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KANTONE HOLDINGS LIMITED

看通集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：1059)

**截至二零一八年十二月三十一日
止六個月之中期業績公佈**

看通集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然公佈，本公司及其附屬公司截至二零一八年十二月三十一日止六個月之未經審核業績。本公佈載列本公司截至二零一八年十二月三十一日止六個月之中期報告(「中期報告」)之全文，乃符合香港聯合交易所有限公司(「聯交所」)證券上市規則中有關中期業績初步公佈所附載資料之相關要求。中期報告之印刷版本將於二零一九年三月底前寄發予本公司股東，並可於其時在聯交所網站www.hkexnews.hk及本公司網站www.tricor.com.hk/web/service/01059閱覽。

承董事會命
看通集團有限公司
主席
黃敏

香港，二零一九年二月二十六日

於本公佈日期，本公司之執行董事為黃敏女士及廖嘉濂先生；本公司之非執行董事為杜妍芳女士；及本公司之獨立非執行董事為梁文輝先生、鍾秀維女士及葉丞峰先生。

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看通集團有限公司

KANTONE HOLDINGS LIMITED

The board (the “Board”) of directors (the “Directors”) of Kantone Holdings Limited (the “Company”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 31 December 2018 (the “Period”) with comparative unaudited figures for the corresponding period in 2017 (the “Previous Period”) as follows:

看通集團有限公司(「本公司」)之董事(「董事」)會(「董事會」)公佈本公司及其附屬公司(「本集團」)截至二零一八年十二月三十一日止六個月(「回顧期」)之未經審核簡明綜合業績，連同二零一七年同期(「去年同期」)之未經審核比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 31 December 2018

簡明綜合損益及其他全面收益表

截至二零一八年十二月三十一日止六個月

		Six months ended	
		31 December	
		截至十二月三十一日	
		止六個月	
		2018	2017
		二零一八年	二零一七年
Notes		HK\$'000	HK\$'000
附註		千港元	千港元
		(Unaudited)	(Restated)
		(未經審核)	(重列)
Revenue	收益	72,355	67,364
Cost of sales	銷售成本	(30,889)	(29,749)
Gross profit	毛利	41,466	37,615
Other income, gains and losses	其他收入、收益及虧損	2,134	2,773
Gain on disposal of subsidiaries	出售附屬公司之收益	89	-
Distribution costs	分銷成本	(14,570)	(14,052)
General and administrative expenses	一般及行政支出	(22,559)	(28,356)
Impairment losses recognised for inventories	就存貨所確認之減值虧損	-	(1,633,877)
Research and development costs expensed	研究及開發成本支出	(2,366)	(1,428)
Finance costs	財務成本	-	(38)

看通集團有限公司
KANTONE HOLDINGS LIMITED

**CONDENSED CONSOLIDATED STATEMENT
OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME** (continued)

For the six months ended 31 December 2018

簡明綜合損益及其他全面收益表(續)

截至二零一八年十二月三十一日止六個月

		Six months ended 31 December	
		截至十二月三十一日 止六個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Restated)
		(未經審核)	(重列)
Profit/(loss) before taxation	除稅前溢利／(虧損)	4,194	(1,637,363)
Income tax expense	所得稅支出	(346)	(355)
		4	
Profit/(loss) for the period	期內溢利／(虧損)	3,848	(1,637,718)
Other comprehensive (expenses)/ income:	其他全面(支出)／收益：		
Item that will not be reclassified to profit or loss:	將不會重新分類至損益之 項目：		
Remeasurement of defined benefits pension plans	重算定額福利退休計劃 benefits pension plans	-	5,069
Item that may be reclassified subsequently to profit or loss:	其後可重新分類至損益之 項目：		
Exchange difference arising on translation of foreign operations	因國外業務換算所產生 之匯兌差額	(5,104)	964
Other comprehensive (expenses)/ income for the period	期內其他全面(支出)／收益	(5,104)	6,033
Total comprehensive expenses for the period	期內全面支出總額	(1,256)	(1,631,685)
Earnings/(loss) per share – Basic and diluted	每股盈利／(虧損) – 基本及經攤薄	5	HK\$0.02 港元 HK\$(8.30) 港元

The above condensed consolidated statement of profit or loss should be read in conjunction with the accompanying notes.

上文簡明綜合損益表應與附註一併閱讀。

看通集團有限公司
KANTONE HOLDINGS LIMITED

CONDENSED CONSOLIDATED STATEMENT
OF FINANCIAL POSITION

At 31 December 2018

簡明綜合財務狀況表

於二零一八年十二月三十一日

			As at 31 December 2018	As at 30 June 2018
			於二零一八年 十二月三十一日	於二零一八年 六月三十日
	<i>Notes</i> 附註	HK\$'000 千港元	(Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
Non-current assets				
		非流動資產		
Property, plant and equipment	7	物業、廠房及設備	26,706	29,931
Development costs for systems and networks		系統及網絡開發成本	-	-
			26,706	29,931
Current assets				
		流動資產		
Inventories	8	存貨	23,269	24,163
Trade and other receivables	9	應收貿易及其他賬款	43,845	32,809
Cash and cash equivalents		現金及現金等額	55,174	71,626
			122,288	128,598
Current liabilities				
		流動負債		
Trade and other payables	10	應付貿易及其他賬款	33,011	33,391
Contract liabilities	11	合約負債	14,156	21,034
Warranty provision		保養撥備	1,201	1,236
Amount due to a director	12	應付一名董事款項	4,180	4,180
			52,548	59,841
Net current assets		流動資產淨值	69,740	68,757

看通集團有限公司
KANTONE HOLDINGS LIMITED

**CONDENSED CONSOLIDATED STATEMENT
OF FINANCIAL POSITION** (continued)

At 31 December 2018

簡明綜合財務狀況表 (續)

於二零一八年十二月三十一日

		As at 31 December 2018	As at 30 June 2018
		於二零一八年 十二月三十一日	於二零一八年 六月三十日
<i>Notes</i>		HK\$'000	HK\$'000
<i>附註</i>		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Total assets less current liabilities	資產總值減流動負債	96,446	98,688
<hr style="border-top: 1px dashed black;"/>			
Non-current liabilities	非流動負債		
Retirement benefit obligations	退休福利承擔	26,788	27,774
<hr style="border-top: 1px dashed black;"/>			
		26,788	27,774
<hr style="border-top: 1px dashed black;"/>			
Net assets	資產淨值	69,658	70,914
<hr style="border-top: 3px double black;"/>			
Capital and reserves	股本及儲備		
Share capital	股本	19,731	19,731
Reserves	儲備	49,927	51,183
<hr style="border-top: 1px solid black;"/>			
Total equity	總權益	69,658	70,914
<hr style="border-top: 3px double black;"/>			

