



IDT INTERNATIONAL LIMITED 萬威國際有限公司

(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: 167)

Embracing

innovations that enhance the quality of life

創新 點亮生活

2017

中期報告 Interim Report



Corporate Information

公司資料

DIRECTORS

Executive:

Foo Piau Phang
Chairman and Chief Executive Officer

Non-Executive:

Xin Kexia
Song Rongrong
Jing Tian
Shi Changyun
Qi Miao

Independent Non-Executive:

Yang Xiongsheng
Zhao Yuhong
Li Quan
Duh Jia-Bin

EXECUTIVE COMMITTEE

Foo Piau Phang, *Chairman*

AUDIT COMMITTEE

Yang Xiongsheng, *Chairman*
Zhao Yuhong
Li Quan

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

Foo Piau Phang, *Chairman*
Li Quan
Duh Jia-Bin

REMUNERATION COMMITTEE

Zhao Yuhong, *Chairman*
Song Rongrong
Duh Jia-Bin

COMPANY SECRETARY

Gao Keying
(appointed on April 8, 2017)
Suen To Wai
(resigned on April 8, 2017)

董事

執行:

符標榜
(主席兼行政總裁)

非執行:

辛克俠
宋榮榮
荆天
施長雲
祁淼

獨立非執行:

楊雄勝
趙宇紅
李權
杜家濱

執行委員會

符標榜 (主席)

審核委員會

楊雄勝 (主席)
趙宇紅
李權

提名及企業管治委員會

符標榜 (主席)
李權
杜家濱

薪酬委員會

趙宇紅 (主席)
宋榮榮
杜家濱

公司秘書

高克穎
(於二零一七年四月八日獲委任)
孫多偉
(於二零一七年四月八日辭任)

Corporate Information

公司資料

AUTHORISED REPRESENTATIVES

Foo Piau Phang
Gao Keying
(appointed on April 8, 2017)
Suen To Wai
(resigned on April 8, 2017)

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited

AUDITOR

Deloitte Touche Tohmatsu

SOLICITOR

Bermuda:

Conyers Dill & Pearman

SHARE REGISTRARS

Bermuda:

Codan Services Limited
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Hong Kong:

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

授權代表

符標榜
高克穎
(於二零一七年四月八日獲委任)
孫多偉
(於二零一七年四月八日辭任)

主要往來銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司

核數師

德勤 • 關黃陳方會計師行

律師

百慕達:

Conyers Dill & Pearman

股份過戶登記處

百慕達:

Codan Services Limited
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

香港:

聯合證券登記有限公司
香港
北角
英皇道 338 號
華懋交易廣場 2 期
33 樓 3301-04 室

Corporate Information

公司資料

BERMUDA REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Block C, 9th Floor, Kaiser Estate
41 Man Yue Street
Hungghom
Kowloon
Hong Kong

STOCK CODE

167

WEBSITES

www.idthk.com
www.oregonscientific.com

INVESTOR RELATIONS CONSULTANT

Strategic Financial Relations Limited

百慕達註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要營業地點

香港
九龍
紅磡
民裕街41號
凱旋工商中心9樓C座

股份代號

167

網址

www.idthk.com
www.oregonscientific.com

投資者關係顧問

縱橫財經公關顧問有限公司

Financial Highlights

財務摘要

IDT INTERNATIONAL LIMITED is an investment holding company with subsidiaries engaged in investment holdings, as well as the design, development, manufacture, marketing and distribution of lifestyle electronic products.

FINANCIAL HIGHLIGHTS:

- Turnover amounted to HK\$185.6 million (1H2016: HK\$232.2 million).
- Gross profit amounted to HK\$33.5 million (1H2016: HK\$52.1 million).
- Total operating expenses amounted to HK\$95.2 million (1H2016: HK\$114.5 million).
- Loss for the period amounted to HK\$55.6 million (1H2016: HK\$50.3 million).
- Group cash balances of HK\$89.9 million (December 31, 2016: HK\$80.7 million).

INTERIM RESULTS

The board of directors (the “Board”) of IDT International Limited (the “Company”) hereby announces the unaudited condensed results of the Company and its subsidiaries (the “Group”) for the six months ended June 30, 2017 together with the comparative figures for the corresponding period ended June 30, 2016 (“1H2016”).

萬威國際有限公司乃一間投資控股公司，連同其附屬公司主要從事投資控股、設計、開發、製造、市場推廣及分銷時尚生活電子產品。

財務摘要：

- 營業額為港幣185.6百萬元(二零一六年上半年：港幣232.2百萬元)。
- 毛利為港幣33.5百萬元(二零一六年上半年：港幣52.1百萬元)。
- 總營運開支為港幣95.2百萬元(二零一六年上半年：港幣114.5百萬元)。
- 本期間虧損為港幣55.6百萬元(二零一六年上半年：港幣50.3百萬元)。
- 集團現金額為港幣89.9百萬元(二零一六年十二月三十一日：港幣80.7百萬元)。

中期業績

萬威國際有限公司(「本公司」)的董事會(「董事會」)公佈本公司及其附屬公司(「本集團」)截至二零一七年六月三十日止六個月的未經審核簡明業績連同截至二零一六年六月三十日止相應期間(二零一六年上半年)的比較數據。

Condensed Consolidated Statement of Profit or Loss and other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended June 30, 2017

截至二零一七年六月三十日止六個月

		Six months ended June 30, 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) HK\$'M 港幣百萬元	2016 二零一六年 (Unaudited) (未經審核) HK\$'M 港幣百萬元
		Notes 附註	
Turnover	營業額	3	232.2
Cost of goods sold	銷售成本		(180.1)
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Gross profit	毛利		52.1
Other income	其他收入		3.1
Other gains and losses	其他收益及虧損		9.0
Research and development costs	研究及開發費用		(14.8)
Distribution and selling expenses	分銷及銷售開支		(38.6)
General administrative expenses	一般行政開支		(61.1)
<hr/>			
Loss before taxation	除稅前虧損	4	(50.3)
Taxation	稅項費用	5	—
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Loss for the period	本期間虧損		(50.3)
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Other comprehensive income/(expenses): <i>Items that may be reclassified subsequently to profit or loss:</i>	其他全面收入/(開支): 其後可能會重新分類至損益賬的項目:		
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額		(1.2)
<hr/>			
Total comprehensive expenses for the period	期內全面開支總額		(51.5)
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Loss for the period attributable to:	以下人士應佔期內虧損:		
Owners of the Company	本公司擁有人		(50.3)
Non-controlling interests	非控股權益		—
<hr/>			
			(50.3)
<hr/>			
Total comprehensive expenses attributable to:	以下人士應佔全面開支總額:		
Owners of the Company	本公司擁有人		(51.5)
Non-controlling interests	非控股權益		—
<hr/>			
			(51.5)
<hr/>			
Loss per share — Basic	每股虧損—基本	6	(1.93 HK cents) (1.93港仙)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況報表

As at June 30, 2017
於二零一七年六月三十日

			As at June 30, 2017 於二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'M 港幣百萬元	As at December 31, 2016 於二零一六年 十二月三十一日 (Audited) (經審核) HK\$'M 港幣百萬元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		28.8	20.9
Intangible assets	無形資產		3.6	3.7
Goodwill	商譽		33.8	33.8
Available-for-sale investments	可供出售投資		0.9	0.9
			67.1	59.3
Current assets	流動資產			
Inventories	存貨		117.6	102.2
Trade and other receivables	貿易應收賬款及其他應收款項	7	122.2	171.8
Tax recoverable	可收回稅項		0.1	0.5
Bank balances and cash	銀行結餘及現金		89.9	80.7
			329.8	355.2
Current liabilities	流動負債			
Trade and other payables and accruals	貿易應付賬款、其他應付款項及預提費用	8	180.3	145.1
Net current assets	流動資產淨值		149.5	210.1
Net assets	資產淨值		216.6	269.4
Capital and reserves	股本及儲備			
Share capital	股本	9	260.0	260.0
Reserves	儲備		(43.5)	9.3
Equity attributable to owners of the Company	本公司擁有人應佔權益		216.5	269.3
Non-controlling interests	非控股權益		0.1	0.1
Total equity	權益總額		216.6	269.4

