

BoardWare

# BoardWare Intelligence Technology Limited 博維智慧科技有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 1204

**2023**  
INTERIM REPORT  
中期報告

# CONTENTS

## 目錄

- 2-4** Corporate Information  
公司資料
- 5-16** Management Discussion and Analysis  
管理層討論及分析
- 17-46** Condensed Consolidated Interim Financial  
Information  
簡明綜合中期財務資料
- 47-56** Corporate Governance/Other Information  
企業管治／其他資料

# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Chao Ka Chon  
Ms. Chiu Koon Chi  
Ms. Lei Sok Han  
Mr. Ng Hong Kei

#### Non-executive Director

Mr. Li Haodong

#### Independent Non-Executive Directors

Mr. Man Wing Pong  
Mr. Suen Chi Wai  
Mr. U Seng Pan

### AUDIT COMMITTEE

Mr. Man Wing Pong (*Chairman*)  
Mr. Suen Chi Wai  
Mr. U Seng Pan

### REMUNERATION COMMITTEE

Mr. U Seng Pan (*Chairman*)  
Mr. Chao Ka Chon  
Mr. Suen Chi Wai

### NOMINATION COMMITTEE

Mr. Suen Chi Wai (*Chairman*)  
Mr. Chao Ka Chon  
Mr. Man Wing Pong

### COMPLIANCE ADVISER

Quam Capital Limited  
(formerly known as China Tonghai Capital Limited)  
5/F, 24/F (Room 2401 and 2412)  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

### AUTHORISED REPRESENTATIVES

Mr. Chao Ka Chon  
Mr. Tsang Tik Man  
Ms. Chiu Koon Chi (alternate to the authorised representatives)

### COMPANY SECRETARY

Mr. Tsang Tik Man

### 董事會

#### 執行董事

周家俊先生  
趙冠芝女士  
李淑嫻女士  
吳鴻祺先生

#### 非執行董事

李浩東先生

#### 獨立非執行董事

文永邦先生  
孫志偉先生  
余成斌先生

### 審核委員會

文永邦先生(*主席*)  
孫志偉先生  
余成斌先生

### 薪酬委員會

余成斌先生(*主席*)  
周家俊先生  
孫志偉先生

### 提名委員會

孫志偉先生(*主席*)  
周家俊先生  
文永邦先生

### 合規顧問

華富建業企業融資有限公司  
(前稱中國通海企業融資有限公司)  
香港  
干諾道中111號  
永安中心  
5樓、24樓(2401及2412室)

### 授權代表

周家俊先生  
曾迪文先生  
趙冠芝女士(替任授權代表)

### 公司秘書

曾迪文先生

## LEGAL ADVISER

### As to Hong Kong law

#### Howse Williams

27/F Alexandra House  
18 Chater Road  
Central  
Hong Kong

## REGISTERED OFFICE IN THE CAYMAN ISLANDS

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## HEADQUARTERS OF OUR GROUP IN MACAU

Alameda Dr. Carlos D Assumpção  
No. 335-341 Hotline Centre  
15/F, I-Q and X  
Macau

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART 16 OF THE COMPANIES ORDINANCE

Unit 01-02, 12/F., Tower I  
Enterprise Square  
No. 9 Sheung Yuet Road  
Kowloon Bay, Kowloon  
Hong Kong

## CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

#### Conyers Trust Company (Cayman) Limited

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR

#### Tricor Investor Services Limited

17/F, Far East Finance Central  
16 Harcourt Road  
Hong Kong

## 法律顧問

### 有關香港法律

#### 何韋律師行

香港  
中環  
遮打道18號  
歷山大廈27樓

## 開曼群島註冊辦事處

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## 本集團澳門總部

澳門  
宋玉生廣場  
335-341號獲多利中心  
15樓I-Q及X座

## 根據公司條例第16部註冊的香港 主要營業地點

香港  
九龍九龍灣  
常悅道9號  
企業廣場  
一座12樓01-02室

## 開曼群島股份過戶登記總處

#### Conyers Trust Company (Cayman) Limited

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## 香港股份過戶登記分處

#### 卓佳證券登記有限公司

香港  
夏愨道16號  
遠東金融中心17樓

## CORPORATE INFORMATION 公司資料

### AUDITOR

**PricewaterhouseCoopers**  
*Certified Public Accountants and  
Registered Public Interest Entity Auditor*  
22/F, Prince's Building  
Central  
Hong Kong

### PRINCIPAL BANKER

**Bank of China Limited, Macau Branch**  
Bank of China Building  
Avenida Doutor Mário Soares  
Macau

**The Hongkong and Shanghai Banking Corporation Limited**  
HSBC Main Building  
1 Queen's Road Central  
Hong Kong

### COMPANY'S WEBSITE

[www.boardware.com](http://www.boardware.com)

### STOCK CODE

1204

### LISTING DATE

15 July 2022

### 核數師

羅兵咸永道會計師事務所  
執業會計師及  
註冊公眾利益實體核數師  
香港  
中環  
太子大廈22樓

### 主要往來銀行

中國銀行股份有限公司澳門分行  
澳門  
蘇亞利斯博士大馬路  
中國銀行大廈

香港上海滙豐銀行有限公司  
香港  
皇后大道中1號  
滙豐總行大廈

### 本公司網站

[www.boardware.com](http://www.boardware.com)

### 股份代號

1204

### 上市日期

2022年7月15日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### INDUSTRY OVERVIEW AND OUTLOOK

Information technology (“IT”) solutions involve the design, supply, integration, operation and maintenance of IT systems. IT solutions could be primarily categorised into two segments, namely (i) enterprise IT solutions and (ii) distribution of hardware and software. Enterprise IT solutions could be further grouped as (i) IT integrated solutions services (“**Professional IT services**”), (ii) support services from leasing contracts and security monitoring services (“**Managed services**”) and (iii) IT maintenance and consultancy services.

As an IT solutions provider and authorised distributor, BoardWare Intelligence Technology Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) introduces IT products and services, and provides related IT solutions to the local markets, including Macau, Hong Kong and the People’s Republic of China (the “**PRC**”, for the sole purpose of this report, excluding Macau, Hong Kong and Taiwan), and provides IT solution services covering procurement and integration, Managed services and maintenance services to the end users in Macau, Hong Kong and the PRC. The Group has extended its footprint to the Greater Bay Area since 2021.

The adverse effect on the economy resulting from COVID-19 pandemic has been eased along with the border reopening policies in Macau, Hong Kong and the PRC since late 2022. The Group expects the growth of IT industry in the Greater Bay Area will resume for the following reasons:

- (a) the demand for professional IT solutions from customers in different industries remains strong even during the period of severe COVID-19 pandemic. However, the pandemic limited their budgets and plans on IT infrastructure refurbishments. It is expected that, with the rapid post-COVID recovery in Macau, Hong Kong and the PRC, these customers will accelerate and continue their original plans on IT infrastructure refurbishments and new project investments;
- (b) the new 10-year gaming operator license was finalised in December 2022, and operators are committed to invest and support the development of non-gaming industries in Macau in coming years under the new licensing requirements. With the increasing efforts from the government of the Macau Special Administrative Region (“**Macau SAR**”) to diversify the economy away from its reliance on gaming industry, the Group expects that it will benefit indirectly from the increasing demand for IT solutions relating to the investments to be committed by those operators in the coming years;

### 行業概覽及展望

資訊科技(「IT」)解決方案涉及設計、供應、整合、營運及維護IT系統。IT解決方案可主要分為兩個分部，即(i)企業IT解決方案及(ii)分銷硬件及軟件。企業IT解決方案可進一步歸類為(i) IT綜合解決方案服務(「**專業IT服務**」)、(ii)租賃合約的支援服務與安全監控服務(「**託管服務**」)及(iii) IT維護及諮詢服務。

作為IT解決方案供應商及認可分銷商，博維智慧科技有限公司(以下簡稱「**本公司**」)及其附屬公司(以下統稱「**本集團**」)引入IT產品及服務，並向當地市場(包括澳門、香港及中華人民共和國(「**中國**」，僅就本報告而言，不包括澳門、香港及台灣))提供相關IT解決方案，及向澳門、香港及中國的終端用戶提供IT解決方案服務，涵蓋採購及集成、託管服務及維護服務。自2021年以來，本集團已將其足跡擴展至大灣區。

隨著澳門、香港及中國自2022年年底全面重新通關政策，COVID-19疫情對經濟造成的不利影響得以緩解。本集團預計，大灣區的IT產業將恢復增長，原因如下：

- (a) 不同行業的客戶對專業IT解決方案的需求依然強勁，即使COVID-19疫情嚴重時期亦是如此。然而，疫情限制其對IT基礎設施翻新的預算及計劃。預計隨著澳門、香港及中國於COVID疫情後的迅速恢復，該等客戶將加快並繼續其原有IT基礎設施翻新計劃及新項目投資；
- (b) 為期10年的新博彩運營商牌照已於2022年12月落實，而運營商承諾未來數年根據牌照的新規定投資及支持澳門非博彩行業的發展。隨著澳門特別行政區(「**澳門特別行政區**」)政府日益努力由對博彩業的依賴轉向經濟多元化，本集團預計，由於該等運營商承諾於未來數年投資IT解決方案，本集團將間接受益於相關需求的增長；

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

- (c) the government of Macau SAR will adopt the “1+4” adequate diversification development strategy to enrich Macau’s function as “One Centre” for integrated tourism and leisure, while facilitating the development of four nascent industries, namely the “Big Health” industry; modern financial services; high technology; and conferences and exhibitions, commerce and trade, and culture and sports in the “2023 Policy Address”. The Group expects the demand for IT solutions in the above sectors will increase along with the increasing influence of IT elements in business operations;
- (d) the Group will leverage the technical know-how and experience in Macau and will extend its service scope by extending its comprehensive enterprise IT solutions business on top of the existing distribution business and IT maintenance and consultancy services in Hong Kong and the Greater Bay Area in coming years;
- (e) with the intensified competitions over gaming and hospitality industry in Macau, market participants endeavor to create a better and immersive experience to customers by adding new features and value-added services on the existing IT infrastructure; and
- (f) the development of 5G network, advancement and popularisation of data analytics, increased demand for infrastructure for emerging technology adoption and increased data exposure would also continuously drive the demand for IT solutions in Macau.
- (c) 澳門特別行政區政府在「2023年施政報告」中將採取「1+4」充分多元化發展戰略，豐富澳門作為「一個中心」的綜合旅遊休閒功能，同時促進四個新興產業的發展，即「大健康」產業；現代金融服務；高新科技；以及會議展覽、商業貿易及文化體育。本集團預計，隨著IT元素在業務運營中的影響力日增，上述行業對IT解決方案的需求將增加；
- (d) 本集團將利用在澳門的技術知識及經驗，基於香港及大灣區現有的分銷業務及IT維護與諮詢服務，在未來幾年內擴展其服務範圍，開展全面的企業IT解決方案業務；
- (e) 隨著澳門博彩及酒店業競爭加劇，市場參與者在現有IT基礎設施上增加新功能及增值服務，努力為客戶創造更好及沉浸式的體驗；及
- (f) 5G網絡的發展、數據分析的進步及普及、新興技術應用的基礎設施需求增加以及數據曝光率增加，也將持續推動澳門對IT解決方案的需求。

The following emerging business opportunities in Macau and the Greater Bay Area also offer a platform for the Group to expand its business:

#### Supportive governmental policies in promoting smart city

The government of Macau SAR has been actively promoting the development of smart city for several years. According to the “Government of Macau SAR Five Years Development Plan (2016–2020)” published in 2016, “Technology Innovation and Smart City Working Group” has been set up to establish a comprehensive and hierarchical system to assist more institution and research institutes to develop Macau into a smart city. The overall direction aims to integrate smart technologies into urban management, government services, medical services, transportation management, tourism and custom services by utilising advanced IT. Such smart city development will boost the demand for IT solutions services in Macau.

以下在澳門及大灣區的新興商業機遇也為本集團提供拓展業務的平台：

#### 政府推動智慧城市的扶持政策

澳門特別行政區政府多年來一直積極推動智慧城市的發展。根據2016年發佈的《澳門特別行政區五年發展規劃(2016年至2020年)》，「科技創新與智慧城市工作組」已告成立，以建立全面及分級體系，協助更多機構及研究機構將澳門發展為智慧城市。整體方向旨在利用先進IT，將智能技術融入城市管理、政府服務、醫療服務、交通管理、旅遊及海關服務。此種智慧城市發展將推動澳門對IT解決方案服務的需求。

### Implementation of Internet of Things (“IoT”) network

The “Outline of Development Plan for Guangdong-Hong Kong-Macao Greater Bay Area” (《粵港澳大灣區發展規劃綱要》) aims to build up a smart urban agglomeration. In order to facilitate the development of smart city within the Greater Bay Area, the government of Macau SAR has invested extensive resources to conduct research and development on the implementation of the IoT network over the years. As a result, along with the development of 5G network and supportive governmental policies, the rapid development of IoT in Macau will directly drive the demand for IT solutions in coming years.

### Development of Fin-tech and e-commerce services

In May 2020, People’s Bank of China, China Banking and Insurance Regulatory Commission, China Securities Regulatory Commission and State Administration of Foreign Exchange issued “Opinions on Financial Support for The Construction of The Guangdong-Hong Kong-Macao Greater Bay Area” (《關於金融支持粵港澳大灣區建設的意見》) which stated the development direction and emphasised the cooperation of financial institutions within the Greater Bay Area. In response to the development goal, the government of Macau SAR will provide financial incentives to local small and medium enterprises and help them develop e-Commerce and cross-border e-Commerce business, as well as popularising digital payment system.

### Research and development (“R&D”) of Artificial Intelligence of Things (“AIoT”) and Brain-Computer Interface (“BCI”) teams in metaverse technology

The internet is transforming from Web 2.0 to Web 3.0, which will provide more customised and individual experiences to users together with the Artificial Intelligent (“AI”) technology.