The above condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

上文簡明綜合財務狀況表應與附註一併閱讀。

看通集團有限公司
KANTONE HOLDINGS LIMITED

CONDENSED CONSOLIDATED STATEMENT
OF CHANGES IN EQUITY

For the six months ended 31 December 2018

簡明綜合股本權益變動表

截至二零一八年十二月三十一日止六個月

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total equity 股本權益總額 HK\$'000 千港元
At 1 July 2018 (Audited)	於二零一八年七月一日 (經審核)	19,731	795,357	966,807	9,363	(1,720,344)	70,914
Profit for the period	期內溢利	-	-	-	-	3,848	3,848
Exchange difference arising on translation of foreign operations	因國外業務換算所產生 之匯兌差額	-	-	-	(5,104)	-	(5,104)
Total comprehensive (expenses)/ income for the period	期內全面(支出)/收益 總額	-	-	-	(5,104)	3,848	(1,256)
At 31 December 2018 (Unaudited)	於二零一八年十二月 三十一日(未經審核)	19,731	795,357	966,807	4,259	(1,716,496)	69,658
At 1 July 2017 (Audited)	於二零一七年七月一日 (經審核)	986,538	795,357	-	8,208	(112,906)	1,677,197
Loss for the period	期內虧損	-	-	-	-	(1,637,718)	(1,637,718)
Remeasurement of defined benefits pension plans	重算定額福利退休計劃	-	-	-	-	5,069	5,069
Exchange difference arising on translation of foreign operations	因國外業務換算所產生 之匯兌差額	-	-	-	964	-	964
Total comprehensive income/ (expenses) for the period	期內全面收益/(支出) 總額	-	-	-	964	(1,632,649)	(1,631,685)
At 31 December 2017 (Restated)	於二零一七年十二月 三十一日(重列)	986,538	795,357	-	9,172	(1,745,555)	45,512

The above condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上文簡明綜合股本權益變動表應與附註一併閱讀。

看通集團有限公司
KANTONE HOLDINGS LIMITED

CONDENSED CONSOLIDATED STATEMENT
OF CASH FLOWS

For the six months ended 31 December 2018

簡明綜合現金流動表

截至二零一八年十二月三十一日止六個月

		Six months ended 31 December 截至十二月三十一日 止六個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Restated) (重列)
Operating activities	經營業務		
Profit/(loss) before taxation	除稅前溢利／(虧損)	4,194	(1,637,363)
Adjustments for:	就下列各項作調整：		
Impairment losses recognised for inventories	就存貨確認之減值虧損	-	1,633,877
Other cash flows (used in)/arising from operating activities	經營業務(所用)／所得之其他現金流	(13,666)	101
Cash used in operations	經營業務所用之現金	(9,472)	(3,385)
Tax paid	已付稅項	(135)	(17)
Net cash used in operating activities	經營業務所用之現金淨額	(9,607)	(3,402)
Investing activities	投資業務		
Payment for the purchase of property, plant and equipment	支付購買物業、廠房及設備	(1,742)	(3,510)
Other cash flows arising from investing activities	投資業務產生之其他現金流	57	94
Net cash used in investing activities	投資業務所用之現金淨額	(1,685)	(3,416)
Financing activities	融資運作		
Advance from directors	董事墊款	-	3,680
Repayment of bank borrowing	償還銀行借貸	-	(1,908)
Other cash flows used in financing activities	融資運作所產生的之其他現金流	-	(1,218)
Net cash generated from financing activities	融資運作所產生之現金淨額	-	554
Net decrease in cash and cash equivalents	現金及現金等額之減少淨額	(11,292)	(6,264)
Cash and cash equivalents at beginning of the period	期初現金及現金等額	71,626	76,101
Effect of foreign exchange rate changes	匯率變動之影響	(5,160)	3,543
Cash and cash equivalents at end of the period	期末現金及現金等額	55,174	73,380

The above condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上文簡明綜合現金流動表應與附註一併閱讀。

NOTES TO THE CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2018

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements of Kantone Holdings Limited (the “Company”) and its subsidiaries (collectively the “Group”) have been prepared in accordance with the Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The unaudited condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 30 June 2018.

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis. These unaudited condensed consolidated financial statements are prepared in Hong Kong dollar (“HK\$”) and all values are rounded to the nearest thousand except where otherwise indicated.

The accounting policies adopted are consistent with those followed in the preparation of the annual financial statements of the Group for the year ended 30 June 2018 except that the Group has applied for the first time, certain amendments to Hong Kong Financial Reporting Standards (“HKFRS”) issued by the HKICPA that are effective for the current period.

簡明綜合財務報表附註

截至二零一八年十二月三十一日止六個月

1. 編製基準及會計政策

看通集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)之未經審核簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」所編製。此外，未經審核簡明綜合財務報表亦載入按香港聯合交易所有限公司證券上市規則所規定之適用披露資料。

未經審核簡明綜合財務報表並未包括年度財務報表必要的所有資料及披露。應與本集團截至二零一八年六月三十日止年度的年度財務報表一併閱讀。

未經審核簡明綜合財務報表乃根據歷史成本基準編製。該等未經審核簡明綜合財務報表以港元(「港元」)編製，且除另有指明者外，所有價值均四捨五入至最接近千位。

所採納之會計政策與編製本集團截至二零一八年六月三十日止年度之年度財務報表所遵循者一致，惟本集團首次應用由香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)若干修訂本除外，該等修訂本於本期間生效。

看通集團有限公司

KANTONE HOLDINGS LIMITED

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group and the following amendments are relevant to the Group.

- Amendments to HKFRSs Annual Improvements to HKFRSs 2014–2016 Cycle
- HK (IFRIC) – Interpretation 22 Foreign Currency Transactions and Advance Consideration

None of these amendments have had any material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period, except for:

1. 編製基準及會計政策 (續)

香港會計師公會已頒佈多項香港財務報告準則之修訂本，而以下修訂於本集團之本會計期間首次生效及與本集團有關。

- 香港財務報告準則 二零一四年至二零一六年週期之香港財務報告準則年度改進
修訂本
- 香港(國際財務報告 外幣交易及預付代價
詮釋委員會)
— 詮釋第22號

該等修訂本對本集團業績及財務狀況於目前或去年同期編製或呈列之方式俱無任何重大影響。本集團並無應用任何於目前會計期間尚未生效之任何新訂準則或詮釋，下列者除外：

**Effective for
annual reporting
periods beginning
on or after
以下日期或
之後開始年度
報告期間生效**

HKFRS 9 Amendments
香港財務報告準則第9號修訂本

Prepayment Features with Negative Compensation
具有負補償的提前還款特性

1 January 2019
二零一九年
一月一日

看通集團有限公司

KANTONE HOLDINGS LIMITED

2. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue represents the amounts received and receivable for goods sold and services provided by the Group to external customers during the Period.

