

國微技術控股有限公司 SMIT HOLDINGS LIMITED

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

Stock Code 股份代號 : 2239

2018

Interim Report
中期報告



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公司資料

CORPORATE INFORMATION

董事會

執行董事

黃學良先生(主席兼執行董事)
帥紅宇先生
龍文駿先生

非執行董事

曾之傑先生
關重遠先生
高松濤先生

獨立非執行董事

張俊傑先生
胡家棟先生
金玉豐先生

高級管理層

帥紅宇先生
龍文駿先生

公司秘書

鄭啟培先生(CPA)

審核委員會

胡家棟先生(主席)
曾之傑先生
張俊傑先生

薪酬委員會

張俊傑先生(主席)
金玉豐先生
曾之傑先生

BOARD OF DIRECTORS

Executive Directors

Mr. Huang Xueliang (*Chairman and Executive Director*)
Mr. Shuai Hongyu
Mr. Loong, Manfred Man-tsun

Non-Executive Directors

Mr. Zeng Zhijie
Mr. Kwan, Allan Chung-yuen
Mr. Gao Songtao

Independent Non-Executive Directors

Mr. Zhang Junjie
Mr. Woo Kar Tung, Raymond
Mr. Jin Yufeng

SENIOR MANAGEMENT

Mr. Shuai Hongyu
Mr. Loong, Manfred Man-tsun

COMPANY SECRETARY

Mr. Cheng Kai Pui, Eric (CPA)

AUDIT COMMITTEE

Mr. Woo Kar Tung, Raymond (*Chairman*)
Mr. Zeng Zhijie
Mr. Zhang Junjie

REMUNERATION COMMITTEE

Mr. Zhang Junjie (*Chairman*)
Mr. Jin Yufeng
Mr. Zeng Zhijie

公司資料

CORPORATE INFORMATION

提名委員會

黃學良先生(主席)
金玉豐先生
胡家棟先生

開曼群島註冊辦事處

Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

中國主要營業地點

中國
深圳市南山區
科技園南區
高新南一道
國微大廈

香港總部及主要營業地點

香港
灣仔
港灣道 18 號
中環廣場
48 樓 4801 室

公司網站

www.smit.com.cn

NOMINATION COMMITTEE

Mr. Huang Xueliang (*Chairman*)
Mr. Jin Yufeng
Mr. Woo Kar Tung, Raymond

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

SSMEC Building
Gao Xin Nan First Avenue
High-Tech Park South
Nanshan District
Shenzhen, PRC

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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18 Harbour Road
Wanchai
Hong Kong

COMPANY'S WEBSITE

www.smit.com.cn

公司資料

CORPORATE INFORMATION

開曼股份過戶登記處

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

香港證券登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東 183 號
合和中心
17 樓 1712 至 1716 室

主要往來銀行

花旗銀行香港分行
香港九龍
尖沙咀
海港城港威 1 座 21 樓

核數師

羅兵咸永道會計師事務所

股份代號

2239

CAYMAN SHARE REGISTRAR AND TRANSFER AGENT

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKER

Citibank N.A. Hong Kong Branch
21/F, Tower 1, The Gateway, Harbour City
Tsim Sha Tsui
Kowloon
Hong Kong

AUDITOR

PricewaterhouseCoopers

STOCK CODE

2239

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧

本集團是全球付費電視廣播接收及中國移動銷售終端(或mPOS)支付系統的領先安全裝置供應商，通過銷售可讓終端用戶接收付費電視內容的條件接收模塊(或視密卡)產品，為全世界付費電視行業設計、開發及營銷安全裝置。本集團亦為中國硬體移動支付行業開發及營銷mPOS系統，讓用戶可靈活地利用其智能電話或平板電腦，毋須在傳統的固定POS終端進行信用卡或借記卡交易。本集團亦有經營區塊鏈服務器業務。

於回顧期內，本集團審閱兩個分部的業績以評估集團表現，分別為視密卡及mPOS，以及區塊鏈服務器。分部的分類與往年的分部分類有別，乃為使分部審閱與重組後的內部管理及報告架構統一。

視密卡

二零一八年上半年，本集團於歐洲這一主要市場面對激烈競爭，因而使視密卡收益較二零一七年上半年下降43.4%至約為12.9百萬美元，佔本集團總收益46.4%(截至二零一七年六月三十日止六個月：70.6%)。然而，大客戶訂單增加使俄羅斯銷售有所增長，新興區域及中國的新項目均在順利推進中。

雖然區域內行業競爭日趨激烈造成價格波動，歐洲市場仍是本集團視密卡業務的主要市場。由於個別主要客戶於新產品切換期內暫無訂單增量，歐洲市場整體銷量對比去年同期有所下降。新興市場以及中國對比去年同期均略有下降，主要由於新興市場中印度新項目因關稅政策調整導致訂單出貨延遲。

BUSINESS REVIEW

The Group is a leading global security devices provider for pay-TV broadcasting access and for mobile point-of-sales, or mPOS, payment systems in China. It designs, develops and markets security devices primarily for the pay-TV industry worldwide through sales of conditional access modules, or CAMs, products which provide end users with access to pay-TV content. The Group also develops and markets mPOS systems for the hardware-based mobile payment industry in China, which enable users to conveniently conduct credit or debit card transactions anywhere using their smartphones or tablets rather than a traditional stationary POS terminal. The Group also carries the business of blockchain server.

During the Review Period, the Group assessed its performance by reviewing the results of the two segments: CAM and mPOS, and blockchain servers, which is different from the categorisation in the prior year in order to align the segment review with the restructured internal management and reporting structure.

CAMs

In the first half of 2018, affected by the fierce competition in Europe, the Group's major market, revenue of the Group's CAMs decreased by 43.4% to approximately USD12.9 million as compared with the first half of 2017, accounting for 46.4% of the Group's total revenue (for the six months ended 30 June 2017: 70.6%). However, sales in Russia increased due to the increase in orders placed by major customers while new projects in emerging regions and China have also been progressing as expected.

Europe remained as the major market of the Group's CAMs business despite the price volatility caused by the increasingly fierce competition in the industry in respective regions. With some major customers withholding orders pending for new product launching, European sales during the Review Period decreased as compared with the corresponding period in 2017. The delay in shipment for orders from new projects in the emerging Indian market, as a result of the adjustment on tariff policies brought a slightly slower growth than the same period last year in the emerging market and China.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

於上半年度，本集團於新客戶開發方面進展良好，海外開拓的新客戶塞爾維亞運營商已順利出貨，同時俄羅斯市場的運營商客戶，以及非洲市場的新客戶訂單也錄得增長。於報告期內，中國市場的USB CAM項目於回顧期內已向三家運營商順利出貨，其中有兩家新增大客戶為省級運營商，這為今後拓展長期合作提供了良好的平台。此外，本集團與Irdeto合作的面向重要客戶的CI+ 1.4 CAM產品專案已成功啟動並進展順利。目前，面向移動設備的USB Dongle產品也已推出樣品以向客戶推廣。

mPOS

由於國家金融政策對第三方支付資金風控管理的持續收緊，移動支付終端市場營商環境仍然受到影響。加上集團MPOS新產品仍處於產品化階段，尚未滿足大批量出貨需求。因此，此業務分部於回顧期間錄得減少。二零一八年上半年，本集團mPOS的收益錄得約5.3百萬美元，較去年同期下降23.2%，佔本集團總收益19.0%（截至二零一七年六月三十日止六個月：21.6%）。

區塊鏈業務

區塊鏈業務是結合本集團及一家深圳科技公司在其領域的專業技術研發而成。二零一八年上半年，本集團區塊鏈的收益錄得約9.6百萬美元，較去年同期上升284.0%，佔本集團總收益34.5%（截至二零一七年六月三十日止六個月：7.8%）。毛利達24.9%，較去年同期上升1.9%。為進一步擴大此區塊鏈技術的應用範疇，本集團正持續探討把此業務之技術與本集團相關業務，如視頻安全、金融安全結合的可能性。

During the first half of the year, the Group made good progress in securing new customers, with timely shipments to new operators in Serbia proceeding well and new orders increased from both Russian operators and new customers in the African market. During the reporting period, USB CAM projects commenced deliveries to three operators in China during the Review Period, including two new major provincial operators, setting up a good platform for long-term cooperation in the future. In addition, the CI+ 1.4 CAM project co-developed by the Group and Irdeto, targeting the major customers, was successfully initiated. Currently, the prototypes of USB Dongle products targeting the mobile device market are in the trial process with some customers.

mPOS

The business environment in the mobile payment terminal market continued to be influenced by the tightening government policies of third party payments. The Group's new mPOS products were on trial in order to meet mass production. As a result, there was a decrease in this business during the Review Period. In the first half of 2018, the Group's revenue from mPOS amounted to approximately USD5.3 million, representing a decrease of 23.2% from the same period last year, and accounted for 19.0% of the total revenue (six months ended 30 June 2017: 21.6%).

Blockchain Server

The blockchain server business is the result of collaboration between the Group and a Shenzhen technology company combining their expertise in its respective field. In the first half of 2018, the Group's revenue from its blockchain server business amounted to approximately USD9.6 million, representing an increase of 284.0% from the same period last year, and accounting for 34.5% of the total revenue (six months ended 30 June 2017: 7.8%). The gross profit margin of the blockchain server business reached 24.9%, representing an increase of 1.9% from the same period last year. To further expand the application scope of blockchain technology, the Group has been exploring the possibility of combining the technology of this business with related businesses of the Group such as video security and financial security.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧

收益

截至二零一八年六月三十日止六個月，本集團的收益為27.8百萬美元(二零一七年同期：32.2百萬美元)，按業務分部分析如下：

		截至六月三十日止六個月 Six Months Ended June 30				
		二零一八年 2018		二零一七年 2017		變動
		百萬美元 USD Million	%	百萬美元 USD Million	%	百分比 Change in %
視密卡及mPOS	CAMs and mPOS	18.2	65.5%	29.7	92.2%	-38.7%
區塊鏈服務器	Blockchain Server	9.6	34.5%	2.5	7.8%	+284.0%
		27.8	100%	32.2	100%	-13.7%

於回顧期內，本集團收益較二零一七年同期下降13.7%，主要由於歐洲這一主要市場面對激烈競爭，而視密卡為本集團的主要銷售產品，因此總收益因而減少。

毛利及毛利率

截至二零一八年六月三十日止六個月的毛利為8.0百萬美元，較二零一七年同期下降4.9百萬美元；毛利率為28.7%（二零一七年同期：40.1%），主要由於視密卡及mPOS的毛利率因市場競爭激烈而下降。

研發開支

研發開支主要包括本集團研發人員的薪金及福利、租金及辦公開支、條件接收認證費用、專業服務費及交通及住宿。於回顧期內，研發開支對比去年同期增加11.9%至4.0百萬美元，主要由於本集團圍繞安全產品這一概念，進行了多個新項目研發探索，研發費用增加0.4百萬美元。

FINANCIAL REVIEW

Revenue

For the six months ended 30 June 2018, the revenue of the Group was USD27.8 million (six months ended 30 June 2017: USD32.2 million). The following table shows revenue breakdown by business segments:

During the Review Period, revenue of the Group decreased by 13.7% as compared with the corresponding period in 2017, mainly due to the fierce competition faced by its CAMs, the Group's principal product in Europe, its major market.

Gross Profit and Gross Profit Margin

Gross profit amounted to USD8.0 million for the six months ended 30 June 2018, representing a decrease of USD4.9 million when compared with the corresponding period in 2017. The gross profit margin was 28.7% (the corresponding period in 2017: 40.1%), mainly due to decrease of CAMs and mPOS gross profit margin as a result of fierce market competition.

Research and Development Expenses

Research and development expenses mainly include salaries and benefits of our research and development staff, related rental and office expenses, CA certification fees, professional service fees and transportation and lodging. During the Review Period, research and development expenses increased by 11.9% to USD4.0 million as compared with the corresponding period in 2017, mainly due to an increase in research and development fees of USD0.4 million arising from the research and development explorations of several new projects conducted by the Group focusing on the concept of security products.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

銷售及分銷開支

銷售及分銷開支主要包括銷售及營銷人員的薪金及福利、營銷、培訓及推廣開支、差旅及招待費及租金及辦公開支。於回顧期內，銷售及分銷開支為1.5百萬美元，與去年同期持平。在回顧期內，本集團銷售結構繼續優化調整，精簡可控銷售費用，使得本集團在加大市場推廣的同時控制銷售及分銷開支。

一般及行政開支

一般及行政開支主要包括管理層、行政及財務人員的薪金及福利、一般及行政人員以股份為基礎的薪酬、專業服務費、租金及辦公開支、呆帳撥備以及差旅及招待費。於回顧期內，一般及行政開支與去年同期對比上升25.3%至4.2百萬美元，主要由於集團內部多個新項目開發，前期相關管理費用增加0.8百萬美元。

所得稅抵免

所得稅抵免包括本集團於德國的附屬公司的海外稅項開支及遞延所得稅抵免。於回顧期內，所得稅抵免為13,400美元，而二零一七年同期則為所得稅開支800,000美元，主要由於中國企業所得稅減少，因本集團的中國附屬公司在本期間錄得虧損，以及因於二零一七年同期按15%至25%稅率重新計量若干遞延稅項結餘而產生一次性遞延所得稅開支（因中國附屬公司當時仍在重續高新科技企業身份）。

Selling and Distribution Expenses

Selling and distribution expenses mainly include salaries and benefits of sales and marketing staff, marketing, training and promotion expenses, travel and entertainment and related rental and office expenses. During the Review Period, selling and distribution expenses were USD1.5 million, remaining stable when compared with the corresponding period in 2017. During the Review Period, the Group continued to optimise and adjust its selling structure and also reduce controllable selling expenses, which enabled it to increase marketing efforts and at the same time to achieve a selling and distribution expense level slightly lower than last year.

General and Administrative Expenses

General and administrative expenses mainly include salaries and benefits of management, administrative and finance staff, share-based compensation for general and administrative staff, professional service fees, related rental and office expenses, provision for doubtful debts, and travel and entertainment. During the Review Period, general and administrative expenses were USD4.2 million, representing an increase of 25.3% as compared with the corresponding period in 2017, mainly attributable to an increase in preliminary relevant administration fees of USD0.8 million resulting from the development of several new projects within the Group.

Income Tax Credit

Income tax credit consists of overseas tax expense for the Group's subsidiary in Germany and deferred income tax credit. During the Review Period, there were income tax credit of USD13.4 thousand, as compared to income tax expense of USD0.8 million in the corresponding period in 2017, mainly due to the decrease in PRC corporate income tax as the PRC subsidiary of the Group is loss-making during the current period and the one-off deferred income tax expense in the corresponding period in 2017 as a result of the remeasurement of certain deferred tax balances from 15% to 25% because the PRC subsidiary was still in the process to renew the High/ New Technology Enterprise identity.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

期內虧損

期內虧損為0.9百萬美元，較二零一七年同期下降3.5百萬美元，主要是由於視密卡產品和移動銷售終端機產品的收入下滑所致毛利下降所致。視密卡產品下降主要因為某些主要客戶需求減少，而移動銷售終端機產品的收入下降主要由於行業競爭加劇。

流動資金、財務資源及債務結構

回顧期內，本集團繼續維持良好及穩健的流動資金狀況。於二零一八年六月三十日，本集團之現金及現金等價物合計為67.3百萬美元(二零一七年十二月三十一日：84.1百萬美元)。本集團於二零一八年六月三十日的現金及現金等價物主要分別以人民幣及美元列值。本集團錄得流動資產淨值93.5百萬美元(二零一七年十二月三十一日：100.3百萬美元)及流動比率為1,862.3%(二零一七年十二月三十一日：678.0%)。

於二零一八年六月三十日，本集團概無任何其他尚未償還債務、銀行融資或任何發行在外或已授權但尚未發行的債券、定期貸款、其他借款或性質上屬於借款的債務、承兌信用、租購承擔、抵押及押記、或然負債或尚未解除的擔保。因此，資產負債比率並不適用。

資本承擔

於二零一八年六月三十日，本集團並無任何已訂約但未撥備之資本承擔(二零一七年十二月三十一日：無)及已授權但未訂約之資本承擔(二零一七年十二月三十一日：無)。

Loss for the Period

Loss for the period amounted to USD0.9 million, as compared to a profit of USD3.5 million during the corresponding period in 2017. The decrease in gross profit was mainly attributable to the decrease in revenue from sales of our two product types, namely CAM and mPOS. Revenue from sales of CAM products decreased primarily due to decrease in demand from certain major customers, while revenue from sales of mPOS products decreased mainly due to intensifying industry competition.

Liquidity, Financial Resources and Debt Structure

During the Review Period, the Group continued to maintain a healthy and solid liquidity position. As at 30 June 2018, the total cash and cash equivalents of the Group amounted to USD67.3 million (as at 31 December 2017: USD84.1 million). The Group's cash and cash equivalents were mainly denominated in RMB and USD respectively as at 30 June 2018. The Group recorded net current assets amounting to USD93.5 million (as at 31 December 2017: USD100.3 million) and its current ratio was 1,862.3% (as at 31 December 2017: 678.0%).

As at 30 June 2018, the Group did not have any other outstanding indebtedness, banking facilities or any outstanding or authorised but unissued debt securities, term loans, other borrowings or indebtedness in the nature of borrowing, acceptance credits, hire purchase commitments, mortgages and charges, contingent liabilities or guarantees outstanding. Therefore, a gearing ratio is not applicable.

Capital Commitments

As at 30 June 2018, the Group did not have any contracted but not provided for capital commitments (as at 31 December 2017: nil) or authorised but not contracted for capital commitments (as at 31 December 2017: nil).

