented.

6. 每股(虧損)/盈利

每股基本(虧損)/盈利乃透過將本公司股東應佔本集團之(虧損)/溢利除以期內已發行普通股之加權平均數計算。

計算截至二零二一年六月三十日止三個月之每股基本及攤薄盈利時採用的普通股之加權平均數已予以調整，以反映於二零二一年五月十三日完成之公開發售(定義見未經審核簡明綜合業績附註8)之影響。

截至二零二一年六月三十日止三個月之每股攤薄盈利乃按本公司普通股股東應佔期內溢利計算。於計算時使用之普通股加權平均數是用於計算每股基本盈利時使用之期內已發行普通股總數，以及假設因視為行使所有購股權而已無償發行之普通股加權平均數。

截至二零二二年六月三十日止三個月，概無就攤薄對呈列之每股基本虧損金額作出調整，乃由於購股權對呈列之每股基本虧損具有反攤薄作用之影響。

		For the three months ended 30th June 截至六月三十日止三個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
(Loss)/earnings	(虧損)/盈利		
(Loss)/profit attributable to the shareholders of the Company, used in the basic and diluted (loss)/earnings per share calculation	用於計算每股基本及攤薄(虧損)/盈利時使用之本公司股東應佔(虧損)/溢利	(24,591)	15,980

6. (LOSS)/EARNINGS PER SHARE (Continued)

6. 每股(虧損)/盈利(續)

		Number of shares For the three months ended 30th June 截至六月三十日止三個月 之股份數目	
		2022 二零二二年 (Unaudited) (未經審核)	2021 二零二一年 (Unaudited) (未經審核)
Shares	股份		
Weighted average number of ordinary shares in issue, used in the basic earnings per share calculation	用於計算每股基本盈利時使用之已發行普通股加權平均數	425,125,311	304,698,014
Effect of dilution — weighted average number of ordinary shares: Assumed to have been issued at no consideration on deemed exercise of all share options outstanding during the period	攤薄效應 — 普通股加權平均數： 假設期內全部尚未行使購股權行使時被視為已以無償代價發行	—	422,332
Weighted average number of ordinary shares in issue, used in the diluted earnings per share calculation	用於計算每股攤薄盈利之已發行普通股加權平均數	425,125,311	305,120,346

7. DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the three months ended 30th June 2022 (2021: Nil).

8. EQUITY

Movements in unaudited consolidated equity are as follows:

		(Unaudited) (未經審核)			
		Share capital	Other reserves	Retained earnings	Total
		股本	其他儲備	保留盈利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Balances at 1st April 2022	於二零二二年四月一日之結餘	42,512	1,212,801	192,129	1,447,442
Loss for the period	期內虧損	—	—	(24,591)	(24,591)
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	(16,597)	—	(16,597)
Total comprehensive loss for the period	期內全面虧損總額	—	(16,597)	(24,591)	(41,188)
Balances at 30th June 2022	於二零二二年六月三十日之結餘	42,512	1,196,204	167,538	1,406,254

7. 股息

董事不建議派付截至二零二二年六月三十日止三個月之中期股息(二零二一年:無)。

8. 權益

未經審核綜合權益變動如下:

8. EQUITY (Continued)

		(Unaudited) (未經審核)			
		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balances at 1st April 2021	於二零二一年四月一日之結餘	27,258	1,105,473	112,336	1,245,067
Profit for the period	期內溢利	—	—	15,980	15,980
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	5,279	—	5,279
Total comprehensive income for the period	期內全面收益總額	—	5,279	15,980	21,259
Open offer (note (a))	公開發售(附註(a))	5,452	33,255	—	38,707
Open offer expenses (note (a))	公開發售費用(附註(a))	—	(2,411)	—	(2,411)
Share option exercised (note (b))	已行使購股權(附註(b))	769	5,469	—	6,238
Equity-settled share-based transactions (note (b))	以權益結算及以股份付款交易 (附註(b))	—	8,367	—	8,367
Balances at 30th June 2021	於二零二一年六月三十日之結餘	33,479	1,155,432	128,316	1,317,227

Note:

- (a) On 13th May 2021, the Company completed an open offer of one offer share for every five existing shares of the Company held by qualifying shareholders at a subscription price of HK\$0.71 per offer share (the "Open Offer") and a total of 54,516,161 offer shares were issued at a total cash consideration, before expenses, of approximately HK\$38,707,000.

Upon the completion of the Open Offer, the share capital and share premium were increased by approximately HK\$5,452,000 and HK\$33,255,000, respectively. The related expenses charged to share premium account amounted to approximately HK\$2,411,000.

Details of the Open Offer were disclosed in the Company's circular dated 21st April 2021 and the results of the Open Offer were set out in the Company's announcement dated 12th May 2021.

附註：

- (a) 於二零二一年五月十三日，本公司完成按合資格股東每持有五股本公司現有股份獲配發一股發售股份之基準以認購價每股發售股份0.71港元進行之公開發售（「公開發售」），合共54,516,161股發售股份已獲發行，總現金代價（扣除費用前）約為38,707,000港元。

完成公開發售後，股本及股份溢價分別增加約5,452,000港元及33,255,000港元。計入股份溢價賬之相關開支約2,411,000港元。

有關公開發售之詳情披露於本公司日期為二零二一年四月二十一日之通函，以及公開發售之結果載於本公司日期為二零二一年五月十二日之公告。

8. EQUITY (Continued)

Note: (Continued)

(b) Share options of the Company

On 4th September 2014, the shareholders of the Company approved the adoption of a share option scheme (the "2014 Scheme"). Under the terms of the 2014 Scheme, the Board may at its discretion offer share options to any employee, agent, consultant or representative of the Company or any subsidiary, including any executive or non-executive director of the Company or any subsidiary or any other person whom the Board considers, in its sole discretion, has contributed or will contribute to the Group (the "Participants"). The principal purpose of the 2014 Scheme is to reward the Participants who have contributed or will contribute to the Group and to encourage the Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The 2014 Scheme shall be valid and effective for a period of ten years commencing on the adoption date.