The revenue of the Group comprises the following:

2. 收益及分類資料

(a) 收益

收益指回顧期內本集團就向外界顧客出售產品及提供服務之已收及應收款項。

本集團之收益包括下列各項：

		Six months ended	
		31 December	
		截至十二月三十一日止六個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之客戶合約收益		
Technology – Sale of systems including software licensing	科技－系統銷售(包括軟件特許權)	47,419	42,628
Technology – Leasing of system products	科技－租賃系統產品	11,274	11,099
Rendering of services	提供服務	13,662	13,637
		72,355	67,364

看通集團有限公司

KANTONE HOLDINGS LIMITED

2. REVENUE AND SEGMENT INFORMATION (continued)

2. 收益及分類資料(續)

(b) Segment information

(b) 分類資料

Information regarding the Group's reportable segments for the purpose of resource allocation and performance assessment for the Period is reported below:

有關本集團可呈報分類資料呈報如下，以供回顧期內資源分配及表現評估之用：

		Technology			Consolidated
		Sales of cultural products	System sales including software licensing and services 科技	Leasing of system products	
		銷售文化產品 HK\$'000 千港元	系統銷售(包括軟件特許權及服務) HK\$'000 千港元	租賃系統產品 HK\$'000 千港元	綜合 HK\$'000 千港元
Six months ended 31 December 2018 (Unaudited)	截至二零一八年十二月三十一日止六個月(未經審核)				
REVENUE	收益				
External and total revenue	對外銷售及總收益				
Recognised at a point in time	於某一時間點確認	-	47,419	-	47,419
Recognised over time	隨時間確認	-	13,662	11,274	24,936
		-	61,081	11,274	72,355
RESULTS	業績				
Segment result	分類業績	(490)	4,173	810	4,493
Interest income	利息收入				57
Gain on disposal of subsidiaries	出售附屬公司之收益				89
Unallocated expenses, net	未分配開支－淨額				(445)
Profit before taxation	除稅前溢利				4,194
Six months ended 31 December 2017(Restated)	截至二零一七年十二月三十一日止六個月(重列)				
REVENUE	收益				
External and total revenue	對外銷售及總收益	-	56,265	11,099	67,364
RESULTS	業績				
Segment result	分類業績	(1,635,370)	3,058	404	(1,631,908)
Interest income	利息收入				94
Finance costs	財務成本				(38)
Unallocated expenses, net	未分配開支－淨額				(5,511)
Loss before taxation	除稅前虧損				(1,637,363)

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2. REVENUE AND SEGMENT INFORMATION (continued)

(b) Segment information (continued)

No information about segment assets and liabilities is presented as such information, due to their non-linear fluctuation nature, would not fairly reflect the relationship among the assets employed, the liabilities incurred and the results of segments concerned and therefore is not useful to the management and decision makers for resource allocation and performance assessment purposes.

3. DEPRECIATION

Depreciation of property, plant and equipment, included in general and administrative expenses

物業、廠房及設備之折舊(計入一般及行政支出內)

Six months ended 31 December

截至十二月三十一日止六個月

2018	2017
二零一八年	二零一七年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

4,002

4,195

4. INCOME TAX EXPENSE

Current tax expense:
– United Kingdom (“UK”) corporate income tax

即期稅項支出：
– 英國(「英國」)企業所得稅

Six months ended 31 December

截至十二月三十一日止六個月

2018	2017
二零一八年	二零一七年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

346

355

UK corporate income tax is calculated at 19% (2017: 19%) on the estimated assessable profit derived from UK.

英國企業所得稅乃以源自英國之估計應課稅溢利按19%(二零一七年:19%)之稅率計算。

Hong Kong Profits Tax is calculated at 16.5% (2017: 16.5%) on the estimated assessable profits derived from Hong Kong. There was no estimated assessable profit for Hong Kong Profits Tax purpose for both periods.

香港利得稅乃基於香港之估計應課稅溢利按16.5%(二零一七年:16.5%)之稅率計算。於兩個期間內,就香港利得稅而言並無估計應課稅溢利。

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5. EARNINGS/(LOSS) PER SHARE

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

5. 每股盈利／(虧損)

本公司擁有人應佔之每股基本盈利／(虧損)乃根據下列資料計算：

		Six months ended	
		31 December	
		截至十二月三十一日止六個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Restated)
		(未經審核)	(重列)
Profit/(loss) for the period attributable to owners of the Company	本公司擁有人應佔本期間盈利／(虧損)	3,848	(1,637,718)
<hr/>			
<i>Number of ordinary shares</i>	<i>普通股數目</i>	'000	'000
		千股	千股
<hr/>			
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	就計算每股基本盈利／(虧損)之普通股加權平均數	197,308	197,308

The weighted average number of shares for the purpose of basic earnings/(loss) per share for the period ended 31 December 2018 has been adjusted, taking into account of the share consolidation occurred during the year ended 30 June 2018. The corresponding weighted average number of ordinary shares for the period ended 31 December 2017 has been retrospectively adjusted to reflect the said share consolidation.

就計算截至二零一八年十二月三十一日止期間每股基本盈利／(虧損)已調整加權平均股數，其中計入截至二零一八年六月三十日止年度完成的股份合併。截至二零一七年十二月三十一日止期間相應的加權平均普通股股數已追溯調整，以反映上述股份合併。

Diluted earnings/(loss) per share for the six months ended 31 December 2018 and 31 December 2017 were the same as the basic earnings/(loss) per share as there were no potential ordinary shares outstanding during both periods.

於截至二零一八年十二月三十一日及二零一七年十二月三十一日止六個月之每股攤薄盈利／(虧損)與每股基本盈利／(虧損)相同，原因為於該等期間並無潛在已發行普通股。

6. DIVIDENDS

The Board of directors has resolved not to pay any interim dividend for the six months ended 31 December 2018 (2017: nil).

6. 股息

董事會決議不派發截至二零一八年十二月三十一日止六個月之中期股息(二零一七年：無)。

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7. PROPERTY, PLANT AND EQUIPMENT

7. 物業、廠房及設備

		Amount 金額 HK\$'000 千港元
Carrying value at 1 July 2018 (Audited)	於二零一八年七月一日之賬面值(經審核)	29,931
Currency realignment	匯兌調整	(965)
Additions	添置	1,742
Depreciation	折舊	(4,002)
Carrying value at 31 December 2018 (Unaudited)	於二零一八年十二月三十一日之賬面值(未經審核)	26,706

As at 31 December 2018, property, plant and equipment of the Group with carrying amounts of HK\$10,328,000 (30 June 2018: HK\$10,886,000) have been pledged as collaterals for the defined benefit retirement scheme of certain subsidiaries operated in UK.

於二零一八年十二月三十一日，本集團之賬面值為10,328,000港元(二零一八年六月三十日：10,886,000港元)之物業、廠房及設備用作抵押，作為若干於英國營運之附屬公司之定額福利退休計劃之抵押品。

8. INVENTORIES

8. 存貨

		As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 30 June 2018 於二零一八年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Raw materials	原料	7,309	7,185
Work in progress	在製品	5,765	5,170
Finished goods (notes)	製成品(附註)	10,195	11,808
		23,269	24,163

Notes:

- (i) Included in finished goods are cultural products, including precious stones and artifacts, of HK\$4,360,000 (30 June 2018: HK\$4,360,000) which are held for trading and resale in the ordinary course of business.
- (ii) As at 31 December 2018 and 30 June 2018, all cultural products of the Group were stored in a strongroom operated by a worldwide security solution company, which is an independent third party to the Group.

