

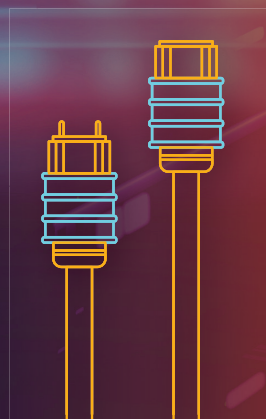


匯聚科技有限公司 TIME Interconnect Technology Limited

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

股份代號 Stock Code: 1729

中期報告 Interim Report 2019/2020



CONTENTS

目錄

2	Corporate Information 公司資料
5	Financial and Statistical Highlights 財務及統計摘要
6	Management Discussion and Analysis 管理層討論及分析
20	Other Information 其他資料
29	Report on Review of Condensed Consolidated Financial Statements 簡明綜合財務報表審閱報告
31	Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表
32	Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表
33	Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表
34	Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表
35	Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors:

Mr. Cua Tin Yin Simon (*Chief Executive Officer*)
Mr. Wong Chi Kuen

Non-executive Director:

Mr. Lo Chung Wai Paul (*Chairman*)

Independent non-executive Directors:

Mr. Ho Hin Shun
Mr. Luk Wai Shing
Mr. Chan Chung Shun Eric

BOARD COMMITTEES

Audit Committee

Mr. Chan Chung Shun Eric (*Chairman*)
Mr. Ho Hin Shun
Mr. Luk Wai Shing

Remuneration Committee

Mr. Ho Hin Shun (*Chairman*)
Mr. Wong Chi Kuen
Mr. Luk Wai Shing
Mr. Chan Chung Shun Eric

Nomination Committee

Mr. Luk Wai Shing (*Chairman*)
Mr. Wong Chi Kuen
Mr. Ho Hin Shun
Mr. Chan Chung Shun Eric

COMPANY SECRETARY

Ms. Ng Hoi Ying (CPA)

AUTHORISED REPRESENTATIVES

Mr. Wong Chi Kuen
Ms. Ng Hoi Ying (CPA)

董事會

執行董事：

柯天然先生 (*行政總裁*)
黃志權先生

非執行董事：

羅仲煒先生 (*主席*)

獨立非執行董事：

何顯信先生
陸偉成先生
陳忠信先生

董事委員會

審核委員會

陳忠信先生 (*主席*)
何顯信先生
陸偉成先生

薪酬委員會

何顯信先生 (*主席*)
黃志權先生
陸偉成先生
陳忠信先生

提名委員會

陸偉成先生 (*主席*)
黃志權先生
何顯信先生
陳忠信先生

公司秘書

吳愷盈女士 (*會計師*)

授權代表

黃志權先生
吳愷盈女士 (*會計師*)

COMPLIANCE ADVISER

Frontpage Capital Limited
26/F, Siu On Centre
188 Lockhart Road
Wan Chai
Hong Kong

AUDITOR

Deloitte Touche Tohmatsu
35/F, One Pacific Place
88 Queensway
Hong Kong
(Certified Public Accountants)

LEGAL ADVISERS AS TO HONG KONG LAWS

CFN Lawyers in association with Broad and Bright
Units 4101-04, 41/F
Sun Hung Kai Centre
30 Harbour Road
Wan Chai
Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

HEAD OFFICE AND PRINCIPAL OFFICE OF BUSINESS IN HONG KONG

Unit 601, Photonics Centre
2 Science Park East Avenue
Hong Kong Science Park
Shatin
Hong Kong

合規顧問

富比資本有限公司
香港
灣仔
駱克道188號
兆安中心26樓

核數師

德勤•關黃陳方會計師行
香港
金鐘道88號
太古廣場一期35樓
(香港執業會計師)

有關香港法律的法律顧問

陳馮吳律師事務所(與世澤律師事務所聯營)
香港
灣仔
港灣道30號
新鴻基中心
41樓4101-04室

開曼群島註冊辦事處

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

香港總辦事處及主要營業地點

香港
沙田
香港科學園
科技大道東2號
光電子中心601室

CORPORATE INFORMATION

公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Estera Trust (Cayman) Limited
P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

開曼群島股份過戶登記總處

Estera Trust (Cayman) Limited
P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited
Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東 183 號
合和中心
54 樓

PRINCIPAL BANKS

Bank of China (Hong Kong) Limited
Hang Seng Bank
The Hongkong and Shanghai Banking Corporation Limited
Australia and New Zealand Banking Group Limited
(Hong Kong Branch)
China Citic Bank International Limited
Fubon Bank (Hong Kong) Limited
Bank of China (Huizhou Branch)
HSBC Bank (China) Company Limited (Huizhou sub-branch)

主要往來銀行

中國銀行(香港)有限公司
恒生銀行
香港上海滙豐銀行有限公司
Australia and New Zealand Banking Group Limited
(香港分行)
中信銀行(國際)有限公司
富邦銀行(香港)有限公司
中國銀行(惠州分行)
滙豐銀行(中國)有限公司(惠州支行)

COMPANY'S WEBSITE

www.time-interconnect.com

公司網站

www.time-interconnect.com

STOCK CODE

1729

股份代號

1729

FINANCIAL AND STATISTICAL HIGHLIGHTS 財務及統計摘要

For the six months ended 30 September	截至九月三十日止 六個月	2019 (unaudited) (未經審核)	2018 (unaudited) (未經審核)	Change 變動
Operating results (HK\$'million)	經營業績(百萬港元)			
Revenue	收益	801.9	835.6	-4.0%
Gross profit	毛利	174.8	184.4	-5.2%
Total profit for the period	期內溢利總額	77.4	88.4	-12.4%
Basic earnings per share (Hong Kong cents)	每股基本盈利 (港仙)	4.2	4.8	-12.5%
Key ratios (%)	主要比率(%)			
Gross profit margin	毛利率	21.8	22.1	-0.3pts
Net profit margin	淨利潤率	9.7	10.6	-0.9pts
EBITDA/Revenue	EBITDA/收益	14.4	14.0	0.4pts

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS OVERVIEW

During the six months ended 30 September 2019 (the “**Reporting Period**”), the pace of global economic growth has continued to slow down due to the trade tariffs imposed by major economies, particularly between the United States and China. In spite of the challenges in the macro-economy environment and the difficulties brought by RMB depreciation, Time Interconnect Technology Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) reported solid operating results during the Reporting Period, benefiting from its sensible business strategies and unique customer profile.

In face of the challenges brought by the Sino-U.S. trade war, the Group has been taking strategic measures to avoid the additional tariffs imposed on its products to be shipped to the United States, so as to mitigate the impact of the trade war on its businesses. Meanwhile, the Group has adopted certain actions to lower the impact of the RMB depreciation, and successfully narrowed the exchange loss to HK\$2.3 million for the Reporting Period as compared to a loss of HK\$11.9 million for the previous financial period.

In the past half year, the Group continued to pay great efforts in solidifying its customer base by developing relationships with leading international customers and further enhancing the business relationships with existing customers. During the Reporting Period, the Group has successfully captured new customers and carried out the fundamental works for cooperation. In the meantime, the Group has pushed forward to improve its research and development (“**R&D**”) capabilities and improve its product mix, so as to elevate the Group’s overall competitiveness and seize the huge opportunities generated from the arrival of next-generation 5G networking technology.

業務回顧

於截至二零一九年九月三十日止六個月(「**報告期間**」)，受中美等主要經濟體之間徵收貿易關稅的影響，全球經濟增長幅度繼續放緩。儘管宏觀經濟環境充滿挑戰及受人民幣貶值困擾，但得益於明智的業務策略及獨特的客戶群，匯聚科技有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**」)於報告期間仍錄得穩健的經營業績。

面對中美貿易戰的挑戰，本集團一直採取戰略措施，以避開對運往美國的產品徵收額外關稅，從而減低貿易戰對其業務的影響。同時，本集團已採取若干行動以減低人民幣貶值的影響，並成功將匯兌虧損由上一財政期間的虧損11.9百萬港元收窄至報告期間的2.3百萬港元。

過去半年，透過與國際領先的客戶搭建關係，本集團繼續致力於鞏固其客戶基礎，並進一步加強與現有客戶的業務關係。於報告期間，本集團已成功吸納更多新客戶及開展基本合作工作。同時，本集團不斷提升其研究及發展(「**研發**」)能力，優化產品組合，從而提高本集團的整體競爭力，並把握下一代5G網絡技術帶來的巨大機遇。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

RESULTS OF OPERATIONS

經營業績

Financial Overview

財務回顧

For the six months ended 30 September	截至九月三十日止 六個月	2019 <i>HK\$'million</i> 百萬港元	2018 <i>HK\$'million</i> 百萬港元	Change 變動 <i>HK\$'million</i> 百萬港元
Revenue	收益	801.9	835.6	(33.7)
Gross profit	毛利	174.8	184.4	(9.6)
Gross profit margin	毛利率	21.8%	22.1%	
Other income and other gains and losses	其他收入及其他收益及虧損	(0.7)	(8.5)	7.8
Total operating expenses	經營開支總額	(67.9)	(67.9)	–
Total operating expenses as a percentage of revenue	經營開支總額佔收益百分比	8.5%	8.1%	
Operating profit	經營溢利	106.2	108.0	(1.8)
Operating profit margin	經營利潤率	13.2%	12.9%	
Professional fee for Possible Acquisition	可能收購事項的專業費用	(5.6)	–	(5.6)
Finance costs	融資成本	(2.5)	(1.1)	(1.4)
Profit before taxation	除稅前溢利	98.1	106.9	(8.8)
Taxation	稅項	(20.7)	(18.5)	(2.2)
Effective tax rate	實際稅率	21.1%	17.3%	
Profit for the period	期內溢利	77.4	88.4	(11.0)
Net profit margin	淨利潤率	9.7%	10.6%	

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Revenue

The Group's revenue for the Reporting Period slightly decreased by 4.0% to HK\$801.9 million from HK\$835.6 million in the previous financial period. One of the major reasons was RMB depreciation impact, during the Reporting Period the average foreign currency exchange rate from converting Renminbi into Hong Kong dollars was 4.8% lower than the same period last year. The Renminbi revenue converted in Hong Kong dollars decreased HK\$18.9 million which represented 2.4% of the Group's revenue. Telecommunication, medical equipment and industrial equipment sectors were also affected by this impact and reduced revenue. Meanwhile, the trade and tariff disputes between the United States and China caused the overall slowdown of global macro-economy. It created different degree of impact on the telecommunication and industrial equipment sector.

All of the Group's business sectors have different degrees of change in revenue, and the decrease in revenue was mainly driven by the lower sales in telecommunication and industrial equipment sectors.

收益

本集團於報告期間的收益由上一財政期間的835.6百萬港元小幅減少4.0%至801.9百萬港元。收益減少的主要原因之一為人民幣貶值的影響，於報告期間內人民幣換算為港元的平均匯率低於去年同期4.8%。換算為港元的人民幣收益減少18.9百萬港元，佔本集團收益的2.4%。電訊、醫療設備及工業設備分部均受到此不利影響，收益減少。同時，中美之間的貿易及關稅爭端令全球宏觀經濟整體放緩，導致電訊及工業設備分部受到不同程度的影響。

本集團所有業務分部均錄得不同程度的收益變動，而收益減少主要由通訊及工業設備分部的低銷售額所致。

For the six months ended 30 September

截至九月三十日止六個月

Market Sector	市場分部	2019		2018		Change變動	
		HK\$'million 百萬港元	%	HK\$'million 百萬港元	%	HK\$'million 百萬港元	%
Data centre	數據中心	396.5	49.4%	323.7	38.7%	72.8	22.5%
Telecommunication	電訊	313.0	39.0%	391.1	46.8%	(78.1)	-20.0%
Medical equipment	醫療設備	65.4	8.2%	74.8	9.0%	(9.4)	-12.6%
Industrial equipment	工業設備	27.0	3.4%	46.0	5.5%	(19.0)	-41.3%
Total	總計	801.9	100.0%	835.6	100.0%	(33.7)	-4.0%

Data centre sector: In April 2019, the Group has changed the supply source away from China for the certain major components of products to be shipped to the United States for avoidance of the additional tariffs. Besides, the Group also procured the “Country of origin and Marking Ruling” from the U.S. Customs and Border Protection for the fibre cable assembly products in February 2019. Accordingly, the fibre cable assembly products will not be subjected to additional tariffs when importing into the United States anymore even though the major components are purchased from China. The shipments of the data centre sector were back to the normal level as before the Sino-U.S. trade war since May 2019. The revenue has substantially increased by 22.5% to HK\$396.5 million during the Reporting Period as compared to HK\$323.7 million for the previous financial period.

Telecommunication sector: It recorded a decrease of revenue from HK\$391.1 million in the previous financial period to HK\$313.0 million for the Reporting Period, representing a decrease of 20.0%. Besides the RMB depreciation impact, the decrease was mainly attributable to the impact from the United States had added the Company’s largest customer to the entity list under Export Administration Regulations. The Company has been seeking for any kind of measures to mitigate the impact of trade war on its businesses.

Medical equipment sector: The revenue recorded a mild decrease of 12.6% from HK\$74.8 million for the previous financial period to HK\$65.4 million for the Reporting Period. Such decrease was due to slowdown of orders by the largest medical equipment customer in order to consume the inventory backlog. Orders are expected to resume in the rest of the year.

Industrial equipment sector: The revenue dropped 41.3% from HK\$46.0 million for the previous financial period to HK\$27.0 million for the Reporting Period. The decrease was mainly due to the turmoil from the Sino-U.S. trade war and the overall slowdown on the growth of the global economy.