The movement in the number of share options outstanding and their related weighted average exercise price are as follows:

		Weight average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of share options 購股權 數目
At 1st April 2020, 31st March 2021 and 1st April 2021	於二零二零年四月一日、二零二一年三月三十一日 及二零二一年四月一日	0.98	14,931,200
Adjusted upon open offer	公開發售後調整	—	165,533
Exercised during the period	期內行使	0.81	(7,692,345)
Granted during the period	期內授出	0.71	19,484,000
At 30th June 2021	於二零二一年六月三十日	0.83	26,888,388
At 31st March 2022, 1st April 2022 and 30th June 2022	於二零二二年三月三十一日、二零二二年四月一日及 二零二二年六月三十日	0.87	18,928,388

8. 權益(續)

附註：(續)

(b) 本公司購股權

於二零一四年九月四日，本公司股東批准採納購股權計劃（「二零一四年計劃」）。根據二零一四年計劃之條款，董事會可酌情向本公司或任何附屬公司之任何僱員、代理、顧問或代表，包括本公司或任何附屬公司之任何執行或非執行董事或董事會按其絕對酌情判斷對本集團作出貢獻或將作出貢獻之任何其他人士（「參與者」）授出購股權。二零一四年計劃主要旨在獎勵對本集團作出貢獻或將作出貢獻之參與者，並鼓勵參與者以本公司及其股東之整體利益為目標，努力提升本公司及其股份之價值。二零一四年計劃由採納日期起計十年期間內有效及生效。

尚未行使之購股權數目變動及其有關加權平均行使價如下：

8. EQUITY (Continued)

Note: (Continued)

(b) Share options of the Company (Continued)

During the three months ended 30th June 2022, no share options granted were exercised.

The closing price at the date of exercise for share options exercised during the three months ended 30th June 2021 was HK\$0.86 per share.

The exercise price and exercise period of the share options outstanding as at the end of the reporting period are as follows:

As at 30th June 2022

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
7,404,388	1.14	16th August 2017 – 15th August 2027 二零一七年八月十六日至二零二七年八月十五日
11,524,000	0.70	24th December 2021 – 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日
<u>18,928,388</u>		

As at 30th June 2021

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
7,404,388	1.14	16th August 2017 – 15th August 2027 二零一七年八月十六日至二零二七年八月十五日
19,484,000	0.71	18th June 2021 – 17th June 2031 二零二一年六月十八日至二零三一年六月十七日
<u>26,888,388</u>		

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

8. 權益(續)

附註：(續)

(b) 本公司購股權(續)

截至二零二二年六月三十日止三個月，概無已授出購股權獲行使。

截至二零二一年六月三十日止三個月內行使之購股權於行使日期的收市價為每股0.86港元。

於報告期末，尚未行使之購股權的行使價及行使期如下：

於二零二二年六月三十日

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
7,404,388	1.14	16th August 2017 – 15th August 2027 二零一七年八月十六日至二零二七年八月十五日
11,524,000	0.70	24th December 2021 – 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日

於二零二一年六月三十日

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
7,404,388	1.14	16th August 2017 – 15th August 2027 二零一七年八月十六日至二零二七年八月十五日
19,484,000	0.71	18th June 2021 – 17th June 2031 二零二一年六月十八日至二零三一年六月十七日

* 購股權之行使價可因供股或紅股發行或本公司股本之其他類似變動而調整。

8. EQUITY (Continued)

Note: (Continued)

(b) Share options of the Company (Continued)

The fair value of the share options granted during the three months ended 30th June 2021, determined using a binomial model, was approximately HK\$8,367,000. The Group had recognised a share option expense of HK\$8,367,000 during the three months ended 30th June 2021. No share option was granted during the three months ended 30th June 2022.

The fair value of equity-settled share options granted during the three months ended 30th June 2021 was determined as at the date of grant using a binomial model, taking into account the terms and conditions upon which the share options were granted. The following table lists the inputs to the model used:

Expected dividend yield (%)	0.000
Expected volatility (%)	71.913
Risk-free interest rate (%)	1.354
Exercise multiple (times)	2.80

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the share options granted was incorporated into the measurement of fair value.

8. 權益(續)

附註：(續)

(b) 本公司購股權(續)

以二項式模式釐定於截至二零二一年六月三十日止三個月授出之購股權公允值約8,367,000港元。本集團已於截至二零二一年六月三十日止三個月確認購股權開支8,367,000港元。截至二零二二年六月三十日止三個月並無授出購股權。

於截至二零二一年六月三十日止三個月授出之以權益結算之購股權之公允值為於授出日期使用二項式模式釐定，並已考慮已授出購股權之條款及條件。下表列示使用該模式之輸入數據：

預期股息收益率(%)	0.000
預期波幅(%)	71.913
無風險利率(%)	1.354
行使倍數(次)	2.80

預期波幅反映過往波幅為未來趨勢之指標之假設，亦未必為實際結果。

於進行公允值計量時，並無計及已授出購股權之其他特點。

BUSINESS REVIEW

Financial and Business Performance

For the three months ended 30th June 2022 (the “quarter”), the Group recorded unaudited consolidated revenue of approximately HK\$420,274,000, representing a decrease of 34.3% from approximately HK\$639,396,000 in the corresponding period last year.

During the quarter, the Group’s hi-tech distribution and services division recorded a decrease in revenue of 37.5%, compared to corresponding period last year. The decrease was due to the continued semiconductor chips shortage, sluggish demand in global mobile phone market and lockdowns in China that caused many China mobile phone manufacturers production and logistics disruptions, which had led significant drop in orders during the first quarter of 2022 that are to be completed in the quarter as they delay or scale down their acquisition plans. The leasing division recorded an increase in revenue of 28.4% compared to corresponding period last year mainly due to increase in amount of disposal of operating lease assets during the quarter.