附註：

- (i) 製成品包括於日常業務過程中持作買賣及轉售之文化產品(包括珍貴寶石及藝術品)4,360,000港元(二零一八年六月三十日：4,360,000港元)。
- (ii) 於二零一八年十二月三十一日及二零一八年六月三十日，本集團之所有文化產品已存放於一間全球保安解決方案公司經營之保險庫，其為本集團獨立第三方。

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9. TRADE AND OTHER RECEIVABLES

9. 應收貿易及其他賬款

		As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 30 June 2018 於二零一八年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables (note i)	應收貿易賬款(附註i)	23,109	24,556
Other receivables (note ii)	應收其他賬款(附註ii)	26,428	14,088
Less: provision for impairment loss (note iii)	減: 減值虧損撥備(附註iii)	(5,692)	(5,835)
		20,736	8,253
		43,845	32,809

(i) The Group maintains a well-defined credit policy regarding its trade customers depending on their credit worthiness, nature of services and products, industry practice and condition of the market with credit periods ranging from 30 days to 180 days.

The ageing analysis of trade receivables presented based on the dates of the invoices as at the end of the Period is as follows:

(i) 本集團就其貿易客戶實行明確之信貸政策。根據彼等之信用、服務及貨品之性質、行內規範及市場情況而給予客戶介乎30日至180日之信貸期。

應收貿易賬款於回顧期完結時根據發票日期之賬齡分析呈列如下:

		As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 30 June 2018 於二零一八年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
0-60 days	0-60 日	20,757	22,603
61-90 days	61-90 日	681	1,896
91-180 days	91-180 日	1,462	57
Over 180 days	超過 180 日	209	-
		23,109	24,556

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9. TRADE AND OTHER RECEIVABLES (continued)

- (ii) The other receivables are unsecured, non-interest bearing and refundable, and are expected to be realised in the next twelve months from the end of the Period.

Amounts due from fellow subsidiaries included in other receivables amounting to HK\$459,000 (30 June 2018: HK\$32,000) are unsecured, non-interest bearing and repayable on demand.

- (iii) The movement in the provision for impairment loss of other receivables during the Period is as follows:

9. 應收貿易及其他賬款(續)

- (ii) 應收其他賬款乃無抵押、不計息及可退還，並預計於回顧期完結後十二個月內兌現。

計入應收其他賬款的應收同系附屬公司款項459,000港元(二零一八年六月三十日:32,000港元)為無抵押、不計息及須於要求時償還。

- (iii) 回顧期內應收其他賬款減值虧損撥備變動如下:

		Amount
		金額
		HK\$'000
		千港元
At 1 July 2018 (audited)	於二零一八年七月一日(經審核)	5,835
Currency realignment	匯兌調整	(143)
At 31 December 2018 (unaudited)	於二零一八年十二月三十一日	
	(未經審核)	5,692

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10. TRADE AND OTHER PAYABLES

10. 應付貿易及其他賬款

		As at 31 December 2018	As at 30 June 2018
		於二零一八年 十二月三十一日	於二零一八年 六月三十日
		HK\$'000	HK\$'000
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade payables	應付貿易賬款	1,148	7,531
Other payables (note (i))	應付其他賬款 (附註 (i))	30,371	25,860
Amount due to ultimate holding company (note (iii))	應付最終控股公司款項 (附註 (iii))	1,492	-
		33,011	33,391

The credit period for purchases of goods ranged from 30 days to 60 days.

購買貨品之信貸期介乎30日至60日。

The ageing analysis of trade payables presented based on the dates of the invoices as at the end of the Period is as follows:

應付貿易賬款於回顧期完結時根據發票日期之賬齡分析呈列如下：

		As at 31 December 2018	As at 30 June 2018
		於二零一八年 十二月三十一日	於二零一八年 六月三十日
		HK\$'000	HK\$'000
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
0-60 days	0-60日	1,148	7,531

Notes:

附註：

- (i) Other payables mainly represent accruals for daily operating expenses.
- (ii) The amount due to ultimate holding company is unsecured, non-interest bearing and repayable on demand.

- (i) 應付其他賬款主要為日常經營開支預計費用。
- (ii) 應付最終控股公司款項為無抵押、不計息及須按要求償還。

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11. CONTRACT LIABILITIES

11. 合約負債

		31 December	30 June
		2018	2018
		二零一八年	二零一八年
		十二月三十一日	六月三十日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Receipts in advance from customers for provision of services	就提供服務之預收 客戶款項	14,156	21,034

The amount of billings in advance of performance is expected to be recognised as revenue in the next twelve months from the end of the Period.

履約之預付款項預期於回顧期末起未來十二個月確認為收益。

As at 31 December 2018, the aggregate amount of the transaction value allocated to the remaining performance obligations under the Group's existing contracts is HK\$26,383,000 (30 June 2018: HK\$23,533,000). This amount would be recognised as revenue when the relevant services are provided by the Group over the life of the contract to the customers, which is expected to occur over the next three years.

於二零一八年十二月三十一日，根據本集團現有合約分配至餘下履約責任的交易價值總額為26,383,000港元（二零一八年六月三十日：23,533,000港元）。此款項將於本集團於合約年限內向客戶提供相關服務時被確認為收益，預期將於未來三年內發生。

12. AMOUNT DUE TO A DIRECTOR

12. 應付一名董事款項

The amount due to a director of the Company of HK\$4,180,000 (30 June 2018: HK\$4,180,000) is unsecured, non-interest bearing and repayable on demand.

應付本公司一名董事款項4,180,000港元（二零一八年六月三十日：4,180,000港元）乃無抵押、不計息及須按要求償還。

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13. OPERATING LEASE ARRANGEMENTS

The Group as lessor

At the end of the Period, the Group contracted with lessees in respect of leasing of premises and certain equipment which formed part of the plant and machinery and communications networks. The due dates are classified as follows:

13. 經營租賃安排

本集團作為出租人

於回顧期完結時，本集團就租用物業及若干屬廠房、機器及通信網絡一部份之設備與租戶訂立合約。到期日分類如下：

		As at 31 December 2018 於二零一八年十二月三十一日		As at 30 June 2018 於二零一八年六月三十日	
		Land and buildings	Plant and machinery and communications networks	Land and buildings	Plant and machinery and communications networks
		土地及樓宇	廠房、機器及 通信網絡	土地及樓宇	廠房、機器及 通信網絡
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Audited)	(Audited)
		(未經審核)	(未經審核)	(經審核)	(經審核)
Within one year	一年內	135	12,282	140	14,097
From the second to fifth year, inclusive	第二年至第五年內(包括首尾兩年)	180	11,772	70	12,026
Over five years	五年以上	-	206	-	-
		315	24,260	210	26,123

As at 31 December 2018, the Group had service and equipment rental contract with customers amounting to HK\$50,479,000 (30 June 2018: HK\$49,656,000). As at 31 December 2018, the future income to be generated from these contracts with an aggregate amount of HK\$33,722,000 (30 June 2018: HK\$34,963,000) was pledged as collaterals for the defined benefit retirement scheme of certain subsidiaries operated in UK.