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

		Attributable to owners of the Company 本公司擁有人所佔							
		Share capital 股本 (Unaudited) (未經審核) HK\$'M 港幣百萬元	Share premium 股份溢價 (Unaudited) (未經審核) HK\$'M 港幣百萬元	Other reserve 其他儲備 (Unaudited) (未經審核) HK\$'M 港幣百萬元	Translation reserve 貨幣換算儲備 (Unaudited) (未經審核) HK\$'M 港幣百萬元	Revenue reserve 利潤儲備 (Unaudited) (未經審核) HK\$'M 港幣百萬元	Total 總額 (Unaudited) (未經審核) HK\$'M 港幣百萬元	Non-controlling interests 非控股權益 (Unaudited) (未經審核) HK\$'M 港幣百萬元	Total equity 權益總額 (Unaudited) (未經審核) HK\$'M 港幣百萬元
As at January 1, 2017	於二零一七年一月一日	260.0	165.0	32.5	(92.9)	(95.3)	269.3	0.1	269.4
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	—	—	—	2.8	—	2.8	—	2.8
Loss for the period	本期間虧損	—	—	—	—	(55.6)	(55.6)	—	(55.6)
Total comprehensive expenses for the period	期內全面開支總額	—	—	—	2.8	(55.6)	(52.8)	—	(52.8)
As at June 30, 2017	於二零一七年六月三十日	260.0	165.0	32.5	(90.1)	(150.9)	216.5	0.1	216.6
As at January 1, 2016	於二零一六年一月一日	260.0	165.0	32.5	(94.8)	(31.3)	331.4	0.1	331.5
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	—	—	—	(1.2)	—	(1.2)	—	(1.2)
Loss for the period	本期間虧損	—	—	—	—	(50.3)	(50.3)	—	(50.3)
Total comprehensive expenses for the period	期內全面開支總額	—	—	—	(1.2)	(50.3)	(51.5)	—	(51.5)
As at June 30, 2016	於二零一六年六月三十日	260.0	165.0	32.5	(96.0)	(81.6)	279.9	0.1	280.0

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

		Six months ended June 30, 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) HK\$'M 港幣百萬元	2016 二零一六年 (Unaudited) (未經審核) HK\$'M 港幣百萬元
Net cash generated from (used in) operating activities	經營活動所得(所用)現金淨額	23.5	(55.8)
Net cash (used in) generated from investing activities	投資活動(所用)所得現金淨額	(14.3)	2.8
Net cash used in financing activities	融資活動所用現金淨額	—	—
Net increase (decrease) in cash and cash equivalents	現金及等同現金項目之增加(減少)淨額	9.2	(53.0)
Cash and cash equivalents at beginning of the period	於期初之現金及等同現金項目	80.7	169.4
Cash and cash equivalents at end of the period	於期末之現金及等同現金項目	89.9	116.4
Analysis of the cash and cash equivalents: Cash and bank balances	現金及等同現金項目分析： 現金及銀行結餘	89.9	116.4

Notes:

附註：

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial information for the six months ended June 30, 2017 has been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountant (“HKICPA”).

The condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at revalued amount or fair value, as appropriate. The accounting policies and method of computation used in the preparation of this condensed consolidated interim financial information are consistent with those used in the financial statements for the year ended December 31, 2016, except as mentioned below.

In the current period, the Group has applied, for the first time, the following amendments to standards and interpretations issued by the HKICPA, which are effective for the Group’s financial year beginning January 1, 2017.

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of deferred tax assets for unrealised losses

The adoption of the above revised HKFRSs did not result in a significant impact on the result and financial position of the Group.

The Group has not early adopted any new and revised standards, amendments and interpretations that have been issued but are not effective.

1. 編製基準及會計政策

截至二零一七年六月三十日止六個月的未經審核簡明綜合中期財務資料乃根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十六之適用披露規定及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」編製。

簡明綜合中期財務報表乃按歷史成本基準編製，惟若干物業及財務工具按重估金額或公平價值（如適用）衡量。編製簡明綜合中期財務資料時採用的會計政策及計算方法與截至二零一六年十二月三十一日止年度的財務報表所採用者一致，惟以下所述者除外。

本集團於本期間首次應用香港會計師公會所頒佈，且於二零一七年一月一日開始之本集團財政年度生效之以下準則之修訂本及詮釋。

香港會計準則 第7號之修訂	披露計劃
香港會計準則 第12號之修訂	就未實現虧損確認 遞延稅項資產

採納該等經修訂之香港財務報告準則並無對本集團業績及財務狀況構成重大影響。

本集團並未提早應用任何已頒佈但尚未生效之新訂準則、準則之修訂本及詮釋。

Notes:

附註：

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing this condensed consolidated interim financial information are evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates are, by definition, seldom equal to the related actual results. The estimates and assumptions that have a significant effect on the carrying amounts of assets and liabilities include the useful lives of property, plant and equipment, recoverability of intangible assets, impairment of goodwill, allowances for trade receivables and inventories and the determination of income taxes.

3. SEGMENT INFORMATION

Turnover represents the amounts received and receivable for goods sold by the Group to outside customers, net of discounts and sales related taxes. Turnover represents mainly Oregon Scientific branded sales (“Branded Sales”) and Original Equipment Manufacturer and Original Design Manufacturer sales (“OEM/ODM Sales”).

In prior years, the information reported to the Executive Directors of the Company, being the chief operating decision maker (the “CODM”), for the purpose of receive allocation and assessment of performance was based on six operating divisions that included namely Sports, fitness and healthcare, Smart learning products, Time and weather, Telecommunication, as well as, Wellness and beauty. In addition, energy and other electronic products which are individually insignificant were aggregated and reported under Others.

2. 主要會計估計及判斷

編製簡明綜合中期財務資料的估計及判斷會按過往經驗及其他因素(包括在現有情況下的未來事件的合理預期)。會計估計甚少等同有關實際結果。對資產及負債賬面值有重大影響之估計及假設,包括物業、廠房及設備之可用年期、收回無形資產之成熟、商譽減值、貿易應收賬款及存貨撥備以及所得稅釐定。

3. 分部資料

營業額代表本集團向外部客戶出售產品而已收及應收之款項,乃扣除折扣及相關銷售稅。營業額主要代表 Oregon Scientific 品牌銷售(「品牌銷售」)及原設備製造及原設計製造銷售(「原設備製造/原設計製造銷售」)。

去年,呈報予本公司執行董事(即主要營運決策人(「主要營運決策人」))用於獲取分配及表現評估之資料乃基於六個營運分部,包括運動、健體及健康、智能教學產品、時間及天氣、電訊、保健及美容。此外,能源及其他電子產品由於個別金額不大而歸納報告為其他分部。

Notes:

附註：

3. SEGMENT INFORMATION (Continue)

In the current year, information reported to the CODM were reorganised based on district products to different customer groups. The reportable and operating segments were namely Connected home and communications, Health and wellness, Smart learning and immersive technology, in addition, energy and other electric products which are individually insignificant were aggregated and reported under others.

Connected home and communications 聯網家庭及通訊	—	design, development, manufacture, and sales and marketing of home connected and communication products 設計、開發、製造，以及銷售及推廣聯網家庭及通訊產品
Health and wellness 健康及保健	—	design, development, manufacture, and sales and marketing of health and wellness products 設計、開發、製造，以及銷售及推廣健康及保健產品
Smart learning and immersive Technology 智能教學及融入科技	—	design, development, manufacture and sales and marketing of electric learning and inner size products 設計、開發、製造，以及銷售及推廣電子教學及融入科技產品
Others 其他	—	design, development, manufacture, and sales and marketing of energy and other electronic products 設計、開發、製造，以及銷售及推廣能源及其他電子產品

The Group disaggregated its turnover based on branded sales and OEM/ODM sales and reported to the CODM. No separate results of branded sales and OEM/ODM sales were reported to the CODM.

Turnover represents the net amounts received and receivable for goods sold by the Group to outside customers, net of discounts and sales related taxes.