To embrace the forthcoming business opportunities from the development and widespread application of Web 3.0, the Group continues to build up its own features and functions in AI technology. During the six months ended 30 June 2023 (“FP2023”), the Group continued its process on developing a new technology platform and products with BCI features, which could create synergy on the existing IT solutions offered by the Group and such technology could be integrated into products from other fields, including but not limited to, healthcare, smart auto-mobile, smart home and smart wearable devices.

### 實施物聯網(「物聯網」)網絡

《粵港澳大灣區發展規劃綱要》旨在建設智慧城市群。為促進大灣區智慧城市的發展，澳門特別行政區政府多年來已投入大量資源進行實施物聯網網絡的研發。因此，隨著5G網絡的發展及政府的扶持政策，澳門物聯網的快速發展將直接推動未來幾年對IT解決方案的需求。

### 金融科技及電子商務服務的發展

於2020年5月，中國人民銀行、中國銀行保險監督管理委員會、中國證券監督管理委員會及國家外匯管理局發佈《關於金融支持粵港澳大灣區建設的意見》，訂明發展方向，並強調大灣區金融機構的合作。為響應發展目標，澳門特別行政區政府將向當地中小企業提供財務獎勵，並協助其發展電子商務及跨境電子商務業務以及普及數碼化支付系統。

### 人工智能物聯網(「AIoT」)及腦機接口(「BCI」)團隊對元宇宙技術的研發(「研發」)

互聯網正在從Web 2.0向Web 3.0轉變，將與人工智能(「AI」)技術一道為用戶提供更加定製化及個性化的體驗。

為把握Web 3.0的發展及廣泛應用即將帶來的商機，本集團持續以AI技術打造其自身的特色及功能。於截至2023年6月30日止六個月(「2023年財政期間」)，本集團繼續開發具有BCI功能的新技術平台及產品，可與本集團提供的現有IT解決方案產生協同效應，且該技術可集成至其他領域的產品，包括但不限於醫療保健、智能汽車、智能家居及智能可穿戴設備。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

During FP2023, the Group has relocated existing AIoT team and BCI team to a newly established wholly-owned subsidiary, namely Barco Technologies Limited\* (“**Barco**”), which specialises in (i) developing brain-computer interaction and related sense technology and sensory-induced electroencephalography signal acquisition technology; and (ii) developing own ecosystem which could be widely applied in different products under Web 3.0 era.

As at 30 June 2023, the Group had 56 employees (31 December 2022: 57 employees) in R&D department. During FP2023, the Group had registered certain software copyrights for related technologies with China National Intellectual Property Administration. The Group will continue seeking possible fund-raising activity in the second half of 2023 to support the funding of such R&D.

As at 30 June 2023, Barco entered the final testing stage for BCI headband, which could be integrated with different existing technical products in the market for various AI application scenarios. The first batch of mass-produced commercialised BCI headband is estimated to be launched in the second half of 2024.

Up to the date of this report, Barco entered into a contract relating to metaverse content in Guilin, one of the popular tourism cities in Guangxi province. The scope of the project is to create a virtual scene for one of the popular scenic spots in Guilin and allow users to enter the virtual scene for immersive tourism experience by using BCI headband and AI technology.

In addition to a joint laboratory between the Group and Guangdong Institute of Intelligence Science and Technology, namely BrainVerse Digitalisation Laboratory, which was established in 2022, Barco also entered into an agreement in 2023 to build a joint laboratory with Beihang University, which mainly focuses on the development of additional features and furthering new technologies as well as new applications with AIoT, BCI and AI technology. The Group believes such technologies will be the new development trend in IT industry and will be widely applied in various industries with the increasing awareness from the world. It also helps diversifying the existing businesses by building up a new business driver for the Group.

於2023年財政期間，本集團已將現有AIoT團隊及BCI團隊搬遷至新成立的全資附屬公司小舟科技有限公司(「小舟」)，該公司專注於(i)開發腦機互動及相關場景技術以及感官誘發腦電訊號採集技術；及(ii)開發可於Web 3.0時代廣泛應用於不同產品的自有生態系統。

於2023年6月30日，本集團的研發部門有56名員工(2022年12月31日：57名)。於2023年財政期間，本集團已在中國國家知識產權局註冊相關技術的若干軟件版權。本集團將於2023年下半年繼續尋求可能的籌資活動，以為該等研發的資金提供支持。

於2023年6月30日，小舟進入BCI頭環的最後測試階段，BCI頭環可與市場上現有的不同技術產品進行整合，以適應各種AI應用場景。首批批量生產的商業化BCI頭環預計將於2024年下半年推出。

截至本報告日期，小舟於桂林(廣西省熱門旅遊城市之一)訂立了一張與元宇宙內容相關的合約。該項目為桂林其中一個熱門景點創建虛擬場景，並利用BCI頭環及AI技術讓用戶進入虛擬場景，獲得沉浸式旅遊體驗。

除本集團與廣東智能科技有限公司於2022年成立的聯合實驗室(即腦機元宇宙數字融合實驗室)外，小舟亦於2023年訂立一份協議，以與北京航空航天大學建立一間聯合實驗室，主要致力於以AIoT、BCI及AI技術開發附加功能及推動新技術及新應用。本集團相信，隨著全球知名度的不斷提升，此類技術將成為IT行業的新發展趨勢，並將廣泛應用於各行業。其亦有助於通過增強本集團的新業務驅動力實現現有業務的多元化。

\* For identification purposes only

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### Opportunities in the PRC

Looking forward, the Group would excel its existing competitive strengths to maintain its leading position in Macau and capture further business opportunities in Hong Kong and the PRC, especially in the Greater Bay Area. The Group has two subsidiaries located in Hengqin and Nansha, which are the major cities of the Greater Bay Area. The preferential tax treatment for enterprises that are conducive to Macau's economic diversification would further put the Group in an advantageous position in exploring the market and business opportunities in Hengqin. The Group believes the subsidiaries located in Hengqin and Nansha are complementary to each other and will create synergy for the growth of the business in the PRC in the near future.

Resulting from the business development in the PRC, the revenue of the Group derived from the PRC increased by approximately HK\$76.0 million or 406.4% to approximately HK\$94.7 million for FP2023 from approximately HK\$18.7 million for the corresponding period in 2022 ("FP2022").

The Group will also identify potential business opportunities, including but not limited to extending Group's current business model to cities outside the Greater Bay Area and developing new business models, which could help further diversifying the Group's business.

### BUSINESS REVIEW

During FP2023, the Group continuously provided IT comprehensive and high-quality end-to-end enterprise IT solutions to customers under various sectors in Macau, Hong Kong and the PRC as well as conducting distribution business in Hong Kong and resale business in Macau and the PRC.

The ease of strict COVID-19 measures and border reopening policies adopted by the governments of Macau SAR, HKSAR and the PRC in the late 2022 enabled the Group to capture the resumed demand of IT solution orders from the economic recovery in Macau, Hong Kong and the PRC.

The revenue of the Group for FP2023 increased from approximately HK\$247.0 million to approximately HK\$394.1 million, representing an increase of approximately HK\$147.1 million or 59.6% as compared to that of FP2022.

### 於中國的機遇

展望未來，本集團將發揮其現有競爭優勢，保持其在澳門的領先地位，並把握香港及中國（特別是大灣區）的其他商機。本集團擁有兩間附屬公司，分別位於大灣區主要城市橫琴及南沙。向有利澳門經濟多元化的企業提供的稅務優惠待遇，將進一步造就本集團在開拓橫琴市場及商機時佔據利好位置。本集團相信，位於橫琴及南沙的附屬公司相輔相成，並將於不久將來為中國的業務增長創造協同效應。

得益於中國業務發展，本集團來自中國的收益由2022年相應期間（「2022年財政期間」）的約18.7百萬港元增加約76.0百萬港元或406.4%至2023年財政期間的約94.7百萬港元。

本集團亦將識別有助於本集團業務進一步多元化之潛在商機，包括但不限於將本集團的現有業務模式擴展至大灣區以外的城市並開發新的業務模式。

### 業務回顧

2023年財政期間，本集團繼續透過向澳門、香港及中國各行各業客戶提供IT全面及優質的端對端企業IT解決方案，以及分別在香港和澳門及中國進行分銷業務和轉售業務。

自2022年底起，澳門特別行政區、香港特別行政區及中國政府所採取嚴格的COVID-19措施放寬和通關政策重新開放，使本集團能夠把握從澳門、香港及中國經濟復甦中恢復的對IT解決方案訂單的需求。

本集團於2023年財政期間的收益由約247.0百萬港元增加至約394.1百萬港元，較2022年財政期間增加約147.1百萬港元或59.6%。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Enterprise IT solutions

The revenue from enterprise IT solutions increased from approximately HK\$150.7 million to approximately HK\$266.8 million. Such increase was mainly attributable to the increase in the revenue from Professional IT services by approximately HK\$135.2 million. The increase in revenue under Professional IT services was mainly due to the increase in the revenue recognised from the contracts with large contract values, which was completed in Macau and the PRC during FP2023.

With the ease of the adverse impact from the COVID-19 in Macau, Hong Kong and the PRC from late 2022, the Group was able to capture the resumed demand of IT solutions in Macau, Hong Kong and the PRC in FP2023 and expects the demand of enterprise IT services would remain strong in the near future. The Group will continuously identify further business opportunities and re-design up-to-date IT solutions to cope with the increasing demands and standards from customers in Macau, Hong Kong and the PRC in the second half of 2023.

Due to the prolonged adverse effect from the COVID-19 in Macau, the Group entered into fewer contracts with higher gross profit margin during FP2023. The Group endeavoured to compensate the impact of the drop in gross profit margin by engaging in more contracts with larger contract value or contracts with less complexity. The Group expects the gross profit margin of incoming projects will be improved as the economy recovers from COVID-19, in which customers tend to resume their investments in enterprise IT solutions projects with higher complexity.

#### Distribution and resale

During FP2023, the Group continuously acted as a distributor by partnering with system vendors or their authorised distributors in the sale and distribution of a selected range of hardware and associated system relating to corporate mobility and cybersecurity solutions in Hong Kong. The Group continuously expanded its marketing channels in order to capture more resale orders in Macau, Hong Kong and the PRC to address the rising needs from customers.

Resulting from the abovementioned development of the Group, the revenue from distribution and resale increased from approximately HK\$96.3 million to approximately HK\$127.4 million. Such increase was attributable to the increase in the demand for resale business in Macau.

#### 企業IT解決方案

企業IT解決方案的收益由約150.7百萬港元增加至約266.8百萬港元。該增加主要是由於專業IT服務的收益增加約135.2百萬港元所致。專業IT服務的收益增加主要是由於2023年財政期間澳門及中國完成的具有大額合約價值的合約所確認的收益增加所致。

隨著自2022年底起COVID-19在澳門、香港及中國造成的不利影響有所緩解，本集團能夠把握澳門、香港及中國於2023年財政期間對IT解決方案的需求恢復，並預計企業IT服務的需求將在不久的將來保持強勁。本集團將於2023年下半年持續尋找更多商機，並重新設計最新的IT解決方案，以應付澳門、香港及中國客戶日益增長的需求及標準。

由於COVID-19在澳門的長期不利影響，本集團於2023年財政期間簽訂的毛利率較高的合約較少。本集團努力通過簽訂更多合約價值較大的合約或複雜性較低的合約來彌補毛利率下降的影響。本集團預計，即將到來的項目的毛利率將隨著經濟從COVID-19中復甦而得到改善，於此，客戶傾向於恢復對複雜性更高的企業IT解決方案項目的投資。

#### 分銷及轉售

2023年財政期間，本集團繼續以分銷商的身份與系統供應商或其認可分銷商合作，在香港銷售及分銷選定範圍的硬件及與企業移動及網絡安全解決方案有關的相關系統。本集團繼續擴大其營銷渠道，以獲取澳門、香港及中國的更多轉售訂單，以滿足客戶日益增長的需求。

由於本集團的上述發展，分銷及轉售收益由約96.3百萬港元增加至約127.4百萬港元。該金額增加是由於澳門轉售業務的需求增加所致。

## FINANCIAL REVIEW

### Revenue

The total revenue increased by approximately HK\$147.1 million or 59.6% to approximately HK\$394.1 million for FP2023 from approximately HK\$247.0 million for FP2022. The increase was primarily attributable to the aggregate effect of the increase in revenue generated from the enterprise IT solutions business by approximately HK\$116.1 million and the increase in revenue generated from distribution and resale business by approximately HK\$31.1 million. For explanations of such increase in revenue, please refer to the section headed "Business Review" in this report.

### Cost of sales

The cost of sales increased by approximately HK\$145.1 million or 73.3% to approximately HK\$343.0 million for FP2023 from approximately HK\$197.9 million for FP2022, which was generally in line with the increase in the revenue during the same period. There is no material change in the cost of sales mix during the period.

### Gross profit and gross profit margin

The gross profit increased by approximately HK\$2.1 million or 4.3% to approximately HK\$51.2 million for FP2023 from approximately HK\$49.1 million for FP2022. The increase in the gross profit was attributable to the growth in the revenue. Since the economic recovery in Macau, Hong Kong and the PRC from late 2022, customers have slowly resumed their original pace in IT solution or IT infrastructure investments. The Group mainly engaged in projects with less complexity in FP2023, which led to a drop in gross profit margin from approximately 19.9% for FP2022 to approximately 13.0% for FP2023. In addition, the increase in the revenue contribution from distribution and resale business also led to the drop in the overall gross profit margin of the Group.

### Other income and other net gains

The other income and other net gains decreased by approximately HK\$0.7 million or 42.7% to approximately HK\$0.9 million for FP2023 from approximately HK\$1.5 million for FP2022. The decrease was attributable to the net effect of the increase in the government grants received by the Group mainly in relation to the R&D activities in the PRC of approximately HK\$0.4 million and the decrease in the net foreign exchange effect of approximately HK\$1.0 million from the Group's operations.