於二零一八年十二月三十一日，本集團與客戶訂立的服務及設備租賃合約達50,479,000港元(二零一八年六月三十日：49,656,000港元)。於二零一八年十二月三十一日，該等合約將予產生的未來收入總額33,722,000港元(二零一八年六月三十日：34,963,000港元)已質押作為於英國營運的若干附屬公司的定額福利退休計劃的抵押品。

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13. OPERATING LEASE ARRANGEMENTS (continued)

The Group as lessee

At the end of the Period, the Group had future minimum lease payments payable under non-cancellable operating leases in respect of rented premises and motor vehicles which would fall due as follows:

13. 經營租賃安排(續)

本集團作為承租人

於回顧期完結時，本集團就租用物業與汽車之不可註銷經營租賃有關日後最低應付租賃款額之到期情況如下：

	As at 31 December 2018		As at 30 June 2018	
	於二零一八年十二月三十一日		於二零一八年六月三十日	
	Land and buildings	Motor vehicles	Land and buildings	Motor vehicles
	土地及樓宇	汽車	土地及樓宇	汽車
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Audited)	(Audited)
	(未經審核)	(未經審核)	(經審核)	(經審核)
Operating leases which expire:	於下列年期屆滿之經營租賃：			
Within one year	455	2,185	1,519	2,733
From the second to fifth year, inclusive	-	1,506	611	1,711
	455	3,691	2,130	4,444

Leases are negotiated for terms of one to five years and rentals are fixed for terms of one to five years.

經磋商後之租賃年期介乎一年至五年，而租金乃按一年至五年之年期釐定。

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14. RELATED PARTY TRANSACTIONS

(a) On 13 September 2018, the Group agreed to dispose of its entire interest in Skill King Holdings Limited, a wholly owned subsidiary of the Group, to Champion Technology Holdings Limited, an ultimate holding company, for a consideration of HK\$390,000. The net gain on disposal of subsidiaries amounted to HK\$89,000.

(b) **Key management personnel remuneration**

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the directors of the Company. Key management personnel remuneration are as follows:

14. 關連人士交易

(a) 於二零一八年九月十三日，本集團同意將其持有 Skill King Holdings Limited（一間本集團全資附屬公司）的全部權益售予冠軍科技集團有限公司（最終控股公司），代價為 390,000 港元。出售附屬公司所得淨收益為 89,000 港元。

(b) **主要管理人員薪酬**

主要管理人員為擔任之職位直接或間接擁有規劃、指示及控制本集團業務之權責之人士，包括本公司董事。主要管理人員薪酬如下：

		Six months ended	
		31 December	
		截至十二月三十一日止六個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Salaries and other benefits	薪金及其他福利	3,238	3,015
Performance related incentive payments	按工作表現發放之獎金	1,201	1,803
Retirement benefit scheme contributions	退休福利計劃供款	332	339
		4,771	5,157

15. COMPARATIVE FIGURES

The values of the cultural products were further impaired based on the final authentication report and evaluation report obtained after the publication of the unaudited interim results of 2017 on 27 February 2018. The impairment losses were reflected in the audited condensed consolidated statement of assets and liabilities as at 31 December 2017 which was published as a voluntary announcement on 30 April 2018.

The effect of the restatement to the condensed consolidated statement of profit or loss for the six months ended 31 December 2017 was to increase the impairment losses recognised for inventories by HK\$27,369,000.

15. 比較數字

二零一八年二月二十七日公佈二零一七年未經審核中期業績後，根據最終鑑證報告及評估報告，文化產品的價值進一步減低。該筆減值虧損已以自願性公佈形式反映於二零一八年四月三十日刊發的二零一七年十二月三十一日經審核簡明綜合資產負債表內。

重列截至二零一七年十二月三十一日止六個月簡明綜合損益表的影響為增加就存貨確認的減值虧損 27,369,000 港元。

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INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 31 December 2018 (2017: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL RESULTS

Revenue

The Group reported a total revenue for the six months ended 31 December 2018 of approximately HK\$72 million compared with approximately HK\$67 million for the Previous Period, representing a slight increase of approximately 7 percent. This was mainly due to the changes in the product mix during the Period.

Profit attributable to Owners of the Company

The profit for the six months ended 31 December 2018 was approximately HK\$4 million compared with loss of approximately HK\$1,638 million for Previous Period. The profit was mainly due to the absence of the impairment loss in fair value of cultural products during the Period. Earnings per share was HK\$0.02 compared with loss per share of approximately HK\$8.30 for the Previous Period.

Distribution Costs

The Group's distribution costs for the six months ended 31 December 2018 was mainly incurred by the principal subsidiary in United Kingdom – Multitone Electronics PLC ("Multitone"), which recorded distribution costs for the six months ended 31 December 2018 of approximately HK\$15 million compared with approximately HK\$14 million for the Previous Period, representing of a slight increase about 7 percent.

General and Administrative Expenses

General and administrative expenses for the six months ended 31 December 2018 decreased by approximately 18 percent to approximately HK\$23 million from approximately HK\$28 million for the Previous Period.

中期股息

董事會決議不會宣佈派發截至二零一八年十二月三十一日止六個月之中期股息(二零一七年：無)。

管理層討論及分析

財務業績

收益

本集團於截至二零一八年十二月三十一日止六個月錄得總收益約72,000,000港元，而去年同期約為67,000,000港元，輕微增加約7%。主要由於回顧期內產品組合變動所致。

本公司擁有人應佔溢利

截至二零一八年十二月三十一日止六個月溢利約4,000,000港元，而去年同期虧損約為1,638,000,000港元。溢利主要由於回顧期內文化產品公平價值並無減值虧損所致。每股盈利為0.02港元，而去年同期則為每股虧損約8.30港元。

分銷成本

截至二零一八年十二月三十一日止六個月，本集團之分銷成本主要產生自其英國主要附屬公司Multitone Electronics PLC(「Multitone」)，其於截至二零一八年十二月三十一日止六個月錄得分銷成本約15,000,000港元，較去年同期約為14,000,000港元輕微增加約7%。

一般及行政支出

截至二零一八年十二月三十一日止六個月，一般及行政支出自去年同期約28,000,000港元減少約18%至約23,000,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

REVIEW OF OPERATIONS

System Products

Income of our Group under the system products sector was mainly generated by our UK arms. Recently, a technical team formed by Multitone and Multitone (Asia) Smart Communication Technology Company Limited (“Multitone (Asia)”), a fellow subsidiary wholly owned by our holding company, has continued to work with several potential customers and business partners in China to establish the Group’s foothold in the PRC and to materialize the long term partnership with the customers to promote and sell our products in China, especially in the smart city, auction-related exhibition and elderly care-related businesses. So far, during the Period, business and contribution from system products remained steady and stable.

Cultural Products

Included in finished goods of the Group as at 31 December 2018 were cultural products, making up of precious stones and artifacts, of HK\$4,360,000 (as at 30 June 2018: HK\$4,360,000) which were held for trading and resale in the ordinary course of business.