數據中心分部：於二零一九年四月，本集團更改將運往美國之產品的若干主要組件的供應來源地，使其遠離中國，以避開額外關稅。此外，本集團亦於二零一九年二月就光纖電線組件產品取得美國海關及邊境保衛局作出「原產國及標記載定」。因此，光纖電線組件產品進口至美國時，即使主要組件均採購自中國，惟光纖電線組件產品將不再被徵收額外關稅。數據中心分部的出貨量由二零一九年五月開始回復至中美爆發貿易戰前的正常水平。收益由上一財政期間的323.7百萬港元大幅增加22.5%至報告期間的396.5百萬港元。

電訊分部：該分部收益由上一財政期間的391.1百萬港元減少至報告期間的313.0百萬港元，減少20.0%。除人民幣貶值影響外，有關減少亦主要由於美國將本公司最大客戶列入出口管理條例下的實體名單內的影響所致。本公司一直在尋求各種措施，以減低貿易戰對其業務的影響。

醫療設備分部：收益由上一財政期間的74.8百萬港元輕微減少12.6%至報告期間的65.4百萬港元。上述減少乃因醫療設備最大客戶消化庫存導致訂單減少所致。預期訂單將於本年度後期恢復正常水平。

工業設備分部：收益由上一財政期間的46.0百萬港元減少41.3%至報告期間的27.0百萬港元。有關減少主要歸因於中美貿易戰引發的動盪及全球經濟增長整體放緩。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Segment Information

Segmental information is presented for the Group as disclosed on Note 3 to the condensed consolidated financial statements.

Gross Profit/Margin

Gross profit for the Reporting Period was HK\$174.8 million, a decrease of HK\$9.6 million or 5.2% compared to the HK\$184.4 million recorded in the previous financial period. Gross profit margin slightly decreased from 22.1% to 21.8%. Although the Group has 1.1% improvement on the cost of materials as a percentage of revenue due to the materials cost savings program during the financial period. But for the direct labour costs and manufacturing overheads as a percentage of revenue, they were higher than the same period last year due to the labour shortage and depreciation of new factory increase.

Operating Profit/Margin

Operating profit (excluding the professional fee for the Possible Acquisition and finance costs) for the Reporting Period was HK\$106.2 million, which represented a decrease of HK\$1.8 million as compared with the previous financial period. Operating profit margin was recorded at 13.2% for the Reporting Period compared to 12.9% in the previous financial period. The ratio of EBITDA (excluding the professional fee of the Possible Acquisition) to revenue increased to 15.1% from 14.0% in the previous financial period.

Other income comprising of primarily bank interest income, government grants, handling income was in aggregate HK\$1.6 million for the Reporting Period, representing a decrease of 52.9% as compared with the previous financial period due to the decrease of government grants and bank interest income.

Other gains and losses were recorded a loss of HK\$2.3 million for the Reporting Period compared to a loss of HK\$11.9 million for the previous financial period. Such loss was due to the exchange loss from RMB depreciation at HK\$2.3 million, which was attributable to the Group's operations in the ordinary course of business, as compared to an exchange loss of HK\$11.9 million in the previous financial period.

The total operating expenses were HK\$67.9 million, same as the last financial period. Total operating expenses as a percentage of the Group's revenue slightly increased from 8.1% to 8.5%.

分部資料

本集團呈列之分部資料如簡明綜合財務報表附註3所披露。

毛利／毛利率

報告期間的毛利為174.8百萬港元，較上一財政期間錄得的184.4百萬港元減少9.6百萬港元或5.2%。毛利率由22.1%略微減少至21.8%。雖然本集團於財政期間的材料成本節省計劃使材料成本佔收益的百分比改善1.1%，但是由於勞工短缺及新工廠折舊增加，直接勞工成本及生產支出佔收益的百分比卻高於去年同期。

經營溢利／經營利潤率

報告期間的經營溢利(扣除可能收購事項的專業費用及融資成本)為106.2百萬港元，較上一財政期間減少1.8百萬港元。報告期間的經營利潤率為13.2%，而上一財政期間為12.9%。EBITDA(扣除可能收購事項的專業費用)佔收益比率由上一財政期間的14.0%上升至15.1%。

報告期間其他收入主要由銀行利息收入、政府補助及手續費收入構成合共為1.6百萬港元，較上一財政期間減少52.9%，乃主要由於政府補助及銀行利息收入減少所致。

於其他收益及虧損方面，報告期間錄得虧損2.3百萬港元，而上一財政期間錄得虧損11.9百萬港元。有關虧損乃歸因於人民幣貶值所致的匯兌虧損2.3百萬港元，而該等匯兌虧損乃產生自本集團日常業務過程中的經營，而上一財政期間錄得匯兌虧損11.9百萬港元。

經營開支總額為67.9百萬港元，與上一財政期間相同。經營開支總額佔本集團收益百分比由8.1%略微增加至8.5%。

Distribution and selling expenses decreased from HK\$11.9 million to HK\$11.6 million, a decrease of 2.5% compared with the previous financial period. It was mainly attributable to the decrease of freight and transportation cost. As a percentage of the Group's revenue, distribution and selling expenses remain stable at 1.4%, same as the last financial period.

Administrative expenses increased from HK\$30.9 million to HK\$32.4 million over the same period last year. The increase was mainly due to the increase of share option expenses HK\$2.8 million. Administrative expenses as a percentage of revenue increased from 3.7% to 4.0% for the Reporting Period.

During the Reporting Period, the research and development expenses were HK\$23.9 million, which represented a decrease of 5.2% compared with the previous financial period. It was mainly attributable to the decrease of materials cost and testing fee. Research and development expenses as a percentage of the Group's revenue remain stable at 3.0%, same as the last financial period. The Company continuously increased its efforts in R&D by expanding the team to further enhance its R&D capabilities in respect of launching new products and technologies.

Professional fee for the Possible Acquisition

The Company is in the process of negotiation with Linkz Industries Limited ("Linkz Industries"), being the controlling shareholder of the Company, for the possible acquisition of the business of manufacturing and sales of networking cables engaged by the relevant subsidiaries of Linkz Industries (the "Possible Acquisition"). No binding agreement has been signed by the parties in relation to the Possible Acquisition as at 30 September 2019. The professional fees incurred in connection with the Possible Acquisition was approximately HK\$5.6 million.

Finance Costs

The finance costs represent bank loan interest HK\$1.1 million for bank borrowings and interest expenses HK\$1.4 million on the lease liabilities under adoption of HKFRS 16, which is effective from 1 April 2019. For the Reporting Period, the finance costs was recorded at HK\$2.5 million against HK\$1.1 million for the last financial period.

銷售及分銷開支由上一財政期間的11.9百萬港元減少至11.6百萬港元，減幅2.5%，乃主要歸因於貨運及交通成本的減少。分銷及銷售開支佔本集團收益百分比維持穩定，為1.4%，與上一財政期間相同。

行政開支由去年同期的30.9百萬港元增加至32.4百萬港元。有關增加主要由於購股權開支增加2.8百萬港元所致。報告期間內行政開支佔收益百分比由3.7%增加至4.0%。

於報告期間內，研發開支為23.9百萬港元，較上一財政期間減少5.2%。此乃主要歸因於材料成本及測試費用減少。研發開支佔本集團收益百分比維持穩定，為3.0%，與上一財政期間相同。通過擴充團隊，本公司繼續加強研發，旨在進一步提升研發新產品及技術的能力。

可能收購事項的專業費用

本公司正在與本公司控股股東領先工業有限公司（「領先工業」）就可能收購領先工業相關附屬公司從事的製造及銷售網絡電線業務進行磋商（「可能收購事項」）。於二零一九年九月三十日，雙方尚未就可能收購事項簽署任何具約束力協議。可能收購事項產生的專業費用約為5.6百萬港元。

融資成本

融資成本指銀行借款的銀行貸款利息1.1百萬港元及採納自二零一九年四月一日起生效的香港財務報告準則第16號項下租賃負債產生的利息開支1.4百萬港元。就報告期間而言，融資成本為2.5百萬港元，而上一財政期間為1.1百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Total Profit for the six months ended 30 September 2019 and Earnings per Share

Total profit of the Group for the Reporting Period was HK\$77.4 million, a decrease of HK\$11.0 million as compared to the last financial period. By excluding the professional fees for the Possible Acquisition, total profit was HK\$83.0 million and net profit margin was recorded at 10.4% as compared to 10.6% in the previous financial period.

Taxation represents the tax expenses arising from the assessable profit generated by the Group in Hong Kong and the People's Republic of China (the "PRC"). Taxation was provided at the respective tax rate of 16.5% and 25% based on the profit from operating activities. Taxation charges increased from HK\$18.5 million in the last financial period to HK\$20.7 million in the Reporting Period. The effective tax rate increased from 17.3% to 21.1%.

Basic earnings per share for the Reporting Period was HK4.2 cents as compared to HK4.8 cents in the previous financial period.

Dividends

The board (the "Board") of directors (the "Directors") of the Company is pleased to declare an interim dividend of HK1 cent per share, amounting to a total of approximately HK\$18.4 million.

OUTLOOK

Being benefit from the further development in the 5G network and the growing trend of big data processing, the cable assembly industry is expected to sustain growth in the coming years. To meet with the market demand, the Group is striving to enhance its production capacity by acquiring a parcel of industrial land with two industrial buildings for the production, with 24 production lines were installed. The Directors remain confident that the Group's enlarged production capacity, together with its cutting-edge technologies and well-established business fundamentals would enable it to capture the market opportunities and outperform its potential upon the arrival of the next-generation 5G network.

截至二零一九年九月三十日止六個月溢利總額及每股盈利

於報告期間，本集團之溢利總額為77.4百萬港元，較上一財政期間減少11.0百萬港元。不計可能收購事項的專業費用，溢利總額為83.0百萬港元及淨利潤率為10.4%，而上一財政期間為10.6%。

稅項指自本集團於香港及中華人民共和國(「中國」)的應課稅溢利產生的稅項開支。稅項根據經營活動所得溢利分別按16.5%及25%的稅率作出撥備。稅項開支由上一財政期間的18.5百萬港元增加至報告期間的20.7百萬港元。實際稅率由17.3%增加至21.1%。

於報告期間，每股基本盈利為4.2港仙，而上一財政期間為4.8港仙。

股息

本公司董事(「董事」)會(「董事會」)欣然宣派中期股息每股1港仙，總額約為18.4百萬港元。

展望

得益於5G網絡的進一步發展及大數據處理的增長趨勢，電線組件行業有望在未來數年維持增長。為滿足市場需求，本集團已通過收購一幅建有兩幢工業大廈的工業用地用於生產及安裝24條生產線，努力提升其產能。董事依然深信本集團經擴大產能，加上其先進的技術及完善的業務基礎，將令其把握市場機遇，在下一代5G網絡到來時發揮其潛力。

In the recent years, a new world is coming with the next-generation 5G network being realised gradually. According to a report released by Global System for Mobile Communication Association and Global TD-LTE Initiative, China is expected to become the world's largest 5G market by 2025, accounting for 430 million 5G connections, or one-third of the global total. With the 5G network deployment pushing forward in China, the demand for optical fibre cable are believed to grow outstandingly and the Directors are confident on the Group's future performance in the telecommunication and data centre sector as its customers are the primary network equipment suppliers to the three nationwide mobile operators, namely China Mobile, China Unicom and China Telecom.

For the medical equipment sector, the Directors expect it to resume growth momentum in the rest of the year, as the inventory backlog for the largest medical equipment customer are being consumed and the orders have recovered since October. In view of the constant increasing demand for medical care services, the Group will continuously enhance its R&D capabilities in respect of launching such medical-grade products and technologies. The Group will also strive to secure new customers to further improve its market share and strengthen its position in medical equipment sector.

In the recent half year, the Sino-U.S. trade tensions have continued and erupted into a full-blown trade war. Though the United States announced to delay tariff increase for Chinese goods following a meeting between both countries in October, uncertainties still surrounding the global economy and bringing a negative impact to the industries inevitably. Under such circumstances, revenue of industrial equipment sector becomes difficult to predict. The Group will closely monitor the changes in relevant circumstances and exert itself to grasp business opportunities in order to minimise the risks and uncertainties involved in the unstable economies.

Moving ahead, the Group will continue to stay alert to the changes in economic environment and take prompt and decisive actions to maintain the Group's competitiveness and sustainability. In respect of the additional tariffs that may be raised by the United States on certain Chinese imported goods, the Group has been taking measures to mitigate the impact of trade war on its businesses since 2018. In this condition, the Group has preliminarily assessed that the additional tariffs will not have a material adverse impact on its businesses in the United States in the current fiscal year. Meanwhile, the Group will keep enhancing its business operations, so that it is fully capable to capitalise on an eventual market turnaround.

近年來，隨著下一代的5G網絡逐步落地，一個全新的世界正款款而來。根據全球移動通訊系統協會及TD-LTE全球發展倡議發佈的報告，到二零二五年，中國預期將成為全球最大的5G市場，5G連接數達4.3億，佔全球市場的三分之一。隨著中國5G網絡部署的推進，相信光纖電線的需求將會顯著增長，而由於其客戶為三大國有移動運營商（即中國移動、中國聯通及中國電信）的網絡設備主要供應商，董事對本集團電訊及數據中心分部的日後表現充滿信心。

就醫療設備分部而言，由於最大醫療設備客戶的庫存不斷被消化及訂單自十月起開始恢復，董事預期該分部將於本年度後期重拾增長勢頭。鑒於對醫療保健服務的需求不斷增加，本集團將繼續提升推出醫療級別產品及相關科技的研發能力。本集團亦將致力於爭取新客戶，以進一步提升其市場份額及鞏固其於醫療設備領域的地位。

最近半年，中美貿易摩擦持續，並最終演變成全面的貿易戰。儘管於十月中美兩國會晤後美國宣佈推遲上調中國商品關稅，但全球經濟仍未明朗及不可避免地為行業帶來負面影響。在此情況下，工業設備分部的收益變得難以預計。本集團將密切關注相關環境的變動，並將竭力把握業務機遇，藉此盡量減少不穩定經濟環境中的風險及不確定性。

展望未來，本集團將繼續對經濟環境的變動保持警覺，並採取迅速及果斷行動，以維持本集團的競爭力及可持續性。就美國可能對中國若干進口產品徵收的額外關稅而言，本集團已自二零一八年以來採取措施，減低貿易戰對其業務的影響。在此情況下，本集團已初步評估，於當前財政年度，額外關稅將不會對其美國的業務產生重大不利影響。同時，本集團將繼續加強其業務運作，以於市場最終好轉時充分把握機會。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

Shareholders' funds as at 30 September 2019 were approximately HK\$568.5 million, which represented an increase of 3.5% from HK\$549.1 million as at 31 March 2019. The increase was mainly due to the profit attributable to equity shareholders for the Reporting Period. On other hand, due to the RMB depreciation, the difference in the foreign currency exchange rate from converting Renminbi into Hong Kong dollars as recorded in the financial statements of the PRC subsidiary decreased by HK\$24.4 million. As a result, shareholders' funds per share increased by 3.3% from HK\$0.30 to HK\$0.31.