### 財務回顧

#### 收益

總收益由2022年財政期間的約247.0百萬港元增加約147.1百萬港元或59.6%至2023年財政期間的約394.1百萬港元。增加主要由於企業IT解決方案業務所得的收益增加約116.1百萬港元及分銷及轉售業務所得的收益增加約31.1百萬港元之綜合影響所致。有關收益增加的解釋，請參閱本報告「業務回顧」一節。

#### 銷售成本

銷售成本由2022年財政期間的約197.9百萬港元增加約145.1百萬港元或73.3%至2023年財政期間的約343.0百萬港元，大致與同期收益的增幅一致。於期內，銷售成本組成並無重大變動。

#### 毛利及毛利率

毛利由2022年財政期間的約49.1百萬港元增加約2.1百萬港元或4.3%至2023年財政期間的約51.2百萬港元。毛利增加乃由於收益增加。隨著自2022年下半年起澳門、香港及中國經濟的復甦，客戶於IT解決方案或IT基礎設施投資方面正慢慢恢復其最初步伐。本集團於2023年財政期間主要從事複雜性較低的項目，導致毛利率由2022年財政期間的約19.9%降至2023年財政期間的約13.0%。此外，分銷和轉售業務收益貢獻的增加亦導致了本集團整體毛利率的下降。

#### 其他收入及其他收益淨額

其他收入及其他收益淨額由2022年財政期間的約1.5百萬港元減少約0.7百萬港元或42.7%至2023年財政期間的約0.9百萬港元。減少乃歸因於本集團所收取主要與中國研發活動有關之政府補助增加約0.4百萬港元及本集團經營業務之外匯淨影響減少約1.0百萬港元之淨影響。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Selling and distribution expenses

The selling and distribution expenses increased by approximately HK\$1.6 million or 14.8% to approximately HK\$12.4 million for FP2023 from approximately HK\$10.8 million for FP2022. The increase was mainly attributable to the increase in the salaries payable to the salespersons and commission expenses resulting from the increasing revenue and the expansion of the selling and marketing team in FP2023.

#### General and administrative expenses

The general and administrative expenses increased by approximately HK\$4.6 million or 15.9% to approximately HK\$33.8 million for FP2023 from approximately HK\$29.2 million for FP2022. The increase was mainly attributable to the increase in the entertaining and travelling expenses by approximately HK\$1.0 million, the increase in the depreciation of right-of-use asset by approximately HK\$0.8 million, the increase in the depreciation of property, plant and equipment by approximately HK\$0.5 million and the increase in the expenses on legal and professional services by approximately HK\$0.5 million.

#### R&D expenses

The R&D expenses increased by approximately HK\$4.3 million for FP2023. It mainly represents the costs incurred by AIoT and BCI teams established in the PRC, which specialise in the development of core technologies widely applied in metaverse experience, including three-dimension reconstruction, haptic feedback, iris recognition technology, artificial intelligence, IoT, and edge computing, aiming to develop a metaverse eco-system for new users' experience and enhance the existing IT solutions provided by the Group in the future.

#### Finance income/(costs) – net

The finance income/(costs) – net was changed from finance costs – net of approximately HK\$1.3 million for FP2022 to finance income – net of approximately HK\$0.7 million for FP2023. The reasons for the change were mainly attributable to the increase in interest income from bank deposits of approximately HK\$0.7 million and the decrease in interest costs arising from the financial liability with redeemable right of approximately HK\$1.0 million.

#### 銷售及分銷開支

銷售及分銷開支由2022年財政期間的約10.8百萬港元增加約1.6百萬港元或14.8%至2023年財政期間的約12.4百萬港元。增加主要由於2023年財政期間收益增加及銷售及營銷團隊擴充，導致應付銷售人員薪金及佣金開支增加。

#### 一般及行政開支

一般及行政開支由2022年財政期間的約29.2百萬港元增加約4.6百萬港元或15.9%至2023年財政期間的約33.8百萬港元。增加主要由於酬酢及差旅開支增加約1.0百萬港元、使用權資產折舊增加約0.8百萬港元、物業、廠房及設備折舊增加約0.5百萬港元以及法律及專業服務開支增加約0.5百萬港元。

#### 研發開支

2023年財政期間的研發開支增加約4.3百萬港元，主要指在中國成立的AIoT及BCI團隊所產生的成本，有關團隊專門開發廣泛應用於元宇宙體驗的核心技術，包括三維重建、觸覺反饋、虹膜識別技術、人工智能、物聯網、邊緣計算等，旨在日後發展新用戶體驗的元宇宙生態系統並提升本集團所提供的現有IT解決方案。

#### 融資收入／(成本) – 淨額

融資收入／(成本) – 淨額由2022年財政期間的融資成本 – 淨額約1.3百萬港元改為2023年財政期間的融資收入 – 淨額約0.7百萬港元。變動主要歸因於銀行存款利息收入增加約0.7百萬港元，以及附帶可贖回權的金融負債產生的利息成本減幅約1.0百萬港元。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### Income tax expense

The income tax expense decreased by approximately HK\$1.1 million or 42.3% to approximately HK\$1.5 million for FP2023 from approximately HK\$2.6 million for FP2022. The decrease was mainly attributable to the decrease in profit before income tax by approximately HK\$7.0 million or 72.2% to approximately HK\$2.7 million for FP2023 from approximately HK\$9.7 million for FP2022. The effective tax rate was increased to approximately 54.8% for FP2023 from 26.8% for FP2022, which was due to the unutilised tax loss of subsidiaries located in Hong Kong and the PRC.

### Profit and total comprehensive income for the period

As a result of the foregoing reasons, the Group's profit and total comprehensive income for the period decreased by approximately HK\$5.6 million or 81.2% to approximately HK\$1.3 million for FP2023 from approximately HK\$6.9 million for FP2022, which was mainly due to the increase in operating expenses resulting from the expansion of business and the increase in R&D expenses during the period.

### TREASURY POLICY

The Group has adopted a conservative approach towards its treasury policies and thus maintained a healthy liquidity position throughout FP2023. The Group strives to reduce exposure to credit risk by assessing the potential customer's credit quality, defining credit limit by customer and conducting regular meetings and reviews on the overdue status of the customers. To manage liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Company to finance the Group's operations and meet its short-term and long-term funding requirements.

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group financed its operations mainly through a combination of cash flow from operations and borrowings. As at 30 June 2023, the Group had cash and cash equivalents of approximately HK\$28.7 million (31 December 2022: approximately HK\$105.5 million) that were mainly denominated in HK\$, MOP, RMB and US\$. The decrease in the cash and cash equivalents is mainly attributable to (i) the decrease in contract liabilities resulting from the fulfillment of contracts; and (ii) payments made to trade payables for the purchase of goods and services for the fulfillment of contracts.

The gearing ratio of the Group as at 30 June 2023, which was calculated based on the total borrowings as at the respective dates, was approximately 1.7% (31 December 2022: nil).

### 所得稅開支

所得稅開支由2022年財政期間的約2.6百萬港元減少約1.1百萬港元或42.3%至2023年財政期間的約1.5百萬港元。減少主要由於除所得稅前溢利由2022年財政期間的約9.7百萬港元減少約7.0百萬港元或72.2%至2023年財政期間的約2.7百萬港元所致。實際稅率由2022年財政期間的26.8%上升至2023年財政期間的約54.8%，此乃由於位於香港及中國的附屬公司的未動用稅項虧損所致。

### 期內溢利及全面收入總額

由於上述原因，本集團的期內溢利及全面收入總額由2022年財政期間的約6.9百萬港元減少約5.6百萬港元或81.2%至2023年財政期間的約1.3百萬港元，主要由於期內擴展業務產生的經營開支增加及研發開支增加所致。

### 庫務政策

本集團對庫務政策採取保守方針，因此於整個2023年財政期間維持穩健的流動資金狀況。本集團透過評估潛在客戶的信貨質素、按客戶釐定信貸額度及就客戶的逾期情況舉行定期會議及進行檢討，致力減低信貸風險。為管理流動資金風險，本集團監察及維持本公司管理層認為足夠的現金及現金等價物水平，以為本集團的營運提供資金及滿足其短期及長期資金需求。

### 流動資金、財務資源及資本架構

本集團主要透過結合經營所得現金流量及借款為其經營提供資金。於2023年6月30日，本集團的現金及現金等價物約為28.7百萬港元（2022年12月31日：約105.5百萬港元），主要以港元、澳門元、人民幣及美元計值。現金及現金等價物減少乃主要歸因於(i)因履行合約導致合約負債減少；及(ii)就購買貨品及服務以履行合約而對貿易應付款項作出付款。

於2023年6月30日，本集團的資本負債比率（根據於各日期的借款總額計算）約為1.7%（2022年12月31日：無）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

As at 30 June 2023, the Group had total borrowings of approximately HK\$5.6 million (31 December 2022: nil), which mainly comprised of short-term borrowings of approximately HK\$5.6 million (31 December 2022: nil). As at 30 June 2023, approximately HK\$5.6 million of the Group's total borrowings (31 December 2022: nil) were at fixed interest rates.

Further details of the borrowings are set out in note 13 to the condensed consolidated financial statements in this report.

As at 30 June 2023, the Group had total lease liabilities of approximately HK\$14.0 million (31 December 2022: approximately HK\$12.2 million), of which short-term lease liabilities amounted to approximately HK\$8.4 million (31 December 2022: approximately HK\$6.6 million).

### FOREIGN EXCHANGE RISK

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the Group entities' functional currency. For commercial transactions, the exposure to foreign exchange risk is minimal as the majority of subsidiaries of the Group operates in Macau and Hong Kong with most of the transactions denominated and settled in HK\$.

For assets and liabilities, a majority of the monetary assets and liabilities are denominated in HK\$, MOP and US\$ and the foreign exchange risk is considered minimal as these currencies are pegged. The Group considers that the Macau and Hong Kong subsidiaries are exposed to minimal foreign exchange risk from insignificant amounts of monetary assets and liabilities denominated in RMB.

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and aims to minimise these exposures through close monitoring. The Group did not carry out any hedging activities by using any financial instrument against its foreign currencies during FP2023 and FP2022.

### CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 June 2023, the Group had capital commitments of approximately HK\$2.4 million (31 December 2022: nil).

As at 30 June 2023, the Group did not have any significant contingent liabilities (31 December 2022: nil).

於2023年6月30日，本集團的借款總額約為5.6百萬港元(2022年12月31日：無)，其中主要包括短期借款約5.6百萬港元(2022年12月31日：無)。於2023年6月30日，本集團的借款總額約5.6百萬港元(2022年12月31日：無)乃以固定利率計息。

有關借款的進一步詳情載於本報告簡明綜合財務報表附註13。

於2023年6月30日，本集團擁有租賃負債總額約14.0百萬港元(2022年12月31日：約12.2百萬港元)，其中短期租賃負債約為8.4百萬港元(2022年12月31日：約6.6百萬港元)。

### 外匯風險

當未來商業交易或已確認資產及負債以並非本集團實體功能貨幣之貨幣計值時，則會產生外匯風險。就商業交易而言，由於本集團大部分附屬公司在澳門及香港經營，而大部分交易以港元計值及結算，因此所面臨的外匯風險極低。

就資產及負債而言，大部分貨幣資產及負債以港元、澳門元及美元計值，且由於該等貨幣掛鈎，因此外匯風險被視為極低。本集團認為澳門及香港附屬公司因以人民幣計值的小額貨幣資產及負債而面臨的外匯風險微乎其微。

本集團通過定期檢討本集團的淨外匯風險來管理外匯風險，並旨在通過密切監控將該等風險降至最低。本集團於2023年財政期間及2022年財政期間並無利用任何金融工具對其外幣進行任何對沖活動。

### 資本承擔及或然負債

於2023年6月30日，本集團的資本承擔約為2.4百萬港元(2022年12月31日：無)。

於2023年6月30日，本集團並無任何重大或然負債(2022年12月31日：無)。

## SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There were no significant investment, material acquisition or disposal of subsidiaries and affiliated companies by the Group during FP2023 and FP2022. Save for the business plan as disclosed in the prospectus of the Company dated 29 June 2022 (“**Prospectus**”), there was no plan for material investments or capital assets as at 30 June 2023.

## EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2023, the Group had a total of 337 full-time employees (including four executive directors of the Company (the “**Directors**”) and excluding one non-executive Director and three independent non-executive Directors), as compared to a total of 228 full-time employees as at 30 June 2022. The remuneration packages that the Group offers to its employees include salary, commissions, discretionary bonuses, pension scheme and other cash subsidies. In general, the Group determines employee salaries based on each employee’s qualifications, position and seniority. The Group has designed an annual review system to assess the performance of its employees, which forms the basis of its decisions with respect to salary raises, bonuses and promotions. The total staff costs incurred by the Group for FP2023 were approximately HK\$50.6 million compared to approximately HK\$40.2 million for FP2022. Various on-the-job trainings were provided to the employees.

The remuneration of the Directors is decided by the board of Directors (the “**Board**”) upon recommendation from the remuneration committee of the Company having regard to the Group’s operating results, individual performance and comparable market statistics.

## 重大投資、重大收購或出售附屬公司及聯營公司

本集團於2023年財政期間及2022年財政期間並無重大投資、重大收購或出售附屬公司及聯營公司。除本公司日期為2022年6月29日的招股章程（「招股章程」）披露的業務計劃外，於2023年6月30日，概無重大投資或資本資產計劃。

## 僱員及薪酬政策

於2023年6月30日，本集團共有337名全職僱員（包括四名本公司執行董事（「**董事**」），但不包括一名非執行董事及三名獨立非執行董事），而於2022年6月30日，我們的全職僱員總數為228名。本集團向僱員提供的薪酬待遇包括薪金、佣金、酌情花紅、退休金計劃及其他現金補貼。一般而言，本集團根據每名僱員的資歷、職位及年資釐定僱員薪金。本集團已制定年度檢討制度，以評估其僱員的表現，並以此作為決定加薪、分紅及晉升的依據。本集團於2023年財政期間產生的員工成本總額約為50.6百萬港元，而2022年財政期間則約為40.2百萬港元。各種在職培訓已提供予僱員。

董事的薪酬由董事會（「**董事會**」）根據本公司薪酬委員會經考慮本集團的經營業績、個人表現及可資比較市場統計數據後作出的建議釐定。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### PLEDGE OF ASSETS

As at 30 June 2023, the bank deposit of approximately HK\$53.9 million (31 December 2022: approximately HK\$53.3 million) was restricted for securing banking facilities.