All such cultural products, totalling 143 pieces, have been kept in a strongroom operated by a worldwide security solution company, which is an independent third party to the Group.

With the above cultural products in our inventory, we have been working on establishing a new network of customers and suppliers of various cultural products, in concomitant with our plan to develop this line of business on the cultural products and to proceed along a more practicable approach in trading new cultural items and selling the cultural products that we have.

管理層討論及分析 (續)

業務回顧

智慧通訊方案

智慧通訊方案所產生之收益反映的主要是我們英國分支的表現。Multitone及一間由本公司之控股公司全資擁有之同系子公司—網定通(亞洲)智慧通訊科技有限公司(「網定通亞洲」)近期合組技術團隊，繼續與多家中國潛在客戶及業務夥伴合作，以便在中國建立本集團的業務據點，同時造就與該等客戶達成長期合作關係，與其在中國推廣及銷售我們的產品，尤其是在智慧城市、拍賣相關展覽以及養老護理相關業務方面。迄今，於回顧期內，智慧通訊方案的業務及貢獻維持穩定。

文化產品

於二零一八年十二月三十一日，本集團製成品包函文化產品(即珍貴寶石及藝術品)4,360,000港元(於二零一八年六月三十日：4,360,000港元)，此等文化產品是持有作日常業務中買賣及轉售的。

所有合共143件文化產品是存放在一間由全球保安解決方案公司所經營之保險庫內，其為本集團的獨立第三方。

基於存貨中的文化產品，我們著力於建立文化產品的全新客戶及供應商網絡，以配合我們發展文化產品業務的計劃，並訂定一個切實可行的方法以買賣新文化產品及銷售所持有的文化產品。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

OUTLOOK

As stated in the annual report 2018, the business objectives of the Group are to develop and achieve sustainable growth of its core businesses which include trading, manufacturing and technology, including software licensing. The Group achieved such objectives by pursuing the following growth-oriented strategies: (i) broadening the customer base of the systems sales, lease and software licensing business of the Group; and (ii) improving trading business of the Group.

Therefore, we have been strengthening the sector during the fourth quarter of last fiscal year and this Period, namely establishing the China and Hong Kong market of the system products from Multitone. Other than broadening and exploring this business, we also grasped the opportunity to develop new businesses which are beneficial to the Group in Hong Kong. We will be more cautious of the recent rapidly changing business and geopolitical environment around the globe, in particular, the uncertainties created by the Sino-US trade war.

Broadening the Customer Base

The Group will continue exploring opportunities along the technology segment which includes systems sales, lease and software licensing segment and to broaden the geographic base of customers, especially in the PRC market.

Through a substantial subsidiary in Europe which specialized in the design, manufacturing and supply of integrated wireless communication systems and solutions for sale and lease, the Group will continue to invest in new products and market development by capitalizing on its position as the market leader in critical messaging. In order to bring in the advanced systems and products applicable to critical messaging and smart cities, the Group has been working on establishing its own base as well as cooperative platforms in the PRC to bring in its systems and products from Europe. The Group will continue to adapt and adopt emerging technologies as well as developing its own innovative products.

管理層討論及分析 (續)

展望

於二零一八年年報中提述，本集團之經營目標為發展其核心業務（包括貿易、製造及科技，包括軟件特許權）及令之達至可持續增長。本集團通過下列增長為本策略，以達到該等目標：(i) 擴大本集團智慧通訊方案銷售、租賃及軟件特許權業務之客戶群；及(ii) 改善本集團之貿易業務。

因此，我們於上一財政年度第四季度及回顧期鞏固板塊，即為Multitone的智慧通訊方案建立中國內地及香港市場。除拓寬及探索這個核心業務外，我們也抓緊於香港發展有益於本集團新業務的機遇。我們對全球近期瞬息萬變的業務環境及地緣政治變化持更為謹慎的態度，尤其是中美貿易戰帶來的不確定性。

擴大客戶基礎

本集團將繼續開拓科技業務包括智慧通訊方案銷售、租賃及軟件特許權業務之商機，從而擴大客戶群的地域覆蓋範圍，尤其為中國市場。

通過本集團位於歐洲的一家主要附屬公司，其業務主要為銷售及租賃其設計、製造及提供之集成無線通訊系統及解決方案，本集團將繼續投資於新產品及市場開發，以鞏固其作為關鍵信息傳遞市場領導者的地位。藉以帶來關鍵信息傳遞及智慧城市適用的先進系統及產品，本集團一直致力在中國建造自有基地及合作平台，藉以把歐洲的智慧通訊方案打進中國。本集團將繼續應用及採用嶄新技術，以及開發其創新產品。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

OUTLOOK (continued)

Broadening the Customer Base (continued)

Meanwhile, the Group has been identifying other telecommunication and internet technologies which would benefit the Group's roadmap in Asia and the existing business in Europe with a view to enlarging the Group's coverage in the telecommunication and internet industry.

Recently, a technical team formed by Multitone and Multitone Asia has continued to work with several potential customers and business partners in China to establish the Group's foothold in the PRC and to materialize the long term partnership with those customers to promote and sell our products in China, especially in the smart city, auction-related exhibition and elderly care-related businesses.

Cultural Products

With more than 100 pieces of cultural products in our inventory, we have been working on establishing a new network of customers and suppliers of various cultural products, in concomitant with our plan to develop the line of business on the cultural products and to proceed along a more practicable approach in trading new cultural items and selling the cultural products that we have in hand.

管理層討論及分析 (續)

展望 (續)

擴大客戶基礎 (續)

與此同時，本集團一直物色電信及互聯網相關技術而有利於本集團進軍亞洲及其現有歐洲業務，藉以擴大本集團於電信及互聯網行業的覆蓋率。

Multitone 及網定通亞洲近期成立了技術團隊，繼續與多家中國潛在客戶及業務夥伴合作，以便於中國建立本集團的業務據點，同時實現與該等客戶建立長期合作關係，藉以在中國推廣及銷售我們的產品，尤其著力於在智慧城市、拍賣相關展覽及養老護理相關業務方面。

文化產品

鑒於我們的存貨有超過100件文化產品，我們著力構建不同文化產品新客戶及供應商之網絡，以配合我們發展文化產品業務線的計劃，並訂定一個切實可行的方法以買賣新文化產品及銷售所持有的文化產品。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

LIQUIDITY AND FINANCIAL RESOURCES

Financial Position and Gearing

The Group's financial position remained positive with a reasonable gearing.

As at 31 December 2018, the Group had approximately HK\$55 million (30 June 2018: approximately HK\$72 million) liquid assets made up of cash and cash equivalents. Current assets were approximately HK\$122 million (30 June 2018: approximately HK\$129 million) and current liabilities amounted to approximately HK\$53 million (30 June 2018: approximately HK\$60 million). With net current assets of approximately HK\$70 million (30 June 2018: approximately HK\$69 million), the Group maintained a sufficient level of financial liquidity. As at 31 December 2018, the Group had no borrowing (30 June 2018: no borrowing) and a zero gearing ratio (30 June 2018: zero gearing ratio). No finance cost was incurred for the Period (31 December 2017: approximately HK\$0.04 million).