During the quarter, the Group’s total operating expenses amounted to approximately HK\$97,298,000, representing an increase of 20.2% from approximately HK\$80,944,000 in the corresponding period last year. The increase in operating expenses was mainly because the Group recorded a net exchange loss of approximately HK\$17,701,000 from depreciation of both Japanese Yen and Renminbi against Hong Kong dollar.

業務回顧

財務及業務表現

截至二零二二年六月三十日止三個月（「本季度」），本集團錄得未經審核綜合收入約420,274,000港元，較去年同期約639,396,000港元下跌34.3%。

於本季度，本集團之高科技產品分銷及服務分部錄得之收入較去年同期減少37.5%。減少由於半導體芯片持續短缺、全球手機市場需求低迷以及中國進入封鎖狀態導致眾多中國手機製造商之生產及物流遭到中斷，導致二零二二年第一季度收到並本該於本季度完成之訂單顯著下降，乃因彼等已推遲或縮減收購計劃。租賃分部錄得收益較去年同期增加28.4%，主要是由於在本季度出售經營租賃資產款項增加。

於本季度，本集團經營費用總額約為97,298,000港元，較去年同期約80,944,000港元增加20.2%。經營費用增加主要由於日圓及人民幣兌港元貶值導致本集團錄得匯兌虧損淨額約17,701,000港元。

The Group has upgraded its ERP system to enhance its operation capacity, supply chain efficiency and inventory management to ensure sustainable development of its business. As the Group is committed to provide reliable cutting-edge services to our customers, it has spent more on staff training for retention of talents. During the quarter, the Group's total operating spent (excluding the exchange loss) to the revenue ratio was increased to 18.4% from 12.6% in corresponding period last year.

During the quarter, the Group recorded an unaudited consolidated net loss of approximately HK\$24,591,000, compared to an unaudited consolidated net profit of HK\$15,980,000 in the corresponding period last year. The unaudited basic loss per share in the quarter was approximately HK5.8 cents, compared to the unaudited basic earnings per share of approximately HK5.2 cents in the corresponding period.

Below is a summary of the financial and business highlights of the Group's business divisions. The profit/loss figures disclosed below do not include any intra-group sales and charges, as they are eliminated upon consolidation.

本集團已升級其ERP系統以強化其營運能力、供應鏈效率及存貨管理確保其業務的可持續發展。由於本集團致力為客戶提供可靠的最新科技服務，其已在員工培訓及挽留人才方面投放更多開支。於本季度，本集團經營費用總額(不包括匯兌虧損)佔收入的比例較去年同期的12.6%上升至18.4%。

就本季度而言，本集團錄得未經審核綜合虧損淨額約24,591,000港元，而去年同期則錄得未經審核綜合純利15,980,000港元。本季度未經審核每股基本虧損約為5.8港仙，而同期則為未經審核每股基本盈利約5.2港仙。

以下為本集團業務分部之財務及業務摘要。由於集團內公司間之銷售及費用已於綜合入賬時對銷，故以下披露之溢利／虧損數字並不包括任何該等款項。

Hi-Tech Distribution and Services Division

The Group conducts its hi-tech distribution and services business through its wholly-owned subsidiary, American Tec Company Limited (“AMT”). AMT is a leader in Asia in the business of distribution, sales and service of SMT equipment, semiconductor manufacturing equipment and software on manufacturing control, with a history of more than 30 years in serving its customers in the hi-technology sector. AMT’s team of more than 250 engineers and customer care staff are located in more than 25 cities in China, South-East Asia, Vietnam and India. Customers include most of the major telecom and electronic equipment manufacturers in the world. AMT is especially well positioned with the growing base of Chinese manufacturers. Its suppliers include leading equipment and solutions manufacturers from Asia, the United States and Europe.

During the quarter, the unaudited revenue of the division was approximately HK\$379,798,000, representing a decrease of 37.5% from approximately HK\$607,861,000 in the corresponding period last year. The significant decrease of revenue from direct machine sales was mainly due to shortage of semiconductor chips and sluggish demand in global mobile phone market from start of 2022 and strict pandemic control policy causing lockdowns in major cities in China to combat the Omicron outbreak. The division’s customers, mainly mobile phone manufacturers in China, had experienced disruptions in component production and logistics that affected most of their vendor’s 2022 Q2 shipments, both in China and worldwide. The division has noted that its customers have also been delaying or scaling down their manufacturing facilities acquisition plans which contributed to a significant drop in orders placed to the Group during the first quarter of 2022. Both factors have led to a reduction in completion of orders during the quarter and consequently a decrease in the revenue of the division.

高科技產品分銷及服務分部

本集團透過其全資附屬公司美亞電子科技有限公司（「美亞科技」）經營高科技產品分銷及服務業務。美亞科技為亞洲SMT設備、半導體製造設備及製造過程控制軟件之分銷、銷售及服務業務之領導者，為高科技行業之客戶提供服務逾30年。美亞科技之團隊由逾250名工程師及客戶服務員工組成，分佈於中國、東南亞、越南及印度逾25個城市。客戶包括全球大部分主要電訊及電子設備製造商。隨着中國製造商不斷增加，美亞科技具備之條件尤為有利。其供應商包括來自亞洲、美國及歐洲之領先設備及解決方案製造商。

於本季度，該分部之未經審核收入約為379,798,000港元，較去年同期約607,861,000港元減少37.5%。直接機器銷售收入大幅減少主要由於半導體芯片短缺及自二零二二年開始全球手機市場需求低迷，以及為應對Omicron爆發而採取嚴格疫情控制政策導致中國主要城市進入封鎖狀態所致。該分部客戶（主要為中國手機製造商）之零部件生產及物流遭到中斷，影響大部分供應商於中國及全球的二零二二年第二季度出貨量。該分部注意到其客戶亦一直推遲或縮減其製造設施收購計劃，導致本集團於二零二二年第一季度之訂單大幅下跌，兩項因素進而令本季度之完成訂單減少，因此，該分部之收益有所下降。

During the quarter, the division recorded direct machine sales of approximately HK\$339,717,000, representing a decrease of 38.0% from approximately HK\$547,934,000 in the corresponding period last year. It also recorded sales support service, commission and other services income of approximately HK\$19,707,000 representing a decrease of 56.2% from approximately HK\$45,026,000 in the corresponding period last year. Sales of spare parts and software increased by 36.7% in the quarter to approximately HK\$20,374,000 from approximately HK\$14,901,000 in the corresponding period last year.