As at 30 September 2019, the Group had bank balances and cash of HK\$233.4 million, representing an increase of 4.3% as compared to HK\$223.8 million as of 31 March 2019. It was mainly due to the increase in cash generated from operating activities during the Reporting Period. As at 30 September 2019, the Group's bank loan was HK\$65.6 million, an increase of 33.3% from HK\$49.2 million as of 31 March 2019. The Group maintained sufficient banking facilities and did not have any outstanding long-term bank borrowings as at 30 September 2019.

Capital Expenditure

For the Reporting Period, the Group invested HK\$7.0 million in the purchase of tangible assets including machinery and equipment, leasehold improvements, office equipment, as well as the improvement of manufacturing working environment. All of these capital expenditures were financed from internal resources.

Charge on Group Assets

Save for the bank deposits that were pledged in order to secure the bills payables issued by the bank under the general banking facilities granted to the Group, as at 30 September 2019 and 31 March 2019, banking facilities extended to the Group were not secured with the Group's assets. Pledged bank deposits amounted to HK\$13.6 million and HK\$16.3 million as at 30 September 2019 and 31 March 2019 respectively.

Gearing Ratio

Gearing ratio is calculated as total debt divided by total equity and multiplied by 100%. As at 30 September 2019, the Group's gearing ratio was 11.5% as compared to 9.0% as of 31 March 2019.

流動資金及財務資源

於二零一九年九月三十日，股東資金約為568.5百萬港元，較二零一九年三月三十一日的549.1百萬港元增加3.5%。增加主要來自權益股東應佔報告期間溢利方面。另外由於人民幣貶值，將中國附屬公司財務報表所錄得的人民幣換算為港元的匯率差額減少24.4百萬港元。因此，每股股東資金由0.30港元增加3.3%至0.31港元。

於二零一九年九月三十日，本集團銀行結餘及現金為233.4百萬港元，較二零一九年三月三十一日的223.8百萬港元增加4.3%，主要由於報告期間內經營活動產生的現金增加所致。於二零一九年九月三十日，本集團銀行貸款為65.6百萬港元，較二零一九年三月三十一日的49.2百萬港元增加33.3%。本集團維持充足的銀行融資，截至二零一九年九月三十日並無任何尚未償還的長期銀行借款。

資本開支

於報告期間，本集團投資7.0百萬港元購置有形資產（包括機器及設備、租賃物業裝修、辦公室設備以及改善生產作業環境）。該等資本開支全部由內部資源提供資金。

集團資產抵押

除為獲取銀行根據授予本集團的一般銀行信貸所發行的應付票據而抵押的銀行存款外，於二零一九年九月三十日及二零一九年三月三十一日，本集團獲授的銀行信貸並無以本集團資產作抵押。於二零一九年九月三十日及二零一九年三月三十一日，已抵押銀行存款分別為13.6百萬港元及16.3百萬港元。

負債比率

負債比率根據債務總額除以總權益再乘以100%計算。於二零一九年九月三十日，本集團的負債比率為11.5%，而於二零一九年三月三十一日負債比率為9.0%。

CAPITAL STRUCTURE

The shares of the Company were successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 13 February 2018. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises of ordinary shares.

As at 30 September 2019, the Company’s issued share capital was HK\$18.4 million and the number of its issued ordinary shares were 1,840,000,000 of HK\$0.01 each.

FOREIGN EXCHANGE EXPOSURE

Most of the Group’s receipts and payments are denominated in US dollars, Hong Kong dollars, Renminbi and Euro. The Group’s management monitors the risk of related foreign exchange risk exposure by entering into forward foreign exchange contracts. Foreign currency exchange rates are volatile and may have an impact on the Group’s results. The Group’s management evaluates the Group’s foreign currency exposure on a continuing basis and takes actions to minimise the Group’s exposure whenever necessary.

TREASURY POLICIES

As an internal treasury policy, the Group continues to implement a prudent policy on financial management policy and does not participate in any high risk speculative activities. However, the Group’s management monitors exchange exposure and will consider hedging significant foreign currency exposure should the need arise. Save for the net proceeds from the listing, the Group will also monitor and maintain a Hong Kong dollar cash balance in order to minimise the need for unnecessary foreign exchange conversion which may result in exchange loss.

The reporting currency of the Group is presented in Hong Kong dollars, as the Directors consider that it is more relevant to the users of the condensed consolidated financial statements as the Company listed its shares on the Stock Exchange.

股本架構

本公司股份於二零一八年二月十三日在香港聯合交易所有限公司(「**聯交所**」)主板成功上市。自此，本集團股本架構概無任何變動。本集團的股本僅包括普通股。

於二零一九年九月三十日，本公司的已發行股本為18.4百萬港元，而其已發行普通股數目為1,840,000,000股，每股面值0.01港元。

外匯風險

本集團大部分收付款以美元、港元、人民幣及歐元計值。本集團管理層透過訂立遠期外匯合約監察其相關外匯風險。匯率波動，可能對本集團業績產生影響。本集團管理層持續評估本集團的外匯風險並於必要時採取措施降低本集團風險。

庫務政策

作為內部庫務政策，本集團繼續就財務管理政策實施審慎政策，並無參與任何高風險投機活動。然而，本集團管理層會監察外匯風險，並將於需要時考慮對沖重大外幣風險。除上市所得款項淨額外，本集團亦將監察及維持港元現金結餘，以減少對可能引致外匯虧損的不必要外匯兌換的需求。

本集團的呈報貨幣為港元，乃由於董事認為，此舉對簡明綜合財務報表的使用者更為貼合，原因為本公司股份於聯交所上市。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

An analysis comparing the business objectives as set out in the prospectus of the Company dated 30 January 2018 (the “Prospectus”) with the actual business progress for the period from the date of listing (i.e. 13 February 2018) to 30 September 2019 is set out below:

Business plan as set out in Prospectus 招股章程所載的業務計劃

Pursue strategic industries which the Group believes to have high growth potential:

專注於本集團認為具有高增長潛力的戰略性行業：

- The Group plans to intensify its presence in the telecommunication, data centre, and medical equipment sectors by dedicating sufficient resources, including the purchase of new laboratory and testing equipment, and the hiring of experienced and talented personnel to join its R&D team and to strengthen its product development capabilities. The Group plans to invest and spend approximately HK\$8.6 million in further strengthening its R&D capability.
- 本集團計劃透過撥出充裕資源來着力投入電訊、數據中心及醫療設備行業，包括購置新實驗室和測試設備，僱用具經驗和才能的人員來加入其研發團隊，以加強產品開發能力。本集團計劃投資和使用約8.6百萬港元來進一步強化其研發能力。

業務目標與實際業務進展比較

將本公司日期為二零一八年一月三十日的招股章程(「招股章程」)所載涵蓋業務目標與上市日期(即二零一八年二月十三日)至二零一九年九月三十日期間實際業務進展作比較的分析，載列如下：

Actual business progress up to 30 September 2019 截至二零一九年九月三十日的實際業務進展

Up to 30 September 2019, the Group has utilised HK\$3.4 million of the net proceeds for the new testing equipment and hired 24 experienced personnel in order to strengthen the Group’s R&D capabilities. The remaining balance of the net proceeds will be expected to utilise after the completion of the production plant acquisition.

直至二零一九年九月三十日，本集團已就新測試設備而動用3.4百萬港元所得款項淨額，並僱用24名具經驗的人員，以強化本集團的研發能力。餘下所得款項淨額將預期在完成收購生產廠房後動用。

Business plan as set out in Prospectus

招股章程所載的業務計劃

Actual business progress up to 30 September 2019

截至二零一九年九月三十日的實際業務進展

Enhance and increase the production capacity:

提升並增加產能：

- The Group plans to acquire new production facilities to aim at high level of automation yet capable of assembling a wide variety of cable assembly products. The Group plans to invest approximately HK\$96.1 million for the production capacity expansion (HK\$88.6 million for the new production facility and HK\$7.5 million for the related production machinery) and HK\$15.9 million for the automation expenditures.
- 本集團計劃收購新生產設施，旨在對準已有能力組裝一系列電線組件產品的高度自動化流程。本集團計劃投資約96.1百萬港元作擴充產能之用（88.6百萬港元作新生產設施之用及7.5百萬港元作相關生產機器之用）及15.9百萬港元作自動化開支之用。

As at 30 September 2019, the Group has spent HK\$7.5 million and HK\$5.1 million for the production machinery and automation process in order to meet the demand of existing production capacity. In addition, the Group has acquired a parcel of industrial land with two industrial buildings of Huizhou Light Engine Limited at the consideration of HK\$166.8 million, where HK\$88.6 million was paid by the net proceeds from the Listing, and the balance was paid by internal resources. The new factory would offer more than 120% of the increased production capacity in terms of increment in gross floor area for production, and the Company plans to utilise the enlarged capacity by stages within three years following completion. The new factory will be utilised for telecommunication, data centre and medical equipment sector.

於二零一九年九月三十日，本集團已使用7.5百萬港元及5.1百萬港元作生產機器及自動化工序之用，以迎合現有產能需求。此外，本集團已以代價166.8百萬港元（其中88.6百萬港元以上市所得款項淨額撥付，而結餘乃以內部資源撥付）收購惠州元暉光電股份有限公司的一塊工業用地連兩幢工業大廈。新工廠增加的生產建築面積將令產能增加逾120%，本公司計劃於收購完成後在三年內分階段利用擴大的產能。新工廠將用於電訊、數據中心及醫療設備分部。

Strengthen established customer relationships and continue to expand customer base:

加強既有客戶關係並持續擴展我們的客戶群：

- The Group plans to spend approximately HK\$1.9 million to set up regional representative offices or centre in key strategic locations where potential customers are located to support its future business development and to enable the Group to respond quickly to the needs of customers in different regions.
- 本集團計劃花費約1.9百萬港元在潛在客戶身處的關鍵策略地點設置區域代表辦事處或中心，以支持其未來業務發展及讓本集團能迅速回應不同地區的客户需求。

As at 30 September 2019, the Group has spent HK\$0.5 million for setting up a regional representative office in Shanghai where will take care its potential customers in eastern and northern part of China. The Group will hire 2 to 3 new sales personnel in order to provide services to strengthen the Group's salesforce.

於二零一九年九月三十日，本集團已花費0.5百萬港元在上海設置區域代表辦事處，以兼顧其在中國東部及北部的潛在客戶。本集團將僱用兩至三名新銷售人員，以提供服務，增強本集團的銷售團隊實力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL COMMITMENTS, CONTINGENT LIABILITIES AND USE OF NET PROCEEDS FROM LISTING

During the Reporting Period, the Company was committed to expand its production capacity by acquiring a new production factory, purchasing of production equipment and upgrading of existing production and quality equipment, which is in line with the use of proceeds from the Listing that was set out in the Prospectus. The net proceeds from the listing of the Company were HK\$126.6 million (after deducting underwriting fees and related expenses). The use of the net proceeds from the listing as at 30 September 2019 was approximately as follows:

Use of proceeds	所得款項用途	Percentage of net proceeds 佔所得款項 淨額百分比 %	Net proceeds 所得款項淨額 HK\$'million 百萬港元	Amount utilised 已動用金額 HK\$'million 百萬港元	Amount remaining 餘額 HK\$'million 百萬港元
New production facility	新生產設施	70.0%	88.6	88.6	–
R&D equipment	研發設備	6.8%	8.6	3.4	5.2
Production machinery	生產機器	5.9%	7.5	7.5	–
Automation process	自動化工序	12.6%	15.9	5.1	10.8
Marketing development	營銷發展	1.5%	1.9	0.5	1.4
General working capital	一般營運資金	3.2%	4.1	4.1	–
Total	總計	100.0%	126.6	109.2	17.4

As of 30 September 2019, the Group had not provided any form of guarantee for any company outside the Group and has not been involved in any material legal proceedings for which provision for contingent liabilities was required.

The capital commitment of the Group is as follows:

資本承擔、或然負債及上市所得款項淨額用途

於報告期間內，本公司致力擴充產能，按招股章程所載上市所得款項用途購入新生產工廠、購置生產設備及升級現有生產及優質設備。本公司上市所得款項淨額為126.6百萬港元（經扣除包銷費用及相關開支）。於二零一九年九月三十日，上市所得款項淨額的用途大致如下：

於二零一九年九月三十日，本集團並無向本集團以外任何公司以任何形式作擔保，亦無牽涉任何重大法律訴訟而須就或然負債作出撥備。

本集團的資本承擔如下：

Capital expenditure in respect of the acquisition of property, plant and equipment contracted but not provided for in the condensed consolidated financial statements	有關收購已訂約但尚未於簡明綜合財務報表作出撥備之物業、廠房及設備的資本開支	30.9.2019 HK\$'000 千港元 (unaudited) (未經審核)	31.3.2019 HK\$'000 千港元 (audited) (經審核)
		2,404	3,595

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITION AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES AND PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Company is in the process of negotiation with Linkz Industries, being the controlling shareholder of the Company, for the possible acquisition of the business of manufacturing and sales of networking cables engaged by the relevant subsidiaries of Linkz Industries. No binding agreement has been signed by the parties in relation to the Possible Acquisition since 30 September 2019 and the parties are in the process of negotiating the terms of the Possible Acquisition.

As such, the Possible Acquisition may or may not proceed. If the Possible Acquisition materialises, it will constitute a notifiable and connected transaction for the Company pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). Further announcement(s) in respect of the development of the Possible Acquisition will be made by the Company when and as necessary.

Save as disclosed above, the Group did not have any significant investments held, material acquisition or disposal of subsidiaries and associations for the Reporting Period. There is no other plan for material investments or capital assets for the Reporting Period.

MATERIAL EVENT SINCE THE END OF THE FINANCIAL PERIOD

Apart from the Possible Acquisition as set out in above section, there has been no other important event affecting the Group since 30 September 2019 and up to the date of this report.

EMPLOYEE

As of 30 September 2019, the total headcount for the Group was approximately 2,161 employees (30 September 2018: approximately 1,955). Fair and competitive remuneration package and benefits are offered to employees as well as discretionary bonuses and share option. Various types of trainings were provided to the employees. Total employee benefit expenses including Directors’ remuneration for the Reporting Period were approximately HK\$118.1 million, as compared to approximately HK\$99.9 million in the last financial period. Remuneration is determined with reference to performance skills, qualifications and experience of the staff concerned and in accordance with the prevailing industry practice.