As at 30 June 2023, property, plant and equipment with a net carrying amount of approximately HK\$4.2 million (31 December 2022: nil) was pledged as collateral for the Group's borrowings (note 13).

#### EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this report, there are no other significant events after the end of the reporting period that either request adjustment to the financial statement or are material to the understanding of the Group's current position.

#### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor its subsidiaries have purchased, redeemed or sold any of the Company's listed securities during FP2023 and up to the date of this report.

#### INTERIM DIVIDEND

The Directors do not recommend the payment of any interim dividend for FP2023 (FP2022: Nil).

#### 資產質押

於2023年6月30日，銀行存款約53.9百萬港元（2022年12月31日：約53.3百萬港元）因取得銀行融資而受限。

於2023年6月30日，賬面淨值約4.2百萬港元（2022年12月31日：無）的物業、廠房及設備亦抵押作為本集團借款的抵押品（附註13）。

#### 報告期後事項

除本報告所披露者外，於報告期結束後並無發生須對財務報表作出調整，或對了解本集團目前狀況屬重大的其他重大事件。

#### 購買、贖回或出售本公司的上市證券

於2023年財政期間及直至本報告日期止期間，本公司或其附屬公司概無購買、贖回或出售本公司的任何上市證券。

#### 中期股息

董事並不建議派付2023年財政期間的任何中期股息（2022年財政期間：無）。

# CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS 簡明綜合損益表

		Six months ended 30 June 截至6月30日止六個月		
		Notes 附註	2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	3	394,144	247,015
Cost of sales	銷售成本	4	(342,991)	(197,903)
<b>Gross profit</b>	<b>毛利</b>		<b>51,153</b>	49,112
Selling and distribution expenses	銷售及分銷開支	4	(12,404)	(10,805)
General and administrative expenses	一般及行政開支	4	(33,800)	(29,159)
Other income and other net gains	其他收入及其他淨收益		883	1,542
Reversal for impairment losses on financial assets and contract assets	金融資產及合約資產的減值虧損撥回	4	484	315
Research and development expenses	研究與開發開支	4	(4,306)	-
<b>Operating profit</b>	<b>經營溢利</b>		<b>2,010</b>	11,005
Finance income	融資收入	5	1,125	387
Finance costs	融資成本	5	(398)	(1,645)
Finance income/(costs) – net	融資收入/(成本)淨額	5	727	(1,258)
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>		<b>2,737</b>	9,747
Income tax expense	所得稅開支	6	(1,499)	(2,611)
<b>Profit for the period</b>	<b>期內溢利</b>		<b>1,238</b>	7,136
<b>Earnings per share attributable to shareholders of the Company (expressed in HK cent per Share)</b>	<b>本公司股東應佔每股盈利 (以每股港仙為單位)</b>			
Basic earnings per Share	每股基本盈利	8	0.25	2.06
Diluted earnings per Share	每股攤薄盈利	8	0.25	2.03

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
簡明綜合中期財務資料

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 簡明綜合全面收入表

		Six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Profit for the period</b>	期內溢利	<b>1,238</b>	7,136
<b>Other comprehensive income/(loss)</b> <i>Item that may be reclassified subsequently to profit or loss</i>	其他全面收入／(虧損) <i>其後或會重新分類至損益的項目</i>		
Currency translation differences	匯兌差額	<b>104</b>	(271)
<b>Total comprehensive income for the period attributable to shareholders of the Company, net of tax</b>	本公司股東應佔期內全面收入總額，扣除稅項	<b>1,342</b>	6,865

**CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**簡明綜合中期財務資料**

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**      **簡明綜合財務狀況表**

		Notes 附註	As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>Assets</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	9	16,205	14,861
Right-of-use assets	使用權資產		12,935	11,398
Intangible assets	無形資產	10	1,172	1,582
Deferred tax assets	遞延稅項資產		1,379	1,379
Finance lease receivables	融資租賃應收款項		9,720	8,736
Contract assets	合約資產		7,341	8,669
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產		109	-
Deposits	按金		11,716	11,503
Prepayments and contract costs	預付款項及合約成本		9,869	7,118
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>70,446</b>	65,246
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		38,682	56,569
Deposits and other receivables	按金及其他應收款項		13,527	10,815
Prepayments and contract costs	預付款項及合約成本		62,359	49,024
Finance lease receivables	融資租賃應收款項		6,403	5,301
Contract assets	合約資產		106,202	79,818
Trade receivables	貿易應收款項	11	132,501	147,447
Amount due from non-controlling interests	應收非控股股東權益款項		-	4
Restricted cash	受限制現金		53,948	53,317
Cash and cash equivalents	現金及現金等價物		28,696	105,519
<b>Total current assets</b>	<b>流動資產總額</b>		<b>442,318</b>	507,814
<b>Total assets</b>	<b>資產總額</b>		<b>512,764</b>	573,060

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
簡明綜合中期財務資料

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued) 簡明綜合財務狀況表(續)

		Notes 附註	As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>Equity</b>	<b>權益</b>			
Share capital	股本	14	5,000	5,000
Share premium	股份溢價	14	168,033	168,033
Reserves	儲備	15	159,332	157,990
			<b>332,365</b>	331,023
Non-controlling interests	非控股股東權益		–	–*
<b>Total equity</b>	<b>權益總額</b>		<b>332,365</b>	331,023
<b>Liabilities</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		5,568	5,511
Contract liabilities	合約負債		3,371	3,503
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>8,939</b>	9,014
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	12	122,960	135,553
Contract liabilities	合約負債		28,791	84,735
Lease liabilities	租賃負債		8,393	6,647
Income tax payable	應付所得稅		5,760	6,088
Borrowings	借款	13	5,556	–
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>171,460</b>	233,023
<b>Total liabilities</b>	<b>負債總額</b>		<b>180,399</b>	242,037
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>512,764</b>	573,060

\* Less than HK\$1,000

\* 少於1,000港元

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
簡明綜合中期財務資料

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**      簡明綜合權益變動表

		Share capital 股本 HK\$'000 千港元 (Note 14) (附註14)	Share premium 股份溢價 HK\$'000 千港元 (Note 14) (附註14)	Reserves 儲備 HK\$'000 千港元 (Note 15) (附註15)	Total equity 總權益 HK\$'000 千港元
<b>At 1 January 2022 (Audited)</b>	於2022年1月1日 (經審核)	–*	48,101	120,782	168,883
Profit for the period	期內溢利	–	–	7,136	7,136
<b>Other comprehensive loss for the period</b>	期內其他全面虧損				
– Currency translation differences	– 匯兌差額	–	–	(271)	(271)
<b>Total comprehensive income for the period</b>	期內全面收入總額	–	–	6,865	6,865
<b>At 30 June 2022 (Unaudited)</b>	於2022年6月30日 (未經審核)	–*	48,101	127,647	175,748

\* Less than HK\$1,000

\* 少於1,000港元

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
簡明綜合中期財務資料

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued) 簡明綜合權益變動表(續)

		Share capital	Share premium	Reserves	Non-controlling interest	Total equity
		股本	股份溢價	儲備	非控股股東權益	總權益
		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
		(Note 14)	(Note 14)	(Note 15)		
		(附註14)	(附註14)	(附註15)		
<b>At 1 January 2023 (Audited)</b>	於2023年1月1日 (經審核)	5,000	168,033	157,990	–*	331,023
Profit for the period	期內溢利	–	–	1,238	–	1,238
<b>Other comprehensive income for the period</b>	期內其他全面收入					
– Currency translation differences	– 匯兌差額	–	–	104	–	104
<b>Total comprehensive income for the period</b>	期內全面收入總額	–	–	1,342	–	1,342
<b>At 30 June 2023 (Unaudited)</b>	於2023年6月30日 (未經審核)	5,000	168,033	159,332	–	332,365

\* Less than HK\$1,000

\* 少於1,000港元

**CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**簡明綜合中期財務資料**

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**      **簡明綜合現金流量表**

		<b>Six months ended 30 June</b> 截至6月30日止六個月	
		<b>2023</b> <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Cash (used in)/generated from operations	經營(所用)/所得現金	<b>(73,355)</b>	8,824
Income tax paid	已付所得稅	<b>(1,827)</b>	-
Interest received	已收利息	<b>745</b>	5
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額	<b>(74,437)</b>	8,829
<b>Cash flows from investing activities</b>	<b>投資活動所得現金流量</b>		
Purchases of property, plant and equipment	購買物業、廠房及設備	<b>(3,212)</b>	(1,801)
Purchases of intangible assets	購買無形資產	<b>(23)</b>	(126)
Interest received	已收利息	<b>380</b>	382
Net cash used in investing activities	投資活動所用現金淨額	<b>(2,855)</b>	(1,545)
<b>Cash flows from financing activities</b>	<b>融資活動所得現金流量</b>		
Drawdown of borrowings	提取借款	<b>5,550</b>	30,900
Repayment of borrowings	償還借款	-	(31,293)
Interest paid	已付利息	-	(413)
Payment for listing expenses	支付上市開支	-	(1,158)
Capital element of lease rentals paid	已付租金的資本部分	<b>(4,261)</b>	(3,679)
Interest element of lease rentals paid	已付租金的利息部分	<b>(348)</b>	(215)
Increase in restricted cash	受限制現金增加	<b>(631)</b>	-
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	<b>310</b>	(5,858)



CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
簡明綜合中期財務資料

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (continued) 簡明綜合現金流量表(續)

		Six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Net (decrease)/increase in cash and cash equivalents</b>	現金及現金等價物(減少)/增加淨額	<b>(76,982)</b>	1,426
Effect on exchange difference	匯兌差額的影響	159	(88)
<b>Cash and cash equivalents at beginning of the period</b>	期初現金及現金等價物	<b>105,519</b>	14,485
<b>Cash and cash equivalents at end of the period</b>	期末現金及現金等價物	<b>28,696</b>	15,823
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	現金及現金等價物結餘分析		
<b>Cash and bank balances</b>	現金及銀行結餘	<b>28,696</b>	15,823

# CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料

### NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

For the six months ended 30 June 2023

#### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 18 February 2021 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) on 7 June 2021. The address of the Company's registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company and its subsidiaries are principally engaged in provision of Professional IT services, Managed services, IT equipment leasing, IT maintenance and consultancy services, and distribution and resale of packaged hardware and software in Macau, Hong Kong and the PRC.

The principal places of operations of the Group are in Macau, Hong Kong and the PRC.

The ultimate holding company of the Company is Tai Wah (BVI) Holdings Limited (“**Tai Wah**”), a company incorporated in the British Virgin Islands and is wholly owned by Mr. Chao Ka Chon (“**Mr. Chao**”).

The shares of the Company (the “**Shares**”) were listed on the Stock Exchange on 15 July 2022 (the “**Listing Date**”) (the “**Listing**”).

The unaudited condensed consolidated financial information for FP2023 (“**Interim Financial Information**”) is presented in Hong Kong dollars (“**HK\$**”), unless otherwise stated.

The Interim Financial Information is unaudited but have been reviewed by the audit committee of the Company (the “**Audit Committee**”), including the accounting principles and practices adopted by the Group.

### 簡明綜合中期財務資料附註

截至2023年6月30日止六個月

#### 1. 一般資料

本公司於2021年2月18日在開曼群島註冊成立為獲豁免有限公司，2021年6月7日根據香港法例第622章公司條例第16部註冊為非香港公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司為投資控股公司，其附屬公司主要於澳門、香港及中國提供專業IT服務、託管服務、IT設備租賃、IT維護及諮詢服務，以及分銷及轉售套裝硬件及軟件。

本集團主要營業地點位於澳門、香港及中國。

本公司的最終控股公司為Tai Wah (BVI) Holdings Limited(「**Tai Wah**」)，該公司於英屬處女群島註冊成立，由周家俊先生(「**周先生**」)全資擁有。

本公司股份(「**股份**」)於2022年7月15日(「**上市日期**」)在聯交所上市(「**上市**」)。

除另有說明外，2023年財政期間的未經審核簡明綜合財務資料(「**中期財務資料**」)以港元(「**港元**」)呈列。

中期財務資料未經審核，但已由本公司審核委員會(「**審核委員會**」)審閱，包括本集團所採納的會計原則及慣例。

# CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料

### 2. BASIS OF PRESENTATION

The Interim Financial Information has been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting”, issued by the International Accounting Standards Board.

The Interim Financial Information does not include all the notes of the type normally included in annual financial statements. The Interim Financial Information should be read in conjunction with the annual report for the year ended 31 December 2022 (“Annual Report”) and any announcement made which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) by the Group.

The accounting policies used in the preparation of the Interim Financial Information are consistent with those used in the previous financial year and corresponding interim period in 2022, except for the adoption of certain new and amended standards which has no significant impact on the results and the financial position of the Group.

### 3. SEGMENT INFORMATION

The Group is principally engaged in the provision of Professional IT services, Managed services, IT equipment leasing, IT maintenance and consultancy services, as well as distribution and resale of packaged hardware and software. The performance of the Group is subject to seasonal fluctuations. The Group’s business activities, for which discrete financial statements are available, are regularly reviewed and evaluated by the chief operating decision-makers (“CODMs”). The CODMs have been identified as the Directors. The Directors regard the Group’s business as a single operating segment and review the condensed consolidated financial statements accordingly. As the Group has only one operating segment qualified as reporting segment under IFRS 8 and the information that regularly reviewed by the Directors for the purposes of allocating resources and assessing performance of the operating segment is the financial statements of the Group, no separate segmental analysis is presented in the condensed consolidated financial information. The Directors assess the performance based on profit before income tax. The amounts provided to the Directors with respect to total assets and total liabilities are measured in a manner consistent with that in the condensed consolidated statements of financial position.