During the quarter, the division recorded net loss of approximately HK\$8,650,000, a decrease by 123.3% from net profit of approximately HK\$37,152,000 in the corresponding period last year. The result of significant exchange loss of approximately HK\$20,000,000 from depreciation of both Japanese Yen and Renminbi against Hong Kong Dollar in addition to the reduction in completed orders has contributed to the first time the Group has reported loss over the past decade.

Leasing Division

The Group conducts its leasing business through its wholly-owned subsidiaries, North Asia Financial Leasing (Shanghai) Co., Ltd. ("NAFL") in China Shanghai Pilot Free Trade Zone and Fuji North Asia Financial Leasing (Shenzhen) Co., Ltd. ("FNAFL") in Qianhai Shenzhen-Hongkong Modern Service Industry Cooperation Zone. The leasing division provides finance and operating leases to customers of the Group's hi-tech distribution and services division and other projects.

During the quarter, the division generated revenue of approximately HK\$40,476,000, representing an increase of 28.4% from approximately HK\$31,535,000 in the corresponding period last year. The increase in revenue was mainly due to an increase in gross sales proceeds from disposal of operating lease machines to approximately HK\$31,019,000, representing an increase of 42.0% from approximately HK\$21,840,000 in the corresponding period last year.

於本季度，該分部之直接機器銷售錄得約339,717,000港元，較去年同期約547,934,000港元減少38.0%。銷售支援服務、佣金及其他服務收入亦錄得約19,707,000港元，較去年同期約45,026,000港元減少56.2%。零部件及軟件銷售於本季度約為20,374,000港元，較去年同期約14,901,000港元上升36.7%。

於本季度，該分部錄得虧損淨額約8,650,000港元，較去年同期純利約37,152,000港元減少123.3%。由於受日圓及人民幣兌港元貶值導致重大匯兌虧損約20,000,000港元以及完成訂單減少，導致本集團十年來首次出現虧損。

租賃分部

本集團透過其全資附屬公司北亞融資租賃(上海)有限公司(「北亞融資租賃」)於中國上海自由貿易試驗區，及富士北亞融資租賃(深圳)有限公司(「富士北亞融資租賃」)於前海深港現代服務業合作區經營租賃業務。租賃分部為向本集團之高科技產品分銷及服務分部及其他項目之客戶提供融資及經營租賃。

於本季度，該分部產生收入約40,476,000港元，較去年同期約31,535,000港元增加28.4%。收入增加乃主要由於出售經營租賃機器的銷售所得款項總額增加至約31,019,000港元，較去年同期約21,840,000港元增加42.0%。

The operating environment for leasing business during the quarter remained very challenging due to those factors that have adversely affected the performance of the Group's hi-tech distribution and services business as described above. Thanks to the expansion of the division's fleet of operating lease machines, the revenue from operating lease arrangements in the quarter increased by 22.6% from approximately HK\$6,241,000 in the corresponding period last year to approximately HK\$7,651,000. Finance lease income during the quarter decreased by 47.7% from approximately HK\$3,454,000 in the corresponding period last year to HK\$1,806,000 as a result of reduction of finance lease receivables. As management continued to take a conservative approach to reduce the Group's exposure to finance lease receivables, the principal amount of finance lease receivables decreased by 28.7% to HK\$59,961,000 at end of the quarter from HK\$84,092,000 at end of the corresponding period last year.

The division recorded an unaudited net loss of approximately HK\$875,000, compared to the unaudited net profit of approximately HK\$3,840,000 in the corresponding period last year. The main reasons for the loss were reduction of market rental price of operating lease machines and higher amount of depreciation charge from the expanded feet of operating lease machines during the quarter than the corresponding period last year.

由於上述因素對本集團的高科技產品分銷及服務分部的表現產生不利影響，故本季度租賃業務的經營環境仍面臨重重挑戰。有賴於分部擴大其經營租賃機器之數目，本季度來自經營租賃安排之收入由去年同期約6,241,000港元增加22.6%至約7,651,000港元。本季度融資租賃收入由去年同期約3,454,000港元減少47.7%至1,806,000港元，乃由於融資租賃應收款項減少。由於管理層繼續在降低融資租賃應收款項風險方面採取保守態度，故融資租賃應收款項本金額由去年第一季度末的84,092,000港元減少28.7%至本季度末的59,961,000港元。

該分部錄得未經審核虧損淨額約875,000港元，而去年同期則錄得未經審核純利約3,840,000港元。虧損的主要原因為經營租賃機器的市場租金減少以及本集團已擴大的經營租賃機器數目的折舊金額較去年同期有所增加。

OUTLOOK

General

As countries around the world continues to relax or lift their social distancing and quarantine policies, and China moves away from the strict lockdown policies earlier this year to address the risks of COVID-19 outbreak, the semi-conductor shortage and supply chain disruptions continue to affect the industries in which the Group, its suppliers and customers operate, which ultimately serve retail consumers. The geo-political and economic impact of the ongoing Russia-Ukraine military conflict, including the tightening of monetary policies by central banks to address inflation may further dampen economic activities. In its latest Global Economic Prospect report in June 2022, the World Bank projected that the global economic growth rate will slow sharply from 5.7% in 2021 to 2.9% in 2022, which is significantly lower than the 4.1% it projected at the beginning of 2022. While the National Bureau of Statistics of China reported in July 2022 that China's economy expanded in the second quarter of 2022 by only 0.4% from a year earlier, the World Bank reduced China's forecasted growth in 2022 by 0.8% to 4.3%.