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

重大投資、重要收購及出售附屬公司及聯屬公司

本集團於回顧期內未發生任何重大投資或發生任何實質性收購或附屬公司處置。

然而本集團在回顧期內進行了兩項非重大投資，於簡明綜合中期財務資料中入賬為透過損益按公平值入賬的金融資產。

於二零一八年二月八日，本公司附屬公司深圳國微技術有限公司（「SMiT深圳」）根據其與深圳衡宇芯片科技有限公司（「深圳衡宇」）等各方所簽訂的一份《投資協議》，完成了其對深圳衡宇的人民幣20百萬元（相等於約3,061,000美元）投資。深圳衡宇是一家以深圳為基地的領先積體電路設計公司，專門開發主要應用於通訊、消費電子及數據處理行業的閃存主控芯片。交易完成後，SMiT深圳已持有深圳衡宇約3.4%的股本。

於二零一八年二月八日，本公司附屬公司國微控股（香港）有限公司（「國微香港」）根據其與Sensel, Inc.（「Sensel」）等各方簽訂的一份《票據購買協議》，完成了對Sensel的兩百萬美元投資。Sensel是一家以美國為基地的領先技術公司，擁有壓力網格技術，該技術採用力敏方式，糅合了業內的領先性能及額外維度控制。票據購買協議完成後，國微香港已根據票據購買協議的條款認購了兩百萬美元可轉換成Sensel普通股或優先股的可承兌票據。

或然負債

於二零一八年六月三十日，本集團並無重大或然負債。

Significant Investment, Material Acquisition and Disposal of Subsidiaries and Associated Companies

The Group did not hold any significant investment nor make any material acquisition or disposal of subsidiaries during the Review Period.

However, the Group had two investments during the Review Period accounted for as financial assets at fair value through profit or loss on the condensed consolidated interim financial information which were insignificant to the Group.

On 8 February 2018, Shenzhen State Micro Technology Co. Ltd., (“SMiT Shenzhen”), a subsidiary of the Company, completed a RMB20 million (equivalent to approximately USD3,061,000) investment in StorArt Technology (Shenzhen) Co., Ltd (“StorArt”) pursuant to an investment agreement entered into between, among others, SMiT Shenzhen and StorArt. StorArt is an advanced integrated circuit design company based in Shenzhen specialising in the development of flash memory main controller integrated circuits, which are mainly supplied to the communications, consumer electronics and data processing industries. Upon completion of the transaction, SMiT Shenzhen held an approximately 3.4% stake in StorArt’s share capital.

On 8 February 2018, SMIT Holdings (HK) Limited (“SMIT HK”), a subsidiary of the Company, completed a USD2 million investment in Sensel, Inc. (“Sensel”) pursuant to a note purchase agreement entered into between, among others, SMIT HK and Sensel. Sensel is an advanced technology company based in the United States, which owns pressure grid technology that combines industry-leading performance and the extra dimension of control in the form of force sensitivity. Upon completion of the note purchase agreement, SMIT HK subscribed for a USD2 million promissory note which may be converted into common or preferred shares of Sensel pursuant to the terms of the Note Purchase Agreement.

Contingent Liabilities

As at 30 June 2018, the Group did not have any significant contingent liabilities.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

貨幣風險及管理

本集團主要於歐洲(美元計值交易)及中國(人民幣計值交易)進行銷售。本集團的視密卡銷售主要以美元計值，而mPOS機及區塊鏈伺服器銷售則以人民幣計值。本集團生產成本主要以人民幣計值。

於回顧期內，本集團並無訂立任何外匯遠期合約或使用任何衍生工具合約來對沖此風險。本集團密切監視外匯匯率變化以管理貨幣風險並會在必要時考慮對沖重大外匯風險。

僱員及薪酬政策

於二零一八年六月三十日，本集團聘用248名(二零一七年十二月三十一日：247名)，其中240名駐於深圳、6名駐於香港及2名駐於德國慕尼黑。本集團的員工成本(包括薪酬、花紅、社會保障、公職金及股份激勵計劃)總額為5.5百萬美元，佔本集團總收益19.7%。

本集團與所有全職僱員均訂立僱傭協議。若干高級管理層及主要研發人員已與本集團簽訂保密協議及不競爭協議。各高級行政人員已同意於僱傭協議生效期間及之後的一段時間內對本集團的任何保密數據、商業秘密或專業知識或本集團收到的任何第三方的機密數據絕對保密，且除職務上需要外，彼等不會對該等保密數據加以利用。此外，各高級行政人員已同意於受僱期結束後兩年內受不競爭限制的約束。

Currency Risk and Management

The Group's sales are primarily made in Europe, in USD-denominated transactions and the PRC, in RMB-denominated transactions. The sales of CAMs of the Group were predominantly denominated in USD while sales of mPOS devices and blockchain servers were denominated in RMB. The Group's costs of production are predominantly denominated in RMB.

During the Review Period, the Group did not enter into any foreign currency forward contracts or use any derivative contracts to hedge against its exposure. The Group manages its currency risk by closely monitoring the movement of foreign currency exchange rates and may consider hedging significant foreign currency exposure should the need arise.

Employees and Remuneration Policy

As at 30 June 2018, the Group employed 248 employees (as at 31 December 2017: 247), of whom 240 were based in Shenzhen, 6 in Hong Kong and 2 in Munich, Germany. The Group's staff costs (including salaries, bonuses, social insurance, provident funds and share incentive plan) amounted to USD5.5 million in aggregate, representing 19.7% of total revenue of the Group.

The Group has entered into employment agreements with all of its full-time employees. Certain senior management and key research and development personnel have signed confidentiality agreements and non-competition agreements with the Group. Each senior executive officer has agreed to hold, both during and after the effective period of his or her employment agreement, in strict confidence and not to use, except as required in the performance of his or her employment duties, any confidential information, trade secrets or know-how of the Group or the confidential information of any third party received by the Group. Additionally, each senior executive officer has agreed to be bound by non-competition restrictions for a period of two years following the term of his or her employment.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

本集團的成功依賴其吸引、挽留及激勵合資格人員的能力。本集團致力培訓及發展我們的僱員。本集團利用研發中心、研究實驗室及項目管理團隊，確保每名僱員通過接受從技術、解決方案及服務，直至客戶、市場及行業等方面課題上進行的持續培訓來維持現時的技能，本集團為所有新僱員提供入職培訓，以及在職培訓以持續提升僱員的技術、專業及管理能力。

展望

展望今年下半年，全球經濟仍然存在不明朗因素，對本集團的業務帶來更大挑戰。本集團將繼續開拓新業務機遇，同時，會進一步優化內部控制，提升成本效益。

CAM業務方面，本集團下半年會重點關注歐洲和俄羅斯的重要客戶延續性訂單需求以及新產品機會。此外，本集團亦將專注開拓中印度和土耳其市場這些新興市場方面的新客戶機會，以及非洲CAM消費卡的機會。東歐ASO(Analog Switch-off)的推進為視密卡帶來巨大的潛在市場，本集團將借助於區域內ASO進程的發展，積極開拓更多業務商機。

隨著CI+1.4和CI+ ECP的部署完成，CAM類產品在安全與互動方面均有新的功能開發需求，集團將繼續研發CI+ 1.4 CAM產品，進一步推動重要運營商客戶啟動CI+ 1.4專案。此外，本集團亦會同步向運營商客戶推薦CI+ ECP CAM產品，尋求產品換代的機會。在新產品研發上，本集團將重點關注付費電視運營商的多終端接收的需求，向客戶推廣USB Dongle和視頻網關類產品，並在電腦視覺和安全晶片上進行投入。

至於mPOS方面，本集團將加強業務風險管控，於客戶開發方面選擇資金實力強、業界信譽可靠的第三方支付公司；業務重心將放在智慧POS與掃碼產品兩大類，掃碼類產品預計將在下半年成為市場出貨主力。為應對存在多方挑戰的市場狀況，集團將在產品技術端繼續探索具有市場競爭力的新產品方向，尋求新的市場機會。

The Group's success depends on its ability to attract, retain and motivate qualified personnel and thus is dedicated to the training and development of employees. Towards that end, the Group leverages on the resources of its research and development centre, research laboratories and project management team to ensure that each employee maintains a current skill-set through continuous training on topics ranging from technologies, solutions and services to clients, markets and the industry. The Group provides introductory training and orientation for all new employees, as well as on-the-job training to continuously improve employees' technical, professional and management skills.

OUTLOOK

Looking at the second half of this year, there will still be uncertainties over the global economy, which will bring more challenges to the Group's business. The Group will continue to explore new business opportunities. The Group will also further optimise internal controls and improve cost-efficiency.

As for the CAM business, the Group will focus on new orders from prominent customers in Europe and Russia, as well as new product opportunities in the second half of the year. Moreover, the Group will also explore new customer opportunities in emerging markets including central India and Turkey and opportunities for CAM consumer cards in Africa. The roll-out of ASO (Analog Switch-off) in Eastern Europe creates huge potential markets for CAMs, and the Group will actively explore more business opportunities to support the implementation of ASO in the region.

With the completion of deployment of CI+1.4 and CI+ ECP, there are new functional development requirements for CAM products. Therefore the Group will continue to develop CI+ 1.4 CAM products, and further promote the initiation of CI+ 1.4 projects by prominent operators. In addition, CI+ ECP CAM products will be introduced to operators at the same time in order to seek opportunities for upgrading products. In terms of new product development and research, the Group will focus on the demand of pay-TV operators for multi-terminal access, promoting USB dongle and video network products to customers and investing in computer vision and security chips.

As for mPOS, the Group will strengthen business risk management and control and select creditworthy third-party payment companies with a strong capital foundation when it comes to customer development. Priority will be given to smart POS and QR code-scanning products, and it is expected that the latter will become the main trend in shipments in the second half of the year. To respond to the market conditions with varying degrees of competition, the Group will continue to develop product technologies to explore new product development directions with market competitiveness, and seek new market opportunities.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

未來，本集團會繼續密切留意新業務商機及合作機會，包括投資於擁有最前沿技術的公司，以鞏固我們作為行內技術領先企業的地位，以為股東創造更大回報。

上市所得款項淨額用途

根據本公司於二零一六年三月十六日刊發的招股章程(「招股章程」)所述的全球發售，本公司透過上市發行合共75,000,000股新股份(「發售股份」)，最終發售價為每股發售股份3.78港元。據此籌集的所得款項淨額總額(經扣除全球發售直接應佔的承銷佣金及開支後)約為251.6百萬港元。根據全球發售產生的所得款項淨額，招股章程所述的所得款項淨額建議用途已根據招股章程「未來計劃及所得款項用途」一節所載原則調整。於二零一六年三月三十日(「上市日期」，即本公司股份於聯交所首次開始買賣日期)至二零一八年六月三十日止，上市所得款項淨額已應用如下：

In the future, the Group will continue to pay close attention to new business and partnership opportunities, including investing in companies with cutting-edge technologies, to maintain its position as a technology leader in the industry and bring greater returns to its shareholders.

USE OF NET PROCEEDS FROM LISTING

The aggregate net proceeds raised by the Company from the Listing through the issue of an aggregate of 75,000,000 new shares (the "Offer Shares") at the final offer price of HK\$3.78 per Offer Share pursuant to the Global Offering referred to in the prospectus issued by the Company on 16 March 2016 (the "Prospectus"), after deduction of underwriting commissions and expenses directly attributable to the Global Offering, were approximately HK\$251.6 million. Based on the net proceeds derived from the Global Offering, proposed application of net proceeds as stated in the Prospectus had been adjusted according to the principles as specified in the section headed "Future Plans and Use of Proceeds" of the Prospectus. During the period from 30 March 2016 (the "Listing Date", being the date on which dealings in the shares of the Company first commenced in the Stock Exchange), to 30 June 2018, the net proceeds raised from the Listing had been applied as follows:

招股章程所述業務目標	招股章程所述 所得款項百分比	根據實際總所得款 項減估計上市開支後 經調整的所得款項用途 百萬港元	自上市日期起至 二零一八年六月三十日 的所得款項實際用途 百萬港元
Business objectives as stated in the Prospectus	Percentage of proceeds as stated in the Prospectus	Use of proceeds adjusted according to actual gross proceeds less estimated listing expense HK\$million	Actual use of proceeds from the Listing Date up to 30 June 2018 HK\$million
產品規劃及研發活動	40%	100.64	52.27
銷售及市場推廣開支	30%	75.48	18.75
可能合併及收購	20%	50.32	50.32
營運資金及一般公司用途	10%	25.16	—
	100%	251.60	121.34

如招股章程所披露，未動用的所得款項淨額已按董事會的意向存置於香港及中國內地的持牌銀行作為計息存款。本公司並無亦不會將任何所得款項淨額用於招股章程所披露者以外的用途。

The unused net proceeds have been placed as interest bearing deposits with licensed banks in Hong Kong and Mainland China in accordance with the intention of the Board as disclosed in the Prospectus. The Company has not utilised and will not utilise any net proceeds for purposes other than those disclosed in the Prospectus.

其他資料

OTHER INFORMATION

中期股息

董事會不建議就截至二零一八年六月三十日止六個月派發任何中期股息(截至二零一七年六月三十日止六個月：零)。

購買、出售或贖回本公司上市證券

截至二零一八年六月三十日止六個月，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

公眾持股量

根據公開予本公司查閱的資料並就董事會所知，截至本報告日期，本公司維持上市規則所訂明不少於25%的公眾持股量。

董事資料變動

根據上市規則第13.51B(1)條更新董事資料。董事胡家棟先生於二零一八年六月七日自啟迪國際有限公司(香港聯交所股份代號：872)(一家在聯交所主板上市的汽車安全公司)卸任執行董事及首席財務官一職。

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2018 (six months ended 30 June 2017: Nil).

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

During the six months ended 30 June 2018, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

PUBLIC FLOAT

Based on the information that was publicly available to the Company and to the knowledge of the Board, as of the date of this report, the Company maintained the prescribed public float of no less than 25% under the Listing Rules.

CHANGES IN DIRECTORS' INFORMATION

Directors' information are updated pursuant to Rule 13.51B(1) of the Listing Rules. Director Mr. Woo Kar Tung Raymond tendered his resignation as an executive director and the chief financial officer of TUS International Limited (HKSE: 872, an automotive safety company listed on the Main Board of the Stock Exchange), with effect from 7 June 2018.

其他資料

OTHER INFORMATION

董事及最高行政人員的權益

於二零一八年六月三十日，董事及本公司最高行政人員於須根據證券及期貨條例第352條記存的本公司權益登記冊內所記錄的或根據標準守則知會本公司及聯交所的本公司及其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中的權益及淡倉載列如下：

INTERESTS OF DIRECTORS' AND CHIEF EXECUTIVE

As at 30 June 2018, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of interests of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

佔本公司權益
的概約百分比
**Approximate
percentage of
interest in
our Company**

董事姓名 Name of director	權益性質 Nature of interest	證券數目及類別 Number and class of securities ⁽¹⁾	
黃學良 ⁽²⁾ Huang Xueliang ⁽²⁾	實益權益及受控法團權益 Beneficial interest and interest in a controlled corporation	172,113,041 股股份 Shares(L)	54.59%
關重遠 ⁽³⁾ Kwan, Allan Chung-yuen ⁽³⁾	實益權益 Beneficial interest	2,992,311 股股份 Shares (L)	0.95%
曾之傑 ⁽⁴⁾ Zeng Zhijie ⁽⁴⁾	實益權益 Beneficial interest	516,648 股股份 Shares (L)	0.16%
帥紅宇 ⁽⁵⁾ Shuai Hongyu ⁽⁵⁾	實益權益 Beneficial interest	6,356,853 股股份 Shares (L)	2.02%
龍文駿 ⁽⁶⁾ Loong, Manfred Man-tsun ⁽⁶⁾	實益權益 Beneficial interest	6,544,129 股股份 Shares (L)	2.08%

附註：

(1) 「L」指董事於本公司或相關相聯法團股份的好倉。

Notes:

(1) The letter "L" denotes the Directors' long positions in the shares of our Company or the relevant associated corporation.

其他資料

OTHER INFORMATION

- (2) 於二零一八年六月三十日，黃學良先生於4,107,575股股份中擁有權益並於可認購9,426,400股股份的購股權中擁有權益。黃先生亦持有Green Flourish Limited、Infortune International Limited 100%權益及持有Statemicroelectronics International Co., Ltd. 50%權益。黃先生亦因此被視為於二零一八年六月三十日分別於Green Flourish Limited、Infortune International Limited及Statemicroelectronics International Co., Ltd.擁有權益的128,656,454股股份、13,965,149股股份及15,957,463股股份中擁有權益。
- (3) 於二零一八年六月三十日，關重遠先生於223,418股股份中擁有權益且於可認購2,313,766股股份的購股權中擁有權益。關先生亦持有Cykorp Limited的全部權益。因此，關先生被視作於455,127股股份及可認購Cykorp Limited於其中擁有權益的442,841股股份的購股權中擁有權益。
- (4) 於二零一八年六月三十日，曾之傑先生於可認購516,648股股份的購股權中擁有權益。
- (5) 於二零一八年六月三十日，帥紅宇先生持有1,174,471股股份及於可認購5,182,382股股份的購股權中擁有權益。
- (6) 於二零一八年六月三十日，龍文駿先生於可認購6,544,129股股份的購股權中擁有權益。

除上文所披露者外，於二零一八年六月三十日，概無董事及／或本公司最高行政人員於須根據證券及期貨條例第352條記存的本公司登記冊內記錄或須根據標準守則知會本公司及香港聯交所的本公司或任何相聯法團(定義見證券及期貨條例第XV部)股份、相關股份或債權證中擁有任何其他權益或淡倉。

- (2) As at 30 June 2018, Mr. Huang Xueliang was interested in 4,107,575 Shares and was interested in share options to subscribe for 9,426,400 Shares. Mr. Huang also held 100% interest in Green Flourish Limited, 100% interest in Infortune International Limited and 50% interest in Statemicroelectronics International Co., Ltd. Mr. Huang was therefore also deemed to be interested in the 128,656,454 Shares, 13,965,149 Shares and 15,957,463 Shares in which Green Flourish Limited, Infortune International Limited and Statemicroelectronics International Co., Ltd. had interests respectively as at 30 June 2018.
- (3) As at 30 June 2018, Mr. Kwan, Allan Chung-yuen was interested in 223,418 Shares and was interest in share options to subscribe for 2,313,766 Shares. Mr. Kwan also held 100% interest in Cykorp Limited. Mr. Kwan is therefore deemed to be interested in the 455,127 Shares and share options to subscribe for 442,841 Shares in which Cykorp Limited had interests.
- (4) As at 30 June 2018, Mr. Zeng Zhijie was interested in share options to subscribe for 516,648 Shares.
- (5) As at 30 June 2018, Mr. Shuai Hongyu was interested in 1,174,471 Shares and was interested in share options to subscribe for 5,182,382 Shares.
- (6) As at 30 June 2018, Mr. Loong, Manfred Man-tsun was interested in share options to subscribe for 6,544,129 Shares.