持有重大投資、重大收購及出售附屬公司及聯屬公司以及重大投資或資本資產計劃

本公司正在與本公司控股股東領先工業就可能收購領先工業相關附屬公司從事的製造及銷售網絡電線業務進行磋商。自二零一九年九月三十日以來，雙方尚未就可能收購事項簽署任何具約束力協議，但雙方正在磋商可能收購事項之條款。

因此，可能收購事項未必會進行。倘可能收購事項落實，根據聯交所證券上市規則（「上市規則」），其將構成本公司之須予公佈及關連交易。本公司將於必要時就可能收購事項之進展情況作出進一步公告。

除上文所披露者外，於報告期間，本集團並無持有任何重大投資，亦無重大收購或出售附屬公司及聯營公司。於報告期間，概無其他重大投資或資本資產計劃。

財務期末以來的重大事件

除上一節所載的可能收購事項外，自二零一九年九月三十日起直至本報告日期並無其他影響本集團的重要事件。

僱員

於二零一九年九月三十日，本集團共有約2,161名（二零一八年九月三十日：約1,955名）僱員。僱員獲提供合理及具競爭力的薪酬福利待遇、酌情花紅及購股權。僱員亦獲提供各類型的培訓。於報告期間的僱員福利開支總額（包括董事酬金）約為118.1百萬港元，而上一財政期間則約為99.9百萬港元。酬金乃參考相關員工的表現、技能、資歷及經驗並根據現行行業慣例釐定。

OTHER INFORMATION 其他資料

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

As at 30 September 2019, the interests or short positions of each of the Directors and the chief executive in the shares of the Company, underlying shares and debentures of the Company and 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")) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") to be notified to the Company and the Stock Exchange are set out as follows:

(i) Long Position in shares of the Company

Name of Director	Capacity/Nature	Number of shares held/interested 所持／擁有權益的股份數目	Approximate percentage of interest 概約權益百分比
Mr. Lo Chung Wai Paul (Note) 羅仲煒先生(附註)	Interest of a controlled corporation/others 受控法團權益／其他	1,175,070,000	63.86%

Note: Mr. Lo Chung Wai Paul ("Mr. Paul Lo") beneficially owns the entire issued share capital of Nickson Holdings Limited ("Nickson Holdings"). Nickson Holdings and Mr. Paul Lo hold 20.14% and 39.68% of the issued ordinary share capital of Linkz Industries, respectively, and Time Interconnect Holdings Limited ("Time Holdings") is wholly-owned by Linkz Industries. Accordingly, Mr. Paul Lo, is deemed, or taken to be, interested in all the shares held by Time Holdings for the purpose of the SFO. Mr. Paul Lo beneficially owns 2.84% of the issued share capital of Gold Peak Industries (Holdings) Limited ("Gold Peak").

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零一九年九月三十日，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據香港法律第571章《證券及期貨條例》(「證券及期貨條例」)該等條文彼等被當作或被視為擁有的權益及淡倉)，或須根據證券及期貨條例第352條登記於該條所述登記冊內的權益及淡倉，或根據上市公司董事進行證券交易之標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

(i) 於本公司股份的好倉

附註：羅仲煒先生(「羅仲煒先生」)實益擁有力生控股有限公司(「力生控股」)的全部已發行股本。力生控股及羅仲煒先生分別持有領先工業20.14%及39.68%已發行普通股股本，而Time Interconnect Holdings Limited(「Time Holdings」)由領先工業全資擁有。因此，根據證券及期貨條例，羅仲煒先生被視為或當作於Time Holdings持有的所有股份中擁有權益。羅仲煒先生實益擁有2.84%金山工業(集團)有限公司(「金山」)已發行股本。

(ii) Long Position in shares of associated corporation of the Company **(ii) 於本公司相聯法團股份的好倉**

Name of associated corporation	Name of Director	Nature of interest	Number of shares held/interested	Approximate percentage of interest
相聯法團名稱	董事姓名	權益性質	所持／擁有權益的股份數目	概約權益百分比
Linkz Industries	Mr. Cua Tin Yin Simon (Note)	Others	12,838,618	0.70%
領先工業	柯天然先生(附註)	其他		

Note: Mr. Cua Tin Yin Simon ("Mr. Cua") is the executive Director, holding 1.09% of the issued ordinary share capital of Linkz Industries. Mr. Cua is also holding 0.011% of the issued share capital of Gold Peak.

附註：柯天然先生(「柯先生」)為執行董事，持有領先工業已發行普通股本之1.09%。柯先生亦持有金山已發行股本之0.011%。

(iii) Long Position in the underlying shares of the share options granted under the Share Option Scheme **(iii) 根據購股權計劃授出的購股權的相關股份的好倉**

Name of the Directors	董事姓名	Number of the underlying shares interested and nature of interests	Approximate percentage of the total issued shares (%) *
		擁有權益的相關股份的數目及權益性質	佔已發行股份總數的概約百分比(%)*
Executive Directors	執行董事		
Mr. Cua	柯先生	10,488,000	0.570
Mr. Wong Chi Kuen	黃志權先生	9,528,000	0.518
Non-executive Director	非執行董事		
Mr. Paul Lo	羅仲煒先生	1,824,000	0.099
Independent Non-executive Directors	獨立非執行董事		
Mr. Ho Hin Shun	何顯信先生	1,824,000	0.099
Mr. Luk Wai Shing	陸偉成先生	1,824,000	0.099
Mr. Chan Chung Shun, Eric	陳忠信先生	1,824,000	0.099

* The percentage was calculated based on 1,840,000,000 shares in issue as at 30 September 2019.

* 百分比乃根據二零一九年九月三十日已發行的1,840,000,000股股份計算。

OTHER INFORMATION 其他資料

Save as disclosed above, as at 30 September 2019, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2019, the following persons/entities (other than the Directors and chief executives of the Company) had or were deemed to have an interest or a short position in the Shares or the underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

除上文所披露者外，於二零一九年九月三十日，概無董事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例該等條文彼等被當作或被視為擁有的權益或淡倉)，或已登記於本公司根據證券及期貨條例第352條須存置的登記冊的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

主要股東及其他人士於股份、相關股份及債權證的權益及淡倉

於二零一九年九月三十日，以下人士／實體(董事及本公司最高行政人員除外)於本公司的股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉，或已登記於本公司根據證券及期貨條例第336條須備存的登記冊內的權益或淡倉，或直接或間接持有附有權利可於任何情況下在本公司或本集團任何其他成員公司股東大會上投票的任何類別股本面值10%或以上的權益：

Long positions in the shares

於股份的好倉

Name	Capacity/Nature	Number of shares held/interested 所持／擁有權益的股份數目	Approximate percentage of interest 概約權益百分比
名稱	身份／性質		
Time Holdings	Beneficial Owner 實益擁有人	1,175,070,000	63.86%
Linkz Industries (Note 1) 領先工業(附註1)	Interest of controlled corporation 受控法團權益	1,175,070,000	63.86%
Ms. Ho Hsiu Lan (Note 2) 何秀蘭女士(附註2)	Interest of spouse 配偶權益	1,175,070,000	63.86%
Nickson Holdings (Note 3) 力生控股(附註3)	Interest of controlled corporation 受控法團權益	1,175,070,000	63.86%
GP Industries Limited (Note 4) GP工業有限公司(附註4)	Interest of controlled corporation 受控法團權益	1,175,070,000	63.86%
Gold Peak (Note 5) 金山(附註5)	Interest of controlled corporation 受控法團權益	1,175,070,000	63.86%
Datatech Investment Inc.	Beneficial Owner 實益擁有人	204,930,000	11.14%
Mr. Kwong Ping Man (Note 6) 鄭炳文先生(附註6)	Interest of controlled corporation 受控法團權益	204,930,000	11.14%
Ms. Chan Kit Sum (Note 7) 陳潔心女士(附註7)	Interest of spouse 配偶權益	204,930,000	11.14%

Notes:

附註：

- 1) Time Holdings is wholly-owned by Linkz Industries. Therefore, Linkz Industries is deemed, or taken to be, interested in all the shares held by Time Holdings for the purpose of the SFO.
- 2) Ms. Ho Hsiu Lan is the spouse of Mr. Paul Lo. Accordingly, Ms. Ho Hsiu Lan is deemed, or taken to be, interested in all the shares in which Mr. Paul Lo is interested for the purpose of the SFO.
- 3) Nickson Holdings holds 20.14% of the issued ordinary share capital of Linkz Industries, and Time Holdings is wholly-owned by Linkz Industries. Therefore, Nickson Holdings is deemed to, or taken to be, interested in all the Shares held by Time Holdings for the purpose of the SFO.
- 4) GP Industries Limited ("GP Industries") holds 38.13% of the issued ordinary share capital of Linkz Industries, and Time Holdings is wholly-owned by Linkz Industries. Therefore, GP Industries is deemed, or taken to be, interested in all the shares held by Time Holdings for the purpose of the SFO.
- 5) Gold Peak holds 85.47% issued share capital of GP Industries. GP Industries holds 38.13% of the issued ordinary share capital of Linkz Industries, and Time Holdings is wholly-owned by Linkz Industries. Therefore, Gold Peak is deemed, or taken to be, interested in all the shares held by Time Holdings for the purpose of the SFO.

- 1) Time Holdings由領先工業全資擁有。因此，根據證券及期貨條例，領先工業被視為或當作於Time Holdings持有的所有股份中擁有權益。
- 2) 何秀蘭女士為羅仲煒先生的配偶。因此，根據證券及期貨條例，何秀蘭女士被視為或被當作於羅仲煒先生擁有權益的所有股份中擁有權益。
- 3) 力生控股持有領先工業20.14%已發行普通股本，而Time Holdings由領先工業全資擁有。因此，根據證券及期貨條例，力生控股被視為或當作於Time Holdings持有的所有股份中擁有權益。
- 4) GP工業有限公司(「GP工業」)持有領先工業38.13%已發行普通股股本，而Time Holdings由領先工業全資擁有。因此，根據證券及期貨條例，GP工業被視為或當作於Time Holdings持有的所有股份中擁有權益。
- 5) 金山持有GP工業85.47%已發行股本。GP工業持有領先工業38.13%已發行普通股股本，而Time Holdings由領先工業全資擁有。因此，根據證券及期貨條例，金山被視為或當作於Time Holdings持有的所有股份中擁有權益。

OTHER INFORMATION 其他資料

- 6) Mr. Kwong Ping Man beneficially owns the entire issued share capital of Datatech Investment Inc.. Therefore, Mr. Kwong Ping Man is deemed, or taken to be, interested in all the shares held by Datatech Investment Inc. for the purpose of the SFO. Mr. Kwong Ping Man is the sole director of Datatech Investment Inc..
- 7) Ms. Chan Kit Sum is the spouse of Mr. Kwong Ping Man. Accordingly, Ms. Chan Kit Sum is deemed, or taken to be, interested in all the shares in which Mr. Kwong Ping Man is interested for the purpose of the SFO.
- 6) 鄭炳文先生實益擁有 Datatech Investment Inc. 的全部已發行股本。因此，根據證券及期貨條例，鄭炳文先生被視為或當作於 Datatech Investment Inc. 持有的所有股份中擁有權益。鄭炳文先生為 Datatech Investment Inc. 的唯一董事。
- 7) 陳潔心女士為鄭炳文先生的配偶。因此，根據證券及期貨條例，陳潔心女士被視為或被當作於鄭炳文先生擁有權益的所有股份中擁有權益。

Save as disclosed above, as at 30 September 2019, none of the substantial or significant shareholders or other persons, other than the Directors and chief executives of the Company whose interests are set out in the section “Other Information — Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares and Debentures” above, had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company remained to be kept under Section 336 of the SFO, or who were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the six months ended 30 September 2019.

COMPETITION AND CONFLICT OF INTERESTS

During the six months ended 30 September 2019, none of the Directors or the controlling shareholders (as defined in the Listing Rules) of the Company (the “**Controlling Shareholders**”) or their respective close associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has or may have any other conflict of interests with the Group which would be required to be disclosed under Rule 8.10 of the Listing Rules.

除上文所披露外，於二零一九年九月三十日，概無主要股東或高持股量股東或其他人士（於上文「其他資料 — 董事及最高行政人員於股份、相關股份及債權證的權益及淡倉」一節所載擁有權益的董事及本公司最高行政人員除外）於本公司的股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第 XV 部第 2 及 3 分部的條文須向本公司及聯交所披露的權益或淡倉，或已登記於本公司根據證券及期貨條例第 336 條須備存的登記冊內的權益或淡倉，或直接或間接持有附有權利可於任何情況下在本公司或本集團任何其他成員公司股東大會上投票的任何類別股本面值 10% 或以上的權益。

購買、出售或贖回本公司上市證券

於截至二零一九年九月三十日止六個月，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上市證券。

競爭及利益衝突

於截至二零一九年九月三十日止六個月，董事或本公司控股股東（定義見上市規則）（「**控股股東**」）或彼等各自的緊密聯繫人概無從事根據上市規則第 8.10 條須予披露的與本集團業務直接或間接構成競爭或可能構成競爭的任何業務或與本集團產生或可能產生任何其他利益衝突。

NON-COMPETITION UNDERTAKINGS

In order to avoid any possible future competition between the Group and the Controlling Shareholders, namely (i) Mr. Paul Lo, (ii) Nickson Holdings, (iii) Gold Peak, (iv) GP Industries, (v) Linkz Industries, (vi) Time Holdings, (vii) Linkz Management (i.e. consists of two senior management members of Linkz Industries, namely Mr. Sy Yuk Tsan and Mr. Wong Wai Hung); and (viii) Time Management (i.e. consists of two senior management of the Group, namely Mr. Cua and Mr. Chan Ting Hei) (each a “**Covenantor**” and collectively the “**Covenantors**”), have entered into the deed of non-competition (the “**Deed of Non-competition**”) with the Company (for itself and as trustee for its subsidiaries) on 24 January 2018. Pursuant to the Deed of Non-competition, each of the Covenantors has irrevocably and unconditionally undertaken to the Company (for itself and as trustee for its subsidiaries) that, during the period that the Deed of Non-competition remains effective, he/it shall not, and shall procure that his/its associates (other than any member of the Group) not to develop, acquire, invest in, participate in, carry on or be engaged, concerned or interested or otherwise be involved, whether directly or indirectly, in the core business that is in competition with or likely to be in competition with the existing business activity of any member of the Group.