Treasury Policy

The Group is committed to financial prudence and maintains a positive financial position with acceptable gearing. It finances its operation and business development with a combination of internally generated resources, capital markets instruments and banking facilities.

The Group does not engage in any speculative derivatives or structured product transactions, interest rate or foreign exchange speculative activities. It is the Group's policy to manage foreign exchange risk through matching foreign exchange income with expense, and where exposure to foreign exchange is anticipated, appropriate hedging instruments will be used.

管理層討論及分析 (續)

現金流動性及財務資源

財務狀況及借貸

本集團財務狀況維持正面，貸款權益比率處於合理水平。

於二零一八年十二月三十一日，本集團由現金及現金等值組成之流動資金合共約55,000,000港元(二零一八年六月三十日：約72,000,000港元)。流動資產約為122,000,000港元(二零一八年六月三十日：約129,000,000港元)，而流動負債則約為53,000,000港元(二零一八年六月三十日：約60,000,000港元)。本集團保持充足的財務流動性，流動資產淨額約為70,000,000港元(二零一八年六月三十日：約69,000,000港元)。於二零一八年十二月三十一日，本集團概無借貸(二零一八年六月三十日：概無借貸)，且貸款權益比率為零(二零一八年六月三十日：貸款權益比率為零)。本回顧期概無財務成本(二零一七年十二月三十一日：約40,000港元)。

庫務政策

本集團一直遵從審慎理財原則，財務狀況維持正面，借貸比率處於可接受水平。本集團主要透過內部營運資源、資本市場財務工具及銀行借貸作為營運及業務開發資金。

本集團並無進行任何有關投機性衍生工具或結構性產品之交易、利率或匯率之投機買賣活動。本集團之一貫政策是透過配對外幣收入及支出直接管理外匯風險；假如預計可能出現外匯風險，本集團將運用合適之對沖工具。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

LIQUIDITY AND FINANCIAL RESOURCES (continued)

Capital Commitments

As at 31 December 2018, the Group did not have any capital commitments authorised but not contracted for (30 June 2018: HK\$ nil).

Charges

Certain property, plant and equipment of the Group with the aggregate carrying amounts of approximately HK\$10.3 million have been pledged as collaterals for the defined benefit retirement scheme of certain subsidiaries operated in UK.

Save as disclosed above, the Group did not have any charges on assets as at 31 December 2018.

Contingent Liabilities

The Group had no material contingent liabilities as at 31 December 2018.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There were no significant investments held, no material acquisitions or disposals of subsidiaries, associates and joint ventures during the six months ended 31 December 2018.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2018, the Group employed about 183 staff around the globe. Staff costs of the Group amounted to approximately HK\$9.5 million for the six months ended 31 December 2018 (31 December 2017: approximately HK\$14 million). Remuneration is determined with reference to market terms and the performance, qualifications and experience of the individual employee. Remuneration includes monthly salaries, performance-linked bonuses, retirement benefits schemes and other benefits such as medical scheme.

管理層討論及分析 (續)

現金流動性及財務資源 (續)

資本承擔

於二零一八年十二月三十一日，本集團並無已授權但未簽署合約之資本承擔(二零一八年六月三十日：零港元)。

抵押

本集團賬面總值約為10,300,000港元的若干物業、廠房及設備已質押作為於英國營運的若干附屬公司的定額福利退休計劃的抵押。

除上文所披露者外，本集團於二零一八年十二月三十一日並無任何資產抵押。

或然負債

於二零一八年十二月三十一日，本集團並無重大或然負債。

持有之重大投資、附屬公司、聯營公司及合資企業之重大收購及出售事項、以及重大投資或資本資產之未來計劃

於截至二零一八年十二月三十一日止六個月，概無持有重大投資，亦無附屬公司、聯營公司及合資企業之重大收購或出售事項。

人力資源及薪酬政策

於二零一八年十二月三十一日，本集團於全球聘用約183名員工。截至二零一八年十二月三十一日止六個月，本集團員工成本約為9,500,000港元(二零一七年十二月三十一日：約14,000,000港元)。本集團乃參考市場水平，並按照僱員本身之表現、資歷及經驗而釐定薪酬。薪酬包括月薪、與表現相關之獎金、退休福利計劃，以及其他福利如醫療計劃。

看通集團有限公司

KANTONE HOLDINGS LIMITED

OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2018, the interests of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, chapter 571 of the Laws of Hong Kong (the "SFO")), as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

Interests in shares of associated corporation

Name of associated corporation	Name of director	Capacity	Number of shares	Approximate percentage* of the issued share capital of the relevant associated corporation 佔有關相聯法團已發行股本之概約比率*
相聯法團名稱	董事姓名	身份	股份數目	
Champion Technology Holdings Limited 冠軍科技集團有限公司	Mr. Ip Clayton 葉丞峰先生	Beneficial owner 實益擁有人	6,000,000 (L) (note 1) (附註1)	0.88%

Notes:

1. The letter "L" denotes the Director's long position in the shares of the relevant associated corporation.

* The percentage represents the number of shares involved divided by the total number of the issued shares of relevant associated corporation as at 31 December 2018.

其他資料

董事及最高行政人員之證券權益及淡倉

於二零一八年十二月三十一日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條須予存置之登記冊記錄所示，或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄10《上市發行人董事進行證券交易的標準守則》（「標準守則」）向本公司及聯交所另行作出之通知，本公司董事及最高行政人員在本公司或其任何相聯法團（具有香港法例第571章證券及期貨條例第XV部賦予之涵義）之股份、相關股份或債券中擁有之權益如下：

於相聯法團股份之權益

附註：

1. 字母「L」表示有關相聯法團股份中董事之好倉。

* 百分比指所涉及之股份數目除以於二零一八年十二月三十一日有關相聯法團已發行股份總數。

OTHER INFORMATION (continued)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SECURITIES (continued)

Save as disclosed above, as at 31 December 2018, none of the Directors or chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Each of the Company and Champion has a share option scheme under which eligible persons, including directors of the Company and Champion or any of their subsidiaries may be granted options to subscribe for shares of the Company and Champion respectively.

Other than the share option schemes of the Company and Champion aforementioned, at no time during the Period was the Company, its holding company, any of its fellow subsidiaries or subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

No options have been granted, exercised or cancelled by the Company or Champion under the share option schemes of the Company and Champion since their adoption.