Save as disclosed above, as at 30 June 2018, none of the Directors and/or the chief executive of the Company had any other interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

其他資料

OTHER INFORMATION

主要股東權益

於二零一八年六月三十日，據本公司董事所知悉，主要股東／其他人士(除董事及本公司最高行政人員外)於須根據證券及期貨條例第336條記存的本公司登記冊內記錄的本公司股份及相關股份中的權益及淡倉如下：

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2018, so far as known to the Directors of the Company, the interests or short positions of substantial shareholders/other persons (other than Directors and chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

股東姓名／名稱 Name of Shareholder	身份／權益性質 Capacity/nature of interest	證券數目及類別 Number and class of securities ⁽¹⁾	概約股權百分比 Approximate percentage of shareholding
Statemicroelectronics International Co., Ltd.	實益擁有人 Beneficial owner	15,957,463 股股份 Shares (L)	5.06%
祝昌華先生 ⁽²⁾ Mr. Zhu Changhua ⁽²⁾	於受控法團的權益 Interest in a controlled corporation	22,013,014 股股份 Shares (L)	6.98%
Junjie International Co., Ltd. ⁽³⁾	實益擁有人 Beneficial owner	19,140,656 股股份 Shares (L)	6.07%
宮俊先生 ⁽³⁾ Mr. Gong Jun ⁽³⁾	於受控法團的權益 Interest in a controlled corporation	19,362,077 股股份 Shares (L)	6.14%
鑫芯(香港)投資有限公司 ⁽⁴⁾ Xinxin (Hongkong) Capital Co., Limited ⁽⁴⁾	實益擁有人 Beneficial owner	29,999,000 股股份 Shares (L)	9.51%
鑫芯(上海)投資有限公司 ⁽⁴⁾ Xunxin (Shanghai) Investment Co.,Ltd. ⁽⁴⁾	於受控法團的權益 Interest in a controlled corporation	29,999,000 股股份 Shares (L)	9.51%
國家集成電路產業投資基金股份有限公司 ⁽⁴⁾ China Integrated Circuit Industry Investment Fund Co., Ltd. ⁽⁴⁾	於受控法團的權益 Interest in a controlled corporation	29,999,000 股股份 Shares (L)	9.51%
民生商銀國際控股有限公司 ⁽⁵⁾ CMBC International Holdings Limited ⁽⁵⁾	對股份有擔保權益 Person having a security interest in shares	142,621,603 股股份 Shares (L)	45.23%
中國民生銀行股份有限公司 ⁽⁵⁾ China Minsheng Banking Corp., Ltd. ⁽⁵⁾	對股份有擔保權益 Person having a security interest in shares	142,621,603 股股份 Shares (L)	45.23%

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附註：

- (1) 所列所有權益均為好倉。
- (2) 祝昌華先生於二零一八年六月三十日持有可認購73,807股股份的購股權。祝昌華先生亦分別於Capital Tower Profits Limited及Statemicroelectronics International Co., Ltd.持有100%及50%的權益。因此，祝昌華先生於二零一八年六月三十日被視為於Capital Tower Profits Limited及Statemicroelectronics International Co., Ltd.分別持有的5,981,744股股份及15,957,463股股份中擁有權益。
- (3) 宮俊先生於二零一八年六月三十日持有可認購221,421股股份的購股權。宮俊先生亦於Junjie International Limited持有100%的權益。因此，宮俊先生於二零一八年六月三十日被視為於Junjie International Limited持有的19,140,656股股份中擁有權益。
- (4) 據董事所知，國家集成電路產業投資基金股份有限公司持有鑫芯(上海)投資有限公司的100%權益，鑫芯(上海)投資有限公司繼而持有鑫芯(香港)投資有限公司的100%權益。因此，於二零一八年六月三十日，國家集成電路產業投資基金股份有限公司及鑫芯(上海)投資有限公司各自被視為於鑫芯(香港)投資有限公司所持有的29,999,000股股份中擁有權益。
- (5) 民生商銀國際控股有限公司對合共142,621,603股股票享有擔保權益，中國民生銀行股份有限公司持有民生商銀國際控股有限公司的100%權益。因此，中國民生銀行股份有限公司被視為對142,621,603股股票享有擔保權益。

除上文所披露者外，於二零一八年六月三十日，概無其他人士於須根據證券及期貨條例第336條記存的本公司登記冊內被記錄為於本公司股份或相關股份中擁有權益或淡倉。

Notes:

- (1) All interests stated are long positions.
- (2) Mr. Zhu Changhua held share options to subscribe for 73,807 Shares as at 30 June 2018. Mr. Zhu Changhua also held 100% interest in Capital Tower Profits Limited and 50% interest in Statemicroelectronics International Co., Ltd. Mr. Zhu Changhua was therefore deemed to be interested in the 5,981,744 Shares and 15,957,463 Shares held by Capital Tower Profits Limited and Statemicroelectronics International Co., Ltd. respectively as at 30 June 2018.
- (3) Mr. Gong Jun held share options to subscribe for 221,421 Shares as at 30 June 2018. Mr. Gong Jun also held 100% interest in Junjie International Limited. Mr. Gong Jun was therefore deemed to be interested in the 19,140,656 Shares held by Junjie International Limited as at 30 June 2018.
- (4) To the best of our Directors' knowledge, China Integrated Circuit Industry Investment Fund Co., Ltd. held 100% interest in Xunxin (Shanghai) Investment Co., Ltd. which in turn held 100% interest in Xinxin (Hongkong) Capital Co., Limited. Each of China Integrated Circuit Industry Investment Fund Co., Ltd. and Xunxin (Shanghai) Investment Co., Ltd. is therefore deemed to be interested in the 29,999,000 Shares held by Xinxin (HongKong) Capital Co., Limited as at 30 June 2018.
- (5) CMBC International Holdings Limited had security interest in an aggregate of 142,621,603 Shares. China Minsheng Bank Corp., Ltd. held 100% interest in CMBC International Holdings Limited and was therefore deemed as a person having a security interest in the 142,621,603 Shares.

Save as disclosed above, as at 30 June 2018, no other persons were recorded in the register of the Company required to be kept under Section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company.

其他資料

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購股權計劃

首次公開發售前購股權計劃

為確認及認可其部分僱員、董事及顧問對SMIT Corporation發展作出的貢獻，SMIT Corporation於二零零八年二月二十一日採納一項股份激勵計劃（「二零零八年股份計劃」）。作為籌備本公司上市而進行的重組的一部分，本公司透過於二零一五年九月十五日通過的唯一股東書面決議案採納二零零八年股份計劃作為首次公開發售前購股權計劃（「首次公開發售前購股權計劃」），承擔SMIT Corporation根據二零零八年股份計劃授出的購股權的所有權利及責任，而SMIT Corporation與該等購股權持有人訂立的所有購股權協議（以根據二零零八年股份計劃授出的所有該等購股權及其作用，以及訂立的購股權協議及其作用為限）按照其條款將為有效、具約束力及對本公司可強制執行，猶如該等購股權已由本公司根據首次公開發售前購股權計劃授出。

於上市日期或之後，概無購股權根據首次公開發售前購股權計劃進一步授出。

SHARE OPTION SCHEME

Pre-IPO Share Option Scheme

To recognise and acknowledge the contributions made by certain of its employees, Directors and consultants to the growth of SMIT Corporation, SMIT Corporation adopted a share incentive plan on 21 February 2008 (the “2008 Share Plan”). As part of the reorganisation in preparation for the listing of the Company, the Company assumed the 2008 Share Plan as the Pre-IPO Share Option Scheme (the “Pre-IPO Share Option Scheme”) by resolutions in writing of the sole shareholder passed on 15 September 2015, and assumed all the rights and obligations under options granted by SMIT Corporation under the 2008 Share Plan, and all share option agreements entered into between SMIT Corporation and the holders of such options, to the extent and effect that all such share options granted under, and such share option agreements entered, under the 2008 Share Plan will be valid, binding and enforceable against the Company in accordance with their terms, as if such options had been granted by the Company under the Pre-IPO Share Option Scheme.

No further options were granted under the Pre-IPO Share Option Scheme on or after the Listing Date.

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以下載列首次公開發售前購股權計劃項下於二零一八年六月三十日尚未行使購股權的詳情：

Set out below are details of the outstanding options under the Pre-IPO Share Option Scheme as at 30 June 2018:

承授人 類別／名稱 Category/ name of grantee	二零一八年 一月一日 授出購股權 相關股份數目 Number of Shares underlying the options granted as		行使價 Exercise price	歸屬日期 Vesting date	到期日 Expiration date	在行使 日期前加權 平均收市價 Weighted average closing price before the exercise dates	回顧期 所行使 during the Review Period	回顧期 所註銷 during the Review Period	回顧期 所失效 during the Review Period	截至
	at 1 January 2018	授出日期 Date of grant								二零一八年 六月三十日 尚未行使 Outstan- ding as of 30 June 2018
董事 Directors										
黃學良 Huang Xueliang	36,904	09/03/2008	USD0.01	09/03/2008	08/03/2018	HK\$3.75	36,904	—	—	—
	73,807	09/03/2008	USD0.01	09/03/2008	08/03/2018	HK\$3.75	73,807	—	—	—
	590,454	09/03/2008	USD0.01	26/07/2009	08/03/2018	HK\$3.75	590,454	—	—	—
	1,476,134	26/07/2009	USD0.04	05/03/2010	08/03/2018	HK\$4.86	1,476,134	—	—	—
	1,476,134	05/03/2010	USD0.04	05/03/2014	15/05/2019	HK\$5.39	476,134	—	—	1,000,000
	4,578,278	01/09/2010	USD0.54	01/09/2014	31/08/2020	—	—	—	—	4,578,278
	2,372,208	01/03/2011	USD1.06	01/03/2015	01/03/2021	—	—	—	—	2,372,208
	737,847	30/09/2012	USD0.62	30/09/2016	25/04/2022	—	—	—	—	737,847
	738,067	01/08/2013	USD0.56	01/08/2017	31/07/2023	—	—	—	—	738,067

其他資料

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承授人 類別／名稱 Category/ name of grantee	二零一八年 一月一日 授出購股權 相關股份數目 Number of Shares underlying the options granted as at 1 January 2018		授出日期 Date of grant	行使價 Exercise price	歸屬日期 Vesting date	到期日 Expiration date	在行使 日期前加權 平均收市價 Weighted average closing price before the exercise dates	回顧期 所行使 during the Review Period	回顧期 所註銷 Cancelled during the Review Period	回顧期 所失效 Lapsed during the Review Period	截至 二零一八年 六月三十日 尚未行使 Outstan- ding as of 30 June 2018
關重遠 ⁽¹⁾ Kwan, Allan ⁽¹⁾ Chung-yuen	236,182		26/07/2009	USD0.04	26/07/2013	08/03/2018	HK\$6.68	236,182	—	—	—
	1,585,138		01/09/2010	USD0.54	01/09/2014	31/08/2020	—	—	—	—	1,585,138
	285,787		01/03/2011	USD1.06	01/03/2015	01/03/2021	—	—	—	—	285,787
曾之傑 Zeng Zhijie	36,904		09/03/2008	USD0.01	09/03/2010	08/03/2018	HK\$4.35	36,904	—	—	—
	36,904		09/03/2008	USD0.01	09/03/2012	08/03/2018	HK\$4.35	36,904	—	—	—
	236,182		26/07/2009	USD0.04	26/07/2013	08/03/2018	HK\$5.36	236,182	—	—	—
	442,841		05/03/2010	USD0.04	05/03/2014	15/05/2019	—	—	—	—	442,841
	73,807		01/03/2011	USD1.06	01/03/2015	01/03/2021	—	—	—	—	73,807

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承授人 類別／名稱 Category/ name of grantee	二零一八年 一月一日 授出購股權 相關股份數目 Number of Shares underlying the options granted as at 1 January 2018	授出日期 Date of grant	行使價 Exercise price	歸屬日期 Vesting date	到期日 Expiration date	在行使 日期前加權 平均收市價 Weighted average closing price before the exercise dates	回顧期 所行使 Exercised during the Review Period	回顧期 所註銷 Cancelled during the Review Period	回顧期 所失效 Lapsed during the Review Period	截至 二零一八年 六月三十日 尚未行使 Outstan- ding as of 30 June 2018
帥紅宇 Shuai Hongyu	200,000	05/03/2010	USD0.04	05/03/2014	15/05/2019	—	—	—	—	200,000
	1,182,153	01/09/2010	USD0.54	01/09/2014	31/08/2020	—	—	—	—	1,182,153
	1,800,633	01/03/2011	USD1.06	01/03/2015	01/03/2021	—	—	—	—	1,800,633
	679,022	30/09/2012	USD0.62	30/09/2016	25/04/2022	—	—	—	—	679,022
	730,120	01/08/2013	USD0.56	01/11/2013	31/07/2023	—	—	—	—	730,120
	590,454	01/08/2013	USD0.56	01/08/2017	31/07/2023	—	—	—	—	590,454
龍文駿 Loong,Manfred Man-tsun	6,544,129	01/08/2013	USD0.14	01/11/2013	31/07/2023	—	—	—	—	6,544,129

其他資料

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承授人 類別／名稱 Category/ name of grantee	二零一八年 一月一日 授出購股權 相關股份數目 Number of Shares underlying the options granted as at 1 January 2018		授出日期 Date of grant	行使價 Exercise price	歸屬日期 Vesting date	到期日 Expiration date	在行使 日期前加權 平均收市價 Weighted average closing price before the exercise dates	回顧期 所行使 during the Review Period	回顧期 所註銷 Cancelled during the Review Period	回顧期 所失效 Lapsed during the Review Period	截至 二零一八年 六月三十日 尚未行使 Outstan- ding as of 30 June 2018
李艷榮 Li Yanrong	41,332		26/07/2009	USD0.04	26/07/2013	08/03/2018	HK\$5.09	41,332	—	—	—
	51,665		05/03/2010	USD0.04	05/03/2014	15/05/2019	—	—	—	—	51,665
	73,807		31/12/2010	USD0.75	31/12/2014	30/12/2020	—	—	—	—	73,807
	221,421		30/09/2012	USD0.62	30/09/2016	25/04/2022	—	—	—	—	221,421
	147,614		01/08/2013	USD0.56	01/08/2017	31/07/2023	—	—	—	—	147,614
關連人士 Connected persons											
白玉 Bai Yu	11,810		09/03/2008	USD0.01	09/03/2012	08/03/2018	HK\$5.70	11,810	—	—	—
	29,523		26/07/2009	USD0.04	26/07/2013	08/03/2018	HK\$7.50	29,523	—	—	—
	41,332		05/03/2010	USD0.04	05/03/2014	15/05/2019	HK\$7.28	41,332	—	—	—
	73,807		31/12/2010	USD0.75	31/12/2014	30/12/2020	—	—	—	—	73,807
	73,807		30/09/2012	USD0.62	30/09/2016	25/04/2022	—	—	—	—	73,807
	73,807		01/08/2013	USD0.56	01/08/2017	31/07/2023	HK\$7.28	73,807	—	—	—

其他資料

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承授人 類別／名稱 Category/ name of grantee	二零一八年 一月一日 授出購股權 相關股份數目 Number of Shares underlying the options granted as at 1 January 2018		授出日期 Date of grant	行使價 Exercise price	歸屬日期 Vesting date	到期日 Expiration date	在行使 日期前加權 平均收市價 Weighted average closing price before the exercise dates	回顧期 所行使 during the Review Period	回顧期 所註銷 during the Review Period	回顧期 所失效 during the Review Period	截至 二零一八年 六月三十日 尚未行使 Outstan- ding as of 30 June 2018
Cykorp Limited ⁽²⁾	36,904		09/03/2008	USD0.01	09/03/2012	08/03/2018	HK\$6.68	36,904	—	—	—
	442,841		26/07/2009	USD0.04	26/07/2013	08/03/2018	HK\$6.68	442,841	—	—	—
	442,841		05/03/2010	USD0.04	05/03/2014	15/05/2019	—	—	—	—	442,841
范瑩隆 Fan Yinglong	36,904		31/12/2010	USD0.75	31/14/2014	30/12/2020	—	—	—	—	36,904
	73,807		30/09/2012	USD0.62	30/09/2016	25/04/2022	—	—	—	—	73,807
	147,614		01/08/2012	USD0.56	01/08/2017	31/07/2023	—	—	—	—	147,614

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承授人 類別／名稱 Category/ name of grantee	二零一八年 一月一日 授出購股權 相關股份數目 Number of Shares underlying the options granted as at 1 January 2018		授出日期 Date of grant	行使價 Exercise price	歸屬日期 Vesting date	到期日 Expiration date	在行使 日期前加權 平均收市價 Weighted average closing price before the exercise dates	回顧期 所行使 during the Review Period	回顧期 所註銷 during the Review Period	回顧期 所失效 during the Review Period	截至 二零一八年 六月三十日 尚未行使 Outstan- ding as of 30 June 2018
僱員 Employees	553,553		09/03/2008	USD0.01	09/03/2010	08/03/2018	HK\$8.72	479,745	—	73,808	—
	580,273		09/03/2008	USD0.01	09/03/2010	08/03/2018	HK\$6.34	506,466	—	73,807	—
	2,147,412		26/07/2009	USD0.04	26/07/2013	08/03/2018	HK\$6.56	1,586,334	—	561,078	—
	1,461,386		05/03/2010	USD0.04	05/03/2014	15/05/2019	HK\$8.35	61,999	—	—	1,399,387
	1,527,810		01/09/2010	USD0.54	01/09/2014	31/08/2020	HK\$7.34	306,650	—	—	1,221,160
	2,136,729		31/12/2010	USD0.75	31/12/2014	30/12/2020	HK\$7.85	280,230	—	—	1,856,499
	548,781		08/01/2011	USD0.75	08/01/2015	08/01/2021	—	—	—	—	548,781
	548,781		01/05/2011	USD0.54	01/03/2015	01/03/2021	—	—	—	—	548,781
	2,228,970		01/03/2011	USD1.06	01/03/2015	01/03/2021	HK\$8.95	79,034	—	—	2,149,936
	2,420,875		30/09/2012	USD0.62	30/09/2016	25/04/2022	HK\$6.42	59,046	—	—	2,361,829
	1,837,796		01/08/2013	USD0.56	01/08/2017	31/07/2023	HK\$4.86	1,000	—	—	1,836,796