Each of the Covenantors further undertakes that if any of he/it or his/its associates other than any member of the Group is offered or becomes aware of any business opportunity which may compete directly or indirectly with the core business of the Group, he/it shall (and he/it shall procure his/its associates to) notify the Group in writing and the Group shall have a right of first refusal of take up such business opportunity. The Group shall, within six months after receipt of the written notice (or such longer period if the Group is required to complete any approval procedures as set out under the Listing Rules from time to time), notify the Covenantor(s) whether the Group will exercise the right of first refusal or not.

不競爭承諾

為避免本集團與控股股東(即(i)羅仲煒先生、(ii)力生控股、(iii)金山、(iv)GP工業、(v)領先工業、(vi)Time Holdings、(vii)領先管理層(指領先工業的兩位高級管理人員,包括施毓燦先生及黃偉雄先生);及(viii)匯聚管理層(指本集團的兩位高級管理人員,包括柯先生和陳庭禧先生)(各自為「**契諾人**」,及統稱「**契諾人**」))之間日後可能出現的任何競爭,控股股東已於二零一八年一月二十四日與本公司(為其本身及作為其附屬公司之受託人)訂立不競爭契據(「**不競爭契據**」)。根據不競爭契據,各契諾人已向本公司(為其本身及作為其附屬公司的受託人)不可撤回及無條件地承諾,於不競爭契據仍屬有效期間,其將不會並將促使其聯繫人(本集團任何成員公司除外)不會(無論直接或間接)發展、收購、投資、參與、進行、從事、涉及或有意參與或以其他方式參與或可能與本集團任何成員公司現有業務活動構成競爭的核心業務。

各契諾人進一步承諾,倘其本身或其任何聯繫人(本集團任何成員公司除外)獲得或獲悉任何可能與本集團核心業務構成直接或間接競爭的商機,其會自行及促使其聯繫人以書面方式知會本集團,而本集團將擁有獲取此類商機的優先承購權。本集團將於收到書面通知後六個月內(或上市規則不時規定本集團完成任何審批程序所需的更長時間)通知契諾人本集團是否會行使優先承購權。

OTHER INFORMATION 其他資料

The Group shall only exercise the right of first refusal upon the approval of all the independent non-executive Directors (who do not have any interest in such opportunity) and approval by the Board/or Shareholders as required under relevant laws and regulations and in accordance with the articles of association of the Company in effect at the relevant time. The relevant Covenantor(s) and the other conflicting Directors (if any) shall abstain from participating in and voting at and shall not be counted as quorum at all meetings of the Board where there is a conflict of interest or potential conflict of interest including but not limited to the relevant meeting of the independent non-executive Directors for considering whether or not to exercise the right of first refusal.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by directors. Having made specific enquiry, all Directors have fully complied with the required standards set out in the Model Code during the six months ended 30 September 2019.

SHARE OPTION SCHEMES

The Company conditionally adopted a share option scheme on 24 January 2018 (the “Scheme”). The terms of the Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules and other relevant rules and regulations. Further details of the Scheme are set forth in the section headed “Statutory and General Information — E. Share Option Scheme” in Appendix IV to the Prospectus.

A total of 88,992,000 share options were granted on 24 August 2018 (the “Date of Grant”) under the Scheme with an exercise price of HK\$0.349. Basis of determining the exercise price of HK\$0.349 per shares was not less than the highest of: (i) the closing price of HK\$0.34 per shares as quoted on the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$0.349 per shares as quoted on the Stock Exchange for the 5 business days immediately preceding the Date of Grant; and (iii) the nominal value of HK\$0.10 per share.

本集團僅在獲得全體獨立非執行董事(彼等於有關商機當中並無擁有任何權益)批准以及根據相關法律及法規和根據本公司於有關時間生效的組織章程細則的規定獲董事會及/或股東批准後，方可行使優先承購權。倘存在利益衝突或潛在利益衝突，則有關契諾人及其他有利益衝突的董事(如有)不得參與所有董事會會議(包括但不限於我們的獨立非執行董事為考慮是否行使優先承購權的相關會議)及在會上投票，且不得計入法定人數。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載的標準守則作為有關董事進行證券交易之操守準則。經作出具體查詢後，全體董事已於截至二零一九年九月三十日止六個月內全面遵守標準守則所載所須標準。

購股權計劃

本公司已於二零一八年一月二十四日有條件地採納購股權計劃(「計劃」)。計劃的條款符合上市規則第17章的條文及其他相關規則及規例。計劃的進一步詳情載於招股章程附錄四「法定及一般資料—E. 購股權計劃」一節。

合共88,992,000股購股權已於二零一八年八月二十四日(「授出日期」)根據計劃獲授出，行使價為0.349港元。釐定行使價每股股份0.349港元的基準為不低於下列三者之中最高者：(i)授出日期聯交所所報收市價每股股份0.34港元；(ii)緊接授出日期前五個營業日聯交所所報平均收市價每股股份0.349港元；及(iii)每股股份0.10港元之面值。

CORPORATE GOVERNANCE PRACTICE

The Directors are committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders' value. The corporate governance principles of the Company emphasise a quality Board, sound internal controls, and transparency and accountability to all shareholders.

The Company has adopted the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules on the Stock Exchange. The Company has fully complied with the CG Code during the six months ended 30 September 2019.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") was established on 24 January 2018. The chairman of the Audit Committee is Mr. Chan Chung Shun Eric, the independent non-executive Director, and other members included Mr. Ho Hin Shun and Mr. Luk Wai Shing, the independent non-executive Directors. The written terms of reference of the Audit Committee are posted on the website of the Stock Exchange and on the Company's website.

The primary duties of the Audit Committee are to review the financial information and reporting process, internal control procedures and risk management system, audit plan and relationship with external auditors and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Company has complied with Rule 3.21 of the Listing Rules in that at least one of the members of the Audit Committee (which must comprise a minimum of three members and must be chaired by an independent non-executive Director) is an independent non-executive Director who possesses appropriate professional qualifications or accounting related financial management expertise.

The Audit Committee has reviewed with the management of the Company on the accounting principles and practices adopted by the Group, this report and the interim results announcement of the Group for the six months ended 30 September 2019, and is of the view that such results comply with the applicable accounting standards, the requirements under the Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

企業管治常規

董事致力於維持良好的企業管治常規及程序。本公司相信，良好的企業管治為有效管理、健康的企業文化、成功的業務增長及提升股東價值提供必要的框架。本公司企業管治守則強調優質的董事會、完善的內部控制、透明及對全體股東負責。

本公司已採納聯交所上市規則附錄十四所載的企業管治守則(「企管守則」)之守則條文。本公司於截至二零一九年九月三十日止六個月內充分遵守企管守則。

審核委員會

本公司的審核委員會(「審核委員會」)於二零一八年一月二十四日成立。審核委員會主席為獨立非執行董事陳忠信先生，其他成員包括獨立非執行董事何顯信先生及陸偉成先生。審核委員會的書面職權範圍刊載於聯交所網站及本公司網站。

審核委員會的基本職務為檢討財務資料及申報程序、內部監控程序及風險管理制度、審計計劃及與外部核數師的關係，以及檢討相關安排，令本公司僱員可以保密形式提出本公司財務匯報、內部監控或其他方面可能發生之不正當行為。

本公司已遵守上市規則第3.21條，即審核委員會(須由最少三名成員組成，且主席須為獨立非執行董事)至少須有一名具備適當專業資格或會計相關財務管理專長的獨立非執行董事。

審核委員會與本公司管理層審閱本集團所採納的會計原則及實踐、本報告及本集團截至二零一九年九月三十日止六個月的中期業績後認為，該等業績符合適用會計準則、上市規則項下的規定及其他適用法例規定，並已作出充足的披露。

OTHER INFORMATION 其他資料

INTERIM DIVIDEND

The Board has declared the payment of an interim dividend, details of the interim dividend are set out in Note 6 of the condensed consolidated financial statements. Interim dividend will be payable to shareholders whose names appear on the register of members of the Company on Thursday, 12 December 2019.

CLOSURES OF REGISTER OF MEMBERS

In order to qualify for the entitlement to the proposed interim dividend, the register of members of the Company will be closed from Tuesday, 10 December 2019 to Thursday, 12 December 2019, both days inclusive, during which period no transfer of shares in the Company will be registered. All transfer of shares, accompanied by the relevant share certificates, must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 9 December 2019. The proposed interim dividend is expected to be paid on or before Tuesday, 7 January 2020.

REVIEW OF INTERIM RESULTS

The interim results of the Group for the six months ended 30 September 2019 are unaudited, but have been reviewed 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 Hong Kong Institute of Certified Public Accountants, by Messrs. Deloitte Touche Tohmatsu whose unmodified review report is set out on the interim report. The interim results of the Group for the six months ended 30 September 2019 have also been reviewed by the Audit Committee.

ON BEHALF OF THE BOARD

Time Interconnect Technology Limited
Cua Tin Yin Simon

Executive Director and Chief Executive Officer

Hong Kong, 25 November 2019

中期股息

董事會已宣派中期股息，中期股息的詳情載於簡明綜合財務報表附註6。中期股息將派付予於二零一九年十二月十二日(星期四)名列本公司股東名冊內的股東。

暫停辦理股份過戶登記手續

為符合資格獲派付擬派中期股息，本公司將於二零一九年十二月十日(星期二)至二零一九年十二月十二日(星期四)期間(包括首尾兩日)暫停辦理股份過戶登記手續，於該期間不會處理任何本公司股份過戶登記。所有本公司股份過戶文件連同有關股票最遲須於二零一九年十二月九日(星期一)下午四時三十分前交回本公司之香港股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓，辦理股份登記手續。建議中期股息預期於二零二零年一月七日(星期二)或之前派付。

中期業績的審閱

本集團截至二零一九年九月三十日止六個月的中期業績為未經審核，但已由德勤•關黃陳方會計師行(其未經修改的審查報告載於中期報告)根據香港會計師公會頒佈之香港審閱委聘準則第2410號「實體獨立核數師審閱中期財務資料」進行審閱。審核委員會亦已審閱本集團截至二零一九年九月三十日止六個月的中期業績。

代表董事會

匯聚科技有限公司
執行董事兼行政總裁
柯天然

香港，二零一九年十一月二十五日

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表審閱報告

**TO THE BOARD OF DIRECTORS OF
TIME INTERCONNECT TECHNOLOGY LIMITED**
(incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of Time Interconnect Technology Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 31 to 56, which comprise the condensed consolidated statement of financial position as of 30 September 2019 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain 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” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements 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 these condensed consolidated financial statements 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.

**致董事會
匯聚科技有限公司**
(於開曼群島註冊成立之有限公司)

引言

本行已審閱載列於第31至56頁的匯聚科技有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的簡明綜合財務報表，其中包括於二零一九年九月三十日的簡明綜合財務狀況表與截至該日止六個月期間的有關簡明綜合損益及其他全面收益表、股本權益變動表及現金流量表以及若干附註解釋。香港聯合交易所有限公司證券上市規則要求中期財務報告按香港會計師公會頒佈之「香港會計準則第34號」「中期財務報告」及其相關規定編制，按「香港會計準則第34號」編報這些簡明合併財務報表是貴公司董事的責任。本行的責任是在實施審閱工作的基礎上對這些簡明合併財務報表出具審閱報告，並且本行的報告是根據與貴公司商定的約定條款僅為貴公司的董事局(作為一個團體)而出具的。不應被用於其他任何目的，本行不會就本行的審閱報告的任何內容對任何其他人士承擔或接受任何責任。

審閱範圍

本行的審閱是按照香港會計師公會發佈的香港審閱業務準則第2410號「實體獨立核數師審閱中期財務資料」進行的。簡明合併財務報表審閱工作包括詢問(主要詢問負責財務和會計事項的人員)以及採用分析性覆核和其他審閱程序。與按照「香港審計準則」進行的審計工作相比，審閱的範圍相對較小，因此本行不能保證本行能識別在審計中可能識別出的所有重大事項，因而本行不會發表審計意見。

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表審閱報告

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

結論

根據本行的審閱，本行沒有注意到任何事項使本行相信上述簡明合併財務報表未能在所有重大方面按照「香港會計準則第34號」編制。

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
25 November 2019

德勤•關黃陳方會計師行
執業會計師
香港
二零一九年十一月二十五日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

		Six months ended		
		截至六個月		
		30.9.2019	30.9.2018	
		<i>HK\$'000</i>	<i>HK\$'000</i>	
		千港元	千港元	
		(unaudited)	(unaudited)	
		(未經審核)	(未經審核)	
Revenue	收益	3	801,882	835,570
Cost of goods sold	售出貨品成本		(627,075)	(651,134)
Gross profit	毛利		174,807	184,436
Other income	其他收入		1,570	3,419
Other gains and losses	其他收益及虧損		(2,283)	(11,947)
Distribution and selling expenses	分銷及銷售開支		(11,553)	(11,881)
Administrative expenses	行政開支		(38,101)	(30,850)
Research and development expenses	研發開支		(23,887)	(25,166)
Finance costs	融資成本		(2,475)	(1,101)
Profit before taxation	除稅前溢利	4	98,078	106,910
Taxation	稅項	5	(20,722)	(18,510)
Profit for the period	期內溢利		77,356	88,400
Other comprehensive expense	其他全面開支			
<i>Item that may be reclassified</i>	<i>其後可能重新分類至損益的</i>			
<i>subsequently to profit or loss:</i>	<i>項目：</i>			
Exchange differences arising on translating foreign operations	海外業務匯率換算時出現的匯兌差額		(24,351)	(16,636)
Total comprehensive income for the period	期內全面收益總額		53,005	71,764
Earnings per share	每股盈利			
— Basic (HK cents)	— 基本(港仙)	7	4.20	4.80
— Diluted (HK cents)	— 攤薄(港仙)		4.15	4.80