### 2. 呈列基準

中期財務資料乃根據國際會計準則理事會頒佈的國際會計準則第34號「中期財務報告」編製。

中期財務資料不包括年度財務報表一般包含的所有類型的附註。中期財務資料應與由本集團按照國際財務報告準則（「國際財務報告準則」）編製的截至2022年12月31日止年度之年報（「年報」）及任何公告一併閱讀。

除採用了對本集團業績及財務狀況並無重大影響的若干新訂及經修訂準則外，編製中期財務資料所使用的會計政策與先前財政年度及2022年相應中期期間所採用者一致。

### 3. 分部資料

本集團的主營業務為提供專業IT服務、託管服務、IT設備租賃、IT維護及諮詢服務以及分銷及轉售套裝硬件及軟件。本集團的業績受季節性波動影響。主要經營決策人（「主要經營決策人」）定期檢討並評估本集團的業務活動，而各項活動備有獨立的財務報表。主要經營決策人認為董事。董事將本集團的業務視作單一營運分部，並相應檢討簡明綜合財務報表。就分配資源及評估經營分部的表現而言，由於本集團僅有一個經營分部符合國際財務報告準則第8號規定的呈報分部，董事定期審查之有關資料乃本集團的財務報表，故並無於簡明綜合財務資料呈列單獨的分部分析。董事基於除所得稅前溢利評估表現。向董事提供的資產總額及負債總額，其金額乃按簡明綜合財務狀況表的相同方式計量。

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
簡明綜合中期財務資料

**3. SEGMENT INFORMATION** (continued)  
**(a) Revenue by business line and nature**

**3. 分部資料**(續)  
**(a) 按業務線及性質劃分的收益**

		Six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Enterprise IT solutions</b>	<b>企業IT解決方案</b>		
Professional IT services	專業IT服務	227,217	91,951
Managed services	託管服務	11,936	12,390
Lease income from IT equipment	IT設備所得租賃收入	5,207	671
IT maintenance and consultancy services	IT維護及諮詢服務	22,401	45,656
		<b>266,761</b>	150,668
<b>Distribution and resale</b>	<b>分銷及轉售</b>		
Distribution	分銷	63,934	72,353
Resale	轉售	63,449	23,994
		<b>127,383</b>	96,347
<b>Total revenue</b>	<b>總收益</b>	<b>394,144</b>	247,015

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
簡明綜合中期財務資料

3. SEGMENT INFORMATION (continued)

(b) Timing of revenue recognition

		Six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Recognised at a point in time	於某一時間點確認	131,471	99,998
Recognised over time	於一段時間內確認	257,466	146,346
Revenue from contracts with customers	來自客戶合約的收益	388,937	246,344
Lease income from IT equipment	IT設備所得租賃收入	5,207	671
<b>Total revenue</b>	<b>總收益</b>	<b>394,144</b>	247,015

3. 分部資料(續)

(b) 收益確認時間

(c) Revenue recognition method

		Six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Recognised on a gross basis	按總額基準確認	386,364	242,630
Recognised on a net basis	按淨額基準確認	2,573	3,714
Revenue from contracts with customers	來自客戶合約的收益	388,937	246,344
Lease income from IT equipment	IT設備所得租賃收入	5,207	671
<b>Total revenue</b>	<b>總收益</b>	<b>394,144</b>	247,015

(c) 收益確認方法

**CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**簡明綜合中期財務資料**

**3. SEGMENT INFORMATION (continued)**

**(d) Revenue from top customer**

Revenue from external party contributing 10% or more of the total revenue of the Group is as follows:

		<b>Six months ended 30 June</b> 截至6月30日止六個月	
		<b>2023</b> <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Customer A	客戶A	<b>83,456</b>	N/A不適用*
Customer B	客戶B	<b>81,008</b>	N/A不適用*

\* The corresponding revenue did not contribute 10% or more of the total revenue of the Group for FP2022.

**(e) Revenue by geographical locations (as determined by the country/region of domicile which the Group operates)**

**3. 分部資料(續)**

**(d) 來自最大客戶的收益**

以下為來自對本集團的總收益貢獻10%或以上的外部單位的收益：

		<b>Six months ended 30 June</b> 截至6月30日止六個月	
		<b>2023</b> <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Customer A	客戶A	<b>83,456</b>	N/A不適用*
Customer B	客戶B	<b>81,008</b>	N/A不適用*

\* 於2022年財政期間，相應收益對本集團總收益的貢獻不達10%。

**(e) 按地理位置劃分的收益(按本集團經營所在的國家/地區釐定)**

		<b>Six months ended 30 June</b> 截至6月30日止六個月	
		<b>2023</b> <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Macau	澳門	<b>216,988</b>	143,088
Hong Kong	香港	<b>82,427</b>	85,270
The PRC	中國	<b>94,729</b>	18,657
<b>Total revenue</b>	<b>總收益</b>	<b>394,144</b>	247,015

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
 簡明綜合中期財務資料

3. SEGMENT INFORMATION (continued)

(f) Non-current assets (other than financial instruments and deferred tax assets) by geographical locations

3. 分部資料(續)

(f) 按地理位置劃分的非流動資產  
 (金融工具及遞延稅項資產除外)

		As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Macau	澳門	25,292	22,724
Hong Kong	香港	8,724	5,956
The PRC	中國	13,506	14,948
		<b>47,522</b>	43,628

**CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**簡明綜合中期財務資料**

**4. EXPENSES BY NATURE**

**4. 按性質劃分的開支**

		<b>Six months ended 30 June</b> 截至6月30日止六個月	
		<b>2023</b> <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Cost of inventories sold and services provided	已售存貨及已提供服務的成本	<b>322,604</b>	179,620
Employee benefits expenses (including directors' emoluments)	僱員福利開支 (包括董事薪酬)	<b>50,571</b>	40,235
Entertaining and travelling expenses	酬酢及差旅開支	<b>1,865</b>	906
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>2,530</b>	2,103
Depreciation of right-of-use assets	使用權資產折舊	<b>4,495</b>	3,674
Amortisation of intangible assets	無形資產攤銷	<b>433</b>	415
Short-term operating lease expenses	短期經營租賃開支	<b>39</b>	174
Network security maintenance expenses	網絡安全維護開支	<b>709</b>	940
Legal and professional services	法律及專業服務	<b>906</b>	372
Auditors' remuneration	核數師酬金		
– Audit services	– 核數服務	<b>1,095</b>	510
– Non-audit services	– 非核數服務	<b>20</b>	–
Listing expenses	上市開支	<b>–</b>	5,649
Provision for impairment of inventories	存貨減值撥備	<b>2,430</b>	257
Reversal of impairment losses on financial assets and contract assets	金融資產及合約資產的減值虧損撥回	<b>(484)</b>	(315)
Others	其他	<b>5,804</b>	3,012
		<b>393,017</b>	237,552



CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
 簡明綜合中期財務資料

4. EXPENSES BY NATURE (continued)

4. 按性質劃分的開支(續)

		Six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Analysed by	經分析		
Cost of sales	銷售成本	342,991	197,903
Selling and distribution expenses	銷售及分銷開支	12,404	10,805
General and administrative expenses	一般及行政開支	33,800	29,159
Research and development expenses	研究與開發開支	4,306	–
Reversal of impairment losses on financial assets and contract assets	金融資產及合約資產的減值 虧損撥回	(484)	(315)
		<b>393,017</b>	237,552

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
簡明綜合中期財務資料

5. FINANCE INCOME AND COSTS

5. 融資收入及成本

		Six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Finance income</b>	<b>融資收入</b>		
– Bank deposits	– 銀行存款	745	5
– Finance lease receivables	– 融資租賃應收款項	291	356
– Financing components in relation to contracts with customers	– 客戶合約的相關融資部分	89	26
		<b>1,125</b>	387
<b>Finance costs</b>	<b>融資成本</b>		
– Lease liabilities	– 租賃負債	382	215
– Borrowings	– 借款	6	410
– Financial liability for redeemable rights	– 可贖回權的金融負債	–	1,006
– Others	– 其他	10	14
		<b>398</b>	1,645
Finance income/(costs) – net	融資收入/(成本)淨額	<b>727</b>	(1,258)

## CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料

### 6. INCOME TAX EXPENSE

### 6. 所得稅開支

		Six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Current income tax</b>	<b>即期所得稅</b>		
– Macau complementary tax	– 澳門所得補充稅	1,499	2,045
– Hong Kong profits tax	– 香港利得稅	–	526
– Adjustments for current income tax of prior years	– 就過往年度即期所得稅的調整	–	2
		<b>1,499</b>	<b>2,573</b>
Deferred income tax expense	遞延所得稅開支	–	38
Income tax expense	所得稅開支	<b>1,499</b>	<b>2,611</b>

The Group's principal applicable taxes and tax rates are as follows:

#### Cayman Islands and British Virgin Islands

Under the prevailing laws of the Cayman Islands, the Company is not subject to tax on income or capital gains. In addition, no Cayman Islands withholding tax is payable on dividend payments by the Company to its shareholders. The Group's entities incorporated in the British Virgin Islands are not subject to tax on income or capital gains.

#### Macau

The entities within the Group incorporated in Macau are subject to Macau profits tax at a fixed rate of 12% on the taxable income above MOP600,000 for FP2023 and FP2022.

本集團的主要適用稅項及稅率如下：

#### 開曼群島及英屬處女群島

根據開曼群島現行法律，本公司毋須就收入或資本收益支付稅項。此外，本公司毋須就支付股息予股東而支付開曼群島預扣稅。本集團於英屬處女群島註冊成立的實體毋須就收入或資本收益徵稅。

#### 澳門

於2023年財政期間及2022年財政期間，於澳門註冊成立的本集團內實體須就高於600,000澳門元的應課稅收入按固定稅率12%支付澳門利得稅。

## 6. INCOME TAX EXPENSE (continued)

### Hong Kong

In March 2018, the government of the Hong Kong Special Administrative Region (“HKSAR”) introduced a two-tiered profits tax rates regime by enacting the Inland Revenue (Amendment) (No. 3) Ordinance 2018 (the “Ordinance”). Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporations is taxed at 8.25% and the remaining assessable profits at 16.5%. The Ordinance is effective from the year of assessment 2018 to 2019. The provisions for Hong Kong Profits Tax of the nominated subsidiary for FP2023 and FP2022 are calculated in accordance with the two-tiered profits tax rates regime; while the provisions, if any, for the other subsidiary incorporated in Hong Kong remain calculated at 16.5%.

### The PRC

Mainland corporate income tax (“CIT”) was made on the estimated assessable profits of the entities within the Group incorporated and operating in the PRC and was calculated in accordance with the relevant tax rules and regulations of the PRC. The general CIT rate is 25% for FP2023 and FP2022.

### Withholding tax on undistributed profits

According to the relevant tax rules and regulations of the PRC, distribution to foreign investors of profits earned by PRC companies since 1 January 2008 is subject to withholding tax of 5% or 10%, depending on the country of incorporation of the foreign investors’ foreign incorporated immediate holding companies.

During FP2023 and FP2022, there were no unremitted earnings whose distribution to owners from PRC subsidiaries that are subject to withholding tax of 5%. No deferred tax liabilities were provided on the unremitted earnings.

## 7. DIVIDEND

No interim dividend was paid or declared by the Company during FP2023 and FP2022.

## 6. 所得稅開支(續)

### 香港

於2018年3月，香港特別行政區(「香港特區」)政府通過制定《2018年稅務(修訂)(第3號)條例》(「條例」)，引入利得稅率兩級制。根據利得稅率兩級制，合資格企業的首2百萬港元應課稅溢利的稅率為8.25%，其餘應課稅溢利則按16.5%徵稅。條例自2018年至2019年的課稅年度起生效。於2023年財政期間及2022年財政期間，指定附屬公司的香港利得稅的撥備乃根據利得稅率兩級制計提；而其他在香港註冊成立的附屬公司，則仍然按16.5%計提撥備(如有)。

### 中國

內地企業所得稅(「企業所得稅」)乃根據中國註冊成立及營運的本集團內實體的估計應課稅溢利，按中國有關稅項規則及法規計算。於2023年財政期間及2022年財政期間，整體企業所得稅稅率為25%。

### 未分配溢利的預扣稅

根據中國有關稅項規則及法規，自2008年1月1日起，凡向外國投資者分派中國公司賺取的溢利，視乎外國投資者於外國註冊成立的直接控股公司的註冊成立國家而定，須支付5%或10%的預扣稅。

於2023年財政期間及2022年財政期間，並無向中國附屬公司擁有人派發的未匯出盈利須繳納5%的預扣稅。並無就未匯出盈利計提遞延所得稅負債。

## 7. 股息

本公司於2023年財政期間及2022年財政期間並無派付或宣派中期股息。

## CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料

#### 8. EARNINGS PER SHARE

##### (a) Basic earnings per Share

Basic earnings per Share is calculated by dividing the profit attributable to owners of the Company (the "Shareholders") by the weighted average number of Shares in issue during FP2023 and FP2022.

#### 8. 每股盈利

##### (a) 每股基本盈利

於2023年財政期間及2022年財政期間，每股基本盈利乃按本公司擁有人（「股東」）應佔溢利除以已發行股份之加權平均數計算。

		Six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Profits attributable to the Shareholders (HK\$'000)	股東應佔溢利(千港元)	1,238	7,136
Weighted average number of ordinary Shares in issue for basic earnings per Share (thousand shares)	就計算每股基本盈利的已發行普通股之加權平均數(千股)	500,000	346,930
<b>Basic earnings per Share (HK cent)</b>	<b>每股基本盈利(港仙)</b>	<b>0.25</b>	2.06

**CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**簡明綜合中期財務資料**

**8. EARNINGS PER SHARE (continued)**

**(b) Diluted earnings per Share**

Diluted earnings per Share is calculated by adjusting the profit attributable to the Shareholders and the weighted average number of ordinary Shares outstanding to assume conversion of all potentially dilutive Shares.

For FP2022, the Group had one category of potentially dilutive Shares – ordinary Shares with redemption rights. The exercise of the redemption rights would be dilutive if the exercise price of such Shares is above the average market price. There were no potentially dilutive Shares during FP2023. Accordingly, diluted earnings per Share is the same as the basic earnings per Share for FP2023.