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承授人 類別／名稱 Category/ name of grantee	二零一八年 一月一日 授出購股權 相關股份數目 Number of Shares underlying the options granted as at 1 January 2018		授出日期 Date of grant	行使價 Exercise price	歸屬日期 Vesting date	到期日 Expiration date	在行使 日期前加權 平均收市價 Weighted average closing price before the exercise dates	回顧期 所行使 during the Review Period	回顧期 所註銷 during the Review Period	回顧期 所失效 during the Review Period	截至 二零一八年 六月三十日 尚未行使 Outstan- ding as of 30 June 2018
其他合資格 參與者(包括 前僱員及顧問)	36,904		09/03/2008	USD0.01	09/03/2010	03/08/2018	HK\$7.65	36,904	—	—	—
Other eligible participants (including former employees and consultants)	258,324		09/03/2008	USD0.01	03/09/2010	08/03/2018	HK\$9.29	258,324	—	—	—
	1,180,910		26/07/2009	USD0.04	26/07/2013	08/03/2018	HK\$6.40	442,842	—	738,068	—
	3,086,368		01/09/2010	USD0.54	01/09/2014	31/08/2020	HK\$6.35	147,614	—	5,905	2,932,849
	834,567		01/03/2011	USD1.06	01/03/2015	01/03/2021	—	—	—	14,762	819,805
	348,197		01/03/2012	USD1.21	01/03/2016	01/03/2022	—	—	—	73,807	274,390
	295,227		30/09/2012	USD0.62	30/09/2016	25/04/2022	—	—	—	221,421	73,806
	274,390		01/03/2013	USD0.62	01/03/2017	01/03/2023	HK\$8.00	154,995	—	—	119,395
	154,995		01/08/2013	USD0.56	01/08/2017	31/07/2023	—	—	—	132,853	22,142
	274,390		01/03/2014	USD0.41	01/03/2018	01/03/2014	—	—	—	—	274,390
總計 Total	51,497,563						HK\$6.24	8,278,337	—	1,895,509	41,323,717

其他資料

OTHER INFORMATION

附註：

(1) 於二零一六年六月三十日，關重遠先生於根據首次公開發售前購股權計劃授出可認購合共2,313,766股股份的購股權中擁有權益，持有情況如下：(i) 關先生以個人身份持有可認購1,870,925股股份的購股權；及(ii) Cykorp Limited(關先生全資擁有的公司)持有可認購442,841股股份的購股權。

(2) Cykorp Limited由關重遠先生全資擁有。

於回顧期，本公司因本集團購股權持有人行使首次公開發售前購股權而發行合共8,278,337股股份。於緊接首次公開發售前購股權獲行使前當日的股份的加權平均收市價為6.24港元。

於回顧期，概無首次公開發售前購股權獲註銷。

於回顧期，合共1,895,509份首次公開發售前購股權根據首次公開發售前購股權計劃的條款失效。

除上文所披露者外，於回顧期，概無其他首次公開發售前購股權獲行使、註銷或失效。

於二零一八年六月三十日，根據首次公開發售前購股權計劃授出的購股權所涉及的發行在外股份數目為41,323,717股股份，可按介乎每股股份0.04美元至每股股份1.06美元的各自行使價行使，相當於本公司於二零一八年六月三十日已發行股本約13.06%。

Notes:

(1) As at 30 June 2016, Mr. Kwan, Allan Chung-yuen was interested in share options granted under the Pre-IPO Share Option Scheme to subscribe for a total of 2,313,766 Shares which are held as follows: (i) options held in Mr. Kwan's personal capacity to subscribe for 1,870,925 Shares, and (ii) options held by Cykorp Limited, a company wholly owned by Mr. Kwan, to subscribe for 442,841 Shares.

(2) Cykorp Limited is wholly owned by Mr. Kwan, Allan Chung-yuen.

During the Review Period, a total number of 8,278,337 Shares were issued by the Company upon exercise of Pre-IPO Share Options by optionholders of the Group. The weighted average closing price of the Shares immediately before the date on which the Pre-IPO Share Options were exercised is HK\$6.24.

During the Review Period, none of the Pre-IPO Share Options were cancelled.

During the Review Period, a total number of 1,895,509 Pre-IPO Share Options had lapsed in accordance with the terms of the Pre-IPO Share Option Scheme.

Save as disclosed above, no other Pre-IPO Share Options were exercised, cancelled or lapsed during the Review Period.

The number of outstanding Shares subject to the options granted under the Pre-IPO Share Option Scheme as at 30 June 2018 was 41,323,717 Shares, exercisable at the respective exercise price between US\$0.04 per Share and US\$1.06 per Share, representing approximately 13.06% of the issued share capital of the Company as at 30 June 2018.

其他資料

OTHER INFORMATION

銷售至位於遭受國際制裁司法權區的客戶

截至二零一八年六月三十日止期間，本集團曾向位於俄羅斯的客戶銷售視密卡，佔本集團截至二零一八年六月三十日止期間總收益的1.3%，並向位於巴爾幹地區及烏克蘭的客戶銷售視密卡，佔本集團截至二零一八年六月三十日止期間總收益的4.25%。截至二零一八年六月三十日止期間，本集團並無向白俄羅斯、埃及及黎巴嫩作出任何銷售。截至二零一八年六月三十日止期間，來自根據美國、歐盟、聯合國及澳洲的法律受到若干經濟制裁的國家或地區（「被制裁國家」）相關客戶的收益貢獻百分比比較二零一七年相應期間者有所下降。

2018下半年，預期本集團將繼續向位於俄羅斯、烏克蘭及巴爾幹地區的客戶銷售且預期本集團向位於俄羅斯、烏克蘭及巴爾幹地區的客戶的銷售相對穩定。本集團亦預期其向位於埃及、黎巴嫩及白俄羅斯的客戶的銷售仍為零或不重大。截至二零一八年六月三十日止期間，本集團並無，且現時或日後概無意於被制裁國家或名列OFAC制裁名單（包括特別指定國民和被禁止人士名單）或美國、歐盟、聯合國或澳洲存置的其他受限制人士名單的若干人士及實體（「被制裁人士」）訂立本集團認為將令本集團或其投資者可能違反國際制裁或成為美國、歐盟、聯合國及澳洲的制裁相關法律法規（「國際制裁」）對象的任何交易。

SALES TO CUSTOMERS LOCATED IN JURISDICTIONS SUBJECT TO INTERNATIONAL SANCTIONS

During the period ended 30 June 2018, the Group had CAM sales to customers located in Russia, which accounted for 1.3% of the Group's total revenue for the period ended 30 June 2018, as well as CAM sales to customers located in the Balkans and Ukraine, which accounted for 4.25% of the Group's total revenue for the period ended 30 June 2018. During the period ended 30 June 2018, the Group had no sales to Belarus, Egypt and Lebanon. The percentage of revenue contribution from relevant customers located in the countries or territories which are targeted with certain economic sanctions under the laws of the United States, the European Union, the United Nations and Australia (the "Sanctioned Countries") in the period ended 30 June 2018 has decreased as compared to those in the corresponding period in 2017.

In the second half of 2018, the Group is expected to continue its sales to customers located in Russia, Ukraine and the Balkans and sales in the areas are expected to be relatively stable. The Group also expects its sales to customers located in Egypt, Lebanon and Belarus to remain zero or immaterial. During the period ended 30 June 2018, the Group did not, and has no present or future intention to, enter into any transactions in the Sanctioned Countries or with certain person(s) and entity(ies) listed on OFAC's sanctions lists including the Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the United States, the European Union, the United Nations or Australia (the "Sanctioned Persons") that the Group believes would put the Group or its investors at risk of violating international sanctions or becoming the target of sanction-related laws and regulations in the United States, the European Union, the United Nations and Australia (the "International Sanctions").

其他資料

OTHER INFORMATION

為繼續監察及評估本集團的業務並採取措施遵守招股章程所披露本集團向聯交所作出的持續承諾，並保障本集團及股東的利益，截至二零一八年六月三十日止期間，本集團已採取下列措施及努力，以監控及評估有關可能面臨國際制裁風險的業務活動：

- (i) 本集團已成立風險管理委員會，由本集團的高級管理人員組成，職責包括(其中包括)監控本集團面臨的制裁風險與出口控制及本集團執行相關內部控制程序的情況；
- (ii) 本集團於釐定其是否應在受制裁國家及與受制裁人士從事任何業務機會前評估制裁風險。本集團高級管理人員已進行相關客戶盡職調查，不限於客戶的身份及背景以及彼等的主要業務活動，並對照相關受制裁國家及受制裁人士名單檢查有關資料，以識別任何可能面臨的制裁風險；及
- (iii) 風險管理委員會繼續監控本集團面臨的制裁風險，當風險管理委員會認為必要時，本集團將保留在國際制裁事宜方面具備必要專長及經驗的外部國際制裁法律顧問提供推薦意見及建議。截至二零一八年六月三十日止期間，風險管理委員會並無發現本集團面臨須保留外部國際制裁法律顧問的任何制裁風險。

To continuously monitor and evaluate the Group's business and take measures to comply with the Group's continuing undertakings to the Stock Exchange as disclosed in the Prospectus, and to protect the interests of the Group and the Shareholders, the Group undertook the following measures and efforts to monitor and evaluate its business activities in connection with possible International Sanctions risks for the period ended 30 June 2018:

- (i) the Group has set up a risk management committee, comprising the Group's senior management, whose responsibilities include, among others, monitoring the Group's exposure to sanctions risks and export controls and the Group's implementation of the related internal control procedures;
- (ii) the Group evaluated sanctions risks prior to determining whether it should embark on any business opportunities in the Sanctioned Countries and with Sanctioned Persons. The Group's senior management had conducted relevant customer due diligence without limitation to identity and background of customers and their principal business activities and check such information against the relevant lists of Sanctioned Countries and Sanctioned Persons to identify any possible exposure to sanctions risks; and
- (iii) the risk management committee continuously monitored the Group's exposure to sanctions risks and the Group would, as and when the risk management committee considers it necessary, retain an external International Sanctions legal adviser with necessary expertise and experience in International Sanctions matters for providing recommendations and advice. During the period ended 30 June 2018, the risk management committee did not discover any exposure to sanctions risks by the Group which it considered necessary for the Group to retain an external International Sanctions legal adviser.

其他資料

OTHER INFORMATION

董事認為，有關風險管理措施及努力提供合理充足及有效的框架協助本集團識別和監控任何重大國際制裁風險，以保護本公司及其股東的整體利益。

遵守企業管治守則

自本公司股份於二零一六年三月三十日上市起，本公司已採納上市規則附錄十四所載的企業管治守則及企業管治報告（「企業管治守則」），作為其本身的企業管治守則。於截至二零一八年六月三十日止六個月，本公司一直遵守企業管治守則所載的守則條文，惟守則條文第A.2.1條除外。

根據企業管治守則條文第A.2.1條，其規定主席及行政總裁的角色應予區分，且不應由同一人士出任。由於本公司主席與行政總裁的職責均由黃學良先生履行，本公司因而偏離企業管治守則。董事會相信，基於黃學良先生於業內的豐富經驗、個人履歷及其對本集團及本集團過往發展所擔當的關鍵角色，由其出任主席兼行政總裁實屬必要。董事會相信，一人身兼兩職的安排能提供強勢及貫徹的領導，並有助本集團進行更有效的規劃及管理。由於所有主要決策將於諮詢董事會成員後作出，且董事會有三名獨立非執行董事提供獨立意見，故董事會認為，目前有充足保障措施，確保董事會內有足夠的權力制衡。董事會亦將繼續檢討及監察本公司的常規，以遵守企業管治守則及讓本公司維持高水平的企業管治常規。

The Directors are of the view that such risk management measures and efforts provided a reasonably adequate and effective framework to assist the Group in identifying and monitoring any material International Sanctions risk so as to protect the interests of the Company and its Shareholders as a whole.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code and Corporate Governance Report (the “CG Code”) contained in Appendix 14 to the Listing Rules as its own code of corporate governance since the listing of the Company’s shares on 30 March 2016. The Company has complied with the code provisions of the CG Code set out therein except for the code provision A.2.1 of the CG Code throughout the six months ended 30 June 2018.

Pursuant to CG Code provision A.2.1, the role(s) of chairman and chief executive should be separated and should not be performed by the same individual. As the duties of chairman and chief executive of the Company are performed by Mr. Huang Xueliang, the Company has deviated from the CG Code. The Board believes that it is necessary to vest both of the roles of chairman and chief executive in Mr. Huang Xueliang due to Mr. Huang’s rich experience and established market reputation in the industry, and the importance of Mr. Huang Xueliang in the strategic development of the Group. The Board believes that the dual role arrangement provides strong and consistent market leadership and is critical for efficient business planning and management of the Group. As all major decisions are made after the consultation with the members of the Board, and there are three independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board. The Board will also continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

其他資料

OTHER INFORMATION

遵守上市公司董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載標準守則為董事進行本公司證券交易的行為守則。向全體董事作出具體查詢後，本公司確認全體董事於截至二零一八年六月三十日止六個月一直遵守標準守則所規定的標準。

審閱中期業績

審核委員會已審閱本集團截至二零一八年六月三十日止六個月的未經審計中期財務資料。本公司外部核數師羅兵咸永道會計師事務所已應董事會要求按照香港會計師公會發出的香港審閱工作準則第 2410 號對該等未經審計中期財務資料進行審閱。

承董事會命
國微技術控股有限公司
主席
黃學良

香港，二零一八年八月三日

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED COMPANIES

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct in respect of transactions in securities of the Company by the Directors. Having made specific enquiries with all the Directors, the Company confirms that all the Directors have complied with the required standard as set out in the Model Code during the six months ended 30 June 2018.

REVIEW OF INTERIM RESULTS

The Audit Committee has reviewed the Group's unaudited interim financial information for the six months ended 30 June 2018. At the request of the Board, the Company's external auditor, PricewaterhouseCoopers, has carried out a review of the unaudited interim financial information in accordance with Hong Kong Standard on Review Engagement 2410 issued by the Hong Kong Institute of Certified Public Accountants.

By order of the Board
SMIT Holdings Limited
Huang Xueliang
Chairman

Hong Kong, 3 August 2018

中期財務資料審閱報告

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

致國微技術控股有限公司董事會

(於開曼群島註冊成立的有限公司)

引言

本核數師(以下簡稱「我們」)已審閱列載於第34至88頁的中期財務資料，此中期財務資料包括國微技術控股有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)於二零一八年六月三十日的簡明綜合財務狀況表與截至該日止六個月的簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量表，以及主要會計政策概要和其他附註解釋。香港聯合交易所有限公司證券上市規則規定，就中期財務資料擬備的報告必須符合以上規則的有關條文以及香港會計師公會頒布的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」擬備及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論，並僅按照我們協定的業務約定條款向閣下(作為整體)報告我們的結論，除此之外本報告別無其他目的。我們不會就本報告的內容對任何其他人士負上或承擔任何責任。

審閱範圍

我們已根據香港會計師公會頒布的香港審閱準則第2410號「由實體的獨立核數師執行的中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢，並應用分析性和其他審閱程序。審閱的範圍遠較根據《香港審計準則》進行審計的範圍為小，故不能令我們可保證我們將知悉在審計中可能被發現的所有重大事項。因此，我們不會發表審計意見。

TO THE BOARD OF DIRECTORS OF SMIT HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 34 to 88, which comprises the condensed consolidated statement of financial position of SMIT Holdings Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 June 2018 and the condensed consolidated statements of comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six months then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

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

中期財務資料審閱報告

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

結論

按照我們的審閱，我們並無發現任何事項，令我們相信 貴集團的中期財務資料未有在各重大方面根據香港會計準則第34號「中期財務報告」擬備。

羅兵咸永道會計師事務所
執業會計師

香港，二零一八年八月三日

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information of the Group is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 3 August 2018

簡明綜合財務狀況表

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一八年六月三十日及二零一七年十二月三十一日 As at 30 June 2018 and 31 December 2017

			未經審計 Unaudited 六月三十日 二零一八年 30 June 2018 美元 USD	經審計 Audited 十二月三十一日 二零一七年 31 December 2017 美元 USD
		附註 Note		
資產	ASSETS			
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	8	1,645,906	2,006,053
其他無形資產	Other intangible assets	8	13,490	86,311
商譽	Goodwill	8	6,488,258	6,570,079
貿易及其他應收款項及 預付款項	Trade and other receivables and prepayments	9	1,229,781	545,554
透過損益按公平值入賬的 金融資產	Financial assets at fair value through profit or loss	10	8,628,477	3,808,986
遞延所得稅資產	Deferred income tax assets		1,087,958	1,022,564
			19,093,870	14,039,547
流動資產	Current assets			
存貨	Inventories		8,226,145	16,727,865
貿易及其他應收款項及 預付款項	Trade and other receivables and prepayments	9	21,545,529	13,291,275
短期銀行存款	Short-term bank deposits		1,757,649	3,523,375
現金及現金等價物	Cash and cash equivalents		67,288,087	84,100,969
			98,817,410	117,643,484
總資產	Total assets		117,911,280	131,683,031
權益及負債	EQUITY AND LIABILITIES			
本公司擁有人應佔權益	Equity attributable to owners of the Company			
股本	Share capital	11	6,306	6,140
股份溢價	Share premium	11	100,481,120	98,362,681
合併儲備	Merger reserve		(48,810,141)	(48,810,141)
以股份為基礎的付款儲備	Share-based payment reserve		17,397,419	19,401,056
法定儲備	Statutory reserve		4,913,464	4,913,464
保留盈利	Retained earnings		35,679,909	36,548,676
資本儲備	Capital reserve		1,212,543	1,212,543
匯兌儲備	Exchange reserve		1,724,394	2,697,170
總權益	Total equity		112,605,014	114,331,589

簡明綜合財務狀況表

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一八年六月三十日及二零一七年十二月三十一日 As at 30 June 2018 and 31 December 2017

			未經審計 Unaudited 六月三十日 二零一八年 30 June 2018 美元 USD	經審計 Audited 十二月三十一日 二零一七年 31 December 2017 美元 USD
		附註 Note		
負債	LIABILITIES			
流動負債	Current liabilities			
貿易應付款項	Trade payables	12	1,175,342	7,552,913
應計費用及其他應付款項	Accruals and other payables		2,983,110	7,670,160
合約負債	Contract liabilities		309,125	—
遞延收益	Deferred revenue		607,908	969,746
應付所得稅	Income tax payable		230,781	1,158,623
總負債	Total liabilities		5,306,266	17,351,442
總權益及負債	Total equity and liabilities		117,911,280	131,683,031
流動資產淨值	Net current assets		93,511,144	100,292,042
總資產減流動負債	Total assets less current liabilities		112,605,014	114,331,589

第41至88頁的附註構成本簡明綜合中期財務資料不可或缺的一部分。

The notes on pages 41 to 88 form an integral part of this condensed consolidated interim financial information.