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

AT 30 SEPTEMBER 2019 於二零一九年九月三十日

		Notes 附註	30.9.2019 HK\$'000 千港元 (unaudited) (未經審核)	31.3.2019 HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	160,914	175,152
Prepaid lease payments	預付租賃付款		–	83,355
Right-of-use assets	使用權資產	8	118,793	–
Deposits paid for acquisition of property, plant and equipment	購買物業、廠房及設備已付按金		2,841	2,315
Rental deposits	租賃按金		719	1,064
			283,267	261,886
Current assets	流動資產			
Inventories	存貨		169,703	186,623
Trade and other receivables	貿易及其他應收款項	9	313,095	197,755
Contract assets	合約資產		3,210	1,644
Prepaid lease payments	預付租賃付款		–	2,017
Tax recoverable	可收回稅項		–	583
Pledged bank deposits	已抵押銀行存款		13,627	16,260
Bank balances and cash	銀行結餘及現金		233,403	223,808
			733,038	628,690
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	10	325,990	286,084
Contract liabilities	合約負債		351	80
Lease liabilities	租賃負債		4,096	–
Taxation payable	應付稅項		15,057	5,284
Unsecured bank borrowings	無抵押銀行借款	11	65,584	49,233
			411,078	340,681
Net current assets	流動資產淨值		321,960	288,009
Total assets less current liabilities	資產總值減流動負債		605,227	549,895
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		35,833	–
Deferred tax liabilities	遞延稅項負債		848	817
			36,681	817
			568,546	549,078
Capital and reserves	資本及儲備			
Share capital	股本	12	18,400	18,400
Reserves	儲備		550,146	530,678
Total equity	權益總額		568,546	549,078

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

		Share capital	Share premium	PRC statutory reserve	Special reserve	Capital reserve	Share options reserve	Translation reserve	Accumulated profits	Total
		股本	股份溢價	中國法定儲備	特別儲備	資本儲備	購股權儲備	匯兌儲備	累計溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note a)	(Note b)	(Note c)				
				(附註 a)	(附註 b)	(附註 c)				
At 1 April 2019 (audited)	於二零一九年四月一日(經審核)	18,400	271,921	2,872	(104,180)	9,107	3,807	8,236	338,915	549,078
Profit for the period	期內溢利	-	-	-	-	-	-	-	77,356	77,356
Exchange differences on translating foreign operations and other comprehensive income for the period	海外業務匯率換算時出現的匯兌差額及期內其他全面收益	-	-	-	-	-	-	(24,351)	-	(24,351)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	(24,351)	77,356	53,005
Dividends declared (note 6)	派發的股息(附註6)	-	-	-	-	-	-	-	(36,800)	(36,800)
Recognition of equity-settled share-based payment	按權益結算以股份為基礎的款項之確認	-	-	-	-	-	3,263	-	-	3,263
At 30 September 2019 (unaudited)	於二零一九年九月三十日(未經審核)	18,400	271,921	2,872	(104,180)	9,107	7,070	(16,115)	379,471	568,546
At 1 April 2018 (audited)	於二零一八年四月一日(經審核)	18,400	271,921	2,872	(104,180)	9,107	-	12,948	252,781	463,849
Profit for the period	期內溢利	-	-	-	-	-	-	-	88,400	88,400
Exchange differences on translating foreign operations and other comprehensive income for the period	海外業務匯率換算時出現的匯兌差額及期內其他全面收益	-	-	-	-	-	-	(16,636)	-	(16,636)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	(16,636)	88,400	71,764
Dividends declared (note 6)	派發的股息(附註6)	-	-	-	-	-	-	-	(18,400)	(18,400)
Recognition of equity-settled share-based payment	按權益結算以股份為基礎的款項之確認	-	-	-	-	-	481	-	-	481
At 30 September 2018 (unaudited)	於二零一八年九月三十日(未經審核)	18,400	271,921	2,872	(104,180)	9,107	481	(3,688)	322,781	517,694

Notes:

附註:

- | | |
|---|--|
| <p>(a) The People's Republic of China ("PRC") statutory reserve is non-distributable and the transfer to this reserve is determined according to the relevant laws in the PRC and by the board of directors of the PRC subsidiary in accordance with the Articles of Association of the subsidiary. It can be used to make up for previous year's losses or convert into additional capital of the PRC subsidiaries of the Company.</p> | <p>(a) 中華人民共和國(「中國」)法定儲備不可用作分派，而轉撥至此儲備的款項須按照中國相關法律及由中國附屬公司董事會根據該附屬公司的組織章程細則釐定。中國法定儲備可用於彌補上年度的虧損或轉撥為本公司中國附屬公司的額外資本。</p> |
| <p>(b) The special reserve represents the difference between the net asset value of Time Interconnect Limited ("Time Interconnect HK") at the date of which it was acquired by Time Interconnect Investment Limited and the share capital of Time Interconnect HK pursuant to the group reorganisation in 2017.</p> | <p>(b) 特別儲備為根據二零一七年集團重組，匯聚工業有限公司(「匯聚工業香港」)於被Time Interconnect Investment Limited收購日期之資產淨值與匯聚工業香港之股本之差額。</p> |
| <p>(c) The amounts represent (i) deemed capital contribution arising from waiver of current account by a fellow subsidiary, (ii) the cash reimbursed for partial listing expenses by the ultimate holding company upon public offer and placing.</p> | <p>(c) 該金額指(i)受一家同系附屬公司豁免的往來賬目產生的視作資本出資，(ii)補償最終控股公司於公開發售及配售時作出的部分上市開支的現金。</p> |

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

		Six months ended 截至六個月	
		30.9.2019	30.9.2018
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Net cash from operating activities	經營活動產生的現金淨額	42,712	102,694
Investing activities	投資活動		
Purchases of property, plant and equipment	購買物業、廠房及設備	(5,358)	(8,518)
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及設備已付按金	(2,385)	(365)
Release of pledged bank deposits	解除已抵押銀行存款	1,728	17,223
Interest received	已收利息	363	764
Proceeds from disposal of property, plant and equipment	來自出售物業、廠房及設備的所得款項	48	–
Placement of pledged bank deposits	存放已抵押銀行存款	–	(19,379)
Net cash used in investing activities	投資活動所耗的現金淨額	(5,604)	(10,275)
Financing activities	融資活動		
Bank borrowings raised	已籌集銀行借款	117,076	100,177
Repayment of bank borrowings	償還銀行借款	(100,725)	(125,320)
Dividend paid	已付股息	(36,800)	–
Interest paid	已付利息	(2,475)	(1,101)
Payment of lease liabilities	支付租賃負債	(1,841)	–
Net cash used in financing activities	融資活動所耗現金淨額	(24,765)	(26,244)
Net increase in cash and cash equivalents	現金及現金等價物的淨增加	12,343	66,175
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	223,808	279,623
Effect of foreign exchange rate changes	匯率變動的影響	(2,748)	(1,963)
Cash and cash equivalents at end of the period, representing bank balances and cash	期末現金及現金等價物指銀行結餘及現金	233,403	343,835

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements 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”) and with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”) while the functional currency of the Company is United States dollars. The reason for selecting HK\$ as the Company’s presentation currency is that the directors of the Company consider that it is more relevant to the users of the condensed consolidated financial statements as the Company listed its shares on the Stock Exchange.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2019 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 March 2019.

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 April 2019 for the preparation of the Group’s condensed consolidated financial statements:

HKFRS 16	Leases
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures

1. 編製基準

本簡明綜合財務報表乃按照香港會計師公會（「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」及香港聯合交易所有限公司（「聯交所」）證券上市規則附錄16之適用披露規定而編製。

簡明綜合財務報表以港元（「港元」）呈列，而本公司的功能貨幣為美元。選擇港元作為本公司呈列貨幣的原因為本公司董事認為對簡明綜合財務報表的使用者更為相關，因為本公司將其股份於聯交所上市。

2. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製。

除應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）所產生的會計政策變動，編製截至二零一九年九月三十日止六個月的簡明綜合財務報表所用的會計政策及計算方法與本集團編製截至二零一九年三月三十一日止年度的年度財務報表時所用者相同。

應用新訂及經修訂香港財務報告準則

為編製本集團的簡明綜合財務報表，於本中期期間，本集團首次應用由香港會計師公會頒佈的並於二零一九年四月一日或之後開始的年度期間內強制生效的下列新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理的不確定性
香港財務報告準則修訂本	香港財務報告準則二零一五年至二零一七年週期的年度改進
香港財務報告準則第9號修訂本	提早還款特性及負補償
香港會計準則第19號修訂本	計劃修訂、縮減或結算
香港會計準則第28號修訂本	於聯營公司及合營企業的長期權益

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Except as described below, the application of the new and amendments to HKFRSs in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

Impacts and changes in accounting policies of application on HKFRS 16 "Leases"

The Group has applied HKFRS 16 for the first time in the current interim period. HKFRS 16 superseded HKAS 17 "Leases" ("HKAS 17"), and the related interpretations.

Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

As a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.

2. 主要會計政策(續)

除下文所述者外，本期間應用新訂及經修訂香港財務報告準則並未對本集團本期間及過往期間的財務表現及狀況及／或該等簡明綜合財務報表所載之披露有重大影響。

採用香港財務報告準則第16號「租賃」對會計政策的影響及變動

本集團於本中期期間首次應用香港財務報告準則第16號。香港財務報告準則第16號已取代香港會計準則第17號「租賃」(「香港會計準則第17號」)及相關詮釋。

應用香港財務報告準則第16號導致會計政策的主要變動

本集團已根據香港財務報告準則第16號的過渡性條文應用以下會計政策。

租賃的定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約是租賃或包含租賃。

就於首次應用日期或之後訂立或修改的合約而言，本集團根據香港財務報告準則第16號的定義於初始或修改日期評估該合約是否為租賃或包含租賃。除非合約的條款及條件其後大幅變動，否則有關合約將不予重新評估。

作為承租人

將代價分配至合約部分

就含有租賃部分以及一項或多項額外租賃或非租賃部分的合約而言，本集團將合約的代價分配至各租賃部分，基準是租賃部分的相對獨立價格及非租賃部分的總獨立價格。

非租賃部分因彼等的較獨立價格而有別於租賃部分。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" (continued)

Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Short-term leases

The Group applies the short-term lease recognition exemption to leases of staff quarter and office premises that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

Except for short-term leases, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the condensed consolidated statement of financial position.

2. 主要會計政策(續)

採用香港財務報告準則第16號「租賃」對會計政策的影響及變動(續)

應用香港財務報告準則第16號導致會計政策的主要變動(續)

作為承租人(續)

短期租賃

對於租期自開始日期起計為12個月或以內且並無包含購買選擇權的員工宿舍及辦公物業租賃，本集團應用短期租賃確認豁免。短期租賃的租賃付款按直線基準於租期內確認為開支。

使用權資產

除短期租賃外，本集團於租賃開始日期(即相關資產可供使用當日)確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並於租賃負債重新計量時作出調整。

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆解及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況時產生的成本估計。

使用權資產於其估計可使用年期及租期的較短者以直線法折舊。

本集團於簡明綜合財務狀況表內將使用權資產呈列為單獨項目。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" (continued)

Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 "Financial Instruments" ("HKFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever the lease term has changed, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the condensed consolidated financial statements.

2. 主要會計政策(續)

採用香港財務報告準則第16號「租賃」對會計政策的影響及變動(續)

應用香港財務報告準則第16號導致會計政策的主要變動(續)

作為承租人(續)

可退還租賃按金

已付可退還租賃按金根據香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)入賬，並初步按公平值計量。於初始確認時對公平值的調整被視為額外租賃付款，並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，本集團使用租賃開始日期的遞增借貸利率計算。

租賃付款包括固定付款(包括實質性的固定付款)減任何應收租賃優惠。

於開始日期後，租賃負債根據利息增長及租賃付款作出調整。

當租期有所變動時，本集團重新計量租賃負債(及對相關使用權資產作出相應調整)，在該情況下，相關租賃負債透過使用於重新評估日期的經修訂折現率折現經修訂租賃付款而重新計量。

本集團於簡明綜合財務報表內將租賃負債呈列為單獨項目。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" (continued)

Key changes in accounting policies resulting from application of HKFRS 16 (continued)

As a lessee (continued)

Taxation

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Transition and summary of effects arising from initial application of HKFRS 16

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) -Int 4 "Determining whether an Arrangement contains a Lease" and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 April 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease. The application of new definition of a lease does not have material impact on condensed consolidated financial statements.

2. 主要會計政策(續)

採用香港財務報告準則第16號「租賃」對會計政策的影響及變動(續)

應用香港財務報告準則第16號導致會計政策的主要變動(續)

作為承租人(續)

稅項

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣除是否歸屬於使用權資產或租賃負債。

就稅項扣除歸屬於租賃負債的租賃交易而言，本集團將香港會計準則第12號「所得稅」的規定分別應用於使用權資產及租賃負債。由於應用初始確認豁免，故與使用權資產及租賃負債相關的暫時差額不會於初始確認時及於租期內確認。

因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要

租賃的定義

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號「釐定安排是否包括租賃」識別為租賃的合約應用香港財務報告準則第16號，而並無對先前並未識別為包括租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

就於二零一九年四月一日或之後訂立或修訂的合約而言，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載的規定應用租賃的定義。應用租賃的新定義並不會對簡明綜合財務報表造成重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" (continued)

Transition and summary of effects arising from initial application of HKFRS 16 (continued)

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 April 2019. Any difference at the date of initial application is recognised in the opening accumulated profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. relied on the assessment of whether leases are onerous by applying HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" as an alternative of impairment review; and
- ii. elected not to recognise right-of-use assets and lease liabilities for leases with lease terms which end within 12 months of the date of initial application.

At the date of initial application, 1 April 2019, the Group adopted the HKFRS 16.C8 (b)(ii) and recognised the right-of-use assets at an amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the condensed consolidated statement of financial position immediately before 1 April 2019.