To ensure that the Group is well prepared for the recovery of its markets, in addition to upgrading its ERP system, the Group intends to its strategy of recruiting appropriately qualified service engineers and sales team members and implementing company-wide staff training to upgrade staff capabilities and support infrastructure, to enhance the its services offerings to its customers.

展望

整體

隨著全球各國繼續放寬或取消社交距離及隔離政策，中國於今年較早時間移除嚴格封鎖政策以應對2019冠狀病毒病爆發風險，半導體芯片短缺及供應鏈中斷繼續影響本集團、其供應商及客戶經營所在行業，而該等行業最終服務於零售消費者。俄烏軍事衝突的地緣政治及經濟影響持續，包括中央銀行為應對通貨膨脹而收緊貨幣政策或會進一步抑制經濟活動。世界銀行於其二零二二年六月的最新《全球經濟展望》報告中預測，全球經濟增長率將由二零二一年的5.7%大幅放緩至二零二二年的2.9%，遠低於其於二零二二年初所預測的4.1%。儘管中國國家統計局於二零二二年七月的報告中稱，二零二二年第二季度中國經濟同比僅增長0.4%，惟世界銀行將中國二零二二年的增長預測下調0.8%至4.3%。

為確保本集團為市場復甦做好充分準備，除升級其ERP系統外，本集團擬採用招聘適當合資格的服務工程師及銷售團隊成員以及在全公司範圍內進行員工培訓以提升員工能力的策略以及支持基礎設施，從而加強其向客戶所提供的服務。

In the coming quarters, we expect increasing scale of electronic vehicles replacement of traditional engine vehicles that may contribute to the increased demand from our customers operating in that sector. However, we expect our other customers will face pressure from reduced orders for smartphone production as mentioned below. In addition, following the emergence of the metaverse that provides new experience of virtual interaction in the 3D world in social networking, entertainment, gaming, education and commerce, we expect to see more investments on its infrastructure building for more virtual reality and virtual augmented equipped applications. These trends create ample opportunities for the semiconductor and SMT industries. Some of the Group's major customers are leading electronic vehicle manufacturers, telecommunication companies and OEM electronic device manufacturers in China. They play a vital role in the metaverse and electronic vehicle transformation and AMT will strive to provide them leading edge equipment and service.

The Group is also motivated and optimistic about the future of Hong Kong and its role in the Greater Bay Area initiative. The Greater Bay Area was blue printed by President Xi, who outlined the future for growth and development for Hong Kong. Going forward, the Group seeks to continue to grow its business and to enhance the operational efficiency of its various business divisions to improve their profitability and increase shareholders' value. The Group is well prepared for the post COVID-19 economy rebound and the gradual improvement of the semiconductor chip supply constraints.

於未來幾個季度，我們預期電子汽車取代傳統發動機汽車的規模將日益擴大，此可能有助增加我們的客戶在該領域的需求。然而，我們預計我們的其他客戶將面臨下述智能手機生產訂單減少的壓力。此外，隨著虛擬世界的出現，在社交網絡、娛樂、遊戲、教育及商業領域提供3D世界的新穎虛擬互動體驗，我們預見更多的投資注入其基礎設施建設及更多虛擬現實及虛擬擴增應用程式。該等趨勢為半導體及SMT行業創造充足的機會。本集團部分主要客戶為中國領先的電動汽車製造商、電訊公司及OEM電子設備製造商。彼等在元宇宙及電動汽車轉型中舉足輕重，而美亞科技將致力為彼等提供領先的設備及服務。

本集團亦對香港的未來充滿信心，對其在大灣區計劃中的角色滿懷動力及熱情。大灣區由習近平主席謀劃，概述了香港增長及發展的未來。展望未來，本集團會繼續努力擴展業務，同時亦會提高不同業務分部之營運效率，力求改善其盈利能力及提升股東價值。本集團已做足萬全準備應對2019冠狀病毒病後的經濟反彈以及半導體芯片供應緊張情況後的逐步改善。

Hi-tech Distribution and Services Division

Orders received by the division during and after the quarter have not yet show any material uptick given the operating environment described above. As a result, revenue to be recognised upon completion of orders for later financial periods this year will remain under pressure. The Group is part of the supply chain for the smart phone market. That market which is a key market of AMT's customers will probably face contraction in 2022 before a very modest growth starting from 2023 due to the combined effects of COVID-19 related lockdowns, continued supply chain disruptions, inflation and related government policies. The Group has noticed that reduced smartphone orders for this year from operators such as Apple and Samsung will likely impact its OEM customer base.

IDC International Data Corporation ("IDC") has significantly reduced its forecast for 2022 from the previous projection of 1.6% growth. According to the latest Worldwide Quarterly Mobile Phone Tracker forecast published in June 2022, it anticipates the shipments of smartphones will decline 3.5% to 1.31 billion units in 2022. However, IDC expects this to be a short term set back as the market rebounds to achieve a five-year compound annual growth rate (CAGR) of 1.9% through 2026.

Facing with highly uncertain and volatile macro-environment, AMT will continue to monitor the latest development and work closely with its partners to come up with competitive and innovative solutions to support them in their different product in needs. As a leading SMT distributor and service provider in Asia, AMT will continue to focus its resources on areas our customers valued the most. AMT will continue to invest in and upgrade our staff capability, services and support infrastructure to meet the customer satisfaction. At the same time, AMT will continue to closely monitor our working capital, gross margin, operating cost and industry developments with a view to maintaining adequate cash flow, improving the Group's results and achieving long-term sustainability and growth of our business.