3. 分部資料(續)

本年度，呈報予主要營運決策人之資料乃基於將產品劃分至不同客戶群確認。可報告及營運分部分別為聯網家庭及通訊、健康及保健、智能教學及融入科技。此外，能源及其他電子產品由於個別金額不大而歸納報告為其他分部。

本集團按品牌銷售及原設備製造／原設計製造銷售劃分其營業額並呈報予主要營運決策人。並無向主要營運決策人分別呈報品牌銷售及原設備製造／原設計製造銷售業績。

營業額代表本集團向外部客戶出售產品而已收及應收之款項淨額，乃扣除折扣及相關銷售稅。

Notes:

附註：

3. SEGMENT INFORMATION (Continue)

The following is an analysis of the Group's revenue and results by operating segments:

3. 分部資料(續)

本集團按營運分部之收入及業績分析如下：

		Smart Learning and Immersive Technology 智能教學及 融入科技 HK\$'M 港幣百萬元	Connected Home and Communications 聯網家庭 及通訊 HK\$'M 港幣百萬元	Health and Wellness 健康及保健 HK\$'M 港幣百萬元	Others 其他 HK\$'M 港幣百萬元	Total 總額 HK\$'M 港幣百萬元
Six months ended June 30, 2017	截至二零一七年 六月三十日止六個月					
Segment revenue	分部收入					
Branded sales	品牌銷售	23.5	43.3	5.6	2.9	75.3
OEM/ODM sales	原設備製造/ 原設計製造銷售	—	55.6	24.8	29.9	110.3
Total segment revenue	分部收入總額	23.5	98.9	30.4	32.8	185.6
Segment loss	分部虧損	(3.4)	(30.3)	(10.7)	(7.9)	(52.3)
Unallocated income	未經分配之收入					0.1
Unallocated expenses	未經分配之開支					(3.4)
Loss before taxation	除稅前虧損					(55.6)
Six months ended June 30, 2016	截至二零一六年 六月三十日止六個月					
Segment revenue	分部收入					
Branded sales	品牌銷售	10.6	53.0	10.5	3.8	77.9
OEM/ODM sales	原設備製造/ 原設計製造銷售	—	41.0	70.0	43.3	154.3
Total segment revenue	分部收入總額	10.6	94.0	80.5	47.1	232.2
Segment loss	分部虧損	(0.2)	(35.3)	(14.5)	(11.5)	(61.5)
Unallocated income	未經分配之收入					12.1
Unallocated expenses	未經分配之開支					(0.9)
Loss before taxation	除稅前虧損					(50.3)

Notes:

附註：

3. SEGMENT INFORMATION (Continue)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in both periods.

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/(loss) represents the profit/(loss) earned by each segment without allocation of interest income and unallocated expenses such as central administrative cost and finance costs. This is the measure reported to the Group's CODM, for the purposes of resource allocation and performance assessment.

4. LOSS BEFORE TAXATION

Loss before taxation has been arrived at after charging/(crediting) the following:

Depreciation of property, plant and equipment	物業、廠房及設備之折舊
Amortisation of intangible assets	無形資產之攤銷
Net exchange losses/(gains)	淨匯兌虧損/(溢利)
Interest income	利息收入

3. 分部資料(續)

上文所報告之分部收入代表向外部客戶銷售的收入。兩個期間，皆沒有分部間之銷售。

經營分部之會計政策與本集團之會計政策相同。分部溢利/(虧損)即各分部所賺取之溢利/(虧損)，但並無就利息收入、未經分配之開支如總部行政成本及融資成本作出分配。此為向集團主要營運決策人就資源分配及表現評估作報告之計量方式。

4. 除稅前虧損

除稅前虧損已扣除/(計入)下列各項：

Six months ended June 30, 截至六月三十日止六個月

2017 二零一七年 HK\$'M 港幣百萬元	2016 二零一六年 HK\$'M 港幣百萬元
5.9	7.8
0.3	1.4
1.1	(0.8)
(0.1)	(0.3)

Notes:

附註：

5. TAXATION

The charge comprises:

Taxation of the Company and its subsidiaries:	本公司及其附屬公司稅項：
Hong Kong Profits Tax	香港利得稅

5. 稅項費用

稅項費用包括：

Six months ended June 30,
截至六月三十日止六個月

	2017 二零一七年 HK\$'M 港幣百萬元	2016 二零一六年 HK\$'M 港幣百萬元
	—	—

Hong Kong profits tax has been provided at the statutory tax rate of 16.5% (1H2016: 16.5%) of the estimated assessable profits for the period less available tax losses. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

香港利得稅已根據估計期內應課稅溢利減可用稅務虧損按法定稅率16.5%（二零一六年上半年：16.5%）作出撥備。其他司法權地區之稅項乃按照有關地區現行之稅率計算。

Notes:

附註：

6. LOSS PER SHARE

The calculation of the basic loss per share attributable to the owners of the Company for the period is based on the following data:

		Six months ended June 30, 截至六月三十日止六個月	
		2017 二零一七年 HK\$'M 港幣百萬元	2016 二零一六年 HK\$'M 港幣百萬元
Loss for the period attributable to owners of the Company for the purposes of calculating basic loss per share	用以計算每股基本虧損之本公司擁有人本期間所佔之虧損	(55.6)	(50.3)

		Six months ended June 30, 截至六月三十日止六個月	
		2017 二零一七年	2016 二零一六年
Number of ordinary shares for the purposes of calculating basic loss per share	用以計算每股基本虧損之普通股股數	2,599,993,088	2,599,993,088

No diluted loss per share are presented as there were no potential dilutive ordinary shares in issue during both periods.

6. 每股虧損

本期間本公司擁有人所佔每股基本虧損乃按下列數據計算：

		Six months ended June 30, 截至六月三十日止六個月	
		2017 二零一七年 HK\$'M 港幣百萬元	2016 二零一六年 HK\$'M 港幣百萬元
Loss for the period attributable to owners of the Company for the purposes of calculating basic loss per share	用以計算每股基本虧損之本公司擁有人本期間所佔之虧損	(55.6)	(50.3)

		Six months ended June 30, 截至六月三十日止六個月	
		2017 二零一七年	2016 二零一六年
Number of ordinary shares for the purposes of calculating basic loss per share	用以計算每股基本虧損之普通股股數	2,599,993,088	2,599,993,088

由於兩個期間內並無任何已發行潛在攤薄普通股，故並無呈列每股攤薄虧損。

Notes:

附註：

7. TRADE AND OTHER RECEIVABLES

The following is an ageing analysis of trade receivables (net of provision for doubtful debts) presented based on the invoice date at the reporting date.

		As at June 30, 2017 於二零一七年 六月三十日 HK\$'M 港幣百萬元	As at December 31, 2016 於二零一六年 十二月三十一日 HK\$'M 港幣百萬元
0 to 30 days	0至30日	42.6	58.9
31 to 90 days	31日至90日	7.0	32.9
Over 90 days	90日以上	23.8	14.8
Trade receivables	貿易應收賬款	73.4	106.6
Other receivables	其他應收款項	48.8	65.2
Total trade and other receivables	貿易應收賬款及 其他應收款項總額	122.2	171.8

The Group normally allows credit period of 30 to 60 days to its trade customers. Customers with a long business relationship and strong financial position are allowed to settle their balances beyond the normal credit terms up to 90 days.