2. 主要會計政策(續)

採用香港財務報告準則第16號「租賃」對會計政策的影響及變動(續)

因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

作為承租人

本集團已追溯應用香港財務報告準則第16號，累計影響於首次應用日期(二零一九年四月一日)確認。於首次應用日期的任何差額於期初累計溢利確認，且比較資料不予重列。

於過渡時應用香港財務報告準則第16號項下的經修訂追溯法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- i. 透過應用香港會計準則第37號「撥備、或然負債及或然資產」作為減值審閱的替代方法，以評估租賃是否有虧損性；及
- ii. 選擇不就租期於首次應用日期起計12個月內結束的租賃確認使用權資產及租賃負債。

於首次應用日期(二零一九年四月一日)，本集團採納香港財務報告準則第16.C8(b)(ii)號及按等同於租賃負債的金額確認使用權資產，且就緊接二零一九年四月一日前於簡明綜合財務狀況表所確認有關租賃的任何預付或應計租賃付款的金額進行調整。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" (continued)

Transition and summary of effects arising from initial application of HKFRS 16 (continued)

As a lessee (continued)

On transition, the Group has made the following adjustments upon application of HKFRS 16:

The Group recognised lease liabilities of HK\$44,327,000 and right-of-use assets of HK\$130,016,000 at 1 April 2019.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entity at the date of initial application. The lessee's incremental borrowing rate applied is ranged from 4.75% to 5.64%.

2. 主要會計政策(續)

採用香港財務報告準則第16號「租賃」對會計政策的影響及變動(續)

因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

作為承租人(續)

於過渡時，本集團已於應用香港財務報告準則第16號後作出以下調整：

於二零一九年四月一日，本集團已確認租賃負債44,327,000港元及使用權資產130,016,000港元。

就先前分類為經營租賃的租賃確認租賃負債時，本集團已應用於首次應用日期相關集團實體的遞增借貸利率。承租人所應用的遞增借貸利率介乎4.75%至5.64%。

		At 1 April 2019 於二零一九年 四月一日 HK\$'000 千港元
Operating lease commitments disclosed as at 31 March 2019	於二零一九年三月三十一日披露的經營租賃承擔	58,535
Less: Recognition exemption — short-term leases	減：確認豁免 — 短期租賃	(1,445)
		<u>57,090</u>
Lease liabilities discounted at relevant incremental borrowing rate as at 1 April 2019	於二零一九年四月一日按相關遞增借貸利率折現的租賃負債	<u>44,327</u>
Analysed as:	分析為：	
Current	流動	4,081
Non-current	非流動	40,246
		<u>44,327</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" (continued)

Transition and summary of effects arising from initial application of HKFRS 16 (continued)

As a lessee (continued)

The carrying amount of right-of-use assets as at 1 April 2019 comprises the following:

2. 主要會計政策(續)

採用香港財務報告準則第16號「租賃」對會計政策的影響及變動(續)

因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

作為承租人(續)

於二零一九年四月一日的使用權資產的賬面值包括以下各項：

		Right-of-use assets 使用權資產 HK\$'000 千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號時確認的有關經營租賃的使用權資產	44,327
Reclassified from prepaid lease payments (Note a)	自預付租賃付款重新分類(附註a)	85,372
Adjustments on rental deposits at 1 April 2019 (Note b)	於二零一九年四月一日對租賃按金的調整(附註b)	317
		130,016
By class:	按類別：	
Leasehold land	租賃土地	85,372
Land and building	土地及樓宇	44,644
		130,016

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" (continued)

Transition and summary of effects arising from initial application of HKFRS 16 (continued)

As a lessee (continued)

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 April 2019. Line items that were not affected by the changes have not been included.

2. 主要會計政策(續)

採用香港財務報告準則第16號「租賃」對會計政策的影響及變動(續)

因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

作為承租人(續)

下列為於二零一九年四月一日對簡明綜合財務狀況表確認的金額作出之調整。未有受變動影響的項目並無包括在內。

		Carrying amounts previously reported at 31 March 2019	Adjustments	Carrying amounts under HKFRS 16 at 1 April 2019
		先前於 二零一九年 三月三十一日 呈報的賬面值 HK\$'000 千港元	調整 HK\$'000 千港元	於二零一九年 四月一日 香港財務報告 準則第16號 下的賬面值 HK\$'000 千港元
Non-current assets	非流動資產			
Prepaid lease payments (Note a)	預付租賃付款(附註a)	83,355	(83,355)	-
Right-of-use assets (Notes a and b)	使用權資產 (附註a及b)	-	130,016	130,016
Rental deposits (Note b)	租賃按金(附註b)	1,064	(317)	747
Current assets	流動資產			
Prepaid lease payments (Note a)	預付租賃付款(附註a)	2,017	(2,017)	-
Current liabilities	流動負債			
Lease liabilities	租賃負債	-	(4,081)	(4,081)
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	-	(40,246)	(40,246)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Impacts and changes in accounting policies of application on HKFRS 16 "Leases" (continued)

Transition and summary of effects arising from initial application of HKFRS 16 (continued)

As a lessee (continued)

Notes:

- (a) Upfront payments for leasehold lands in the PRC were classified as prepaid lease payments as at 31 March 2019. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to HK\$2,017,000 and HK\$83,355,000 respectively were reclassified to right-of-use assets.
- (b) Before the application of HKFRS 16, the Group considered refundable rental deposits paid as rights and obligations under leases to which HKAS 17 applied. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use of the underlying assets and were adjusted to reflect the discounting effect at transition. Accordingly, HK\$317,000 was adjusted from rental deposits to right-of-use assets. The transition to HKFRS 16 resulted in no material impact on accumulated profits at 1 April 2019.

3. REVENUE AND SEGMENT INFORMATION

Revenue represents the fair value of amounts received and receivable by the Group in respect of the manufacturing and sales of cable assembly products. For the purposes of resources allocation and performance assessment, the chief operating decision maker (i.e. the chief executive officer of the Company) reviews the overall results and financial position of the Group as a whole prepared based on same accounting policies applied by the Group. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

The Group's revenue is with fixed price and in short term contracts. Revenue amounting to HK\$376,521,000 (six months ended 30 September 2018 (unaudited): HK\$294,701,000) for the six months ended 30 September 2019 is recognised over time and the remaining revenue is recognised at a point in time.

2. 主要會計政策(續)

採用香港財務報告準則第16號「租賃」對會計政策的影響及變動(續)

因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要(續)

作為承租人(續)

附註：

- (a) 就中國租賃土地的首付款項於二零一九年三月三十一日分類為預付租賃付款。於應用香港財務報告準則第16號時，預付租賃付款的流動及非流動部分分別為2,017,000港元及83,355,000港元重新分類為使用權資產。
- (b) 於應用香港財務報告準則第16號之前，本集團將已付可退還租賃按金視為香港會計準則第17號適用的租賃項下的權利及責任。根據香港財務報告準則第16號項下的租賃付款定義，該等按金並非有關相關資產使用權的付款，故獲調整以反映過渡的折現影響。因此，317,000港元已自租賃按金調整至使用權資產。過渡至香港財務報告準則第16號對於二零一九年四月一日的累計溢利概無重大影響。

3. 收益及分部資料

收益指本集團就電線組件產品的製造及銷售已收及應收款項的公平值。就資源分配及業績評估而言，主要經營決策者（即本公司行政總裁）審閱本集團的整體業績及財務狀況（按與本集團採納的相同會計政策基準編製）。因此，本集團僅有單一經營分部，且並無呈列此單一分部的進一步分析。

本集團收益為固定價格及短期合約。截至二零一九年九月三十日止六個月的376,521,000港元（截至二零一八年九月三十日止六個月（未經審核）：294,701,000港元）收益隨時間確認，而餘下收益則於某一時間點確認。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

(Continued)

Revenue from its major products

The following is an analysis of the Group's revenue from its major products:

Optical fibres	光纖
Copper	銅

Geographical information

Information about the Group's revenue from external customers presented based on the geographical location of the base of the customers is as follows:

PRC	中國
The United States of America	美國
Netherlands	荷蘭
Hong Kong	香港
Others	其他

3. 收益及分部資料(續)

主要產品所得收益

本集團自其主要產品所得收益的分析如下：

Six months ended		截至六個月	
30.9.2019	30.9.2018	30.9.2019	30.9.2018
HK\$'000	HK\$'000	千港元	千港元
(unaudited)	(unaudited)	(unaudited)	(unaudited)
(未經審核)	(未經審核)	(未經審核)	(未經審核)
464,785	380,446	464,785	380,446
337,097	455,124	337,097	455,124
801,882	835,570	801,882	835,570

地理資料

有關本集團按照客戶基礎的地理位置呈列來自外部客戶的收益資料如下：

Six months ended		截至六個月	
30.9.2019	30.9.2018	30.9.2019	30.9.2018
HK\$'000	HK\$'000	千港元	千港元
(unaudited)	(unaudited)	(unaudited)	(unaudited)
(未經審核)	(未經審核)	(未經審核)	(未經審核)
371,937	475,875	371,937	475,875
313,359	197,250	313,359	197,250
79,992	119,998	79,992	119,998
6,166	12,167	6,166	12,167
30,428	30,280	30,428	30,280
801,882	835,570	801,882	835,570

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

4. PROFIT BEFORE TAXATION

4. 除稅前溢利

		Six months ended	
		截至六個月	
		30.9.2019	30.9.2018
		<i>HK\$'000</i>	<i>HK\$'000</i>
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Profit before taxation has been arrived at after charging (crediting):	除稅前溢利經扣除(計入)以下達致：		
Interests on:	利息：		
— bank borrowings	— 銀行借款	1,133	1,101
— lease liabilities	— 租賃負債	1,342	—
		2,475	1,101
Depreciation of property, plant and equipment	物業、廠房及設備折舊	11,156	8,835
Depreciation of right-of-use assets	使用權資產折舊	3,666	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	26	—
Net foreign exchange loss	外匯虧損淨額	2,257	11,947
Bank interest income	銀行利息收入	(363)	(764)
Written off of inventories	存貨撇銷	1,197	3,054

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

5. TAXATION

5. 稅項

		Six months ended	
		截至六個月	
		30.9.2019	30.9.2018
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
The charge comprises:	支出包括：		
Current tax:	即期稅項：		
Hong Kong Profits Tax	香港利得稅	12,379	9,541
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)	8,312	12,786
		20,691	22,327
Overprovision of tax in prior years:	於過往年度稅項超額撥備：		
PRC EIT	中國企業所得稅	-	(3,824)
Deferred taxation charge	遞延稅項支出	31	7
		20,722	18,510

(i) Hong Kong Profits Tax

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

(ii) PRC EIT

Under the Law of the PRC on EIT and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% for both periods.

(i) 香港利得稅

於兩個期間，香港利得稅按估計應課稅溢利的16.5%計算。

(ii) 中國企業所得稅

根據中國企業所得稅法及其實施細則，於兩個期間中國附屬公司的稅率為25%。

6. DIVIDENDS

6. 股息

During the current interim period ended 30 September 2019, a final dividend of HK2 cents per ordinary share in respect of the year ended 31 March 2019 (six months ended 30 September 2018 (unaudited): HK1 cent per ordinary share in respect of the year ended 31 March 2018) was declared to the shareholders of the Company. The aggregate amount of the final dividend declared and paid in the current interim period amounted to HK\$36,800,000 (2018: final dividend declared amounted to HK\$18,400,000).

On 25 November 2019, the board of directors of the Company has resolved to declare an interim dividend of HK1 cent per ordinary share totalling HK\$18,400,000 for the six months ended 30 September 2019.

於截至二零一九年九月三十日止本中期期間，就截至二零一九年三月三十一日止年度宣派末期股息每股普通股2港仙(截至二零一八年九月三十日止六個月(未經審核)：就截至二零一八年三月三十一日止年度按每股普通股1港仙)予本公司股東。於本中期期間宣派及派付的末期股息之總金額為36,800,000港元(二零一八年：宣派的末期股息為18,400,000港元)。

於二零一九年十一月二十五日，本公司董事會批准宣派就截至二零一九年九月三十日止六個月中期股息每股普通股1港仙，總額18,400,000港元。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

7. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

		Six months ended 截至六個月	
		30.9.2019 HK\$'000 千港元 (unaudited) (未經審核)	30.9.2018 HK\$'000 千港元 (unaudited) (未經審核)
Earnings for the purpose of calculating basic earnings per share and diluted earnings per share (profit for the period)	用以計算每股基本盈利及每股攤薄盈利的盈利(期內溢利)	77,356	88,400
		Six months ended 截至六個月	
		30.9.2019 '000 千股	30.9.2018 '000 千股
Weighted average number of shares for the purpose of calculating basic earnings per share	用以計算每股基本盈利的加權平均股份數目	1,840,000	1,840,000
Effect of dilutive potential ordinary shares: — share options	潛在攤薄普通股的影响： — 購股權	24,340	—
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用以計算每股攤薄盈利的普通股加權平均股份數目	1,864,340	1,840,000

The computation of diluted earnings per share for the period ended 30 September 2018 did not assume the exercise of the Company's share options because the adjusted exercise price of the share options (after the adjustment of the fair value of the unvested share options) was higher than the average market prices of shares of the Company during the period ended 30 September 2018.

7. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按下列數據計算：

就計算截至二零一八年九月三十日止期間每股攤薄盈利，不會假設行使本公司購股權，因購股權的經調整行使價(調整未歸屬購股權公平值後)高於截至二零一八年九月三十日止期間的本公司股份平均市價。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

8. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT/RIGHT-OF-USE ASSETS

During the current interim period, the Group incurred additions to property, plant and equipment of HK\$6,955,000 (six months ended 30 September 2018 (unaudited): HK\$8,518,000).

There is no addition to right-of-use assets by the Group during the current interim period.

9. TRADE AND OTHER RECEIVABLES

The following is an aging analysis of trade and bills receivables presented based on the invoice date, which approximated the revenue recognition date:

0 to 30 days	0 至 30 日
31 to 60 days	31 至 60 日
61 to 90 days	61 至 90 日
Over 90 days	超過 90 日

The Group allows a credit period ranging from 30 to 120 days to its trade customers.

8. 物業、廠房及設備變動／使用權資產

於本中期期間內，本集團就添置物業、廠房和設備產生開支 6,955,000 港元（截至二零一八年九月三十日止六個月（未經審核）：8,518,000 港元）。

於本中期期間內，本集團並無添置使用權資產。

9. 貿易及其他應收款項

以下為貿易應收款項及應收票據按發票日期（與收益確認日期相若）呈列之賬齡分析：

30.9.2019	31.3.2019
HK\$'000	HK\$'000
千港元	千港元
(unaudited)	(audited)
(未經審核)	(經審核)
152,895	108,740
70,015	21,661
58,617	23,887
5,199	9,914
286,726	164,202

本集團給予其貿易客戶之信貸期介乎 30 日至 120 日。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

10. TRADE AND OTHER PAYABLES

The following is an aging analysis of trade payables presented based on the invoice date:

0 to 30 days	0至30日
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 120 days	91至120日
Over 120 days	超過120日

The credit period granted by suppliers ranges from 30 to 120 days.