簡明綜合全面收益表

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		未經審計 Unaudited		
		截至該日期止六個月 Six months ended		
		六月三十日 二零一八年 30 June 2018 美元 USD	六月三十日 二零一七年 30 June 2017 美元 USD	
		附註 Note		
收益	Revenue	6	27,836,777	32,212,804
銷售成本	Cost of sales	13	(19,858,127)	(19,308,329)
毛利	Gross profit		7,978,650	12,904,475
其他虧損淨額	Other losses, net	7	(235,320)	(773,665)
其他收入	Other income	7	540,672	336,596
研發開支	Research and development expenses	13	(3,963,280)	(3,541,458)
銷售及分銷開支	Selling and distribution expenses	13	(1,537,641)	(1,470,193)
一般及行政開支	General and administrative expenses	13	(4,223,587)	(3,372,163)
經營(虧損)/溢利	Operating (loss)/profit		(1,440,506)	4,083,592
融資收入	Finance income		558,294	236,550
除所得稅前(虧損)/溢利	(Loss)/profit before income tax		(882,212)	4,320,142
所得稅抵免/(開支)	Income tax credit/(expense)	14	13,445	(844,391)
本公司擁有人應佔期內(虧損)/溢利	(Loss)/profit for the period attributable to owners of the Company		(868,767)	3,475,751
其他全面(虧損)/收益	Other comprehensive (loss)/income			
後續可能重新分類至損益的項目	Item that may be reclassified subsequently to profit or loss			
匯兌差額	Translation differences		(972,776)	1,631,768
本公司擁有人應佔期內全面(虧損)/收益總額	Total comprehensive (loss)/income for the period attributable to owners of the Company		(1,841,543)	5,107,519
期內本公司擁有人應佔每股(虧損)/盈利(以每股美元表示)	(Loss)/earnings per share attributable to owners of the Company for the period (expressed in USD per share)			
每股基本(虧損)/盈利	Basic (loss)/earnings per share	16	(0.003)	0.012
每股攤薄(虧損)/盈利	Diluted (loss)/earnings per share	16	(0.003)	0.011

第41至88頁的附註構成本簡明綜合中期財務資料不可或缺的一部分。

The notes on pages 41 to 88 form an integral part of this condensed consolidated interim financial information.

簡明綜合權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

未經審核
Unaudited
本公司擁有人應佔
Attributable to owners of the Company

		股本	股份溢價	合併儲備	以股份為 基礎的 付款儲備 Share- based payment reserve	法定儲備	資本儲備	匯兌儲備	保留盈利	總權益
		Share capital	Share premium	Merger reserve	reserve	Statutory reserve	Capital reserve	Exchange reserve	Retained earnings	Total equity
		美元	美元	美元	美元	美元	美元	美元	美元	美元
		USD	USD	USD	USD	USD	USD	USD	USD	USD
截至二零一八年 六月三十日止六個月	For the six months ended 30 June 2018									
於二零一八年一月一日的結餘	Balance at 1 January 2018	6,140	98,362,681	(48,810,141)	19,401,056	4,913,464	1,212,543	2,697,170	36,548,676	114,331,589
全面虧損	Comprehensive loss									
期內虧損	Loss for the period	—	—	—	—	—	—	—	(868,767)	(868,767)
匯兌差額	Translation differences	—	—	—	—	—	—	(972,776)	—	(972,776)
期內全面虧損總額	Total comprehensive loss for the period	—	—	—	—	—	—	(972,776)	(868,767)	(1,841,543)
與擁有人的交易	Transactions with owners									
以股份為基礎的薪酬	Share-based compensation	—	—	—	187	—	—	—	—	187
行使購股權(附註11)	Exercise of share options (Note 11)	166	2,920,972	—	(2,003,824)	—	—	—	—	917,314
於二零一八年六月就 二零一七年支付的股息(附註15)	Dividends relating to 2017 paid in June 2018 (Note 15)	—	(802,533)	—	—	—	—	—	—	(802,533)
與擁有人的交易，直接於權益確認	Transaction with owners, recognised directly in equity	166	2,118,439	—	(2,003,637)	—	—	—	—	114,968
於二零一八年六月三十日的結餘	Balance at 30 June 2018	6,306	100,481,120	(48,810,141)	17,397,419	4,913,464	1,212,543	1,724,394	35,679,909	112,605,014

第 41 至 88 頁的附註構成本簡明綜合中期財務資料不可或缺的一部分。

The notes on pages 41 to 88 form an integral part of this condensed consolidated interim financial information.

簡明綜合權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		未經審核 Unaudited 本公司擁有人應佔 Attributable to owners of the Company								
		股本	股份溢價	合併儲備	以股份為 基礎的 付款儲備	法定儲備	資本儲備	匯兌儲備	保留盈利	總權益
		Share capital	Share premium	Merger reserve	Share- based payment reserve	Statutory reserve	Capital reserve	Exchange reserve	Retained earnings	Total equity
		美元	美元	美元	美元	美元	美元	美元	美元	美元
		USD	USD	USD	USD	USD	USD	USD	USD	USD
截至二零一七年	For the six months									
六月三十日止六個月	ended 30 June 2017									
於二零一七年一月一日的結餘	Balance at 1 January 2017	6,037	97,421,918	(48,810,141)	20,483,902	4,099,819	1,212,543	(1,584,853)	26,263,453	99,092,678
全面收益	Comprehensive income									
期內溢利	Profit for the period	-	-	-	-	-	-	-	3,475,751	3,475,751
匯兌差額	Translation differences	-	-	-	-	-	-	1,631,768	-	1,631,768
期內全面收益總額	Total comprehensive income									
	for the period	-	-	-	-	-	-	1,631,768	3,475,751	5,107,519
與擁有人的交易	Transactions with owners									
以股份為基礎的薪酬	Share-based compensation	-	-	-	7,136	-	-	-	-	7,136
根據僱員股份獎勵計劃發行股份	Issues of shares under employee share award scheme	20	302,563	-	-	-	-	-	-	302,583
行使購股權	Exercise of share options	9	131,610	-	(123,743)	-	-	-	-	7,876
於二零一七年五月就 二零一六年支付的股息	Dividends relating to 2016 paid in May 2017	-	(580,846)	-	-	-	-	-	-	(580,846)
與擁有人的交易， 直接於權益確認	Transaction with owners, recognised directly in equity	29	(146,673)	-	(116,607)	-	-	-	-	(263,251)
於二零一七年六月三十日的結餘	Balance at 30 June 2017	6,066	97,275,245	(48,810,141)	20,367,295	4,099,819	1,212,543	46,915	29,739,204	103,936,946

第 41 至 88 頁的附註構成本簡明綜合中期財務資料不可或缺的一部分。

The notes on pages 41 to 88 form an integral part of this condensed consolidated interim financial information.

簡明綜合現金流量表

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		未經審核 Unaudited 截至該日期止六個月 Six months ended	
		六月三十日 二零一八年 30 June 2018 美元 USD	六月三十日 二零一七年 30 June 2017 美元 USD
	附註 Note		
經營活動所得現金流量			
Cash flows from operating activities			
經營活動(所用)/ 所得現金		(11,901,820)	6,119,331
已付所得稅		(1,020,401)	(584,201)
經營活動(所用)/ 所得現金淨額		(12,922,221)	5,535,130
投資活動所得現金流量			
Cash flows from investing activities			
購買物業、廠房及設備	8	(35,261)	(141,411)
出售物業、廠房及設備 所得款項		221	—
購買其他無形資產	8	(12,134)	—
短期銀行存款減少/(增加)		1,765,726	(6,820,392)
購買透過損益按公平值 入賬的金融資產		(5,022,700)	(3,467,702)
有關潛在投資的預付 款項增加		(1,000,000)	—
已收利息收入		508,807	236,550
投資活動所用現金淨額		(3,795,341)	(10,192,955)
融資活動所得現金流量			
Cash flows from financing activities			
支付股息	15	(802,533)	(580,846)
行使購股權	11	917,314	7,876
融資活動所得/(所用) 現金淨額		114,781	(572,970)

簡明綜合現金流量表

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		未經審核 Unaudited 截至該日期止六個月 Six months ended	
		六月三十日 二零一八年 30 June 2018 美元 USD	六月三十日 二零一七年 30 June 2017 美元 USD
		附註 Note	
現金及現金等價物減少淨額	Net decrease in cash and cash equivalents	(16,602,781)	(5,230,795)
於一月一日的現金及現金等價物	Cash and cash equivalents at 1 January	84,100,969	56,409,071
外匯匯率變動的影響	Effect of foreign exchange rate changes	(210,101)	710,487
於六月三十日的現金及 現金等價物	Cash and cash equivalents at 30 June	67,288,087	51,888,763

第41至88頁的附註構成本簡明綜合中期財務資料不可或缺的一部分。

The notes on pages 41 to 88 form an integral part of this condensed consolidated interim financial information.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

1 一般資料

國微技術控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事條件接收模塊(「視密卡」)及移動銷售終端(「mPOS」)機的開發及銷售，其可分別確保將數字內容分發及傳輸至電視及確保移動支付交易。本集團亦從事區塊鏈芯片及服務器的供應。

本公司為於開曼群島註冊成立及存冊的有限公司。其於開曼群島的註冊辦事處位於PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands，而其於中華人民共和國(「中國」)的註冊辦事處位於中國深圳市南山區科技園南區高新南一道國微大廈。

本公司第一上市地為香港聯合交易所有限公司。

除非另有所指，本簡明綜合中期財務資料以美元(「美元」)呈列。

本簡明綜合中期財務資料未經審計。

1 GENERAL INFORMATION

SMIT Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) principally engage in the development and sales of conditional access modules (“CAM”) and mobile point-of-sales (“mPOS”) devices that enable secure distribution and delivery of digital content to television and secure mobile payment transactions respectively. The Group also engages in the supply of blockchain chipsets and servers.

The Company is a limited liability company incorporated and domiciled in the Cayman Islands. The address of its registered office in the Cayman Islands is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and its registered office in the People’s Republic of China (“PRC”) is SSMEC Building, Gao Xin Nan First Avenue, High-Tech Park South, Nanshan District, Shenzhen, PRC.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited.

This condensed consolidated interim financial information is presented in United States dollars (“USD”), unless otherwise stated.

This condensed consolidated interim financial information has not been audited.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策

截至二零一八年六月三十日止六個月的簡明綜合中期財務資料乃根據香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。

簡明綜合中期財務資料並不包括年度財務報表中通常包括的所有附註類別。因此，該簡明綜合中期財務資料須與截至二零一七年十二月三十一日止年度的年度財務報表(根據香港財務報告準則(「香港財務報告準則」)而編製)及本公司於中期報告期內作出的任何公告一併閱讀。

所應用的會計政策與截至二零一七年十二月三十一日止年度的年度財務報表所載者一致，惟不包括使用預期年度盈利總額所適用稅率對所得稅的估計及採納下文所載於截至二零一八年十二月三十一日止財政年度生效的新訂及經修訂準則。

2.1 本集團採納的新訂及經修訂準則

多項新訂或經修訂準則適用於本報告期且本集團因採納下列準則須改變其會計政策：

- 香港財務報告準則第9號金融工具
- 香港財務報告準則第15號與客戶之間的合同產生的收入

採納該等新準則及新會計政策的影響於下文附註2.3中披露。其他新訂或經修訂準則對本集團的會計政策並無任何重大影響。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

This condensed consolidated interim financial information for the six months ended 30 June 2018 has been prepared in accordance with Hong Kong Accounting Standards (“HKAS”) 34 “Interim Financial Reporting”.

The condensed consolidated interim financial information does not include all the notes of the type normally included in the annual financial statements. Accordingly, this condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2017, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”), and any public announcements made by the Company during the interim reporting period.

The accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2017, as described in those annual financial statements, except for the estimation of income tax using the tax rate that would be applicable to expected total annual earnings and the adoption of new and amended standards effective for the financial year ending 31 December 2018 as described below.

2.1 New and amended standards adopted by the Group

A number of new or amended standards became applicable for the current reporting period and the Group had to change its accounting policies as a result of adopting the following standards:

- HKFRS 9 Financial Instruments
- HKFRS 15 Revenue from Contracts with Customers

The impact of the adoption of these new standards and the new accounting policies are disclosed in Note 2.3 below. Other new or amended standards did not have any material impact on the Group’s accounting policies.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策(續)

2.2 已頒佈但本集團尚未應用的準則的影響

(a) 香港財務報告準則第 16 號租賃

香港財務報告準則第 16 號於二零一六年一月頒佈。因為經營租賃與融資租賃的劃分已被刪除，此項準則將導致幾乎所有租賃在簡明綜合財務狀況表內確認。根據該新訂準則，資產(該租賃項目的使用權)與支付租金的金融負債獲確認。唯一例外者為短期及低價值租賃。

出租人的會計處理方式並無重大變化。

此準則將主要影響本集團經營租賃的會計處理。於報告期末，本集團有不可取消的經營租賃承擔 610,444 美元。然而，本集團尚未釐定該等承擔將導致資產和負債就未來付款確認的程度，以及將如何影響本集團的(虧損)/溢利及現金流量分類。

若干承擔可能涵蓋在短期及低價值租賃例外情況內，而若干承擔可能涉及香港財務報告準則第 16 號下將不合資格作為租賃的安排。

該準則於二零一九年一月一日或之後開始的年度報告期間內的首個中期期間強制生效。本集團不擬於其生效日期前採納該項準則。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.2 Impact of standards issued but not yet applied by the Group

(a) HKFRS 16 Leases

HKFRS 16 was issued in January 2016. It will result in almost all leases being recognised on the condensed consolidated statement of financial position, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

The standard will affect primarily the accounting for the Group's operating leases. As at the end of reporting period, the Group has non-cancellable operating lease commitments of USD610,444. However, the Group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Group's (loss)/profit and classification of cash flows.

Some of the commitments may be covered by the exception for short-term and low-value leases and some commitments may relate to arrangements that will not qualify as leases under HKFRS 16.

The standard is mandatory for first interim periods within annual reporting periods beginning on or after 1 January 2019. The Group does not intend to adopt the standard before its effective date.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策(續)

2.3 會計政策的變動

本附註解釋採納香港財務報告準則第9號金融工具及香港財務報告準則第15號與客戶之間的合同產生的收入對本集團簡明綜合中期財務資料的影響，亦披露自二零一八年一月一日起適用而與過往期間所適用者不同的新會計政策。

(a) 香港財務報告準則第9號金融工具 – 採納的影響

香港財務報告準則第9號取代香港會計準則第39號有關金融資產及金融負債的確認、分類及計量、終止確認金融工具、金融資產減值及對沖會計的條文。

於二零一八年一月一日起採納香港財務報告準則第9號金融工具引致會計政策變動。新會計政策載列於下文附註2.3(b)。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies

This note explains the impact of the adoption of HKFRS 9 Financial Instruments and HKFRS 15 Revenue from Contracts with Customers on the Group's condensed consolidated interim financial information and also discloses the new accounting policies that have been applied from 1 January 2018, where they are different to those applied in prior periods.

(a) HKFRS 9 Financial Instruments – Impact of adoption

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The adoption of HKFRS 9 Financial Instruments from 1 January 2018 resulted in changes in accounting policies. The new accounting policies are set out in Note 2.3 (b) below.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

(a) 香港財務報告準則第9號金融工具－採納的影響(續)

(i) 分類及計量

於二零一八年一月一日(首次應用香港財務報告準則第9號之日)，本集團管理層評估應就本集團所持有的金融資產採用何種業務模式，並已將其金融工具分類至香港財務報告準則第9號項下適當的類別。於二零一八年一月一日，所有類別的金融資產及金融負債根據香港會計準則第39號及香港財務報告準則第9號均具有相同的賬面值，各重大類別的金融資產及負債的計量類別如下：

金融資產

Financial assets

貿易應收款項

Trade receivables

票據及其他應收款項

Notes and other receivables

短期銀行存款

Short-term bank deposits

現金及現金等價物

Cash and cash equivalents

透過損益按公平值入賬的金融資產

Financial assets at fair value through profit or loss

金融負債

Financial liabilities

貿易應付款項

Trade payables

應計費用及其他應付款項

Accruals and other payables

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

(a) HKFRS 9 Financial Instruments – Impact of adoption (Continued)

(i) Classification and measurement

On 1 January 2018 (the date of initial application of HKFRS 9), the Group's management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate HKFRS 9 categories. All classes of financial assets and financial liabilities had the same carrying amounts in accordance with HKAS 39 and HKFRS 9 on 1 January 2018, the measurement categories of each material class of financial assets and liabilities were as follows:

根據香港會計準則

第39號計量類別

Measurement Category
under HKAS 39

根據香港財務報告準則

第9號計量類別

Measurement Category
under HKFRS 9

攤銷成本

Amortised cost

攤銷成本

Amortised cost

攤銷成本

Amortised cost

攤銷成本

Amortised cost

透過損益按公平值入賬

Fair value through profit or loss

攤銷成本

Amortised cost

攤銷成本

Amortised cost

攤銷成本

Amortised cost

攤銷成本

Amortised cost

透過損益按公平值入賬

Fair value through profit or loss

攤銷成本

Amortised cost

攤銷成本

Amortised cost

攤銷成本

Amortised cost

攤銷成本

Amortised cost

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

(a) 香港財務報告準則第9號金融工具 – 採納的影響(續)

(ii) 金融資產減值

本集團的重大金融資產受新的預期信用損失模型所規限，包括貿易應收款項以及票據及其他應收款項。本集團須就該等類別的金融資產根據香港財務報告準則第9號修訂其減值方法。

儘管現金及現金等價物以及短期銀行存款亦須遵守香港財務報告準則第9號的減值要求，但已確認的減值損失並不重大。

就票據及其他應收款項而言，管理層認為其信用風險自初步確認後並未因參考對方歷史違約率及當前財務狀況而大幅增加。按12個月預期信用損失釐定的減值撥備接近零。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

(a) HKFRS 9 Financial Instruments – Impact of adoption (Continued)

(ii) *Impairment of financial assets*

The Group's significant financial assets which are subject to the new expected credit loss model include trade receivables and notes and other receivables. The Group was required to revise its impairment methodology under HKFRS 9 for these classes of financial assets.