7. 貿易應收賬款及其他應收款項

於報告結算日扣除呆賬撥備之貿易應收賬款按發票日期呈列之賬齡分析如下：

本集團給予貿易客戶之信貸期一般由30日至60日不等。與本集團擁有長久業務關係及財務狀況穩固之客戶則容許其清還結餘的期限高於正常信貸期至90日。

Notes:

附註：

8. TRADE AND OTHER PAYABLES AND ACCRUALS

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

		As at June 30, 2017	As at December 31, 2016
		於二零一七年 六月三十日	於二零一六年 十二月三十一日
		HK\$'M	HK\$'M
		港幣百萬元	港幣百萬元
0 to 30 days	0至30日	43.2	10.0
31 to 90 days	31日至90日	13.8	28.2
Over 90 days	90日以上	9.2	18.1
Trade payables	貿易應付賬款	66.2	56.3
Other payables and accruals	其他應付款項及預提費用	114.1	88.8
Total trade and other payables and accruals	貿易應付賬款、其他應付款項及預提費用總額	180.3	145.1

8. 貿易應付賬款、其他應付款項及預提費用

於報告期間結算日之貿易應付賬款按發票日期呈列之賬齡分析如下：

Notes:**附註：****9. SHARE CAPITAL****9. 股本**

		Number of shares 股份數目	Amount 金額 HK\$'M 港幣百萬元
Authorised:	法定股本：		
At January 1, 2016 and December 31, 2016	於二零一六年一月一日 及二零一六年 十二月三十一日		
— ordinary shares of HK\$0.10 each	— 每股面值港幣0.10元 之普通股份	3,500,000,000	350.0
Increase ordinary shares of HK\$0.10 each on April 7, 2017 (Note)	於二零一七年四月七日增加 每股面值港幣0.10元 之普通股(附註)	16,500,000,000	1,650.0
At June 30, 2017	於二零一七年六月三十日	20,000,000,000	2,000.0
At January 1, 2016, December 31, 2016 and June 30, 2017	於二零一六年一月一日、 二零一六年十二月三十一日 及二零一七年六月三十日		
— ordinary shares of US\$0.10 each	— 每股面值0.10美元 之普通股份	10,000	—
Issued and fully paid:	已發行及繳足股本：		
At January 1, 2016, December 31, 2016 and June 30, 2017	於二零一六年一月一日、 二零一六年十二月三十一日 及二零一七年六月三十日		
— ordinary shares of HK\$0.10 each	— 每股面值港幣0.10元 之普通股份	2,599,993,088	260.0

Note:

Pursuant to the Company's announcement dated March 15, 2017, the board of directors of the Company proposed to increase the authorised share capital of the Company from HK\$350,000,000 and US\$1,000 divided into 3,500,000,000 ordinary shares of HK\$0.10 each and 10,000 ordinary shares of US\$0.10 each respectively to HK\$2,000,000,000 and US\$1,000 divided into 20,000,000,000 ordinary shares of HK\$0.10 each and 10,000 ordinary shares of US\$0.10 each respectively by creation of 16,500,000,000 additional ordinary shares of HK\$0.10 each which will rank *pari passu* in all respects with the existing shares of the Company in issue.

And pursuant to the Company's announcement dated April 7, 2017, the increase in authorised share capital had been approved at the special general meeting of the Company.

附註：

根據本公司日期為二零一七年三月十五日的公告，本公司董事會提議透過增設16,500,000,000股每股面值港幣0.10元的額外普通股將本公司的法定股本由港幣350,000,000元及1,000美元(分為3,500,000,000股每股港幣0.10元的普通股及10,000股每股面值0.10美元的普通股)，增加至港幣2,000,000,000元及1,000美元(分為20,000,000,000股每股港幣0.10元的普通股及10,000股每股面值0.10美元的普通股)，該等股份將與本公司所有現有已發行股份於各方面享有同等權益。

且根據本公司日期為二零一七年四月七日的公告，增加法定股本已於本公司股東特別大會上獲批准。

Financial Review

業務回顧

FINANCIAL REVIEW

The Group's total turnover for the six months ended June 30, 2017 amounted to HK\$185.6 million (1H2016: HK\$232.2 million), which was primarily due to the difficult retail market conditions in America and Europe.

Gross profit totalled HK\$33.5 million (1H2016: HK\$52.1 million). Gross profit margin decreased to 18.0% from 22.4% in 1H2016 mainly due to the change in product mix and sales channel.

The Group continued to put significant effort in executing stringent cost controls and streamlining its organisational structure and operational procedures. Total operating expenses of the Group, including research and development costs, distribution and selling expenses, and general administrative expenses, amounted to HK\$95.2 million (1H2016: HK\$114.5 million).

Other gains and losses during the period were recorded as losses of HK1.5 million, mainly from the exchange losses, while gains of 1H2016 amounted to HK\$9.0 million mainly from disposal of parking spaces.

No taxation was provided for the period (1H2016: Nil).

Loss for the six months ended June 30, 2017 was HK\$55.6 million (1H2016: loss of HK\$50.3 million).

財務回顧

截至二零一七年六月三十日止六個月，本集團錄得總營業額港幣185.6百萬元(二零一六年上半年：港幣232.2百萬元)，主要是由於歐美艱難的零售市場環境所致。

毛利合計為港幣33.5百萬元(二零一六年上半年：港幣52.1百萬元)。毛利率則由二零一六年上半年的22.4%下降至18.0%，主要是由於產品組合及銷售渠道轉變所致。

本集團繼續大力落實嚴格成本控制及精簡組織架構與營運程序。本集團總營運開支為港幣95.2百萬元(二零一六年上半年：港幣114.5百萬元)，包括研究及開發費用、分銷及銷售開支、以及一般行政開支。

回顧期內的其他收益及虧損錄得虧損港幣1.5百萬元，主要來自匯兌虧損，而二零一六年上半年則錄得收益港幣9.0百萬元，主要來自出售停車場車位。

回顧期內並無稅項支出(二零一六年上半年：無)。

截至二零一七年六月三十日止六個月的虧損為港幣55.6百萬元(二零一六年上半年：虧損港幣50.3百萬元)。

Financial Review

業務回顧

BUSINESS REVIEW

The global economy especially the consumer electronic products market in the first half of 2017 was decreasing compared with 2016, due to the uncertain prospects of global trading. The Group's business faced a shrinking market in both Europe and the Americas as well as the challenge to launch new products on schedule to meet the demand of the peak season. Against this backdrop, the Group has recorded a decrease in total revenue and a net loss for the first half of 2017.

Meanwhile, we have executed the following strategies to enable growth: 1) Set up the Augmented Reality ("AR") team, a software development team to enhance our ability to grasp the explosive growth opportunity of the AR market and strengthen our cooperation with customers. 2) Set up the business team in China to develop the world's biggest market offering growth and strong demand, while customising and launching products suitable for this market. In early June, we began to cooperate with the channels of Sanpower Group to distribute our products to different cities through offline shops and online channels. 3) Began to enhance the E-commerce team to increase online sales to follow the development trends.

In the current year, the business was reorganised according to distinct products targeted at different customer groups. The new reporting and operating segments were namely Connected Home and Communications ("COH"), Smart Learning and Immersive Technology ("SLIT"), Health and Wellness ("H&W"), and other electronic products. Our business still remains divided into two overarching categories: 1) Value-added Manufacturing Services, which focus on providing design, development, and manufacturing services to business clients. 2) Oregon Scientific with its own brand, design, development, manufacturing and selling of smart living products worldwide.

業務回顧

於二零一七年上半年，由於全球貿易前景不明朗，全球經濟尤其是電子消費品市場相比二零一六年表現下滑。本集團業務面臨歐洲及美洲市場萎縮以及按計劃時間推出新產品以滿足旺季需求的挑戰。在此背景下，二零一七年上半年本集團錄得總收益下降及淨虧損。

與此同時，我們實行下列策略以確保增長：1) 建立開發軟件的增強現實("AR")團隊，以增加我們捕捉AR市場爆發式增長的機會及加強與客戶合作的能力。2) 建立中國業務團隊，以發展具有增長及強勁需求的世界最大市場，同時定製及推出適合該市場的產品。於六月初，我們與三胞集團有關渠道展開合作，以透過線下店舖及在線渠道向不同城市分銷產品。3) 開始加強電子商務團隊，以緊跟發展趨勢提高在線銷售額。

本年度，本集團根據針對不同客戶群的獨特產品重組業務。新的報告及營運部分分別為聯網家庭及通訊("COH")、智能教學及融入科技("SLIT")、健康及保健("H&W")及其他電子產品。我們的業務仍然劃分為兩個主要類別：1) 增值製造服務，專注於向業務客戶提供設計、開發及製造服務。2) Oregon Scientific自有品牌業務，在全球設計及開發，製造及銷售智能家居產品。

Financial Review

業務回顧

OREGON SCIENTIFIC (“OS”)

Sales revenue from OS business for the six months ended June 30, 2017 amounted to HK\$75.3 million (1H2016: HK\$77.9 million), which accounted for 40.5% of the Group’s total revenue. COH and SLIT were the main product categories, taking up 88.8% of OS sales. Other categories, the H&W and others comprised the remaining 11.2% of total sales.