**8. 每股盈利(續)**

**(b) 每股攤薄盈利**

計算每股攤薄盈利時，假設所有潛在攤薄股份均已轉換，並對股東應佔溢利及發行在外普通股的加權平均數作出調整。

於2022年財政期間，本集團有一類潛在攤薄股，即具贖回權的普通股。倘該類股份行使價超出平均市價，行使贖回權時將被攤薄。於2023年財政期間並無任何潛在攤薄股份。因此，於2023年財政期間，每股攤薄盈利與每股基本盈利相同。

**Six months ended 30 June**  
**截至6月30日止六個月**

		<b>2023</b> <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2022 <b>HK\$'000</b> 千港元 (Unaudited) (未經審核)
Profits attributable to the Shareholders (HK\$'000)	股東應佔溢利(千港元)	<b>1,238</b>	7,136
Weighted average number of ordinary Shares in issue for diluted earnings per Share (thousand shares)	就計算每股攤薄盈利的已發行普通股之加權平均數(千股)	<b>500,000</b>	352,376
<b>Diluted earnings per Share (HK cent)</b>	<b>每股攤薄盈利(港仙)</b>	<b>0.25</b>	2.03

## CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料

### 9. PROPERTY, PLANT AND EQUIPMENT

### 9. 物業、廠房及設備

		Computer equipment 電腦設備 HK\$'000 千港元	Furniture and fixture 傢俱傢俬 HK\$'000 千港元	Office equipment 辦公設備 HK\$'000 千港元	Leasehold improvement 租賃改良 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Motor vehicle 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 December 2022</b> (Audited)	於2022年12月31日 (經審核)								
Cost	成本	12,818	1,562	1,143	12,519	5,463	628	1,705	35,838
Accumulated depreciation	累計折舊	(8,974)	(726)	(651)	(9,256)	(1,129)	(241)	-	(20,977)
Net carrying amount	賬面淨值	3,844	836	492	3,263	4,334	387	1,705	14,861
<b>Six months ended 30 June 2023 (Unaudited)</b>	截至2023年6月30日 止六個月 (未經審核)								
Opening net carrying amount	期初賬面淨值	3,844	836	492	3,263	4,334	387	1,705	14,861
Additions	添置	3,563	-	37	333	-	-	-	3,933
Depreciation	折舊	(1,209)	(119)	(83)	(926)	(130)	(63)	-	(2,530)
Transfer between categories	各類別之間轉移	-	-	-	1,614	-	-	(1,614)	-
Exchange realignment	匯兌調整	5	-	1	(19)	45	-	(91)	(59)
Closing net carrying amount	期末賬面淨值	6,203	717	447	4,265	4,249	324	-	16,205
<b>At 30 June 2023 (Unaudited)</b>	於2023年6月30日 (未經審核)								
Cost	成本	16,381	1,562	1,180	14,466	5,463	628	-	39,680
Accumulated depreciation	累計折舊	(10,178)	(845)	(733)	(10,201)	(1,214)	(304)	-	(23,475)
Net carrying amount	賬面淨值	6,203	717	447	4,265	4,249	324	-	16,205

For FP2023, the depreciation charges of the Group's property, plant and equipment being recognised and included in "general and administrative expenses" amounted to HK\$2,273,000 (FP2022: HK\$1,778,000); HK\$184,000 were included in the "cost of sales" (FP2022: HK\$325,000); and HK\$73,000 (FP2022: nil) were included in "research and development expenses".

As at 30 June 2023, property, plant and equipment with a net carrying amount of approximately HK\$4,249,000 (31 December 2022: nil) was pledged as collateral for the Group's borrowings.

於2023年財政期間，已確認並計入「一般及行政開支」的本集團物業、廠房及設備的折舊費用為2,273,000港元(2022年財政期間：1,778,000港元)；而184,000港元(2022年財政期間：325,000港元)計入「銷售成本」；而73,000港元(2022年財政期間：無)計入「研究與開發開支」。

於2023年6月30日，賬面淨值約4,249,000港元(2022年12月31日：無)的物業、廠房及設備亦抵押作為本集團借款的抵押品。

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
簡明綜合中期財務資料

10. INTANGIBLE ASSETS

10. 無形資產

		Software 軟件 HK\$'000 千港元
<b>At 31 December 2022 (Audited)</b>		
Cost	於2022年12月31日(經審核) 成本	4,577
Accumulated amortisation	累計攤銷	(2,995)
<hr/>		
Net carrying amount	賬面淨值	1,582
<hr/>		
<b>Six months ended 30 June 2023 (Unaudited)</b>		
Opening net carrying amount	截至2023年6月30日止六個月(未經審核) 期初賬面淨值	<b>1,582</b>
Additions	添置	<b>23</b>
Amortisation	攤銷	<b>(433)</b>
<hr/>		
Closing net carrying amount	期末賬面淨值	<b>1,172</b>
<hr/>		
<b>At 30 June 2023 (Unaudited)</b>		
Cost	於2023年6月30日(未經審核) 成本	<b>4,600</b>
Accumulated amortisation	累計攤銷	<b>(3,428)</b>
<hr/>		
Net carrying amount	賬面淨值	<b>1,172</b>

For FP2023, the amortisation charges of the Group's intangible assets being recognised and included in "general and administrative expenses" amounted to HK\$433,000 (FP2022: HK\$415,000).

於2023年財政期間，已確認並計入「一般及行政開支」的本集團無形資產的攤銷費用為433,000港元(2022年財政期間：415,000港元)。



## CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料

### 11. TRADE RECEIVABLES

### 11. 貿易應收款項

		As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Due from third parties	應收第三方款項	133,542	149,253
Less: loss allowance	減：虧損撥備	(1,041)	(1,806)
Total trade receivables, net of allowance	貿易應收款項總值，扣除撥備	132,501	147,447

Due to the short-term nature of the trade receivables, their carrying amounts are considered to be the same as their fair values.

The credit terms of trade receivables granted by the Group are generally one to three months. The ageing analysis of the trade receivables based on invoice date is as follows:

貿易應收款項屬短期性質，故其賬面值視為與公平值相同。

本集團一般授予貿易應收款項一至三個月的信貸期。按發票日期劃分的貿易應收款項賬齡分析如下：

		As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Up to 3 months	3個月內	110,070	114,727
Over 3 months and within 6 months	3個月以上6個月以內	12,109	12,385
Over 6 months and within 1 year	6個月以上1年以內	2,416	4,058
Over 1 year	1年以上	8,947	18,083
		133,542	149,253

**CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**簡明綜合中期財務資料**

**12. TRADE AND OTHER PAYABLES**

**12. 貿易及其他應付款項**

		<b>As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	<b>As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)</b>
Trade payables	貿易應付款項	<b>109,723</b>	116,385
Salaries payable	應付工資	<b>6,426</b>	10,148
Accrued expenses	應計開支	<b>4,718</b>	4,235
Other taxes payable	其他應付稅項	<b>378</b>	785
Other payables	其他應付款項	<b>1,712</b>	2,107
Provision for onerous contract	虧損合約撥備	<b>3</b>	1,893
		<b>122,960</b>	135,553

Other than the bank guarantee requested by a supplier, trade payables are unsecured and are usually paid within one to three months from recognition.

除供應商要求的銀行擔保外，貿易應付款項並無抵押，一般須於確認後一至三個月內繳付。

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature.

貿易及其他應付款項屬短期性質，故其賬面值視為與公平值相同。

Trade payables primarily represent payables for inventories. The ageing analysis of the trade payables based on invoice date is as follows:

貿易應付款項主要指存貨應付款項。按發票日期劃分的貿易應付款項賬齡分析如下：

		<b>As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	<b>As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)</b>
Within 1 month	1個月內	<b>78,403</b>	83,283
Over 1 month and within 3 months	1個月以上3個月以內	<b>20,897</b>	26,314
Over 3 months and within 1 year	3個月以上1年以內	<b>10,366</b>	6,702
Over 1 year	1年以上	<b>57</b>	86
		<b>109,723</b>	116,385

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION  
 簡明綜合中期財務資料

13. BORROWINGS

13. 借款

		As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>Current portion</b>	<b>流動部分</b>		
Secured bank loans	有抵押銀行貸款	<b>5,556</b>	–

(a) Bank borrowings are pledged as shown in the below:

(a) 已抵押的銀行借款載於下文：

		As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Secured bank loans pledged by a property owned by the Group	由本集團所擁有的一項物業抵押的有抵押銀行貸款		
– At fixed rate of 3.65% per annum	– 按固定年利率3.65%	<b>5,556</b>	–

**CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**簡明綜合中期財務資料**

**13. BORROWINGS (continued)**

- (b) As at 30 June 2023 and 31 December 2022, the Group has unutilised borrowing facilities amounted to HK\$55,550,000 and HK\$50,000,000, respectively.

The Group's borrowings as at the reporting dates are denominated in the following currency:

	<b>As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	<b>As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)</b>
RMB 人民幣	<b>5,556</b>	–

The weighted average effective interest rates as at the reporting dates are set out as follows:

	<b>As at 30 June 2023 於2023年 6月30日 (Unaudited) (未經審核)</b>	<b>As at 31 December 2022 於2022年 12月31日 (Audited) (經審核)</b>
Secured bank loans 有抵押銀行貸款	<b>3.65%</b>	–

**13. 借款(續)**

- (b) 於2023年6月30日及2022年12月31日，本集團未動用的借款融資分別為55,550,000港元及50,000,000港元。

本集團於報告日期的借款乃以下列貨幣計值：

	<b>As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	<b>As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)</b>
RMB 人民幣	<b>5,556</b>	–

於報告日期的加權平均實際利率載列如下：

	<b>As at 30 June 2023 於2023年 6月30日 (Unaudited) (未經審核)</b>	<b>As at 31 December 2022 於2022年 12月31日 (Audited) (經審核)</b>
Secured bank loans 有抵押銀行貸款	<b>3.65%</b>	–

## CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料

### 13. BORROWINGS (continued)

- (b) (continued)  
The maturity dates of the borrowings are analysed as follows:

		<b>As at 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	As at 31 December 2022 於2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Within 1 year	1年內	<b>5,556</b>	–

The fair values of the Group's borrowings are not materially different to their carrying amounts, since the interest payable on those borrowings is either close to current market rates or the borrowings are of a short-term nature. The Group has complied with the financial covenants of its borrowing facilities during the periods.

### 13. 借款(續)

- (b) (續)  
借款的到期日分析如下：

本集團借款的公平值與其賬面值並無重大差異，是由於該等借款的應付利息接近於當前市場利率，或借款為短期性質所致。於期內，本集團已遵守借款融資的財務承諾。

**CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**簡明綜合中期財務資料**

**14. SHARE CAPITAL**

**14. 股本**

		<b>Number of Shares</b>	<b>Nominal value of Shares</b>
		股份數目 '000 千股	股份面值 HK\$'000 千港元
<b>Authorised</b>	<b>法定</b>		
At 31 December 2022 (Audited) and 30 June 2023 (Unaudited)	於2022年12月31日(經審核)及 2023年6月30日(未經審核)	10,000,000	100,000
		<b>Number of Shares</b>	<b>Nominal value of Shares</b>
		股份數目 '000 千股	股份面值 HK\$'000 千港元
<b>Issued and fully paid</b>	<b>已發行及繳足</b>		
At 31 December 2022 (Audited) and 30 June 2023 (Unaudited)	於2022年12月31日(經審核)及 2023年6月30日(未經審核)	500,000	5,000

**15. RESERVES**

**15. 儲備**

		Capital reserves	Other reserves	Exchange reserve	Legal reserve	Retained earnings	Total
		資本儲備	其他儲備	匯兌儲備	法定儲備	保留盈利	總計
		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
		(Note i)	(Note ii)		(Note iii)		
		(附註i)	(附註ii)		(附註iii)		
<b>At 1 January 2022 (Audited)</b>	於2022年1月1日 (經審核)	1,024	(36,398)	66	12	156,078	120,782
<b>Total comprehensive income for the period</b>	期內全面收入總額						
Profit for the period	期內溢利	-	-	-	-	7,136	7,136
Currency translation differences	匯兌差額	-	-	(271)	-	-	(271)
<b>At 30 June 2022 (Unaudited)</b>	於2022年6月30日 (未經審核)	1,024	(36,398)	(205)	12	163,214	127,647

## CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料

### 15. RESERVES (continued)

### 15. 儲備(續)

		Capital reserves 資本儲備 HK\$'000 千港元 (Note i) (附註i)	Exchange reserve 匯兌儲備 HK\$'000 千港元	Legal reserve 法定儲備 HK\$'000 千港元 (Note ii) (附註ii)	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2023 (Audited)	於2023年1月1日(經審核)	1,024	(2,376)	12	159,330	157,990
<b>Total comprehensive income for the period</b>	<b>期內全面收入總額</b>					
Profit for the period	期內溢利	-	-	-	1,238	1,238
Currency translation differences	匯兌差額	-	104	-	-	104
At 30 June 2023 (Unaudited)	於2023年6月30日 (未經審核)	1,024	(2,272)	12	160,568	159,332

#### (i) Capital reserves

Capital reserves of the Group represent the paid-in capital of the subsidiaries acquired pursuant to the Reorganisation.

#### (ii) Other reserves

Other reserves of the Group are attributable to the ordinary Shares issued on 23 March 2021 of 834 Shares to DA HENG QIN (MACAU) LIMITADA ("DHQ Macau") with redemption rights.

#### (iii) Legal reserve

In accordance with Macau Commercial Code, companies limited by quotas incorporated in Macau should set aside a minimum of 25% of the entity's profit after tax to the legal reserve until the balance of the reserve reaches a level equivalent to 50% of the entity's capital.

#### (i) 資本儲備

本集團的資本儲備指根據重組收購之附屬公司的實繳資本。

#### (ii) 其他儲備

本集團的其他儲備源自於2021年3月23日向大橫琴(澳門)有限公司(「大橫琴(澳門)」)發行附贖回權之834股股份中的普通股。

#### (iii) 法定儲備

根據澳門商法典，於澳門註冊的受股本份額限制的公司，須從實體除稅後溢利撥出最少25%至法定儲備，直至儲備結餘達致相當於實體資本50%的水平為止。

# CORPORATE GOVERNANCE/OTHER INFORMATION

## 企業管治／其他資料

### CORPORATE GOVERNANCE PRACTICES

The Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability. The Company has adopted the code provisions stated in the Corporate Governance Code (“**Corporate Governance Code**”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Except for the deviation from code provision C.2.1 of the Corporate Governance Code, the Company’s corporate governance practices have complied with the Corporate Governance Code since the Listing Date and up to the date of this report. Under code provision C.2.1 of the Corporate Governance Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual. Mr. Chao is the chairman of the Board and the chief executive officer of the Company. In view of the steady development of the Group and the fact that Mr. Chao has been responsible for the day-to-day management of the Group since 2010, the Board believes that, with the support of Mr. Chao’s extensive experience and knowledge in the business of the Group, vesting the roles of both chairman and chief executive officer in Mr. Chao strengthens the consistent and solid leadership of the Group, thereby allowing efficient business planning and decision which is in the best interest of the Group and the Shareholders as a whole.