While cash and cash equivalents and short-term bank deposits are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

For notes and other receivables, management considers that its credit risk has not increased significantly since initial recognition with reference to the counterparty historical default rate and current financial position. The impairment provision is determined based on the 12-month expected credit losses which is close to zero.

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

- (a) 香港財務報告準則第9號金融工具－採納的影響(續)

(ii) 金融資產減值(續)

就貿易應收款項而言，本集團應用香港財務報告準則第9號所訂明的簡化方法就預期信用損失作出撥備，該規定允許對所有貿易應收款項採用全期的預期損失。為計量預期信用損失，貿易應收款項已根據攤佔信貸風險特點及過期天數分類。於二零一八年一月一日，採用香港財務報告準則第9號規定的簡化預計損失方法並未導致貿易應收款項產生任何額外減值損失。

當不存在可收回的合理預期時，本集團會核銷貿易應收款項。不存在可收回的合理預期的指標包括債務人無法與本集團達成還款計劃。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

- (a) HKFRS 9 Financial Instruments – Impact of adoption (Continued)

(ii) *Impairment of financial assets (Continued)*

For trade receivables, the Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected losses for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The adoption of the simplified expected loss approach under HKFRS 9 has not resulted in any additional impairment loss for trade receivables as at 1 January 2018.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

(b) 香港財務報告準則第9號金融工具－自二零一八年一月一日起應用的會計政策

(i) 分類

自二零一八年一月一日起，本集團將其金融資產按以下計量類別分類：

- 隨後將按公平值計量(計入其他全面收益(「其他全面收益」)或計入損益)；及
- 將按攤銷成本計量。

該分類取決於實體管理金融資產及合約現金流量年期之業務模式。

就按公平值計量的資產而言，其收益及虧損於損益或其他全面收益列賬。對於並非持作買賣的權益工具投資，則取決於本集團是否於初始確認時不可撤回地選擇按公平值計入其他全面收益(「按公平值計入其他全面收益」)對權益投資列賬。

僅當該等資產之業務模式發生變動時，本集團才對債務投資進行重新分類。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

(b) HKFRS 9 Financial Instruments – Accounting policies applied from 1 January 2018

(i) Classification

From 1 January 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (“OCI”), or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through OCI (“FVOCI”).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

(b) 香港財務報告準則第9號金融工具 – 自二零一八年一月一日起應用的會計政策(續)

(ii) 計量

初始計量時，本集團按金融資產之公平值加(倘並非按公平值計入損益(「按公平值計入損益」)之金融資產)直接歸屬於金融資產收購之交易成本計量。按公平值計入損益之金融資產之交易成本於損益列作開支。

在確定具有嵌入衍生工具的金融資產的現金流是否僅支付本金及利息時，需從金融資產的整體進行考慮。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

(b) HKFRS 9 Financial Instruments – Accounting policies applied from 1 January 2018 (Continued)

(ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (“FVPL”), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

(b) 香港財務報告準則第9號金融工具 – 自二零一八年一月一日起應用的會計政策(續)

(ii) 計量(續)

債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及該等資產之現金流量特徵。本集團將其債務工具分類為三種計量類別：

- 攤銷成本：持作收回合約現金流量之資產，倘該等現金流量僅指支付之本金及利息，則按攤銷成本計量。該等金融資產的利息收入採用實際利率法計入財務收入。終止確認產生的任何收益或虧損直接計入損益，並與其他虧損淨額與匯兌損益一併列報。減值虧損於簡明綜合全面收益表內作為單獨項目列示。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

(b) HKFRS 9 Financial Instruments – Accounting policies applied from 1 January 2018 (Continued)

(ii) Measurement (Continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other losses, net, together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the condensed consolidated statement of comprehensive income.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

(b) 香港財務報告準則第9號金融工具 – 自二零一八年一月一日起應用的會計政策(續)

(ii) 計量(續)

債務工具(續)

- 按公平值計入其他全面收益：持作收回合約現金流量及出售金融資產之資產，倘該等資產現金流量僅指支付本金及利息，則按公平值計入其他全面收益計量。賬面值之變動乃計入其他全面收益，惟於簡明綜合全面收益表確認之減值收益或虧損、利息收入及匯兌收益及虧損除外。金融資產終止確認時，先前於其他全面收益確認之累計收益或虧損由權益重新分類至損益表並確認為其他虧損淨額。該等金融資產之利息收入乃按實際利率法計入財務收入。匯兌收益及虧損於其他虧損淨額列報，而減值開支於簡明綜合全面收益表內作為單獨項目列示。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

(b) HKFRS 9 Financial Instruments – Accounting policies applied from 1 January 2018 (Continued)

(ii) Measurement (Continued)

Debt instruments (Continued)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the condensed consolidated statement of comprehensive income. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other losses, net. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other losses, net, and impairment expenses are presented as separate line item in the condensed consolidated statement of comprehensive income.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

(b) 香港財務報告準則第9號金融工具 – 自二零一八年一月一日起應用的會計政策(續)

(ii) 計量(續)

債務工具(續)

- 按公平值計入損益：未達攤銷成本標準或未按公平值計入其他全面收益的資產乃按公平值計入損益。後續按公平值計入損益計量的債務投資的收益或虧損於損益表確認，並於產生期間在其他虧損淨額內呈現。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

(b) HKFRS 9 Financial Instruments – Accounting policies applied from 1 January 2018 (Continued)

(ii) Measurement (Continued)

Debt instruments (Continued)

- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other losses, net, in the period in which it arises.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

- (b) 香港財務報告準則第9號金融工具 – 自二零一八年一月一日起應用的會計政策(續)

(ii) 計量(續)

權益工具

本集團按公平值後續計量所有權益投資。倘本集團管理層選擇於其他全面收益列報權益投資之公平值收益及虧損，終止確認投資後，概無後續重新分類公平值收益及虧損至損益。當本集團有權收取股息付款時，該等投資之股息繼續於損益確認為其他收入。

按公平值計入損益之金融資產公平值變動於簡明綜合全面收益表確認為其他虧損淨額(如適用)。按公平值計入其他全面收益之權益投資之減值虧損(及減值虧損撥回)不會因公平值變動而分開列報。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

- (b) **HKFRS 9 Financial Instruments – Accounting policies applied from 1 January 2018** (Continued)

(ii) *Measurement* (Continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other losses, net, in the condensed consolidated statement of comprehensive income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

(b) 香港財務報告準則第9號金融工具 – 自二零一八年一月一日起應用的會計政策(續)

(iii) 減值

金融資產的減值已從香港會計準則第39號的已發生損失模型轉為香港財務報告準則第9號的預計信用損失模式。根據全新的預計損失方法，減值損失無須再待損失事件發生後才確認。本集團按預計信用損失作出減值，即按照金融資產預計期限內現金不足額的現值計算。本集團按前瞻性原則，對按攤銷成本列賬及按公平值計入其他全面收益的債務工具相關的預計信用損失進行評估。所採用的減值方法取決於信用風險是否大幅增加。

就貿易應收款項而言，本集團採用香港財務報告準則第9號允許的簡化方法，其中要求全期預計損失須自首次確認應收款項時確認。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

(b) HKFRS 9 Financial Instruments – Accounting policies applied from 1 January 2018 (Continued)

(iii) Impairment

The impairment of financial assets has changed from the incurred loss model under HKAS 39 to the expected credit loss model under HKFRS 9. Under the new expected loss approach, it is no longer necessary for a loss event to occur before an impairment loss is recognised. Impairment is made on the expected credit losses, which are the present value of the cash shortfalls over the expected life of the financial assets. The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

(c) 香港財務報告準則第15號與客戶之間的合同產生的收入－採納的影響

自二零一八年一月一日起，本集團已採納香港財務報告準則第15號與客戶之間的合同產生的收入，導致會計政策變更。根據香港財務報告準則第15號的過渡性條文，比較數字尚未重列。

採納香港財務報告準則第15號的影響與合約負債的列報有關。於二零一八年一月一日進行重新分類，以與香港財務報告準則第15號所用術語一致：

- 預先從客戶收到的合約負債已於之前列報為應計費用及其他應付款項。

總括而言，於二零一八年一月一日初步應用當日對簡明綜合財務狀況表所確認的金額作出以下調整：

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

(c) HKFRS 15 Revenue from Contracts with Customers – Impact of adoption

The Group has adopted HKFRS 15 Revenue from Contracts with Customers from 1 January 2018 which resulted in changes in accounting policies. In accordance with the transitional provisions in HKFRS 15, comparative figures have not been restated.

The effects of the adoption of HKFRS 15 are related to presentation of contract liabilities. Reclassifications were made as at 1 January 2018 to be consistent with the terminology used under HKFRS 15:

- Contract liabilities for receipt in advance from customers were previously presented as accruals and other payables.

In summary, the following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at the date of initial application on 1 January 2018:

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

- (c) 香港財務報告準則第15號與客戶之間的合同產生的收入－採納的影響(續)

綜合財務狀況表(摘錄)

應計費用及其他應付款項
合約負債

**Consolidated statement of
financial position (extract)**

Accruals and other payables
Contract liabilities

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

- (c) **HKFRS 15 Revenue from Contracts with Customers – Impact of adoption**
(Continued)

香港會計 準則第18號 於二零一七年 十二月三十一日 的賬面值 HKAS 18 carrying amount as at 31 December 2017 美元 USD	重新分類 Reclassification	香港財務報告 準則第15號 於二零一八年 一月一日 的賬面值 HKFRS 15 carrying amount as at 1 January 2018 美元 USD
7,670,160	(763,981)	6,906,179
—	763,981	763,981

2 編製基準及會計政策(續)

2.3 會計政策的變動(續)

- (d) 香港財務報告準則第15號與客戶之間的合同產生的收入 – 自二零一八年一月一日起應用的會計政策

本集團銷售一系列視密卡、mPOS及區塊鏈芯片及服務器。當產品的控制權轉移時(即產品已交付予客戶，客戶對產品的銷售渠道及價格有絕對酌情權，且概無可影響客戶接納產品的未履行義務時)，銷售獲確認。當產品運送到指定地點時交付即告完成。當客戶按照銷售合約接納產品，或接納條款已失效，或本集團有客觀證據證明所有接納標準均已達成時，產品毀損及遺失之風險轉由客戶承擔。

本集團在貨品交付時確認應收款，因為此時收回對價的權利是無條件的，本集團僅需待客戶付款。

對於客戶付款與承諾產品轉移間的週期超過一年的合約，交易價格因存在重大融資成分的影響而調整。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Changes in accounting policies (Continued)

- (d) **HKFRS 15 Revenue from Contracts with Customers – Accounting policies applied from 1 January 2018**

The Group sells a range of CAM, mPOS and blockchain chipsets and servers. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

For contract where the period between the payment by the customer and the transfer of the promised product exceeds one year, the transaction price is adjusted for the effects of a significant financing component.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理

3.1 財務風險因素

本集團的活動使其面臨多種財務風險：市場風險（包括外匯風險及現金流量及公平值利率風險）、信用風險及流動資金風險。

簡明綜合中期財務資料並無載列年度財務報表所需的所有財務風險管理資料及披露，且須與本集團於二零一七年十二月三十一日的年度財務報表一併閱讀。

風險管理政策自年末起並無變動。

3.2 流動資金風險

與年末相比，金融負債的合約未貼現現金流出並無重大變動。

3.3 公平值估計

本集團管理其資本架構並根據經濟狀況的變動對其作出調整。為了維持或調整資本架構，本集團可能會調整派付予股東的股息、向股東歸還資本或發行新股份。於截至二零一八年六月三十日止六個月期間，並無就管理資本的目標、政策或程序作出任何變動。

本集團流動金融資產（包括貿易及其他應收款項、短期銀行存款以及現金及現金等價物）及流動金融負債（包括貿易及其他應付款項及應計費用）的賬面值由於期限較短而與其公平值相若。非即期貿易及其他應收款項的賬面值與其基於貼現現金流量估計的公平值相若。

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risk), credit risk, and liquidity risk.

The condensed consolidated interim financial information do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2017.

There have been no changes in risk management policies since year end.

3.2 Liquidity risk

Compared to year end, there was no material change in the contractual undiscounted cash out flows for financial liabilities.

3.3 Fair value estimation

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the six months ended 30 June 2018.

The carrying values of the Group's current financial assets, including trade and other receivables, short-term bank deposits and cash and cash equivalents, and current financial liabilities, including trade and other payables and accruals, approximate their fair values due to their short maturities. The carrying amounts of non-current trade and other receivables approximate their fair values which are estimated based on the discounted cash flows.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理(續)

3.3 公平值估計(續)

(a) 公平值等級

下表分析以估值方法按公平值列賬之金融工具。不同等級界定如下：

- 相同資產或負債在活躍市場之報價(未經調整)(第1級)。
- 第1級所包括報價以外之輸入數據，有關輸入數據為資產或負債可從觀察中直接(即價格)或間接(即源自價格)得出(第2級)。
- 並非以可觀察市場數據為根據之資產或負債輸入數據(即不可觀察輸入數據)(第3級)。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.3 Fair value estimation (Continued)

(a) Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理(續)

3.3 公平值估計(續)

(a) 公平值等級(續)

下表呈列本集團金融資產及負債，乃按於二零一八年六月三十日及二零一七年十二月三十一日之公平值計量。

		第1級 Level 1 美元 USD	第2級 Level 2 美元 USD	第3級 Level 3 美元 USD	總計 Total 美元 USD
於二零一八年六月三十日 (未經審計)	As at 30 June 2018 (unaudited)				
透過損益按公平值入賬 的金融資產	Financial assets at fair value through profit or loss	—	—	8,628,477	8,628,477
於二零一七年 十二月三十一日 (經審計)	As at 31 December 2017 (audited)				
透過損益按公平值入賬 的金融資產	Financial assets at fair value through profit or loss	—	—	3,808,986	3,808,986

期內第1級、第2級與第3級之間概無轉撥。

期內估值方法概無其他變動。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.3 Fair value estimation (Continued)

(a) Fair value hierarchy (Continued)

The following table presents the Group's financial assets and liabilities that are measured at fair value at 30 June 2018 and 31 December 2017.

There were no transfers between Levels 1, 2 and 3 during the period.

There were no other changes in valuation techniques during the period.

3 財務風險管理(續)

3.3 公平值估計(續)

(b) 釐定公平值所用估值方法

用於評估按公平值列賬的金融工具的特定估值方法包括：

- 本集團釐定，非上市基金的報告資產淨值指其於報告期末的價值。
- 於二零一八年作出之非上市股本證券及非上市可換股承兌票據的公平值根據近期可比較公平交易釐定。
- 於二零一七年作出之非上市股本證券的公平值乃使用貼現現金流量分析釐定。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.3 Fair value estimation (Continued)

(b) Valuation techniques used to determine fair values

Specific valuation techniques used to value financial instruments carried at fair value include:

- The Group has determined that the reported net asset value of the unlisted fund represents its value at the end of reporting period.
- The fair value of investments in unlisted equity security and unlisted convertible promissory note made in 2018 is determined using comparable recent arm's length transactions.
- The fair value of investment in unlisted equity security made in 2017 is determined using discounted cash flow analysis.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理(續)

3.3 公平值估計(續)

(c) 使用重大不可觀察輸入數據的公平值計量 (第3級)

下表呈列第3級工具於截至二零一八年六月三十日止年度的變動。

		未經審核 Unaudited 透過損益 按公平值入賬 的金融資產 Financial assets at fair value through profit or loss 截至以下日期止六個月 Six months ended	
		二零一八年 六月三十日 30 June 2018 美元 USD	二零一七年 六月三十日 30 June 2017 美元 USD
於一月一日的期初結餘	Opening balance at 1 January	3,808,986	—
期內添置	Addition for the period	5,022,700	3,467,702
於綜合全面收益表 確認的(虧損)/收益	(Losses)/gains recognised in condensed consolidated statement of comprehensive income	(177,803)	62,100
貨幣換算差額	Currency translation difference	(25,406)	—
於六月三十日 的期末結餘	Closing balance at 30 June	8,628,477	3,529,802
就報告期末所持有資產計入 損益的期內未變現 (虧損)/收益總額	Total unrealised (losses)/gains for the period included in profit or loss for assets held at the end of the reporting period	(177,803)	62,100

於截至二零一八年及二零一七年六月三十日止六個月的損益確認的(虧損)/收益總額中，所有金額均歸因於有關該報告期末所持等於資產的未變現(虧損)/收益變動。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.3 Fair value estimation (Continued)

(c) Fair value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in level 3 instruments for the six months ended 30 June 2018:

		未經審核 Unaudited 透過損益 按公平值入賬 的金融資產 Financial assets at fair value through profit or loss 截至以下日期止六個月 Six months ended	
		二零一八年 六月三十日 30 June 2018 美元 USD	二零一七年 六月三十日 30 June 2017 美元 USD
於一月一日的期初結餘	Opening balance at 1 January	3,808,986	—
期內添置	Addition for the period	5,022,700	3,467,702
於綜合全面收益表 確認的(虧損)/收益	(Losses)/gains recognised in condensed consolidated statement of comprehensive income	(177,803)	62,100
貨幣換算差額	Currency translation difference	(25,406)	—
於六月三十日 的期末結餘	Closing balance at 30 June	8,628,477	3,529,802
就報告期末所持有資產計入 損益的期內未變現 (虧損)/收益總額	Total unrealised (losses)/gains for the period included in profit or loss for assets held at the end of the reporting period	(177,803)	62,100

Of the total (losses)/gains recognised in profit or loss during the six months ended 30 June 2018 and 2017, all amounts are attributable to the change in unrealised (losses)/gains relating to those assets held at the end of the reporting period.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理(續)

3.3 公平值估計(續)

(c) 使用重大不可觀察輸入數據的公平值計量 (第3級)(續)