As stated above, the Group’s strategy of investing in developing products in the SLIT category with AR function, especially in the iconic smart globe line has enhanced the play and learn value and ultimately the competitive edge of the products. We can see this effect in the revenue growth rate for SLIT reaching 122% compared with the corresponding period of last year.

As for geography, Europe was the largest market accounting for 50.1% of total OS revenues whilst the Americas decreased to 10.2% and Asia Pacific increased to 39.7% as we allocated more resources and formed several strategic partnership with the key channel partners in the Asia market, which were reflected in the revenue growth in China, Japan, and Russia.

The experienced e-commerce business team that OS set up in the US contributed to the growth in the online business compared to that of the corresponding period of last year, and the strategy for the switch of distribution channel will continue. In the foreseeable future, apart from operating in line with the corporate strategy in terms of streamlining the organisation to reduce fixed cost, the OS division will continue to emphasise e-commerce growth, and groom higher margin channel partners.

OREGON SCIENTIFIC (「OS」)

截至二零一七年六月三十日止六個月，OS業務的銷售收入總計為港幣75.3百萬元(二零一六年上半年：港幣77.9百萬元)，佔本集團總銷售收入的40.5%。COH及SLIT為主要產品類別，佔OS銷售的88.8%。其他類別H&W及其他佔總銷售額的餘下11.2%。

如上所述，本集團投資開發在SLIT類別(特別是標誌性智慧地球線)中應用AR功能的策略提升了玩耍及學習價值，最終提升產品的競爭優勢。SLIT的收益較去年同期增長122%，這亦印證了我們策略性投放資源於該等產品類別中所取得的成效。

在地區分佈方面，歐洲為最大市場，佔OS總收益的50.1%，而美洲降至10.2%，亞太地區則升至39.7%，因為我們向亞洲市場部署更多的資源並與主要渠道合作夥伴形成若干戰略夥伴關係，這反映在中國、日本及俄羅斯錄得收益增長。

與去年同期相比，OS在美國設立的經驗豐富的電子商務業務團隊為在線業務的增長作出貢獻，同時分銷渠道轉換策略將繼續實施。於可預見的未來，除按既定企業策略簡化組織以降低固定成本外，OS分部將繼續以電子商務增長為重點，並培育高利潤渠道合作夥伴。

Financial Review

業務回顧

VALUE MANUFACTURING SERVICES (“VMS”)

During the period under review, the Group has strengthened the customer care services for its VMS customers and has made progress on the retention of customers. Meanwhile, the Group has attracted many overseas original equipment makers to co-develop new products with advanced technology and greater creativity to enhance its competitive advantage.

Due to the cancellation of orders and the weak performance of wearable products, the sales revenue of the VMS business for the six months ended June 30, 2017 amounted to HK\$110.3 million (1H2016: HK\$154.3 million), which accounted for 59.5% of the Group's total revenue. With respect to the product categories, the COH was the major product category with 35.7% revenue growth versus 1H2016 accounting for 50.4% of VMS sales and contributing HK\$55.6 million in sales revenue, while the revenue from H&W products decreased sharply due to the weak market.

Europe was the largest market accounting for 41.2% of total VMS revenues whilst the Americas decreased to 34.3% and Asia Pacific decreased to 24.5%.

OUTLOOK

Although the market has considerably affected the Group as the global economy continues to be uncertain, nonetheless there are still opportunities and the Group remains confident in its strategy during the second half of 2017. We have already expanded our worldwide geographic coverage, supported by dedicated regional general managers, and experienced E-commerce teams are in place to help capture our share of online business. The Group continues to work with Sanpower subsidiaries to unearth more sales synergies and maximise customer coverage from offline to online channels to tap the market opportunities in Asia.

價值製造服務(「VMS」)

於回顧期間，本集團加強為其VMS客戶提供的服務，並在客戶維繫方面取得進展。同時，本集團吸引了眾多國外原始設備製造商共同開發具先進技術及更具創意的新產品，提升其競爭優勢。

由於部分訂單的取消及可穿戴產品的表現疲弱，截至二零一七年六月三十日止六個月，VMS業務的銷售收益為港幣110.3百萬元(二零一六年上半年：港幣154.3百萬元)，佔本集團收益總額的59.5%。產品類別方面，COH是主要產品類別，較二零一六年上半年收益增長35.7%，佔VMS銷售額的50.4%，貢獻銷售收益港幣55.6百萬元，而H&W產品收益因市場疲弱而急劇下降。

歐洲為最大的市場，佔VMS總收益的41.2%，而美洲下降至34.3%，亞太地區則下降至24.5%。

前景

雖然全球經濟仍不明朗對本集團產生巨大影響，但機會仍然存在，本集團於二零一七年下半年仍對自身策略充滿信心。在專責的區域總經理及經驗豐富的電子商務團隊提供的支持下，我們已擴大全球覆蓋業務範圍，以搶佔在線業務的份額。本集團繼續與三胞附屬公司合作，從而發揮更大的銷售協同效應，最大限度地從線下以及線上渠道提升客戶覆蓋範圍，挖掘亞洲市場的機遇。

Financial Review

業務回顧

OREGON SCIENTIFIC (“OS”)

SLIT category will continue to be the main product category of OS. Wider range of smart globe offerings will come with richer and upgradable AR content, features and functions. More AR-related educational and learning products will be launched in the second half of 2017.

For the H&W category, we have planned to launch the product series of sleep science, namely Dream-Science series, which cover sleep monitor, light therapy, sound therapy and aroma therapy. We set up a series of strategic collaborations with circadian science experts from various aspects of sleep science, in particular, melatonin regulating light, brainwave entrainment, heart rate variability based sleep phase analysis etc.

The Electro-mobility team launched a series of high performance motorised skateboards with leading edge design and incorporating advanced Internet of Things (“IoT”) technologies. Ten utility and design patents are filed for this product series and a crowd funding campaign is to be launched in the second half of the year.

The Group will review and restructure its business relationship with channel partners to better align with their Go-To-Market strategy so as to maximise profitability. The omni-channel partnership is also a key initiative for the Group and its selected retailers to drive sales of OS brand both through offline retail presence as well as via their online websites and portals. To make the best of e-commerce platforms for sales, a centralised team will be formed to liaise directly with major e-commerce partners like Amazon. It will incorporate next-generation sensors, functions, and interfaces that will work seamlessly in the IoT era providing a comprehensive range of weather and environment information instruments.

The Group is also boosting sell-through capacity by expanding its geographical presence in Singapore, Indonesia and South Africa with the help of retail partners and enlisting the support of specialty resellers for higher price performance products.

Continuous development of innovative products remains as the key to the Company's success in the future.

OREGON SCIENTIFIC (「OS」)

SLIT類別將繼續為OS的主要產品類別。本集團將提供種類更豐富的智能地球儀產品及融入更多類別、可升級的AR內容、特色及功能，並將於二零一七年下半年推出更多與教育及學習相關的AR產品。

有關H&W類別，我們計劃推出科學睡眠產品系列，即Dream-Science系列，包括睡眠監測儀、光線療法、聲音療法及香薰療法。我們從睡眠科學的多個方面，尤其是在褪黑素調節光線、腦電波引導、基於心率變化的睡眠階段分析等方面與生理節奏科學專家建立一系列戰略合作。

智能動力團隊已推出一系列領先設計及應用了先進物聯網(IoT)技術的高性能電動滑板系列。本集團已就該產品系列申請十項實用及設計專利，且將於下半年舉行眾籌活動。

本集團將檢討及重整其與合作夥伴的業務關係，從而更好地配合其市場策略，致力提升盈利能力。全渠道合作夥伴關係亦是本集團及經其甄選之零售商通過線下渠道以及線上網站及門戶提高OS品牌銷售額的關鍵。為充分善用電子商務平台進行銷售，本集團將成立一中央團隊直接與如亞馬遜此類的大型電子商務夥伴聯絡。本集團將融合下一代傳感器、功能及接口，於IoT年代進行無縫運作，提供全方位天氣及環境資料儀器。

本集團亦正拓展新加坡、印度尼西亞及南非的地區市場，在其零售夥伴的協助下提高銷售能力，並利用專業轉銷商推廣較高性價比產品。

不斷發展創新產品仍是本集團未來成功的關鍵。

Financial Review

業務回顧

VALUE MANUFACTURING SERVICES ("VMS")

For VMS, the core product development team has hired new talent to enable the Group to move into new domains. The IoT and H&W technologies are fast changing and the new professionals are going to bring new and innovative ideas that can turn into new products for our customers. Collaboration with manufacturers will also provide opportunities in new categories.