11. UNSECURED BANK BORROWINGS

During the current interim period, the Group repaid bank borrowings of HK\$100,725,000 (six months ended 30 September 2018 (unaudited): HK\$125,320,000) and raised bank borrowings of HK\$117,076,000 (six months ended 30 September 2018 (unaudited): HK\$100,177,000). The unsecured bank borrowings carry interest at variable-rate with effective interest ranging from 2.88% to 4.91% (31 March 2019: 2.44% to 4.36%) per annum.

10. 貿易及其他應付款項

以下為貿易應付款項按發票日期呈列之賬齡分析：

30.9.2019	31.3.2019
HK\$'000	HK\$'000
千港元	千港元
(unaudited)	(audited)
(未經審核)	(經審核)
121,490	113,586
90,065	33,448
31,778	53,821
32,525	54,852
16,773	252
292,631	255,959

供應商授予之信貸期介乎30日至120日。

11. 無抵押銀行借款

於本中期期間，本集團償還銀行借款100,725,000港元(截至二零一八年九月三十日止六個月(未經審核)：125,320,000港元)，以及籌得銀行借款117,076,000港元(截至二零一八年九月三十日止六個月(未經審核)：100,177,000港元)。該無抵押銀行借款按浮動利率以及年息介乎2.88%至4.91%(二零一九年三月三十一日：2.44%至4.36%)之實際利率計息。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

12. SHARE CAPITAL

The followings are the movements of the share capital of the Company:

	Number of share 股數	Amount	
		HK\$	HK\$'000
		港元	千港元
Ordinary shares of HK\$0.01 each 每股面值0.01港元普通股			
Authorised:	法定：		
At 1 April 2018, 30 September 2018, 1 April 2019 and 30 September 2019	於二零一八年四月一日、 二零一八年九月三十日、 二零一九年四月一日及 二零一九年九月三十日	3,000,000,000	30,000
Issued and fully paid:	已發行及繳足股本：		
At 1 April 2018, 30 September 2018, 1 April 2019 and 30 September 2019	於二零一八年四月一日、 二零一八年九月三十日、 二零一九年四月一日及 二零一九年九月三十日	1,840,000,000	18,400

12. 股本

以下為本公司之股本變動：

13. SHARE-BASED PAYMENT TRANSACTION

The Company's share option scheme was adopted pursuant to a resolution passed on 24 January 2018 (the "Share Option Scheme").

Share options were granted on 24 August 2018 with an aggregate estimated fair value of HK\$14,496,000.

The closing price of the Company's shares immediately before 24 August 2018, the date of grant was HK\$0.349.

13. 以股份付款的交易

本公司的購股權計劃(「購股權計劃」)已根據二零一八年一月二十四日通過的決議案獲採用。

購股權於二零一八年八月二十四日獲授出，其估計公平值總額為14,496,000港元。

緊接二零一八年八月二十四日(授出日期)前，本公司股份的收市價為0.349港元。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

13. SHARE-BASED PAYMENT TRANSACTION

(continued)

These fair values were calculated using the Binomial model. The inputs into the model were as follows:

Date of grant	24 August 2018
Share price at date of grant	HK\$0.340
Exercise price	HK\$0.349
Expected volatility	53.86%
Expected life	10 years
Risk-free rate	2.2%
Expected dividend yield	2.94%

The variables and assumptions used in the computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

Expected volatility was determined by using the annualised standard deviation of historical share price daily movements of selected comparable companies in same industry. The expected life used in the model was based on directors' best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The Group recognised the share-based payments of HK\$3,263,000 for the six months ended 30 September 2019 (six months ended 30 September 2018 (unaudited): HK\$481,000).

At 30 September 2019, the number of shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was, in aggregate, 88,992,000 (31 March 2019: 88,992,000), representing 4.84% of the shares of the Company in issue at that date (31 March 2019: 4.84%). At 30 September 2019, nil (31 March 2019: nil) share options are vested and exercisable.

13. 以股份付款的交易(續)

該等公平值根據二項式模型計算。模型的輸入數據如下：

授出日期	二零一八年八月二十四日
授出日期的股價	0.340港元
行使價	0.349港元
預期波幅	53.86%
預期年期	10年
無風險比率	2.2%
預期孳息率	2.94%

用於計算購股權公平值的變量及假設是按董事的最佳估計為基準。變量及假設的變動可能會導致購股權的公平值出現變動。

預期波幅乃採用業內經選擇可資比較公司過往股價每日波動的年度化標準偏差釐定。該模型使用的預期年期乃基於董事就不可轉讓性、行使限制及行為考慮因素的影響作出的最佳估計。

本集團於截至二零一九年九月三十日止六個月確認以股份為基礎的付款3,263,000港元(截至二零一八年九月三十日止六個月(未經審核)：481,000港元)。

於二零一九年九月三十日，根據購股權計劃已授出惟仍未行使的購股權涉及的股份數目合共為88,992,000股(二零一九年三月三十一日：88,992,000股)，佔該日本公司已發行股份的4.84%(二零一九年三月三十一日：4.84%)。於二零一九年九月三十日，零(二零一九年三月三十一日：零)股購股權獲歸屬及行使。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

13. SHARE-BASED PAYMENT TRANSACTION

(continued)

The following table discloses movements of the Company's share options held by directors of the Company and employees of the Group during the period:

13. 以股份付款的交易(續)

下表披露本公司董事及本集團僱員持有本公司購股權於期內的變動：

For the six months ended 30 September 2019

截至二零一九年九月三十日止六個月

Categories of participants	Date of grant	Exercise period	Exercise price	Outstanding at 1.4.2019 於二零一九年四月一日尚未行使	Granted during the period 期內授出	Outstanding at 30.9.2019 於二零一九年九月三十日尚未行使
參與者類別	授出日期	行使期	行使價			
Executive directors 執行董事	24.8.2018 二零一八年八月二十四日	24.2.2020 – 23.8.2028 二零二零年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	6,672,000	–	6,672,000
	24.8.2018 二零一八年八月二十四日	24.2.2021 – 23.8.2028 二零二一年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	6,672,000	–	6,672,000
	24.8.2018 二零一八年八月二十四日	24.2.2022 – 23.8.2028 二零二二年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	6,672,000	–	6,672,000
Non-executive director 非執行董事	24.8.2018 二零一八年八月二十四日	24.2.2020 – 23.8.2028 二零二零年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	608,000	–	608,000
	24.8.2018 二零一八年八月二十四日	24.2.2021 – 23.8.2028 二零二一年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	608,000	–	608,000
	24.8.2018 二零一八年八月二十四日	24.2.2022 – 23.8.2028 二零二二年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	608,000	–	608,000
Independent non-executive directors 獨立非執行董事	24.8.2018 二零一八年八月二十四日	24.2.2020 – 23.8.2028 二零二零年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	1,824,000	–	1,824,000
	24.8.2018 二零一八年八月二十四日	24.2.2021 – 23.8.2028 二零二一年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	1,824,000	–	1,824,000
	24.8.2018 二零一八年八月二十四日	24.2.2022 – 23.8.2028 二零二二年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	1,824,000	–	1,824,000
Employees 僱員	24.8.2018 二零一八年八月二十四日	24.2.2020 – 23.8.2028 二零二零年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	20,560,000	–	20,560,000
	24.8.2018 二零一八年八月二十四日	24.2.2021 – 23.8.2028 二零二一年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	20,560,000	–	20,560,000
	24.8.2018 二零一八年八月二十四日	24.2.2022 – 23.8.2028 二零二二年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	20,560,000	–	20,560,000
				88,992,000	–	88,992,000

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

13. SHARE-BASED PAYMENT TRANSACTION

(continued)

For the six months ended 30 September 2018

13. 以股份付款的交易(續)

截至二零一八年九月三十日止六個月

Categories of participants	Date of grant	Exercise period	Exercise price	Outstanding at 1.4.2018 於二零一八年四月一日 尚未行使	Granted during the period 期內授出	Outstanding at 30.9.2018 於二零一八年九月三十日 尚未行使
參與者類別	授出日期	行使期	行使價			
Executive directors 執行董事	24.8.2018 二零一八年八月二十四日	24.2.2020 – 23.8.2028 二零二零年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	6,672,000	6,672,000
	24.8.2018 二零一八年八月二十四日	24.2.2021 – 23.8.2028 二零二一年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	6,672,000	6,672,000
	24.8.2018 二零一八年八月二十四日	24.2.2022 – 23.8.2028 二零二二年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	6,672,000	6,672,000
Non-executive director 非執行董事	24.8.2018 二零一八年八月二十四日	24.2.2020 – 23.8.2028 二零二零年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	608,000	608,000
	24.8.2018 二零一八年八月二十四日	24.2.2021 – 23.8.2028 二零二一年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	608,000	608,000
	24.8.2018 二零一八年八月二十四日	24.2.2022 – 23.8.2028 二零二二年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	608,000	608,000
Independent non-executive directors 獨立非執行董事	24.8.2018 二零一八年八月二十四日	24.2.2020 – 23.8.2028 二零二零年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	1,824,000	1,824,000
	24.8.2018 二零一八年八月二十四日	24.2.2021 – 23.8.2028 二零二一年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	1,824,000	1,824,000
	24.8.2018 二零一八年八月二十四日	24.2.2022 – 23.8.2028 二零二二年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	1,824,000	1,824,000
Employees 僱員	24.8.2018 二零一八年八月二十四日	24.2.2020 – 23.8.2028 二零二零年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	20,560,000	20,560,000
	24.8.2018 二零一八年八月二十四日	24.2.2021 – 23.8.2028 二零二一年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	20,560,000	20,560,000
	24.8.2018 二零一八年八月二十四日	24.2.2022 – 23.8.2028 二零二二年二月二十四日至 二零二八年八月二十三日	HK\$0.349 0.349 港元	–	20,560,000	20,560,000
				–	88,992,000	88,992,000

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

14. CAPITAL COMMITMENTS

14. 資本承擔

	30.9.2019	31.3.2019
	<i>HK\$'000</i>	<i>HK\$'000</i>
	千港元	千港元
	(unaudited)	(audited)
	(未經審核)	(經審核)
Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of the acquisition of property, plant and equipment	2,404	3,595

有關收購已訂約但尚未於簡明綜合財務報表作出撥備之物業、廠房及設備的資本開支

15. RELATED PARTY TRANSACTIONS

15. 關聯方交易

(a) During the current interim period, the Group had entered into the following related party transactions:

(a) 於本中期間內，本集團與關聯方訂立的交易如下：

Relationships	Nature of Transaction	關係	交易性質	Six months ended 截至六個月	
				30.9.2019 <i>HK\$'000</i> 千港元 (unaudited) (未經審核)	30.9.2018 <i>HK\$'000</i> 千港元 (unaudited) (未經審核)
Fellow subsidiaries	Sales	同系附屬公司	出售	821	1,775
	Purchase		採購	13,216	16,810
Ultimate holding company	Service fee	最終控股公司	服務費	2,064	1,970
	Expenses relating to short-term lease		有關短期租賃的開支	600	-
	Rental expenses		租賃開支	-	550
A related company (Note a)	Expenses relating to short-term lease	一家關聯公司 (附註a)	有關短期租賃的開支	227	-
A related company (Note b)	Utility fee	一家關聯公司	水電費	22	-
	Sub-contracting fee	(附註b)	分包費用	74	-

Notes:

附註：

- (a) Mr. Lo Chung Wai Paul ("Mr. Paul Lo"), the controlling shareholder and non-executive director of the Company, is a director and controlling shareholder of the related company.
- (b) Mr. Paul Lo, the controlling shareholder and non-executive director of the Company, is a director of the related company.

- (a) 本公司控股股東兼非執行董事羅仲煒先生(「羅仲煒先生」)為關聯公司董事兼控股股東。
- (b) 本公司控股股東兼非執行董事羅仲煒先生為關聯公司董事。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月

15. RELATED PARTY TRANSACTIONS (continued)

- (b) As at the end of the reporting period, the Group had the following related party balances:

	30.9.2019	31.3.2019
	HK\$'000	HK\$'000
	千港元	千港元
	(unaudited)	(audited)
	(未經審核)	(經審核)
Trade receivables from fellow subsidiaries (Included in trade and other receivables)	538	800
Trade payables to fellow subsidiaries (Included in trade and other payables)	1,235	239

- (c) Compensation of key management personnel

The remuneration of key management personnel was as follows:

	Six months ended	
	截至六個月	
	30.9.2019	30.9.2018
	HK\$'000	HK\$'000
	千港元	千港元
	(unaudited)	(unaudited)
	(未經審核)	(未經審核)
Short-term employee benefits	7,496	6,112
Retirement benefits schemes contributions	302	286
Equity-settled share-based payment expense	1,460	215
	9,258	6,613

The remuneration of key management personnel is determined by the remuneration committee. The remuneration is determined having regard to the performance of individuals and market trends.

16. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The fair value of financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

15. 關聯方交易(續)

- (b) 於報告期末，本集團有以下關聯方結餘：

	30.9.2019	31.3.2019
	HK\$'000	HK\$'000
	千港元	千港元
	(unaudited)	(audited)
	(未經審核)	(經審核)
Trade receivables from fellow subsidiaries (Included in trade and other receivables)	538	800
Trade payables to fellow subsidiaries (Included in trade and other payables)	1,235	239

- (c) 主要管理人員酬金

主要管理人員的酬金如下：

	Six months ended	
	截至六個月	
	30.9.2019	30.9.2018
	HK\$'000	HK\$'000
	千港元	千港元
	(unaudited)	(unaudited)
	(未經審核)	(未經審核)
Short-term employee benefits	7,496	6,112
Retirement benefits schemes contributions	302	286
Equity-settled share-based payment expense	1,460	215
	9,258	6,613

主要管理人員的酬金乃由薪酬委員會釐定。該等酬金乃按個人表現及市場趨勢而釐定。

16. 按公平值計量金融工具

金融資產及金融負債的公平值乃按照折現現金流量分析根據公認定價模式釐定。

本公司董事認為，於簡明綜合財務報表按攤銷成本列賬的金融資產及金融負債之賬面值與其公平值相若。



匯聚科技有限公司
TIME Interconnect Technology Limited