下表概述用於第3級公平值計量的主要不可觀察輸入數據的量化資料：

類型	於二零一八年 六月三十日 之公平值	估值方法	不可觀察 輸入數據	不可觀察 輸入數據範圍 Range of unobservable input
Description	Fair value at 30 June 2018 美元 USD	Valuation technique	Unobservable input	
於二零一七年收購之 非上市股本證券	2,014,630	貼現現金流量(附註(a))	除稅前貼現率	21%
Unlisted equity security acquired in 2017		Discounted cash flow (Note (a))	Pre-tax discount rate	21%
			複合年增長率	85%
			Compound annual growth rate	85%
			最終增長率	3%
			Terminal growth rate	3%
非上市基金投資	1,591,147	資產淨值(附註(b))	不適用	不適用
Unlisted fund investment		Net asset value (Note (b))	N/A	N/A
非上市可換股承兌票據	2,000,000	參閱近期可比較公平交易 (附註(c))	不適用	不適用
Unlisted convertible promissory note		Reference with comparable recent arm's length transactions (Note (c))	N/A	N/A
於二零一八年收購之 非上市股本證券	3,022,700	參閱近期可比較公平交易 (附註(c))	不適用	不適用
Unlisted equity security acquired in 2018		Reference with comparable recent arm's length transactions (Note (c))	N/A	N/A

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.3 Fair value estimation (Continued)

(c) Fair value measurements using significant unobservable inputs (Level 3) (Continued)

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements:

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理(續)

3.3 公平值估計(續)

(c) 使用重大不可觀察輸入數據的公平值計量(第3級)(續)

附註：

- (a) 於二零一八年六月三十日，用作計算公平值之除稅前貼現率及收益複合年增長率分別為21%及85%。倘貼現率上調/下調1%而收益複合年增長率下調4%，除稅前虧損將增加約39,000美元。除稅前貼現率及收益複合年增長率越高，則公平值及除稅後虧損越高。
- (b) 本集團認為，報告資產淨值與報告期末的非上市基金投資的公平值相若。
- (c) 本集團認為，於報告期末，近期可比較公平交易價格與於二零一八年收購的非上市股本證券及非上市可換股承兌票據的公平值相若。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.3 Fair value estimation (Continued)

(c) Fair value measurements using significant unobservable inputs (Level 3) (Continued)

Note:

- (a) As at 30 June 2018, the pre-tax discount rate and compound annual growth rate in revenue used to compute the fair value are 21% and 85% respectively. If the discount rate shifted downward by 1% with the compound annual growth rate in revenue shifted downward by 4%, the post-tax loss would be approximately USD39,000 higher. The higher the pre-tax discount rate and compound annual growth rate in revenue, the lower the fair value and the higher post-tax loss.
- (b) The Group has determined that the reported net asset value approximates fair value of the unlisted fund investment at the end of the reporting period.
- (c) The Group has determined that prices in comparable recent arm's length transactions approximate fair values of the unlisted equity security and unlisted convertible promissory note acquired in 2018 at the end of the reporting period.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

4 主要會計估計及判斷

於編製中期財務資料時，管理層需要作出判斷、估計及假設，而此舉會影響會計政策的應用及所呈報資產及負債、收入及開支的金額。實際結果可能有別於該等估計。

於編製該簡明綜合中期財務資料時，管理層就應用本集團會計政策所作重大判斷及估計不明朗因素的主要來源與截至二零一七年十二月三十一日止年度綜合財務報表適用者相同。

5 分部資料

管理層根據主要營運決策人審閱的用於作出策略決策的資料釐定經營分部。主要營運決策人（「主要營運決策人」）已被確定為本公司執行董事。

截至二零一八年六月三十日止六個月，主要營運決策人審閱兩個可報告分部的業績以評估本集團的表現。可報告分部（視密卡、mPOS及區塊鏈服務器）與往年的分部分類有別，乃為使分部審閱與重組後的內部管理及報告架構統一。可資比較期間的分部資料的報告架構已予重列，以與本期間的分類一致。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2017.

5 SEGMENT INFORMATION

Management has determined the operating segments based on the information reviewed by the chief operating decision-maker that are used to making strategic decisions. The chief operating decision-maker ("CODM") is identified as the Executive Directors of the Company.

During the six months ended 30 June 2018, the CODM assessed the performance of the Group by reviewing the results of two reportable segments: CAM and mPOS and blockchain servers, which is different from the segment categorisation in the prior year in order to align the segment review with the restructured internal management and reporting structure. The segment information of comparative period has been restated to conform to the current period categorisation.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

5 分部資料(續)

視密卡及mPOS—安全產品(視密卡及mPOS機)的開發及銷售，確保安全地將數字內容分發及傳輸至電視及安全的移動支付交易。

區塊鏈服務器—區塊鏈芯片及服務器的開發及銷售。

主要營運決策人定期檢討本集團的表現及審閱本集團的內部報告，以評估表現及分配資源。主要營運決策人根據分部業績的計量評估經營分部的表現。該計量基準包括經營分部的毛利。向主要營運決策人提供的其他資料的計量方式與本簡明綜合中期財務資料一致。

5 SEGMENT INFORMATION (Continued)

CAM and mPOS – development and sales of security products (CAM and mPOS devices) that enable secure distribution and delivery of digital content to television and secure mobile payment transactions respectively.

Blockchain servers – development and sales of integrated blockchain chipsets and servers.

The CODM reviews the performance of the Group on a regular basis and reviews the Group's internal reporting in order to assess performance and allocate resources. The CODM assesses the performance of the operating segments based on a measure of segment results. This measurement basis includes gross profit of the operating segments. Other information provided to the CODM is measured in a manner consistent with that in this condensed consolidated interim financial information.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

5 分部資料(續)

5 SEGMENT INFORMATION (Continued)

		未經審計 Unaudited		
		視密卡及 mPOS CAM and mPOS 美元 USD	區塊鏈 服務器 Blockchain servers 美元 USD	總額 Total 美元 USD
截至二零一八年 六月三十日止六個月	For the six months ended 30 June 2018			
分部收益	Segment revenue			
外部收益	External revenue	18,187,941	9,648,836	27,836,777
分部業績	Segment results	5,574,807	2,403,843	7,978,650
截至二零一七年 六月三十日止六個月 (經重列)	For the six months ended 30 June 2017 (as restated)			
分部收益	Segment revenue			
外部收益	External revenue	29,687,645	2,525,159	32,212,804
分部業績	Segment results	12,314,857	589,618	12,904,475
		視密卡及 mPOS CAM and mPOS 美元 USD	區塊鏈 服務器 Blockchain servers 美元 USD	總額 Total 美元 USD
於二零一八年六月三十日 (未經審計)	At 30 June 2018 (unaudited)			
分部資產	Segment assets	29,878,042	5,541,301	35,419,343
於二零一七年 十二月三十一日 (經審計)(經重列)	At 31 December 2017 (audited) (as restated)			
分部資產	Segment assets	29,111,500	9,874,663	38,986,163

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

5 分部資料(續)

分部資產主要包括商譽、其他無形資產、存貨、貿易及其他應收款項及預付款項以及透過損益按公平值入賬的金融資產，但不包括遞延所得稅資產、物業、廠房及設備、現金及現金等價物、短期銀行存款以及公司及未分配資產。

可報告分部業績與除所得稅前(虧損)/溢利的對賬如下：

		未經審計 Unaudited 截至該日期止六個月 Six months ended	
		二零一八年 六月三十日 30 June 2018 美元 USD	二零一七年 六月三十日 30 June 2017 美元 USD
報告分部業績	Reporting segment results	7,978,650	12,904,475
其他收入	Other income	540,672	336,596
其他虧損淨額	Other losses, net	(235,320)	(773,665)
融資收入	Finance income	558,294	236,550
公司及未分配開支	Corporate and unallocated expenses	(9,724,508)	(8,383,814)
除所得稅前(虧損)/溢利	(Loss)/profit before income tax	(882,212)	4,320,142

5 SEGMENT INFORMATION (Continued)

Segment assets consist primarily of goodwill, other intangible assets, inventories, trade and other receivables and prepayments and financial assets at fair value through profit or loss but exclude deferred income tax assets, property, plant and equipment, cash and cash equivalents, short-term bank deposits and corporate and unallocated assets.

A reconciliation of reportable segment results to (loss)/profit before income tax is provided as follows:

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

5 分部資料(續)

可報告分部資產與總資產按以下方式對賬：

		未經審計 Unaudited 於二零一八年 六月三十日 As at 30 June 2018 美元 USD	經審計 Audited 於二零一七年 十二月三十一日 As at 31 December 2017 美元 USD
可報告分部資產	Reportable segment assets	35,419,343	38,986,163
遞延所得稅資產	Deferred income tax assets	1,087,958	1,022,564
物業、廠房及設備	Property, plant and equipment	1,645,906	2,006,053
現金及現金等價物	Cash and cash equivalents	67,288,087	84,100,969
短期銀行存款	Short-term bank deposits	1,757,649	3,523,375
公司及未分配資產	Corporate and unallocated assets	10,712,337	2,043,907
簡明綜合財務狀況表的總資產	Total assets per condensed consolidated statement of financial position	117,911,280	131,683,031

5 SEGMENT INFORMATION (Continued)

Reportable segments assets are reconciled to total assets as follows:

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

6 收益

6 REVENUE

		未經審計 Unaudited 截至該日期止六個月 Six months ended	
		二零一八年 六月三十日 30 June 2018 美元 USD	二零一七年 六月三十日 30 June 2017 美元 USD
收益	Revenue		
— 視密卡	- CAM	12,889,504	22,739,535
— mPOS 機	- mPOS devices	5,298,437	6,948,110
— 區塊鏈服務器	- Blockchain servers	9,648,836	2,525,159
產品銷售總額	Total sales of goods	27,836,777	32,212,804
確認收入時間	Timing of revenue recognition		
— 在某一時點確認	- At a point in time	27,836,777	32,212,804

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

7 其他虧損淨額及其他收入

7 OTHER LOSSES, NET AND OTHER INCOME

		未經審計 Unaudited 截至該日期止六個月 Six months ended	
		二零一八年 六月三十日 30 June 2018 美元 USD	二零一七年 六月三十日 30 June 2017 美元 USD
其他虧損淨額	Other losses, net		
— 匯兌虧損淨額	- Exchange losses, net	(57,517)	(835,765)
— 透過損益按公平值入賬的金融資產的公平值(虧損)/收益	- Fair value (losses)/gains on financial assets at fair value through profit or loss	(177,803)	62,100
		(235,320)	(773,665)
其他收入	Other income		
— 政府補助	- Government grants	494,018	307,142
— 其他	- Others	46,654	29,454
		540,672	336,596

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

8 商譽、物業、廠房及設備以及其他無形資產

8 GOODWILL, PROPERTY, PLANT AND EQUIPMENT AND OTHER INTANGIBLE ASSETS

		未經審計 Unaudited		
		商譽 Goodwill	物業、廠房 及設備 Property, plant and equipment	其他無形資產 Other intangible assets
		美元 USD	美元 USD	美元 USD
截至二零一七年	Six months ended 30 June 2017			
六月三十日止六個月				
期初賬面淨值	Opening net book amount	6,188,584	2,009,722	192,409
添置	Additions	—	141,411	—
出售	Disposals	—	(1,689)	—
折舊及攤銷(附註13)	Depreciation and amortisation (Note 13)	—	(326,465)	(82,999)
貨幣換算差額	Currency translation differences	148,539	40,332	94
期末賬面淨值	Closing net book amount	6,337,123	1,863,311	109,504
		未經審計 Unaudited		
		商譽 Goodwill	物業、廠房 及設備 Property, plant and equipment	其他無形資產 Other intangible assets
		美元 USD	美元 USD	美元 USD
截至二零一八年	Six months ended 30 June 2018			
六月三十日止六個月				
期初賬面淨值	Opening net book amount	6,570,079	2,006,053	86,311
添置	Additions	—	35,261	12,134
出售	Disposals	—	(17,122)	—
折舊及攤銷(附註13)	Depreciation and amortisation (Note 13)	—	(368,523)	(87,794)
貨幣換算差額	Currency translation differences	(81,821)	(9,763)	2,839
期末賬面淨值	Closing net book amount	6,488,258	1,645,906	13,490

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

9 貿易及其他應收款項及預付款項

9 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

		未經審計 Unaudited 於二零一八年 六月三十日 As at 30 June 2018 美元 USD	經審計 Audited 於二零一七年 十二月三十一日 As at 31 December 2017 美元 USD
第三方貿易應收款項	Trade receivables from third parties	13,807,379	11,840,686
關聯方貿易應收款項(附註18(d))	Trade receivables from a related party (Note 18(d))	3,102,243	133,476
減：貿易應收款項減值撥備	Less: Provision for impairment of trade receivables	(1,444,234)	(1,286,088)
貿易應收款項－淨額	Trade receivables – net	15,465,388	10,688,074
預付款項	Prepayments	6,446,578	1,350,472
應收票據	Notes receivable	75,794	1,633,905
其他應收款項	Other receivables	787,550	164,378
		7,309,922	3,148,755
減：非即期部分	Less: Non-current portion	(1,229,781)	(545,554)
		21,545,529	13,291,275

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

9 貿易及其他應收款項及預付款項(續)

本集團授予客戶的信用期通常為30至180天不等。按發票日計，減除撥備後的貿易應收款項分析如下

30天以內	Less than 30 days
31至60天	31 to 60 days
61至90天	61 to 90 days
91至180天	91 to 180 days
181至365天	181 to 365 days
365天以上	Over 365 days

9 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

The Group's credit terms granted to customers generally ranged from 30 to 180 days. An analysis of the trade receivables, net of provision, by invoice date is as follows:

未經審計 Unaudited 於二零一八年 六月三十日 As at 30 June 2018 美元 USD	經審計 Audited 於二零一七年 十二月三十一日 As at 31 December 2017 美元 USD
4,571,388	7,132,202
1,478,768	2,185,283
619,613	356,603
5,995,542	170,461
2,215,782	617,528
584,295	225,997
15,465,388	10,688,074

10 透過損益按公平值入賬的金融資產

於二零一七年收購非上市股本證券(附註(a))	Unlisted equity security acquired in 2017 (Note (a))
非上市基金(附註(b))	Unlisted fund (Note (b))
於二零一八年收購非上市股本證券(附註(c))	Unlisted equity security acquired in 2018 (Note (c))
非上市可換股承兌票據(附註(d))	Unlisted convertible promissory note (Note (d))

10 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

未經審計 Unaudited 於二零一八年 六月三十日 As at 30 June 2018 美元 USD	經審計 Audited 於二零一七年 十二月三十一日 As at 31 December 2017 美元 USD
2,014,630	2,040,036
1,591,147	1,768,950
3,022,700	—
2,000,000	—
8,628,477	3,808,986

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

10 透過損益按公平值入賬的金融資產(續)

附註：

- (a) 於二零一七年收購的非上市股本證券指盟山科技(深圳)有限公司(一家於中國成立的公司，主要在中國從事運營一站式跨境電商平台)的8.89%股權。倘盟山未能於按本集團支付的代價加上每年8%的利息收入減去已收股息於投資之日起五年內上市，則該投資可贖回。
- (b) 於二零一七年四月六日，本集團透過認購於開曼群島登記的15,000股無投票權參與可贖回股份於一隻非上市基金投資1,500,000美元。公平值在公平值等級第3級內(見附註3.3)。於截至二零一八年六月三十日止六個月，總虧損177,803美元於簡明綜合全面收益表內確認(截至二零一七年六月三十日止六個月：收益62,100美元)。
- (c) 於二零一八年二月收購的非上市股本證券指於衡宇芯片科技(深圳)有限公司(「衡宇」)的約3.4%權益，該公司為一家於中國註冊成立的公司，主要從事開發應用於通訊、消費電子及數據處理行業的閃存主控芯片。該投資在本公司全資附屬公司深圳國微科技有限公司(「國微技術深圳」)與衡宇簽訂的《投資協議》中所載的任何指定條件下，由本集團支付的代價加上每年10%的利息收入減去收到的股息予以贖回。公平值在公平值等級第3級內(見附註3.3)。

10 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Note:

- (a) The unlisted equity security acquired in 2017 represents 8.89% interest in Mainsweb Technology (Shenzhen) Company Limited, a company incorporated in the PRC being principally engaged in the operation of a one-stop cross-border e-commerce platform in the PRC. The investment is redeemable at the consideration paid by the Group plus an interest income of 8% per annum less dividends received if Mainsweb is unable to be listed within 5 years from the date of investment.
- (b) On 6 April 2017, the Group made an investment of USD1,500,000 in an unlisted fund, by way of a subscription for 15,000 non-voting participating redeemable shares, which are registered in the Cayman Islands. The fair value is within level 3 of the fair value hierarchy (Note 3.3). During the six months ended 30 June 2018, a total loss of USD177,803 (six months ended 30 June 2017: gain of USD62,100) is recognised in the condensed consolidated statement of comprehensive income.
- (c) The unlisted equity security acquired in February 2018 represents approximately 3.4% interest in StorArt Technology (Shenzhen) Co., Ltd ("StorArt"), a company incorporated in the PRC being principally engaged in development of flash memory main controller integrated circuits which are mainly supplied to the communications, consumer electronics and data processing industries. The investment is redeemable in the event of any of the prescribed conditions set out in the investment agreement signed between Shenzhen State Micro Technology Co., Ltd. ("SMIT Shenzhen"), a wholly-owned subsidiary of the Company, and StorArt at the consideration paid by the Group plus an interest income of 10% per annum less dividends received. The fair value is within level 3 of the fair value hierarchy (see Note 3.3).

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

10 透過損益按公平值入賬的金融資產(續)

附註：(續)

- (d) 於二零一八年二月八日，本公司全資附屬公司國微控股(香港)有限公司(「國微香港」)根據其與Sensel, Inc. (「Sensel」)等各方簽訂的一份票據購買協議(「《票據購買協議》」)，完成了對Sensel的兩百萬美元投資。Sensel是一家以美國為基地的領先觸控技術公司，核心技術為壓力網格技術，該技術採用力敏方式，糅合了業內的領先性能及額外維度控制。《票據購買協議》完成後，國微香港已根據《票據購買協議》的條款認購了兩百萬美元可轉換成Sensel普通股或優先股的可換股票據。公平值在公平值等級第3級內(見附註3.3)。

10 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Note: (Continued)

- (d) On 8 February 2018, SMIT Holdings (HK) Limited ("SMIT HK"), a wholly-owned subsidiary of the Company, completed a USD2,000,000 investment in Sensel, Inc. ("Sensel") pursuant to a note purchase agreement entered into between, among others, SMIT HK and Sensel (the "Note Purchase Agreement"). Sensel is an advanced sensory technology company based in the United States, which owns the pressure grid technology that combines industry-leading performance and the extra dimension of control in the form of force sensitivity. Upon completion of the transaction, SMIT HK subscribed for a USD2,000,000 promissory note which may be converted into common or preferred shares of Sensel pursuant to the terms of the Note Purchase Agreement. The fair value is within level 3 of the fair value hierarchy (see Note 3.3).