The business will continue to focus on COH products such as GPS watches, smart-bands, activity monitors, blood glucose meters and fitness consoles, the majority of which are IoT-enabled, meaning they can be connected to smart devices with Apps. The H&W teams are also working on next-generation product platforms for multiple biometric signal detection and heart rate variability analytic algorithms which will elevate the product value from mere detection devices to a connected healthcare product platform to enable the business of elderly-care and wellness data management.

Viewing from the product & market segment that walkie-talkie is brought back due to the increase in demand from the security market with serial and on-going threat of terrorist attack, walkie-talkie will be another key area to strengthen our research & development capabilities to meet the needs of current customers, focusing on their needs and exploring additional opportunities to co-operate with them.

Customer retention and acquisition are still the key focus of VMS. The Group continues to strengthen and innovate together with VMS customers, pushing to do more with less costs so that customers have more resources for making new investments. Furthermore, new technologies are to be made available to existing and new customers who wish to jointly develop and test next-generation products together with the Group. In the digital wearable segment, as the demand for simple pedometer and heart rate measuring devices has peaked, investments are to be made in next-generation technologies in digital health and wellness.

價值製造服務("VMS")

就VMS而言，核心產品開發團隊已僱用新人，以帶領本集團進入新領域。IoT及H&W科技發展日新月異，新思維迸發出新穎及創新意念，為客戶帶來新產品。與生產商合作亦將為新產品類別提供更多機遇。

該業務將繼續把重點放在COH產品，包括GPS手錶、智能帶、活動監控器、血糖計量儀和健身電子控制器。這些產品大部分都帶有物聯網「IoT」設備的概念，具備應用程式功能的同時亦可連接到智能設備。H&W團隊亦在籌建新一代產品平台，從而能夠進行多個生理信號檢測及心率變化分析算法，其將產品價值由純粹的檢測設備提升至可進行老年護理及健康數據管理業務的聯網保健產品平台。

從連串持續恐怖襲擊的威脅令來自安全市場的需求增加，從而提升了對講機產品及市場的需求。因此，對講機將成為我們提升研發能力的另一個關鍵，以配合現有客戶的需求、專注其需求及探索與其合作的其他機會。

維持現有客戶及吸納新客戶仍為VMS分部的重點。本集團將繼續加強與VMS客戶的創新，盡量以較少成本取得較大的成就，從而使客戶有更多的資源進行新投資。此外，新技術將可供本集團現有客戶及希望與我們共同開發及測試下一代產品的新客戶使用。於可穿戴數碼產品分部，鑒於簡單計步器及心率測量設備的需求已達到頂峰，本集團將投資於數碼健康及保健領域的下一代技術。

Financial Review

業務回顧

WORKING CAPITAL

Inventory amount as at June 30, 2017 was HK\$117.6 million, increasing by 15.1% compared to HK\$102.2 million at December 31, 2016. The inventory turnover days increased to 132 days (December 31, 2016: 80 days).

Trade debtor amount as at June 30, 2017 was HK\$73.4 million, decreasing by 31.1% compared to HK\$106.6 million at December 31, 2016. Trade debtor's turnover days increased to 89 days (December 31, 2016: 69 days).

LIQUIDITY AND TREASURY MANAGEMENT

At June 30, 2017, the cash and bank balances of the Group were HK\$89.9 million (December 31, 2016: HK\$80.7 million).

During the six months ended June 30, 2017, the Group generated its funds mainly from operating activities. The Group maintained sufficient financial resources to meet all working capital requirements and its commitments.

The Group's exposure to foreign currency stems mainly from the net cash flow and net working capital translation achieved in its overseas subsidiaries. Hedging of foreign currency exposures is done through a combination of natural hedges and forward forex contracts. At June 30, 2017, there were no forward contracts in place to hedge against possible exchange movements of future net cash flows. Speculative currency transactions are strictly prohibited. Management of currency risk is the responsibility of the Group's headquarters in Hong Kong.

CHARGES ON GROUP ASSETS

At June 30, 2017, there were no financial charges on the Group's assets.

營運資金

存貨金額於二零一七年六月三十日為港幣117.6百萬元，較二零一六年十二月三十一日之港幣102.2百萬元增加15.1%。存貨週轉天數延長至132天(二零一六年十二月三十一日：80天)。

貿易應收賬款金額於二零一七年六月三十日為港幣73.4百萬元，較二零一六年十二月三十一日之港幣106.6百萬元減少31.1%。貿易應收賬款週轉天數增加至89天(二零一六年十二月三十一日：69天)。

流動資金及財務管理

於二零一七年六月三十日，本集團之現金及銀行結餘為港幣89.9百萬元(二零一六年十二月三十一日：港幣80.7百萬元)。

截至二零一七年六月三十止六個月，本集團所產生的資金主要來自營運活動。本集團具備充裕財務資源，足以應付營運資金所需及其承擔。

本集團之外幣風險主要來自兌換其海外附屬公司流動現金淨額及營運資金淨額。本集團運用自動對沖及遠期外匯合約對沖外匯風險。於二零一七年六月三十日，本集團並無運用遠期合約對沖未來現金流動淨額而可能產生之外匯變動。本集團嚴禁任何投機性貨幣交易。外幣風險之管理工作由本集團香港總部進行。

本集團資產抵押

於二零一七年六月三十日，本集團概無任何用作財務抵押之資產。

Financial Review

業務回顧

CAPITAL EXPENDITURE

Capital expenditure on property, plant and equipment for the six months ended June 30, 2017 amounted to HK\$14.2 million (1H2016: HK\$5.6 million) which was primarily used for the business operation and development. Sources of funds were mainly financed by internal resources.

There were no material acquisitions or disposals of associated companies in the course of the six months ended June 30, 2017.

DIVIDEND

The Board does not recommend the payment of any dividend for the six months ended June 30, 2017 (1H2016: Nil).

CONTINGENT LIABILITIES

As at June 30, 2017, the Group had no material contingent liabilities (June 30, 2016: Nil).

HUMAN RESOURCES AND REMUNERATION POLICY

As at June 30, 2017, the Group had approximately 1,099 employees (June 30, 2016: approximately 1,357 employees). The Group fully recognises the importance of its employees who contribute significantly to its success and continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular professional training.

The Group's remuneration policy is to provide compensation packages at market rates which reward individual performance and attract, retain and motivate high quality employees. The compensation packages offered by the Group are comparable with other organisations of similar size and business nature and are reviewed annually. The components of the employee remuneration package are basic salary, double pay, fringe benefits including pension scheme, medical insurance, life and personal accident insurance, employee compensation and business travel insurance as well as incentives like discretionary cash bonus.