The Directors consider that the deviation from code provision C.2.1 of the Corporate Governance Code is appropriate in such circumstances. Notwithstanding the above, the Board is of the view that the current management structure is effective for the operations, and sufficient checks and balances are in place. The Board will continue to review the effectiveness of the corporate governance structure of the Company in order to assess whether separation of the roles of chairman of the Board and chief executive officer is necessary.

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code (the “**Model Code**”) for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding dealings in the securities of the Company by the Directors and the Group’s senior management who, because of his/her office or employment, is likely to possess inside information in relation to the Company or its securities.

Having made specific enquiries, all the Directors confirmed that they have complied with the Model Code since the Listing Date and up to the date of this report.

### 企業管治常規

董事認識到將良好企業管治要素納入本集團的管理架構及內部控制程序的重要性，以實現有效問責制。本公司已採納香港聯合交易所有限公司證券上市規則（「**上市規則**」）附錄14所載企業管治守則（「**企業管治守則**」）中的守則條文。

自上市日期起至本報告日期，除與企業管治守則的守則條文第C.2.1條存在偏差外，本公司的企業管治慣例已遵守企業管治守則。根據企業管治守則的守則條文第C.2.1條，主席與首席執行官的角色應有區分，並不應由一人同時兼任。周先生為本公司董事會主席兼首席執行官。由於本集團的穩定發展及周先生自2010年以來一直負責本集團的日常管理，董事會相信，在周先生對本集團業務的豐富經驗及知識的支持下，將主席與首席執行官的角色集中由周先生一人擔任可加強本集團的連貫性及牢固領導力，從而實現有效的業務規劃及決策，此對本集團及股東整體而言屬最佳利益。

董事認為，相關情況與企業管治守則的守則條文第C.2.1條存在偏差乃屬適當。儘管存在上述規定，董事會亦認為當前的管理結構對我們的營運乃屬有效，並已經建立足夠制衡機制。董事會將繼續檢討本公司公司管治結構的有效性，以評估是否有必要將董事會主席與首席執行官的職責分開。

### 證券交易的標準守則

本公司已採用上市規則附錄10所載的上市發行人董事進行證券交易的標準守則（「**標準守則**」）作為其本身董事及本集團高級管理層買賣本公司證券的行為守則，該等董事及高級管理層可能因職務或工作之便而知悉與本公司或其證券有關的內幕消息。

經作出特定查詢後，全體董事確認，彼等自上市日期起至本報告日期止一直遵守標準守則。



## CORPORATE GOVERNANCE/OTHER INFORMATION

### 企業管治／其他資料

#### USE OF PROCEEDS

The net proceeds (the “**Net Proceeds**”) from the Listing amounted to approximately HK\$93.0 million after deducting the underwriting fees and commissions and other listing expenses borne by the Company. As at the date of this report, the Directors are not aware of any material change to the planned use of proceeds as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus. The Company will use the Net Proceeds raised from the global offering on 15 July 2022 (“**Global Offering**”) in accordance with the intended application of the Net Proceeds as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

An analysis of the planned usage of the Net Proceeds as stated in the Prospectus and the actual utilisation of the Net Proceeds for the period from the Listing Date and up to the date of this report are set out below:

#### 所得款項用途

扣除包銷費用及佣金以及本公司承擔的其他上市開支後，上市所得款項淨額（「**所得款項淨額**」）約為93.0百萬港元。於本報告日期，董事並不知悉招股章程「未來計劃及所得款項用途」一節所載的所得款項計劃用途有任何重大變動。本公司將根據招股章程「未來計劃及所得款項用途」一節所載的所得款項淨額擬定用途使用於2022年7月15日所進行全球發售（「**全球發售**」）籌集的所得款項淨額。

招股章程所述的所得款項淨額的計劃用途以及自上市日期起至本報告日期止期間所得款項淨額的實際使用情況分析如下：

Use of proceeds	Percentage of total Net Proceeds	Allocation of Net Proceeds	Utilised Net Proceeds during the period between the date of Annual Report and the date of this report		Unutilised Net Proceeds as at the date of this report
			Unutilised Net Proceeds as at the date of Annual Report	Utilised Net Proceeds during the period between the date of Annual Report and the date of this report	
所得款項用途	佔全部所得款項淨額百分比	所得款項淨額分配 HK\$ million 百萬港元 (Note)	於年報日期未動用的所得款項淨額 HK\$ million 百萬港元	於年報日期已動用的所得款項淨額 HK\$ million 百萬港元	於本報告日期未動用的所得款項淨額 HK\$ million 百萬港元
Capturing business opportunities in the Greater Bay Area 把握大灣區的商機	43.8%	40.7	33.2	3.0	30.2
Upfront costs of two enterprise IT solution projects 兩個企業IT解決方案項目的前期成本	30.4%	28.3	28.3	–	28.3
Strengthening the product development capabilities 加強產品開發能力	15.8%	14.7	10.2	2.4	7.8
General working capital 一般營運資金	10.0%	9.3	7.0	1.9	5.1
Total 總計	100.0%	93.0	78.7	7.3	71.4

## CORPORATE GOVERNANCE/OTHER INFORMATION 企業管治／其他資料

Note: As disclosed in the Prospectus, the estimated Net Proceeds after deduction of underwriting fees and commissions and estimated expenses payable by the Company in connection with the Global Offering, were approximately HK\$104.8 million, which was revised to approximately HK\$94.1 million as disclosed in the Company's offer price and allotment results announcement dated 14 July 2022. The actual Net Proceeds received by the Company were approximately HK\$93.0 million. The Company intends to adjust the difference of approximately HK\$1.1 million to the business strategies in the same proportion as the original funds applied as shown in the Prospectus.

附註：誠如招股章程所披露，扣除包銷費用及佣金以及本公司於全球發售中應付的估計開支後，估計所得款項淨額約為104.8百萬港元，而誠如本公司日期為2022年7月14日的發售價及配發結果公告所披露，該金額已修訂為約94.1百萬港元。本公司收到的實際所得款項淨額約為93.0百萬港元。本公司擬按招股章程所示原定資金應用的相同比例，對業務策略進行差額約1.1百萬港元的調整。

As at the date of Annual Report and the date of this report, the unutilised Net Proceeds amounted to approximately HK\$78.7 million and approximately HK\$71.4 million respectively. Such unutilised Net Proceeds are intended to be applied in the same manner and the same proportion as disclosed in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The expected schedule for utilisation of the unutilised Net Proceeds is set out below:

於年報日期及本報告日期，未動用的所得款項淨額分別約為78.7百萬港元及約為71.4百萬港元。本公司擬按招股章程「未來計劃及所得款項用途」一節所披露的相同方式及相同比例使用該等未動用所得款項淨額。未動用所得款項淨額的預期動用時間表如下：

		2023Q3 2023年 第三季度 HK\$ million 百萬港元	2023Q4 2023年 第四季度 HK\$ million 百萬港元	2024Q1 2024年 第一季度 HK\$ million 百萬港元	2024Q2 2024年 第二季度 HK\$ million 百萬港元	Sub-total 小計 HK\$ million 百萬港元
Capturing business opportunities in the Greater Bay Area	把握大灣區的商機	5.8	5.5	9.2	9.7	30.2
Upfront costs of two enterprise IT solution projects	兩個企業IT解決方案項目的前期成本	-	-	28.3	-	28.3
Strengthening the product development capabilities	加強產品開發能力	-	-	3.9	3.9	7.8
General working capital	一般營運資金	5.1	-	-	-	5.1
		10.9	5.5	41.4	13.6	71.4

The expected timeline for the utilisation of the unutilised Net Proceeds above is based on the Director's best estimation barring any unforeseen circumstances, and may be subject to change based on the future development of market conditions. Should there be any change in the intended use of the unutilised Net Proceeds, the Company will make appropriate announcement(s) in due course.

上述未動用所得款項淨額的預期動用時間表乃基於董事的最佳估計(除非出現不可預見的情況)，並會根據未來市況發展而變動。倘未動用所得款項淨額的擬定用途有任何變動，本公司將適時作出相應公告。

Save as disclosed above, the Group has no other update on the use of Net Proceeds up to the date of this report. The Directors will constantly evaluate the Group's business objectives and specific needs from time to time.

除上文所披露者外，截至本報告日期，本集團概無其他有關所得款項淨額用途的最新資料。董事將不時持續評估本集團的業務目標及具體需求。

## CORPORATE GOVERNANCE/OTHER INFORMATION 企業管治／其他資料

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 30 June 2023, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were otherwise required, to be notified to the Company and the Stock Exchange pursuant to the Model Code, are set out below:

### 董事及主要行政人員於本公司或其相聯法團的股份、相關股份及債權證中的權益及淡倉

於2023年6月30日，董事及本公司主要行政人員於本公司或其相聯法團（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352條須記入本公司備存的登記冊或根據標準守則須知會本公司及聯交所的權益及淡倉載列如下：

Director/chief executive 董事／主要行政人員	Nature of interest 權益性質	Number of Shares held 所持股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 概約持股百分比
Mr. Chao (Note 2) 周先生(附註2)	Interest in controlled corporation 受控制法團權益	311,388,750 (L)	62.28%

#### Notes:

1. The letter "L" denotes the person's long position in the Shares.
2. These 311,388,750 Shares are held by Tai Wah. Tai Wah is wholly-owned by Mr. Chao. By virtue of the SFO, Mr. Chao is deemed to be interested in the Shares held by Tai Wah.

#### 附註：

1. 字母「L」指該人士於股份中的好倉。
2. 該等311,388,750股股份由Tai Wah持有。Tai Wah由周先生全資擁有。根據證券及期貨條例，周先生被視為於Tai Wah持有的股份中擁有權益。

Save as disclosed above, as at 30 June 2023, none of the Directors and chief executives of the Company had, or were deemed to have any interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於2023年6月30日，董事及本公司主要行政人員並無於本公司或其相聯法團（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或被視作擁有根據證券及期貨條例第352條須記入本公司備存的登記冊或根據標準守則須知會本公司及聯交所的任何權益及淡倉。

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2023, so far as is known to the Company, as recorded in the register required to be kept by the Company under section 336 of the SFO, the following persons, other than the Directors or chief executive of the Company, had an interest of 5% or more in the Shares or underlying Shares:

## 主要股東及其他人士於本公司股份及相關股份中的權益及淡倉

於2023年6月30日，就本公司所知，按本公司根據證券及期貨條例第336條須備存的登記冊所記錄，以下人士(除董事或本公司最高行政人員外)於股份或相關股份中擁有5%或以上的權益：

Name of Shareholder 股東姓名／名稱	Nature of interest 權益性質	Number of Shares held 所持股份數目 (Note 1) (附註1)	Approximate percentage of Shareholding 概約持股百分比 (Note 1) (附註1)
Tai Wah Tai Wah	Beneficial owner 實益擁有人	311,388,750 (L)	62.28%
Ms. Wong Pui Fan (Note 2) 黃佩芬女士(附註2)	Interest of a spouse 配偶權益	311,388,750 (L)	62.28%
DHQ (Macau) (Note 3) 大橫琴(澳門)(附註3)	Beneficial owner 實益擁有人	44,865,000 (L)	8.97%
Zhuhai Da Heng Qin Group Limited (Note 3) 珠海大橫琴集團有限公司(附註3)	Interest in controlled corporation 受控制法團權益	44,865,000 (L)	8.97%
Ung Choi Kun 吳在權	Beneficial owner 實益擁有人	27,776,000 (L)	5.56%

Notes:

- As at 30 June 2023, the total number of the issued Shares was 500,000,000 Shares. The letter (L) denotes the person's and/or entity's long position in the relevant Shares.
- These 311,388,750 Shares are held by Tai Wah. Tai Wah is wholly-owned by Mr. Chao. By virtue of the SFO, Mr. Chao is deemed to be interested in the Shares held by Tai Wah. Ms. Wong Pui Fan is the spouse of Mr. Chao and is therefore deemed to be interested in the 311,388,750 Shares held by Tai Wah in which Mr. Chao is deemed to be interested by virtue of Part XV of the SFO.

附註：

- 於2023年6月30日，已發行股份總數為500,000,000股股份。字母(L)指該人士及／或實體於有關股份中的好倉。
- 該等311,388,750股股份由Tai Wah持有。Tai Wah由周先生全資擁有。根據證券及期貨條例，周先生被視為於Tai Wah持有的股份中擁有權益。黃佩芬女士為周先生的配偶，因此，根據證券及期貨條例第XV部，被視為於Tai Wah持有的311,388,750股股份中擁有權益，而周先生被視為於其中擁有權益。

## CORPORATE GOVERNANCE/OTHER INFORMATION

### 企業管治／其他資料

3. These 44,865,000 Shares are held by DHQ (Macau), which is a wholly-owned subsidiary of 珠海大橫琴集團有限公司 (Zhuhai Da Heng Qin Group Limited\*) ("Zhuhai DHQ Group"). By virtue of the SFO, Zhuhai DHQ Group is therefore deemed to be interested in the 44,865,000 Shares held by DHQ (Macau).

Save as disclosed above, as at 30 June 2023, the Company had not been notified by any persons (other than the Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares that were recorded in the register required to be kept under section 336 of the SFO.

### SHARE OPTION SCHEME

On 20 June 2022, the Company has conditionally adopted the share option scheme (the "**Share Option Scheme**") which falls within the ambit of, and is subject to, the regulations under Chapter 17 of the Listing Rules. The purpose of the Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interests in the Company and to encourage selected participants to work towards enhancing the value of the Company and the Shares for the benefit of the Company and the Shareholders as a whole. The Share Option Scheme will provide the Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to selected participants.