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

11 股本及股份溢價

11 SHARE CAPITAL AND SHARE PREMIUM

		普通股數目 Number of ordinary shares	普通股面值 Normal value of ordinary shares 美元 USD	股份溢價 Share premium 美元 USD
法定：	Authorised:			
於二零一七年一月一日、 二零一七年六月三十日、 二零一八年一月一日及 二零一八年六月三十日 每股面值 0.00002 美元 的普通股	Ordinary share of US\$0.00002 each at 1 January 2017, 30 June 2017, 1 January 2018 and 30 June 2018	2,500,000,000	50,000	—
發行及繳足：	Issued and fully paid:			
於二零一七年一月一日	As at 1 January 2017	301,856,379	6,037	97,421,918
根據僱員股份激勵計劃發行 股份(附註(a))	Issues of shares under the employee share award scheme (note (a))	1,005,000	20	302,563
行使購股權(附註(b))	Exercise of share options (note (b))	435,467	9	131,610
於二零一七年五月就 二零一六年支付的股息	Dividends relating to 2016 paid in May 2017	—	—	(580,846)
於二零一七年 六月三十日	As at 30 June 2017	303,296,846	6,066	97,275,245
於二零一八年 一月一日	As at 1 January 2018	307,015,388	6,140	98,362,681
行使購股權(附註(b))	Exercise of share options (note (b))	8,278,337	166	2,920,972
於二零一八年六月就 二零一七年支付的股息	Dividends relating to 2017 paid in June 2018	—	—	(802,533)
於二零一八年六月三十日	As at 30 June 2018	315,293,725	6,306	100,481,120

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

11 股本及股份溢價(續)

附註：

(a) 根據僱員股份激勵計劃發行股份

於二零一七年六月三十日，本公司合共1,005,000股普通股(「激勵股份」)(均已即時歸屬)已按零代價授予若干僱員，以認可及獎勵有關僱員的貢獻。該等激勵股份的授出日期公平值為每股2.35港元。僱員福利開支302,583美元乃於截至二零一七年六月三十日止六個月在簡明綜合全面收益報表內確認。

(b) 行使購股權

於截至二零一八年六月三十日止六個月，8,278,337份購股權(二零一七年六月三十日：435,467份購股權)獲行使以認購本公司8,278,337股普通股(二零一七年六月三十日：股435,467股)，代價為917,314美元(二零一七年六月三十日：7,876美元)，其中166美元(二零一七年六月三十日：9美元)計入股本，而結餘917,148美元(二零一七年六月三十日：7,867美元)計入股份溢價賬。因此，2,003,824美元(二零一七年六月三十日：123,743美元)已自以股份為基礎的薪酬儲備轉撥至股份溢價賬。於二零一八年六月三十日，合共41,323,717份(二零一七年六月三十日：55,250,057份)購股權仍尚未行使。

11 SHARE CAPITAL AND SHARE PREMIUM

(Continued)

Note:

(a) Issuance of shares under employee share award scheme

On 30 June 2017, a total of 1,005,000 ordinary shares of the Company ("Awarded Shares"), which were all vested immediately, were granted to certain employees at no consideration in recognition of, and as award for, the contribution of such employees. The grant date fair value of these Awarded Shares was HK\$2.35 per share. Employee benefits expenses of USD302,583 were recognised in the condensed consolidated statement of comprehensive income during the six months ended 30 June 2017.

(b) Exercise of share options

During the six months ended 30 June 2018, 8,278,337 options were exercised (30 June 2017: 435,467 options) to subscribe for 8,278,337 ordinary shares (30 June 2017: 435,467 shares) in the Company at a consideration of US\$917,314 (30 June 2017: US\$7,876) of which US\$166 (30 June 2017: US\$9) was credited to share capital and the balance of US\$917,148 (30 June 2017: US\$7,867) was credited to the share premium account. US\$2,003,824 (30 June 2017: US\$123,743) has been transferred from the share-based payment reserve to the share premium account. As at 30 June 2018, there were in total 41,323,717 options (30 June 2017: 55,250,057) remain outstanding.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

12 貿易應付款項

貿易應付款項賬齡如下：

		未經審計 Unaudited 於二零一八年 六月三十日 As at 30 June 2018 美元 USD	經審計 Audited 於二零一七年 十二月三十一日 As at 31 December 2017 美元 USD
30天以內	Less than 30 days	1,088,343	4,868,765
31至90天	31 to 90 days	34,815	2,629,631
91至180天	91 to 180 days	—	261
181至365天	181 to 365 days	1,094	6,997
365天以上	Over 365 days	51,090	47,259
		1,175,342	7,552,913

12 TRADE PAYABLES

Trade payables are aged as follows:

		未經審計 Unaudited 於二零一八年 六月三十日 As at 30 June 2018 美元 USD	經審計 Audited 於二零一七年 十二月三十一日 As at 31 December 2017 美元 USD
		1,088,343	4,868,765
		34,815	2,629,631
		—	261
		1,094	6,997
		51,090	47,259
		1,175,342	7,552,913

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

13 按性質劃分的開支

13 EXPENSES BY NATURE

		未經審計 Unaudited 截至該日期止六個月 Six months ended	
		二零一八年 六月三十日 30 June 2018 美元 USD	二零一七年 六月三十日 30 June 2017 美元 USD
核數師酬金	Auditors' remuneration		
— 核數服務	- Audit services	200,516	186,776
— 非核數服務	- Non-audit services	70,333	—
出售物業、廠房及設備虧損	Loss on disposals of property, plant and equipment	16,901	1,689
廣告成本	Advertising costs	471,690	357,758
存貨成本	Cost of inventories	18,429,875	16,691,564
僱員福利開支(包括董事酬金)	Employee benefit expenses (including directors' emoluments)	5,476,216	5,182,148
特許權使用費	Royalty expenses	784,244	1,837,055
無形資產攤銷(附註8)	Amortisation of intangible assets (Note 8)	87,794	82,999
物業、廠房及設備折舊(附註8)	Depreciation of property, plant and equipment (Note 8)	368,523	326,465
法律及專業費用	Legal and professional fees	317,726	189,396
經營租賃付款	Operating lease payments	670,383	684,864
貿易應收款項減值撥備	Provision for impairment of trade receivables	177,015	126,036
存貨減值撥備/(撥回)	Provision for/(reversal of) impairment of inventories	296,032	(46,923)
差旅及招待開支	Travelling and entertainment expenses	707,292	602,502
其他費用	Other expenses	1,508,095	1,469,814
銷售成本、研發開支、銷售及 分銷開支以及一般及 行政開支總額	Total cost of sales, research and development expenses, selling and distribution expenses and general and administrative expenses	29,582,635	27,692,143

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

14 所得稅(抵免)/開支

已根據期內估計應課稅溢利按 16.5% 的稅率(截至二零一七年六月三十日止六個月: 16.5%)計提香港利得稅撥備。

於二零一七年八月, 深圳國微技術有限公司獲認為新企業所得稅法下界定的高新技術企業。因此, 有權於二零一七年至二零一九年三年期間內享有 15% 的調減企業所得稅優惠稅率(「企業所得稅」)。截至二零一八年六月三十日止六個月採用的企業所得稅率為 15%(截至二零一七年六月三十日止六個月: 25%)。

另一家新註冊成立的集團實體於截至二零一八年六月三十日止六個月在中國產生的溢利稅款已就期內估計應課稅溢利按稅率 25% 計算。

境外溢利的稅項乃依照本集團經營所在國家的現有立法、詮釋及慣例, 根據期內估計應課稅溢利, 按有關國家通行的適用稅率計算所得。

(抵免)/計入於簡明綜合全面收益表的所得稅款項如下:

		未經審計 Unaudited 截至該日期止六個月 Six months ended	
		二零一八年 六月三十日 30 June 2018 美元 USD	二零一七年 六月三十日 30 June 2017 美元 USD
即期所得稅	Current income tax		
— 中國企業所得稅	- PRC corporate income tax	—	290,015
海外稅項	Overseas tax	64,358	19,426
遞延所得稅	Deferred income tax	(77,803)	534,950
所得稅(抵免)/開支總額	Total income tax (credit)/expense	(13,445)	844,391

14 INCOME TAX (CREDIT)/EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 June 2017: 16.5%) on the estimated assessable profit for the period.

In August 2017, SMIT Shenzhen was approved as a High/New Technology Enterprise as defined under the New Enterprise Income Tax Law. Accordingly, it is entitled to a reduced preferential enterprise income tax ("EIT") rate at 15% for a 3-year period from 2017 to 2019. An EIT tax rate at 15% was applied for six months ended 30 June 2018 (six months ended 30 June 2017: 25%).

Taxation on profits generated in the PRC by another group entity newly incorporated during the six months ended 30 June 2018 has been calculated on the estimated assessable profit for the period at the rate of 25%.

Taxation on overseas profit has been calculated on the estimated assessable profit for the period at the applicable rates of taxation prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

The amount of income tax (credited)/charged to the condensed consolidated statement of comprehensive income represented:

簡明綜合中期財務資料附註

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15 股息

截至二零一七年十二月三十一日止年度的股息802,533美元(二零一七年：580,846美元)已於二零一八年六月派付。

董事會不建議就截至二零一八年六月三十日止六個月派發任何中期股息(截至二零一七年六月三十日止六個月：零)。

16 每股(虧損)/盈利

每股基本(虧損)/盈利按本公司擁有人應佔本集團(虧損)/溢利除以普通股的加權平均數計算：

15 DIVIDEND

A dividend of USD802,533 that relates to the year of 31 December 2017 was paid in June 2018 (2017: USD580,846).

The Board does not recommend any interim dividend for the six months ended 30 June 2018. (six months ended 30 June 2017: Nil).

16 (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share are calculated by dividing the (loss)/profit of the Group attributable to owners of the Company by the weighted average number of ordinary shares:

		未經審計 Unaudited 截至該日期止六個月 Six months ended	
		二零一八年 六月三十日 30 June 2018	二零一七年 六月三十日 30 June 2017
本公司擁有人應佔(虧損)/溢利	(Loss)/profit attributable to owners of the Company (USD)	(868,767)	3,475,751
已發行普通股的加權平均數	Weighted average number of ordinary shares in issue	313,515,610	301,965,831
每股基本(虧損)/盈利	Basic (loss)/earnings per share (USD)	(0.003)	0.012

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

16 每股(虧損)/盈利(續)

每股攤薄(虧損)/盈利通過調整發行在外的普通股加權平均數，以假設所有可能具有攤薄效應的普通股已經轉換而計算。就購股權而言，假設購股權獲行使時應已發行的股份數目扣除可按公平值(按相關年度每股平均市價釐定)發行的股份數目，所得相同的所得款項總額為無償發行的股份數目。因而產生的無償發行股份數目計入普通股加權平均數作為分母，以計算每股攤薄(虧損)/盈利。

截至二零一八年六月三十日止六個月，假設轉換購股權產生的潛在普通股對每股虧損具有反攤薄影響。因此，每股攤薄虧損等同每股基本虧損。

16 (LOSS)/EARNINGS PER SHARE (Continued)

Diluted (loss)/earnings per share are calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. For the share options, the number of shares that would have been issued assuming the exercise of the share options less the number of shares that could have been issued at fair value (determined as the average market price per share for the respective year) for the same total proceeds is the number of shares issued for no consideration. The resulting number of shares issued for no consideration is included in the weighted average number of ordinary shares as the denominator for calculating diluted (loss)/earnings per share.

For the six months ended 30 June 2018, the potential ordinary shares arising from the assumed conversion of the share options has anti-dilutive effect on loss per share. Therefore, diluted loss per share equals basic loss per share.

		未經審計 Unaudited 截至二零一七年 六月三十日止 六個月 Six months ended 30 June 2017
本公司擁有人應佔溢利(美元)	Profit attributable to owners of the Company (USD)	3,475,751
已發行普通股的加權平均數	Weighted average number of ordinary shares in issue	301,965,831
購股權調整	Adjustments for share options	18,153,255
每股攤薄盈利的普通股加權平均數	Weighted average number of ordinary shares for diluted earnings per share	320,119,086
每股攤薄盈利(美元)	Diluted earnings per share (USD)	0.011

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

17 承擔

(a) 資本承擔

於二零一八年六月三十日及二零一七年十二月三十一日，本集團並無任何重大資本承擔。

(b) 經營租賃承擔

本集團根據不可撤銷經營租賃協議租賃多個辦公室及倉庫，租期介於兩至三年。經營租賃協議項下未來最低租賃付款總額如下：

17 COMMITMENTS

(a) Capital commitments

The Group did not have any material capital commitments as at 30 June 2018 and 31 December 2017.

(b) Operating lease commitments

The Group leases various offices and warehouses under non-cancellable operating lease agreements with lease terms between 2 to 3 years. The future aggregate minimum lease payments under the operating lease agreements are as follows:

		未經審計 Unaudited 於二零一八年 六月三十日 As at 30 June 2018 美元 USD	經審計 Audited 於二零一七年 十二月三十一日 As at 31 December 2017 美元 USD
不遲於1年	Not later than 1 year	581,080	944,100
遲於1年及不遲於5年	Later than 1 year and no later than 5 years	29,364	188,421
		610,444	1,132,521

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

18 關聯方結餘及交易

- (a) 董事認為，下列個人及公司為於截至二零一八年及二零一七年六月三十日止六個月與本集團存在交易或結餘的關聯方：

關聯方姓名／名稱 Name of the related parties	主要業務 Principal activities	與本集團的關係 Relationship with the Group
高松濤先生 Mr. Gao Songtao	不適用 N/A	本公司非執行董事 Non-executive director of the Company
關重遠先生 Mr. Kwan, Allan Chung-yuen	不適用 N/A	本公司非執行董事 Non-executive director of the Company
曾之傑先生 Mr. Zeng Zhijie	不適用 N/A	本公司非執行董事 Non-executive director of the Company
黃學良先生 Mr. Huang Xueliang	不適用 N/A	本公司執行董事、首席執行官及控股股東 Executive director, the CEO and controlling shareholder of the Company
龍文駿先生 Mr. Loong, Manfred Man-tsun	不適用 N/A	本公司執行董事及首席財務官 Executive director and the Chief Financial Officer of the Company
帥紅宇先生 Mr. Shuai Hongyu	不適用 N/A	本公司執行董事及首席財務官 Executive director and the Chief Operating Officer of the Company
金玉豐先生 Mr. Jin Yufeng	不適用 N/A	獨立董事 Independent Director
胡家棟先生 Mr. Woo Kar Tung, Raymond	不適用 N/A	獨立董事 Independent Director
張俊傑先生 Mr. Zhang Junjie	不適用 N/A	獨立董事 Independent Director
深圳市國微科技有限公司 Shenzhen State Micro Science and Technology Co. Ltd.	集成電路設計研發 Research and development of integrated circuit design	由本公司執行董事、首席執行官及控股股東控制 Controlled by executive director, the CEO and controlling shareholder of the Company
深圳盒子信息科技有限公司	移動支付服務供應商 Mobile payment service provider	公司執行董事、首席執行官及控股股東為關聯方董事 Executive director, the CEO and controlling shareholder of the Company being the director of the related party

18 RELATED PARTY BALANCES AND TRANSACTIONS

- (a) The directors are of the view that the following individuals and companies were related parties that had transactions or balances with the Group during the six months ended 30 June 2018 and 2017:

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

18 關聯方結餘及交易(續)

(b) 與關聯方的交易

本集團與關聯方進行以下交易：

與深圳市國微科技有限公司 的物業有關的經營租賃 付款及有關空調及公共 事業的成本及費用	Operating lease payments and the costs and fees relating to air-conditioning and public utilities in respect of properties of Shenzhen State Micro Science and Technology Co. Ltd.	376,850	403,117
向深圳盒子信息科技有限公司 銷售 mPOS 設備	Sales of mPOS devices to 深圳盒子信息科技有限公司	2,718,636	5,967,722

該等交易乃按有關各方相互協定的條款進行。

18 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(b) Transactions with related parties

The following transactions were undertaken by the Group with related parties:

未經審計
Unaudited
截至該日期止六個月
Six months ended

二零一八年 六月三十日 30 June 2018 美元 USD	二零一七年 六月三十日 30 June 2017 美元 USD
376,850	403,117
2,718,636	5,967,722

These transactions are made of terms mutually agreed by the relevant parties.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

18 關聯方結餘及交易 (續)

(c) 主要管理層薪酬

主要管理層包括執行及非執行董事。已付或應付主要管理層的僱員服務薪酬列示如下：

18 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(c) Key management compensation

Key management includes directors (executive and non-executive). The compensation paid or payable to key management for employee services is shown below:

		未經審計 Unaudited 截至該日期止六個月 Six months ended	
		二零一八年 六月三十日 30 June 2018 美元 USD	二零一七年 六月三十日 30 June 2017 美元 USD
基本薪金、津貼及實物福利	Basic salaries, allowances and benefits in kind	760,678	483,318
酌情花紅	Discretionary bonuses	187,304	136,191
以股份為基礎的付款	Share-based payments	138	2,302
退休福利－界定供款計劃	Retirement benefit-defined contribution plan	26,172	19,397
		974,292	641,208

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18 關聯方結餘及交易 (續)

(d) 來自銷售貨品之期末結餘

應收深圳盒子信息科技 有限公司的款項 (附註9)	Receivables from 深圳盒子信息科技有限公司 (Note 9)
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應收深圳盒子信息科技有限公司的款項主要來自銷售交易，並於銷售日期後六個月(二零一七十二月三十一日：一個月)到期。該等應收款項的性質為無抵押及不計利息。概無就應收關聯方的款項作出撥備(二零一七年十二月三十一日：無)。

18 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(d) Ending balances arising from sales of goods

	未經審計 Unaudited 於二零一八年 六月三十日 As at 30 June 2018 美元 USD	經審計 Audited 於二零一七年 十二月三十一日 As at 31 December 2017 美元 USD
	3,102,243	133,476

The receivables from 深圳盒子信息科技有限公司 arise mainly from sale transactions and are due six months (31 December 2017: one month) after the date of sales. The receivables are unsecured in nature and bear no interest. No provisions are held against receivables from related parties (31 December 2017: Nil).

國微技術控股有限公司
SMIT HOLDINGS LIMITED