資本開支

截至二零一七年六月三十日止六個月，物業、廠房及設備之資本開支為港幣14.2百萬元(二零一六年上半年：港幣5.6百萬元)，主要用於業務運作及發展。資金來源主要是內部資源撥付。

截至二零一七年六月三十日止六個月，本集團並沒有進行有關聯營公司之重大收購或出售。

股息

董事會不建議派發截至二零一七年六月三十日止六個月之股息(二零一六年上半年：無)。

或然負債

於二零一七年六月三十日，本集團並無重大或然負債(二零一六年六月三十日：無)。

人力資源及薪酬政策

於二零一七年六月三十日，本集團約共聘有1,099名僱員(二零一六年六月三十日：約1,357名僱員)。本集團深明僱員對本集團取得今日成就實在功不可沒，並為員工提供充足及定期專業培訓，藉以不斷保持及提升員工之工作表現。

本集團之薪酬政策旨在提供符合市場水平的薪津組合，以回報僱員之個人表現，並且吸引、挽留並激勵能幹員工。本集團之薪津組合可與其他規模和業務性質相若之機構提供薪津組合媲美，而本集團亦會每年對此進行檢討。僱員之薪津組合包括以下各項：基本薪金、雙糧及額外福利(包括退休保障計劃、醫療保險、人壽及個人意外保險、僱員補償及公幹保險)。此外集團亦提供酌情現金花紅等獎勵。

DIRECTORS' INTERESTS IN SECURITIES

None of the directors or chief executives of the Company or any of their associates had, as at June 30, 2017, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under the provisions of the SFO) or which were recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

SUBSTANTIAL SHAREHOLDERS

As at June 30, 2017, the following persons (other than the directors or the chief executives of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO or as otherwise notified to the Company as follows:

Name	No. of shares held	% of the issued share capital
名稱	所持股份數目	佔已發行股本百分比
Jiangsu Hongtu High Technology Co., Ltd (<i>note 1</i>) 江蘇宏圖高科技股份有限公司 (附註1)	1,310,896,765 (L)	50.42%
Jiangsu Hongtu High Technology (Hong Kong) Co. Limited (<i>note 2</i>) 江蘇宏圖高科技 (香港) 股份有限公司 (附註2)	1,310,896,765 (L)	50.42%
Hongtu High Technology Int'l Inc.	1,310,896,765 (L)	50.42%
Chan Pau Shiu Yeng Shirley (<i>note 3</i>) 陳鮑雪瑩 (附註3)	130,412,067 (L)	5.02%
Raymond Chan (<i>note 3</i>) 陳燁文 (附註3)	130,412,067 (L)	5.02%

董事之證券權益

於二零一七年六月三十日，本公司董事或行政總裁或彼等任何聯繫人士，概無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、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)(包括根據該等證券及期貨條例條文被當作或視作擁有之權益或淡倉)或本公司根據證券及期貨條例第352條須予備存之登記冊所記錄或根據上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之權益或淡倉。

主要股東

於二零一七年六月三十日，除本公司董事或行政總裁外，下列人士於本公司之股份及相關股份中，擁有本公司根據證券及期貨條例第336條須予備存之登記冊所記錄或須知會本公司之權益或淡倉如下：

SUBSTANTIAL SHAREHOLDERS (Continue)

Notes:

- (1) Jiangsu Hongtu High Technology Co., Ltd. holds 100% of the equity interests of Jiangsu Hongtu High Technology (Hong Kong) Co. Limited ("Hongtu (HK)"). Therefore, it is deemed to be interested in the interest in the shares of the Company held by Hongtu (HK) through its subsidiary (see note 2 below).
- (2) Hongtu (HK) holds 100% of the issued share of Hongtu High Technology Int'l Inc. ("Hongtu (Seychelles)"). Therefore, Hongtu (HK) is deemed to be interested in 1,310,896,765 shares of the Company beneficially owned by Hongtu (Seychelles) by virtue of its shareholding of Hongtu (Seychelles).
- (3) Mrs. Chan Pau Shiu Yeng, Shirley ("Mrs. Chan") is the wife of Dr. Raymond Chan ("Dr. Chan"). She is therefore deemed to be interested in the 130,412,067 shares of the Company held by Dr. Chan.

The letter "L" denotes the entity's long position in the shares.

Save as disclosed above, the Company had not been notified by any person (other than the directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company as at June 30, 2017 which were required to be disclosed to the Company under 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.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by officers of the Group (the "Code") on terms no less exacting than the required standard set out in the Model Code contained in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

Having made specific enquiry of all directors, they have confirmed that they complied with the required standards set out in both the Model Code and the Code throughout the six months period ended June 30, 2017.

主要股東 (續)

附註：

- (1) 江蘇宏圖高科技股份有限公司持有江蘇宏圖高科技(香港)股份有限公司(「江蘇宏圖香港」)100%股本權益，因而被視為通過其附屬公司(見下文附註2)擁有江蘇宏圖香港所持本公司股份的權益。
- (2) 江蘇宏圖香港持有Hongtu High Technology Int'l Inc. (「Hongtu (Seychelles)」)之已發行股本100%。因此，江蘇宏圖香港因持有Hongtu(Seychelles)之股權而被視為擁有Hongtu (Seychelles)實益擁有本公司1,310,896,765股股份之權益。
- (3) 陳鮑雪瑩女士(「陳女士」)為陳煒文博士(「陳博士」)之妻子。因此其被視為擁有陳博士持有本公司130,412,067股股份的權益。

「L」代表該等人士／實體在此等股份中所持之好倉。

除上文所披露者外，於二零一七年六月三十日，本公司並無獲任何人士(本公司董事或行政總裁除外)知會，彼於本公司之股份及相關股份中，擁有根據證券及期貨條例第XV部須向本公司披露或本公司根據證券及期貨條例第336條須予備存之登記冊所記錄之權益或淡倉。

證券交易標準守則

本公司已就本集團高級行政人員進行證券交易採納一套行為守則(「守則」)，該守則之條款不寬鬆於香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十所載所需之標準守則。

經向全體董事作出具體查詢後，全體董事均確認，彼等於截至二零一七年六月三十日止六個月內均已遵守標準守則及守則內所載之所需標準。

SHARE OPTION SCHEME

The effective share option scheme (the “2012 Share Option Scheme”) was adopted by the Company on August 29, 2012.

During the period under review, no share option was granted, exercised, lapsed or cancelled under the 2012 Share Option Scheme. As at June 30, 2017, there was no outstanding share option of the Company.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the review period.

CORPORATE GOVERNANCE

The Group is committed to achieving high standards of corporate governance. Throughout the period ended June 30, 2017, the Company has applied the principles and complied with all Code Provisions of the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, with the exception of Code Provision A.2.1 in respect of the separation of roles of the chairman and chief executive officer. Mr. Foo Piau Phang, the executive Director and chairman of the Company takes up the role of chief executive officer, the Board believes that Mr. Foo has extensive experience and it is in the best interest of the Group to have Mr. Foo taking up both roles for the continuous effective management and business development of the Group.

INCREASE IN AUTHORISED SHARE CAPITAL

On April 7, 2017, the authorised share capital of the Company increased from HK\$350,000,000 and US\$1,000 divided into 3,500,000,000 ordinary shares of HK\$0.10 each and 10,000 ordinary shares of US\$0.10 each respectively to HK\$2,000,000,000 and US\$1,000 divided into 20,000,000,000 ordinary shares of HK\$0.10 each and 10,000 ordinary shares of US\$0.10 each respectively by creation of 16,500,000,000 additional ordinary shares of HK\$0.1 each upon shareholder's approval. References were made in the announcement dated March 15, 2017, circular dated March 21, 2017 and poll results of special general meeting dated April 7, 2017.