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) shall not exceed 10% of the aggregate of the Shares in issue on the date the Shares commence trading on the Stock Exchange, which is in aggregate of up to 50,000,000 Shares (the "**Scheme Mandate Limit**"). Options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

The Company may refresh the Scheme Mandate Limit at any time subject to prior Shareholders' approval. However, the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval. Options previously granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, cancelled, lapsed in accordance with its terms or exercised), shall not be counted for the purpose of calculating the limit as refreshed.

\* For identification purposes only

3. 該等44,865,000股股份由大橫琴(澳門)持有，而大橫琴(澳門)為珠海大橫琴集團有限公司(「**珠海大橫琴集團**」)的全資附屬公司。根據證券及期貨條例，珠海大橫琴集團被視為於大橫琴(澳門)持有的44,865,000股份中擁有權益。

除上文所披露者外，於2023年6月30日，本公司並無獲任何人士(除董事或本公司最高行政人員外)知會其於股份或相關股份中擁有已記錄於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。

### 購股權計劃

於2022年6月20日，本公司已有條件採納購股權計劃(「**購股權計劃**」)，該計劃屬上市規則第17章規例的涵蓋範圍，並受其規限。購股權計劃旨在為指定參與者提供收購本公司所有權權益的機會，並鼓勵指定參與者致力提升本公司及股份的價值，令本公司及股東整體獲益。購股權計劃將為本公司提供靈活的方式，以挽留、激勵、獎勵、酬勞、補償指定參與者及／或向其提供福利。

因行使根據購股權計劃及本公司其他購股權計劃(而上市規則第17章的條文就此適用)將予授出的所有購股權而可能發行的股份總數，不得超過股份在聯交所開始買賣之日已發行股份總數的10%，即合共不超過50,000,000股(「**計劃授權上限**」)。於計算計劃授權上限時，根據購股權計劃的條款失效的購股權不會計算在內。

本公司可在股東事前批准的情況下，隨時更新計劃授權上限，惟計劃授權上限更新後，不得超過取得上述股東批准當日已發行股份的10%。於計算經更新的上限時，先前根據購股權計劃及本公司其他購股權計劃(而上市規則第17章的條文就此適用)授出的購股權(包括尚未行使、已註銷、根據其條款失效或已行使者)不會計算在內。

The total number of Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue (the “**Individual Limit**”). Any further grant of options to a participant which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of grant of such further options exceeding the Individual Limit shall be subject to Shareholders’ approval in advance with such participant and his close associates (or his associates if such participant is a connected person) abstaining from voting.

The Share Option Scheme shall be valid and effective for the period of 10 years commencing on the Listing Date, but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the rules of the Share Option Scheme.

The amount payable for each Share to be subscribed for under an option in the event of the option being exercised shall be determined by the Board but shall be not less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant; (ii) the average closing prices of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of grant (provided that in the event that any option is proposed to be granted within a period of less than five business days after the trading of the Shares first commences on the Stock Exchange, the Offer Price of the Shares for the Global Offering shall be deemed to be the closing price for any business day falling within the period before listing of the Shares on the Stock Exchange); and (iii) the nominal value of a Share on the date of grant.

各參與者於任何12個月期間內獲授的購股權(包括已行使、已註銷及尚未行使的購股權)獲行使時已發行及將予發行的股份總數不得超過已發行股份的1% (「**個人上限**」)。倘向參與者進一步授出購股權將導致參與者於截至進一步授出任何該等購股權當日(包括該日)止12個月期間內因行使向該參與者授出及將予授出的所有購股權(包括已行使、已註銷及尚未行使的購股權)而已發行及將予發行的股份超出個人上限，則須獲股東事先批准，而該參與者及其緊密聯繫人(或倘該參與者為關連人士則其聯繫人)須放棄投票。

購股權計劃自上市日期起十年內有效及具有效力，但購股權計劃的條文在所有其他方面仍全面有效，以使購股權計劃屆滿前所授出的任何購股權獲有效行使或在購股權計劃規則所規定的其他情況下獲有效行使。

倘購股權獲行使，根據購股權而認購的每股股份的應付金額將由董事會釐定，惟不得低於以下最高者：(i)聯交所日報表所載股份於授出日期的收市價；(ii)聯交所日報表所載股份於緊接授出日期前五個營業日的平均收市價(惟倘於股份首次在聯交所開始買賣後少於五個營業日的期間內建議授出任何購股權，則全球發售中股份的發售價將被視為股份在聯交所上市前期間內任何營業日的收市價)；及(iii)股份於授出日期的面值。

## EXERCISE OF OPTION

Subject to the terms and conditions upon which such option is granted, an option may be exercised by the grantee at any time during the option period, provided that:

- (i) in the event that the grantee (being an employee or a director of any member of the Group) ceases to be a participant for any reason other than (a) his death or (b) on one or more of the grounds of termination of employment or engagement that, he has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has become bankrupt or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty, or on any other ground on which an employer would be entitled to terminate his employment summarily (the “**Conditions**”), the option shall lapse on the date of cessation of such employment or engagement and not be exercisable unless the Board otherwise determines in which event the option shall be exercisable to the extent and within such period as the Board may determine. The date of cessation of employment of a grantee (being an employee and who may or may not be a director of any member of the Group) shall be the last actual working day on which the grantee was physically at work with the Company or the relevant subsidiary, whether salary is paid in lieu of notice or not;
- (ii) in the event that the grantee dies before exercising the option in full and none of the events for termination of employment or engagement under the Conditions with respect to such grantee, the personal representative(s) of the grantee shall be entitled within a period of 12 months (or such longer period as the Board may determine) from the date of death to exercise the option up to the entitlement of such grantee as at the date of death;
- (iii) if a general offer for shares by way of voluntary offer, takeover or otherwise (other than by way of scheme of arrangement pursuant to item (iv) below) is made to all the holders of Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant option, the Company shall forthwith give notice thereof to the grantee and the grantee shall be entitled to exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company at any time within such period as shall be notified by the Company;

## 行使購股權

根據授出有關購股權所依據的條款及條件，承授人可在購股權期間內隨時行使購股權，惟：

- (i) 倘承授人(彼為本集團任何成員公司的僱員或董事)因任何原因((a)彼身故或(b)一項或以上理由(彼嚴重行為失當，或似乎無法支付或合理預期未來無法支付其債務或已破產或已與其債務人整體作出任何安排或和解或犯有涉及其正直或誠信的任何刑事罪行，或僱主有權循簡易程序終止其僱傭的任何其他理由(「**條件**」))終止僱傭或委聘者除外)而不再為參與者，則購股權將於終止該僱傭或委聘當日失效及不可予以行使，除非董事會以其他方式釐定者則作別論，在這情況下，購股權可於董事會可能釐定的範圍及期限內行使。於承授人(彼為僱員且不一定為本集團任何成員公司的董事)終止受僱當日將為該名承授人於本公司或相關附屬公司任職的最後一個實際工作日，不論有否以代通知金支付薪金；
- (ii) 倘該名承授人於悉數行使購股權前身故，且概無發生根據條件終止僱傭或委聘的事件，則該名承授人的個人代表可有權自承授人身故當日起計於12個月內(或董事會可能釐定的有關較長期間)行使該名承授人於身故當日的權利；
- (iii) 倘透過自願要約、收購或其他方式(根據下文(iv)項的安排計劃除外)向所有股份持有人(或要約人以外的所有有關持有人、受要約人控制的任何人士及與要約人聯合或一致行動的任何人士)作出股份的全面要約，且有關要約於相關購股權的屆滿日期前成為或被宣佈為無條件，本公司須隨即向承授人發出有關通知，而承授人則有權於本公司所通知的期限內隨時悉數行使購股權，或倘本公司發出相關通知，則按本公司所知會的數額為限；

## CORPORATE GOVERNANCE/OTHER INFORMATION 企業管治／其他資料

- (iv) if a general offer for Share by way of scheme of arrangement is made to all the holders of Shares and has been approved by the necessary number of holders of Shares at the requisite meetings, the Company shall forthwith give notice thereof to the grantee and the grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company;
- (v) in the event a notice is given by the Company to the Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to the grantee and the grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the grantee such number of fully paid Shares which fall to be issued on exercise of such option; and
- (vi) in the event of a compromise or arrangement, other than a scheme of arrangement contemplated in item (iv) above, between the Company and the members and/or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all grantees on the same day as it first gives notice of the meeting to the members and/or creditors to consider such a compromise or arrangement and the grantee may at any time thereafter but before such time as shall be notified by the Company exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed meeting, allot, issue and register in the name of the grantee such number of fully paid Shares which fall to be issued on exercise of such option.
- (iv) 倘透過安排計劃的方式向所有股份持有人作出股份的全面要約，並經所需人數的股份持有人於必需會議上批准，本公司須隨即向承授人發出有關通知，且承授人可能隨後於任何時間（惟於本公司知會的有關時間前）悉數行使購股權，或倘本公司發出相關通知，則按本公司所知會的數額為限；
- (v) 倘本公司向股東發出召開股東大會的通知，以考慮及酌情批准本公司自願清盤的決議案，本公司須隨即向承授人發出有關通知，且承授人隨後可於任何時間內（惟於本公司所知會的有關時間前）悉數行使購股權，或倘本公司發出有關通知，則按照本公司所知會的數額為限，而本公司須盡快及於任何情況下不遲於建議股東大會日期前三天內配發、發行於行使有關購股權後將予發行的繳足股份數目，並以承授人的名義登記；及
- (vi) 倘本公司及股東及／或債務人就本公司的重整或合併計劃提出和解或安排（上文第(iv)項擬進行的安排計劃除外），本公司須於其首先向其股東及／或債務人發出通知以考慮有關和解或安排同日向所有承授人發出通知，而承授人可於隨後任何時間（惟於本公司所知會的有關時間前）悉數行使購股權，或倘本公司發出相關通知，則按本公司所知會的數額為限，而本公司須盡快及於任何情況下不遲於建議會議日期前三天配發、發行於行使有關購股權後將予發行的繳足股份數目，並以承授人的名義登記。

A nominal consideration of HK\$1.00 is payable upon acceptance of the grant of an option.

接納購股權授予時應支付名義代價1.00港元。

As at 1 January 2023 and 30 June 2023, the total number of options available for grant, hence shares available for issue, under the Share Option Scheme is 50,000,000 which is 10% of the issued share capital of the Company as at both dates.

於2023年1月1日及2023年6月30日，根據購股權計劃可供授出的購股權總數（即由此可供發行的股份）為50,000,000股，佔本公司於該兩個日期已發行股本的10%。



## CORPORATE GOVERNANCE/OTHER INFORMATION

### 企業管治／其他資料

Share options do not confer rights on the holders to dividends or to vote at Shareholders' meetings.

As at the date of this report, the remaining life of the Share Option Scheme is approximately 8.9 years.

No options were granted, exercised, cancelled or lapsed by the Company under the Share Option Scheme as at 30 June 2023 and there were no outstanding share options under the Share Option Scheme during the period from the Listing Date and up to the date of this report. A summary of the terms of the Share Option Scheme has been set out in the section headed "D. Share Option Scheme" in Appendix IV to the Prospectus.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the public float of not less than 25% of the issued Shares as required under the Listing Rules.

### AUDIT COMMITTEE

The Audit Committee consists of three independent non-executive Directors, namely Mr. Man Wing Pong, Mr. Suen Chi Wai and Mr. U Seng Pan. Mr. Man Wing Pong has been appointed as the chairman of the Audit Committee and he possesses the appropriate professional qualifications as required under Rule 3.10(2) of the Listing Rules. The primary duties of the Audit Committee are, among others, to review and supervise the financial reporting process and internal control procedures of the Group, and to develop and review the policies and procedures for corporate governance and make recommendations to the Board.

### REVIEW OF INTERIM FINANCIAL INFORMATION

The Interim Financial Information is unaudited, but have been reviewed by the Audit Committee, including the accounting principles and practices adopted by the Group. Based on their review and discussions with the management, there is no disagreement by the Audit Committee with the accounting treatment adopted by the Group and the Audit Committee was satisfied that the Interim Financial Information were prepared in accordance with applicable accounting standards and fairly present the Group's financial position and results for FP2023.

By order of the board  
**BoardWare Intelligence Technology Limited**  
**Chao Ka Chon**  
*Chairman and Executive Director*

Hong Kong, 24 August 2023

購股權並不賦予其持有人收取股息或於股東大會上投票之權利。

於本報告日期，購股權計劃剩餘期限約為8.9年。

於2023年6月30日，本公司概無根據購股權計劃授出、行使、註銷或失效購股權，且自上市日期起至本報告日期止期間，概無購股權計劃下的未行使購股權。購股權計劃的條款概要已載於招股章程附錄四「D.購股權計劃」一節。

### 足夠公眾持股量

於本報告日期，基於本公司公開可得資料及據董事所知，本公司一直維持上市規則規定的不低於已發行股份25%的公眾持股量。

### 審核委員會

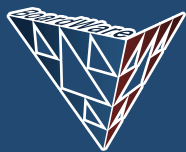
審核委員會由三名獨立非執行董事，即文永邦先生、孫志偉先生及余成斌先生組成。文永邦先生已獲委任為審核委員會主席且彼具有上市規則第3.10(2)條所規定適當專業資格。審核委員會的主要職責為(其中包括)檢討及監督本集團財務報告程序及內部監控制度、制定及檢討企業管治政策及程序並向董事會提供建議。

### 中期財務資料的審閱

中期財務資料未經審核，惟已由審核委員會審閱，包括本集團採用的會計原則及慣例。根據其審閱及與管理層的討論，審核委員會對本集團採用的會計處理方法並無異議，審核委員會信納中期財務資料乃按照適用會計準則編製，並公平地反映本集團於2023年財政期間的財務狀況及業績。

承董事會命  
**博維智慧科技有限公司**  
**主席兼執行董事**  
**周家俊**

香港，2023年8月24日



**BoardWare**

# BoardWare Intelligence Technology Limited 博維智慧科技有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 1204