高科技產品分銷及服務分部

鑑於上述經營環境，該分部在本季度及之後收取的訂單尚未顯示任何實質性增長。因此，在今年後期財政期間完成訂單後確認的收入將繼續面臨壓力。本集團佔據智能手機市場供應鏈的一部分。該市場是美亞科技客戶的關鍵市場，而由於2019冠狀病毒病相關的封鎖、持續供應鏈中斷、通貨膨脹以及相關政府政策的複合影響，可能於二零二二年面臨萎縮，其後從二零二三年開始出現非常溫和的增長。本集團留意到蘋果及三星等運營商於今年的智能手機訂單減少可能會影響其OEM客戶群。

國際數據資訊有限公司("IDC")已將其對二零二二年的預測由先前的1.6%增長預測大幅下調。根據於二零二二年六月最新發佈的《全球季度手機追蹤器預測》，預計二零二二年智能手機出貨量將下降3.5%至13.1億部。然而，IDC預計該情況為短期倒退，隨著市場反彈，五年複合年增長率將於二零二六年實現1.9%。

在面對種種不明朗因素及多變宏觀環境的情況下，美亞科技將繼續留意最新發展，並與合作夥伴緊密合作，整合出更具競爭力之創新解決方案，以支援彼等不同產品之需求。作為亞洲領先SMT分銷商及服務供應商，美亞科技將繼續集中資源於客戶最為重視之範疇。美亞科技將繼續於提升員工能力、服務及支持基礎設施方面投放資源，以滿足客戶需求。與此同時，美亞科技將繼續密切監察我們的營運資金、毛利率、經營成本及行業發展，以維持足夠現金流、改善本集團的業績以及業務能夠達致長期可持續發展及增長。

Leasing Division

The Group expects that without significant improvement in the semiconductor chip shortage and other factors mentioned above, the performance of the leasing division will continue to be under pressure, especially in the next quarter. However, with our leasing division staff team that has years of experience in providing customer-centered service in agile and flexible manner, high-quality equipment resources and stable customer base, the management is confident that it can seek better positioning and opportunities amid the turbulent international situation and the frequently changing needs of customers.

租賃分部

本集團預期，在半導體芯片供應短缺缺乏實質改善的情況加上上述其他事宜，租賃分部的業績將繼續受壓，尤其是在下一季度。不過，憑藉租賃分部員工團隊的多年以客戶為中心的服務經驗、高效靈活的服務方式、優質的設備資源以及穩定的客戶群，管理層有信心在波詭雲譎的國際形勢和客戶頻繁變化的需求中，找到更好的定位和機會。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30th June 2022, the Directors and chief executive of the Company and their respective associates had the following interests or short positions in the shares and/or underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by Directors:

Long positions in the shares and/or underlying shares of the Company:

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零二二年六月三十日，董事及本公司最高行政人員以及彼等各自之聯繫人於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及／或相關股份中擁有以下已列入根據證券及期貨條例第352條須予存置之登記冊內，或根據GEM上市規則第5.46條至第5.67條有關董事進行證券交易之規定已知會本公司及聯交所之權益或淡倉：

於本公司股份及／或相關股份之好倉：

Name of Director	Capacity	Number of ordinary shares held	Number of underlying shares held (Share Options)	Approximate percentage of shares and underlying shares held
董事姓名	身份	所持普通股數目	所持相關股份數目 (購股權)	所持股份及相關股份之概約百分比 (Note a) (附註a)
Zhang Yifan 張一帆	Beneficial owner 實益擁有人	3,268,000	3,735,817	10.01%
	Interest of controlled corporation (Note b) 受控法團權益(附註b)	35,588,000	—	
Pierre Tsui Kwong Ming 徐廣明	Beneficial owner 實益擁有人	—	1,182,217	0.27%
Kenneth Kon Hiu King 干曉勁	Beneficial owner 實益擁有人	—	4,450,217	1.04%
Joseph Liang Hsien Tse 梁顯治	Beneficial owner 實益擁有人	—	626,217	0.14%
Joseph Chan Nap Kee 陳立基	Beneficial owner 實益擁有人	—	626,217	0.14%

Notes:

- (a) The above approximate percentages of the shareholdings are based on 425,125,311 ordinary shares in issue as at 30th June 2022.
- (b) Sky Virtue Holdings Limited is wholly owned by Ms. Zhang Yifan. By virtue of Part XV of the SFO, Ms. Zhang Yifan is deemed to be interested in the shares held by Sky Virtue Holdings Limited.

Save as disclosed above, as at 30th June 2022, none of the Directors and chief executive of the Company or their respective associates had any interests or short positions in the securities of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors.

OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30th June 2022, so far as is known to the Directors and chief executive of the Company, the following persons (other than the Directors and chief executive of the Company whose interests were disclosed above) had interests or short positions in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

附註：

- (a) 上述持股之概約百分比乃根據於二零二二年六月三十日已發行之425,125,311股普通股而計算。
- (b) Sky Virtue Holdings Limited由張一帆女士全資擁有。根據證券及期貨條例第XV部，張一帆女士被視為於Sky Virtue Holdings Limited所持有之股份中擁有權益。

除上文所披露者外，於二零二二年六月三十日，董事及本公司最高行政人員或彼等各自之聯繫人概無於本公司或其相聯法團（定義見證券及期貨條例第XV部）之證券中擁有任何已列入根據證券及期貨條例第352條須予存置之登記冊內，或根據GEM上市規則第5.46條至第5.67條有關董事進行證券交易之規定已知會本公司及聯交所之權益或淡倉。

其他人士於股份及相關股份之權益及淡倉

於二零二二年六月三十日，就董事及本公司最高行政人員所知，下列人士（已於上文披露權益之董事及本公司最高行政人員除外）於本公司股份及／或相關股份中擁有已列入本公司根據證券及期貨條例第336條須予存置之登記冊內之權益或淡倉：

Long positions in the shares and/or underlying shares of the Company:

於本公司股份及／或相關股份之好倉：

Name of Shareholder 股東姓名／ 名稱	Capacity 身份	Number of ordinary shares held 所持 普通股數目	Number of underlying shares held (Share Options) 所持 相關股份數目 (購股權)	Approximate percentage of shares and underlying shares held 所持股份及 相關股份之 概約百分比 (Note a) (附註 a)
Lu Ying 陸穎	Beneficial owner 實益擁有人	—	699,016	42.27%
	Interest of controlled corporation (Note b) 受控制法團權益(附註 b)	179,014,812	—	
Sincere Ardent Limited	Beneficial owner (Note b) 實益擁有人(附註 b)	179,014,812	—	42.10%
Sun Ciyang 孫慈穎	Beneficial owner 實益擁有人	39,861,357	—	9.38%
Sky Virtue Holdings Limited	Beneficial owner (Note c) 實益擁有人(附註 c)	35,588,000	—	8.37%

Notes:

附註：

- (a) The above approximate percentages of the shareholdings are based on 425,125,311 ordinary shares in issue as at 30th June 2022.
- (b) Sincere Ardent Limited is wholly owned by Ms. Lu Ying. By virtue of Part XV of the SFO, Ms. Lu Ying is deemed to be interested in the shares held by Sincere Ardent Limited.
- (c) Sky Virtue Holdings Limited is wholly owned by Ms. Zhang Yifan, the Chairlady and an executive Director of the Company. By virtue of Part XV of the SFO, Ms. Zhang Yifan is deemed to be interested in the shares held by Sky Virtue Holdings Limited.

- (a) 上述持股之概約百分比乃根據於二零二二年六月三十日已發行之 425,125,311 股普通股而計算。
- (b) Sincere Ardent Limited 由陸穎女士全資擁有。根據證券及期貨條例第 XV 部，陸穎女士被視為於 Sincere Ardent Limited 所持有之股份中擁有權益。
- (c) Sky Virtue Holdings Limited 由本公司主席兼執行董事張一帆女士全資擁有。根據證券及期貨條例第 XV 部，張一帆女士被視為於 Sky Virtue Holdings Limited 所持有之股份中擁有權益。

Save as disclosed above, the Directors and the chief executive of the Company were not aware of any person (other than the Directors or chief executive of the Company the interests of which were disclosed above) who has any interests or short positions in the securities of the Company that were required to be entered in the register of the Company pursuant to Section 336 of the SFO as at 30th June 2022.

除上文所披露者外，於二零二二年六月三十日，就董事及本公司最高行政人員所知，概無任何人士（已於上文披露權益之董事或本公司最高行政人員除外）於本公司證券中擁有任何須列入根據證券及期貨條例第 336 條予以存置之本公司登記冊內之權益或淡倉。

SHARE OPTION SCHEME

On 4th September 2014, the shareholders of the Company approved the adoption of a share option scheme (the “2014 Scheme”). Under the terms of the 2014 Scheme, the Board may at its discretion offer share options to any employee, agent, consultant or representative of the Company or any subsidiary, including any executive or non-executive director of the Company or any subsidiary or any other person whom the Board considers in its sole discretion, have contributed or will contribute to the Group (the “Participants”). The principal purpose of the 2014 Scheme is to reward the Participants who have contributed or will contribute to the Group and to encourage the Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The 2014 Scheme shall be valid and effective for a period of ten years commencing on the adoption date.

The following table sets out the movements in the Company’s share options under the 2014 Scheme during the year:

購股權計劃

於二零一四年九月四日，本公司股東批准採納購股權計劃（「二零一四年計劃」）。根據二零一四年計劃之條款，董事會可酌情向本公司或任何附屬公司之任何僱員、代理、顧問或代表，包括本公司或任何附屬公司之任何執行或非執行董事或董事會按其絕對酌情判斷對本集團作出貢獻或將作出貢獻之任何其他人士（「參與者」）授出購股權。二零一四年計劃主要旨在獎勵對本集團作出貢獻或將作出貢獻之參與者，並鼓勵參與者以本公司及其股東之整體利益為目標，努力提升本公司及其股份之價值。二零一四年計劃由採納日期起計十年期間內有效及生效。

下表載列於年內根據二零一四年計劃本公司購股權之變動：

Name	Date of grant	Exercise period	Exercise price ^(a)	Number of share options					Outstanding as at 30th June 2022
				Outstanding as at 1st April 2022	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
姓名	授出日期	行使期	行使價 ^(a)	於二零二二年四月一日尚未行使	期內已授出	期內已行使	期內已註銷	期內已失效	於二零二二年六月三十日尚未行使
Executive Directors									
執行董事									
Zhang Yifan 張一帆	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	HK\$1.137 1.137 港元	2,755,817	—	—	—	—	2,755,817
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700 港元	980,000	—	—	—	—	980,000
Pierre Tsui Kwong Ming 徐廣明	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	HK\$1.137 1.137 港元	202,217	—	—	—	—	202,217
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700 港元	980,000	—	—	—	—	980,000
Kenneth Kon Hiu King 干曉勁	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	HK\$1.137 1.137 港元	202,217	—	—	—	—	202,217
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700 港元	4,248,000	—	—	—	—	4,248,000

Name	Date of grant	Exercise period	Exercise price ^(a)	Number of share options 購股權數目					Outstanding as at 30th June 2022 於二零二二年六月三十日尚未行使
				Outstanding as at 1st April 2022 於二零二二年四月一日尚未行使	Granted during the period 期內已授出	Exercised during the period 期內已行使	Cancelled during the period 期內已註銷	Lapsed during the period 期內已失效	
姓名	授出日期	行使期	行使價 ^(a)						
Independent non-executive Directors 獨立非執行董事									
Joseph Liang Hsien Tse 梁顯治									
	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	HK\$1.137 1.137 港元	202,217	—	—	—	202,217	
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700 港元	424,000	—	—	—	424,000	
Joseph Chan Nap Kee 陳立基									
	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	HK\$1.137 1.137 港元	202,217	—	—	—	202,217	
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700 港元	424,000	—	—	—	424,000	
Sub-Total 小計				10,620,685	—	—	—	10,620,685	
Substantial Shareholder 主要股東									
Lu Ying 陸穎									
	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	HK\$1.137 1.137 港元	275,016	—	—	—	275,016	
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700 港元	424,000	—	—	—	424,000	
Employees of the Group 本集團僱員									
Other Employees 其他僱員									
	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	HK\$1.137 1.137 港元	3,564,687	—	—	—	3,564,687	
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700 港元	4,044,000	—	—	—	4,044,000	
Total 總計				18,928,388	—	—	—	18,928,388	

Notes:

- (1) The closing price per share immediately before 16th August 2017 and 24th December 2021, the dates of grant, were HK\$1.15 (after adjustment of share consolidation on 26th March 2019) and HK\$0.70 respectively.
- (2) The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

The number and the exercise price of share options which remained outstanding on 13th May 2021 have been adjusted due to completion of open offer on 13th May 2021.