購股權計劃

本公司現時有效的購股權計劃（「二零一二年購股權計劃」）於二零一二年八月二十九日採納。

於回顧期內，根據二零一二年購股權計劃，概無任何購股權被授予、獲行使、失效或被取消。於二零一七年六月三十日，本公司並無已經授出但尚未行使的購股權。

購買、出售或贖回本公司之上市證券

於回顧期內，本公司及其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

企業管治

本集團一向承諾恪守奉行高水平之企業管治。於截至二零一七年六月三十日止期間內，本公司已應用並遵守香港聯合交易所有限公司證券上市規則附錄十四所載之企業管治守則（「企管守則」）的所有原則及守則條文，惟其中守則條文第A.2.1條關於主席及行政總裁角色之區分除外。本公司執行董事兼主席符標榜先生同時擔任集團行政總裁，現董事會相信符先生擁有豐富經驗，同時擔任兩個角色有利於本集團的持續有效管理及業務發展，符合本集團的最佳利益。

增加公司法定股本

於二零一七年四月七日，經股東特別大會批准，透過增設16,500,000,000股每股面值0.10港元的普通股，本公司法定股本由350,000,000港元及1,000美元（分為3,500,000,000股每股面值0.10港元的普通股及10,000股每股面值0.10美元的普通股），增加至2,000,000,000港元及1,000美元（分為20,000,000,000股每股面值0.10港元的普通股及10,000股每股面值0.10美元的普通股），詳情可參閱二零一七年三月十五日之公告、三月二十一日之通函及二零一七年四月七日之股東特別大會投票結果公告。

CONTINUING CONNECTED TRANSACTIONS

(1) Consignment Agreements

On June 9, 2017, 歐西亞貿易(上海)有限公司(Oregon Scientific Enterprise (Shanghai) Limited*) (“**Oregon Shanghai**”), an indirect wholly-owned subsidiary of the Company, as the consignor entered into:

- (i) the product consignment agreement and the related supplemental agreement with 北京樂語通訊連鎖沅陽採購中心有限公司(Beijing Funtalk Communication Chain Shuyang Procurement Centre Ltd.*) (“**Funtalk**”), a company established in the PRC and controlled by 三胞集團有限公司(Sanpower Group Co., Ltd.*) (“**Sanpower Group**”), a conglomerate established in the PRC, as consignee in respect of the consignment of the products of Oregon Shanghai, such as consumer electronic products developed and manufactured by Oregon Shanghai (“**Products**”) through the sales and marketing network of Funtalk in the PRC during the period from 9 June 2017 to 31 December 2019;
- (ii) the supplemental agreement of the product procurement agreement and the product procurement (consignment) agreement dated 20 April 2017 with 宏圖三胞高科技技術有限公司(High Tech Sanpower Co. Ltd.*) (“**HISAP**”), a company established in the PRC and controlled by Sanpower Group, as consignee in respect of the consignment of the Products through the sales and marketing network of HISAP in the PRC during the period from 20 April 2017 to 31 December 2019; and
- (iii) the supplemental agreement of the non-exclusive marketplace services agreement dated 20 April 2017 with 上海美昔貿易有限公司(Shanghai Meici Trading Limited*) (“**Meici**”), a company established in the PRC and controlled by Sanpower Group, as consignee in respect of the consignment of the Products through the sales and marketing network of Meici in the PRC during the period from 20 April 2017 to 31 December 2019.

持續關聯交易

(一) 代銷協議

於二零一七年六月九日，本公司間接全資附屬公司歐西亞貿易(上海)有限公司(Oregon Scientific Enterprise (Shanghai) Limited*) (“**歐西亞(上海)**”) (作為寄銷人)：

- (i) 與北京樂語通訊連鎖沅陽採購中心有限公司 (“**樂語**”，一間於中國成立及由三胞集團有限公司 (“**三胞集團**”，在中國成立之集團) 控制之公司) (作為承銷人)，就於二零一七年六月九日至二零一九年十二月三十一日期間透過樂語於中國之銷售及營銷網絡代銷歐西亞(上海)之產品(如歐西亞(上海)所開發及生產之電子消費產品) (“**該等產品**”) 而訂立之產品代銷協議及相關補充協議；
- (ii) 與宏圖三胞高科技技術有限公司 (“**宏圖三胞**”，一間於中國成立及由三胞集團控制之公司) (作為承銷人) 就於二零一七年四月二十日至二零一九年十二月三十一日期間透過宏圖三胞於中國之銷售及營銷網絡代銷該等產品而於二零一七年四月二十日訂立之產品採購協議及產品採購(代銷)協議之補充協議；及
- (iii) 與上海美昔貿易有限公司 (“**美昔**”，一間於中國成立及由三胞集團控制之公司) (作為承銷人) 就於二零一七年四月二十日至二零一九年十二月三十一日期間透過美昔於中國之銷售及營銷網絡代銷該等產品而於二零一七年四月二十日訂立之非獨家市場服務協議之補充協議。

CONTINUING CONNECTED TRANSACTIONS (Continue)

As at the date of the consignment agreements (as supplemented and amended by the supplemental agreements) (“**Consignment Agreements**”), as 江蘇宏圖高科技股份有限公司 (Jiangsu Hongtu High Technology Co., Ltd.*), a controlling shareholder of the Company, is accounted for and consolidated in the audited consolidated accounts of Sanpower Group, Sanpower Group is a connected person of the Company for the purpose of the Listing Rules. Each of HISAP, Meici and Funtalk is controlled by Sanpower Group, and thus each of HISAP, Meici and Funtalk is a connected person of the Company. Accordingly, the transactions contemplated under the Consignment Agreements constitute continuing connected transactions of the Company under the Listing Rules.

Details of the terms and conditions of the Consignment Agreements can be referred to the Company’s announcement dated June 9, 2017.

During the six months ended June 30, 2017, the aggregate commission amount paid to consignee amounted to approximately HK\$30,600.

(2) Procurement Agreement

On June 8, 2017, 萬威電子科技(深圳)有限公司 (IDT Electronic Technology (Shenzhen) Company Limited*) (“**IDT Shenzhen**”), an indirectly wholly-owned subsidiary of the Company, as buyer, entered into the framework product procurement agreement (“**Procurement Agreement**”) with 湖南宏圖三胞科技發展有限公司(Hunan Hongtu-Sanpower Science & Technology Development Co., Ltd.*) (“**Hunan Sanpower**”) as seller in respect of the sale and purchase of PC products and related accessories (“**PC Products**”). Pursuant to the Procurement Agreement, IDT Shenzhen will procure the PC Products from Hunan Sanpower from time to time.

During the six months ended June 30, 2017, there were not yet any procurement amount from Hunan Sanpower.

持續關聯交易(續)

於代銷協議(經補充協議所補充及修訂)(「**代銷協議**」)訂立日期,由於本公司之控股股東江蘇宏圖高科技股份有限公司綜合計入宏圖三胞集團之經審核綜合賬目內,因此,根據上市規則,三胞集團為本公司之關連人士。宏圖三胞、美昔及樂語各自自由三胞集團控制,故此宏圖三胞、美昔及樂語各自為本公司之關連人士。因此,根據上市規則,代銷協議項下擬進行之交易構成本公司之關連交易。

有關代銷協議之條款及條件之詳情,請參閱本公司日期為二零一七年六月九日之公告。

於截至二零一七年六月三十日止六個月內向承銷人合計支付的佣金額約為港幣30,600元。

(二) 採購協議

於二零一七年六月八日,本公司間接全資附屬公司,萬威電子科技(深圳)有限公司(「**萬威深圳**」),作為買方就電腦用品及相關附件採購事宜(「**電腦用品**」),與湖南宏圖三胞科技發展有限公司(「**湖南三胞**」)(作為賣方)簽署商品購銷框架協議(「**採購協議**」)。據此,萬威深圳將不時向湖南三胞採購電腦用品。

於截至二零一七年六月三十日止六個月內湖南三胞尚無任何採購金額。

AUDIT COMMITTEE

The Audit Committee, comprising three Independent Non-Executive Directors, Mr. Yang Xiongsheng (Chairman), Ms. Zhao Yuhong and Dr. Li Quan, has reviewed and discussed with the management of the Company the accounting principles and practices adopted by the Group, internal control and financial reporting matters including the review of the unaudited financial statements and the results of the Group for the six months ended June 30, 2017.

APPRECIATION

On behalf of the Board, I wish to express gratitude to the management team and staff members for their hard work, dedication and support to the Group throughout the review period.

On behalf of the Board
IDT International Limited
Foo Piau Phang
Chairman and Chief Executive Officer

Hong Kong, August 21, 2017

審核委員會

由三名獨立非執行董事楊雄勝先生(主席)、趙宇紅女士、李權博士組成之審核委員會已聯同本公司管理人員審閱及商討本集團所採納之會計準則及慣例、內部監控及財務申報事宜，當中包括審閱本集團截至二零一七年六月三十日止六個月之未經審核財務報表及業績。

致謝

本人謹代表董事會感謝全體管理層及員工於回顧期內努力不懈、對本集團盡心效力及支持。

代表董事會
萬威國際有限公司
主席兼行政總裁
符標榜

香港，二零一七年八月二十一日



IDT

IDT INTERNATIONAL LIMITED 萬威國際有限公司