其他資料 (續)

董事及最高行政人員之證券權益及淡倉 (續)

除上文所披露者外，於二零一八年十二月三十一日，按本公司根據證券及期貨條例第352條須予存置之登記冊記錄所示，或根據標準守則向本公司及聯交所另行作出之通知，本公司董事或最高行政人員概無在本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有任何權益或淡倉。

購股權及董事購買股份或債券之權利

本公司及冠軍各設有購股權計劃，據此，合資格人士(包括本公司及冠軍或其任何附屬公司之董事)可獲授購股權以分別認購本公司及冠軍之股份。

除上述本公司及冠軍之購股權計劃外，本公司、其控股公司、其任何同系附屬公司或附屬公司於回顧期內任何時間概無參與任何安排，致使本公司董事可透過購入本公司或任何其他法人團體之股份或債券而獲益。

自其採納日期起，本公司或冠軍並無根據本公司及冠軍之購股權計劃授出、行使或取消任何購股權。

看通集團有限公司

KANTONE HOLDINGS LIMITED

OTHER INFORMATION (continued)

SUBSTANTIAL SHAREHOLDER

As at 31 December 2018, so far as is known to the Directors, the following corporations or persons (other than the directors or chief executive of the Company) had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of shareholder	Capacity	Number of shares	Approximate percentage* of the issued share capital 佔已發行股本之概約比率*
股東姓名	身份	股份數目	
Champion Technology Holdings Limited ("Champion") 冠軍科技集團有限公司(「冠軍」)	Beneficial owner 實益擁有人	128,137,958 (L)	64.94%
Guangdong Finance Limited (Note 1) 廣東信貸有限公司(附註1)	Person having a security interest in shares 於股份中擁有證券權益之人士	128,137,958 (L)	64.94%
Easy Fame Investment (HK) Limited (Note 1) 順榮投資(香港)有限公司(附註1)	Interest of controlled corporation 受控制法團權益	128,137,958 (L)	64.94%
Lin Ho Man (Note 1) 連浩民(附註1)	Interest of controlled corporation 受控制法團權益	128,137,958 (L)	64.94%

Note: The letter "L" denotes the shareholder's long position in the shares of the Company.

* The percentage represents the number of shares of the Company involved divided by the number of the Company's issued shares as at 31 December 2018.

1. 128,137,958 shares of the Company, representing approximately 64.94% of the issued share capital of the Company, owned by Champion were pledged to Guangdong Finance Limited under a facility agreement between Champion and Guangdong Finance Limited. According to the disclosure of interests forms of substantial shareholders filed on 6 July 2017, Guangdong Finance Limited is owned as to 99% by Easy Fame Investment (HK) Limited, which is in turn wholly owned by Lin Ho Man.

其他資料(續)

主要股東

於二零一八年十二月三十一日，就董事所悉，按本公司根據證券及期貨條例第336條須予存置之登記冊記錄所示，下列法團或人士(本公司董事或最高行政人員除外)於本公司股份及相關股份中擁有權益或淡倉：

附註：字母「L」表示本公司股份中股東之好倉。

* 百分比指所涉及之本公司股份數目除以於二零一八年十二月三十一日本公司已發行股份數目。

1. 根據冠軍與廣東信貸有限公司訂立之融資協議，冠軍所擁有128,137,958股本公司股份(佔本公司已發行股本約64.94%)已質押予廣東信貸有限公司。按照於二零一七年七月六日備案之主要股東權益披露報表，廣東信貸有限公司由順榮投資(香港)有限公司擁有99%，而順榮投資(香港)有限公司則由連浩民全資擁有。

OTHER INFORMATION (continued)

SUBSTANTIAL SHAREHOLDER (continued)

Save as disclosed above, as at 31 December 2018, other than the Directors or chief executive of the Company whose interests are set out in the paragraph headed “Directors’ and chief executive’s interests and short positions in securities” above, no person had any interest or short position in the shares or underlying shares of the Company which were required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

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

During the six months ended 31 December 2018, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

CORPORATE GOVERNANCE CODE

During the six months ended 31 December 2018, the Company complied with the code provisions of the Corporate Governance Code (the “CG Code”) set out in Appendix 14 to the Listing Rules, save for the deviation below:

- (a) Under code provision A.4.1 of the CG Code, all non-executive Directors should be appointed for a specific term, subject to re-election. Whilst the non-executive Directors are not appointed for a specific term, the term of office for non-executive Directors is subject to retirement from office by rotation and is eligible for re-election in accordance with the provisions of the Company’s articles of association. At each annual general meeting of the Company, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. As such, the Company considers that such provision is sufficient to meet the underlying objectives of the CG Code.

其他資料 (續)

主要股東 (續)

除上文所披露者外，於二零一八年十二月三十一日，除載於上文「董事及最高行政人員之證券權益及淡倉」一段之董事或本公司最高行政人員之權益外，按本公司根據證券及期貨條例第336條須予存置之登記冊記錄所示，並無任何人士擁有本公司股份或相關股份之權益或淡倉。

購買、出售或贖回本公司之上市證券

於截至二零一八年十二月三十一日止六個月期間，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

企業管治守則

截至二零一八年十二月三十一日止六個月期間，本公司遵守上市規則附錄14所載之「企業管治守則」(「企業守則」)的守則條文，除下文闡述之偏離者外：

- (a) 根據企業守則之守則條文第A.4.1條，全體非執行董事的委任應有指定任期，並須接受重新選舉。儘管非執行董事並無獲委任指定任期，惟根據本公司之組織章程細則條文，非執行董事應輪席退任及符合資格膺選連任。於本公司各股東週年大會上，當時三分之一之董事(或倘其人數並非三之倍數，則最接近但不少於三分之一之人數)須輪席退任。因此，本公司認為該等條文足以達到企業守則之相關目標。

看通集團有限公司

KANTONE HOLDINGS LIMITED

OTHER INFORMATION (continued)

DISCLOSURE OF INFORMATION ON DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

There is no other change in the Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding directors' securities transactions on the terms of the Model Code. After specific enquiry made by the Company, all of the Directors confirmed that they have complied with the required standard set out in the Model Code and the code of conduct of the Company governing Directors' securities transactions throughout the Period.

AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") with specific written terms of reference which were revised and adopted on 1 January 2016. As at 31 December 2018, the Audit Committee consisted of three independent non-executive Directors, namely Mr. Leung Man Fai (Chairperson), Ms. Chung Sau Wai Ada and Mr. Clayton Ip. The Audit Committee has reviewed with the management of the Group the financial and accounting policies and practices adopted by the Group, its internal controls and financial reporting matters and this interim report.

By Order of the Board
Wong Man Winny
Chairperson

Hong Kong, 26 February 2019

其他資料 (續)

根據上市規則第13.51B(1)條披露董事之資料

概無其他有關董事資料之變動須根據上市規則第13.51B(1)條予以披露。

董事進行證券交易之標準守則

本公司就董事進行證券交易採納符合標準守則之操守守則。經本公司作出特定查詢後，所有董事確定，於整個回顧期內均遵守標準守則所載之規定標準及本公司董事證券交易操守守則。

審核委員會

本公司已成立審核委員會(「審核委員會」)，並訂有具體書面職權範圍(於二零一六年一月一日修訂及採納)。於二零一八年十二月三十一日，審核委員會由三名獨立非執行董事組成，即梁文輝先生(主席)、鍾秀維女士及葉丞峰先生。審核委員會已聯同本集團管理層審閱本集團採用之財務及會計政策及實務、其內部監控及財務申報事宜、以及本中期報告。

承董事會命
主席
黃敏

香港，二零一九年二月二十六日