- For the share options granted on 16th August 2017, the total number of share options outstanding on 13th May 2021 was adjusted from 7,323,200 to 7,404,388 and the exercise price per share was adjusted from HK\$1.15 to HK\$1.137.

COMPETING INTERESTS

As at 30th June 2022, none of the Directors or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the three months ended 30th June 2022.

附註：

- (1) 緊接二零一七年八月十六日及二零二一年十二月二十四日(授出日期)前之每股收市價分別為1.15港元(經二零一九年三月二十六日股份合併調整後)及0.70港元。
- (2) 購股權之行使價可因供股或紅股發行或本公司股本之其他類似變動而調整。

由於公開發售已於二零二一年五月十三日完成，故於二零二一年五月十三日未行使的購股權之數目及行使價已作調整。

- 就於二零一七年八月十六日授出之購股權而言，於二零二一年五月十三日未行使之購股權總數由7,323,200份調整至7,404,388份，而行使價則由每股1.15港元調整至1.137港元。

競爭權益

於二零二二年六月三十日，董事或本公司之主要股東或任何彼等各自之聯繫人概無從事任何與本集團業務構成或可能構成競爭之業務或與本集團產生任何其他利益衝突。

購入、售出或贖回本公司之上市證券

本公司或其任何附屬公司概無於截至二零二二年六月三十日止三個月內購入、售出或贖回本公司任何上市證券。

CORPORATE GOVERNANCE CODE

The Company endeavours to maintain high standards of corporate governance in the interests of shareholders, and follows the principles set out in the Corporate Governance Code (the “Code”) contained in Appendix 15 of the GEM Listing Rules. Except for the deviations described below, no Director is aware of any information which would reasonably indicate that the Company is not, or was not at any time during the three months ended 30th June 2022, acting in compliance with the Code.

Code provision C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. However, the Board’s decisions are implemented under the leadership of the Chairlady with the involvement and support of the chief executive officer(s) and general manager(s) of the Company’s operating companies. The Board believes that the balance of authority and division of responsibility are adequately ensured by the operations of the Board and management which comprise experienced and high calibre individuals.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference that set out the authorities and duties of the committee adopted by the Board. The committee comprises three independent non-executive Directors and is chaired by Mr. Joseph Liang Hsien Tse who has appropriate professional qualifications and experience in financial matters. The terms of reference of the audit committee are aligned with the provisions set out in the Code. The committee’s principal duties are to ensure the adequacy and effectiveness of the accounting and financial controls of the Group, oversee the performance of internal control systems, risk management and financial reporting process, monitor the integrity of the financial statements and compliance with statutory and listing requirements and to oversee independence and qualifications of the external auditors.

企業管治守則

本公司致力保持高水平之企業管治，以符合股東之利益，並遵守GEM上市規則附錄15所載之企業管治守則（「守則」）所載原則。除下文所述之偏離情況外，概無董事知悉任何資料足以合理地顯示本公司於截至二零二二年六月三十日止三個月內任何時間內並無遵守守則。

守則條文第C.2.1條訂明，主席與行政總裁的角色應有區分，並不應由一人同時兼任。然而，董事會之決策在主席之領導下，以及本公司營運公司之行政總裁及總經理之參與及支持下獲執行。董事會相信，由具備豐富經驗及高素質人材組成之董事會及管理層負責運作，足以確保權力平衡及責任分立。

審核委員會

本公司已成立審核委員會，並已書面訂明職權範圍，載有董事會採納之委員會權限及職責。委員會由三名獨立非執行董事組成，委員會主席為梁顯治先生，彼具備適當之專業資格及財務事宜經驗。審核委員會之職權範圍與守則所載條文相符一致。委員會之主要職責為確保本集團之會計及財務監控足夠及有效、監察內部監控制度、風險管理及財務申報程序之表現、監控財務報表之完整性及符合法定及上市規定之情況以及監察外聘核數師之獨立性及資格。

The unaudited condensed consolidated financial information for the three months ended 30th June 2022 of the Company now reported on has been reviewed by the audit committee.

By Order of the Board

North Asia Strategic Holdings Limited

Zhang Yifan

Chairlady and Executive Director

Hong Kong, 4th August 2022

As at the date of this report, the Board comprises Ms. Zhang Yifan (Chairlady and Executive Director), Mr. Pierre Tsui Kwong Ming and Mr. Kenneth Kon Hiu King (Executive Directors); Mr. Joseph Liang Hsien Tse, Mr. Joseph Chan Nap Kee and Dr. Cai Qing (being Independent Non-executive Directors).

本公司現正提呈之截至二零二二年六月三十日止三個月之未經審核簡明綜合財務資料已經由審核委員會審閱。

承董事會命

北亞策略控股有限公司

主席兼執行董事

張一帆

香港，二零二二年八月四日

於本報告日期，董事會成員包括張一帆女士（主席兼執行董事）、徐廣明先生及干曉勁先生（執行董事）；及梁顯治先生、陳立基先生及蔡青博士（獨立非執行董事）。

North Asia Strategic Holdings Limited

北亞策略控股有限公司*

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