

公司資料

CORPORATE INFORMATION

董事會

執行董事

簡宜彬先生 (主席)
蔡力挺先生 (執行長)
高照洋先生
鄭宜斌先生

非執行董事

Kim Hyun Seok先生

獨立非執行董事

鄧天樂先生
簡己然先生
張曉泉教授

公司秘書

曾慶贊先生

授權代表

鄭宜斌先生
曾慶贊先生

提名委員會

簡宜彬先生 (主席)
簡己然先生
鄧天樂先生
張曉泉教授

審核委員會

鄧天樂先生 (主席)
簡己然先生
張曉泉教授

薪酬委員會

簡己然先生 (主席)
鄧天樂先生
張曉泉教授
蔡力挺先生

公司網址

www.maxnerva.com

核數師

羅兵咸永道會計師事務所
香港執業會計師及
註冊公眾利益實體核數師

BOARD OF DIRECTORS

Executive Directors

Mr. CHIEN Yi-Pin (*Chairman*)
Mr. CAI LiTing (*Chief Executive Officer*)
Mr. KAO Chao Yang
Mr. CHENG Yee Pun

Non-Executive Director

Mr. KIM Hyun Seok

Independent Non-Executive Directors

Mr. TANG Tin Lok Stephen
Mr. KAN Ji Ran Laurie
Prof. ZHANG Xiaoquan

COMPANY SECRETARY

Mr. TSANG Hing Bun

AUTHORISED REPRESENTATIVES

Mr. CHENG Yee Pun
Mr. TSANG Hing Bun

NOMINATION COMMITTEE

Mr. CHIEN Yi-Pin (*Chairperson*)
Mr. KAN Ji Ran Laurie
Mr. TANG Tin Lok Stephen
Prof. ZHANG Xiaoquan

AUDIT COMMITTEE

Mr. TANG Tin Lok Stephen (*Chairperson*)
Mr. KAN Ji Ran Laurie
Prof. ZHANG Xiaoquan

REMUNERATION COMMITTEE

Mr. KAN Ji Ran Laurie (*Chairperson*)
Mr. TANG Tin Lok Stephen
Prof. ZHANG Xiaoquan
Mr. CAI LiTing

WEBSITE

www.maxnerva.com

AUDITOR

PricewaterhouseCoopers
*Certified Public Accountants and
Registered Public Interest Entity Auditor*

Smart
Office 智慧辦公
工業 Industrial
解決方案 Solution
新零售 New Retail

公司資料

CORPORATE INFORMATION

香港法律之法律顧問

朱國熙、黃錦華律師事務所
(有限法律責任合夥)

LEGAL ADVISERS ON HONG KONG LAW

Patrick Chu, Conti Wong Lawyers LLP

百慕達法律之法律顧問

毅柏律師事務所

LEGAL ADVISERS ON BERMUDA LAW

Appleby

主要往來銀行

渣打銀行(香港)有限公司

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited

股份過戶登記處

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

SHARE REGISTRARS AND TRANSFER OFFICES

Principal Registrar

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

香港股份過戶登記處

卓佳雅柏勤有限公司
香港
夏慤道16號
遠東金融中心17樓

Hong Kong Branch Registrar

Tricor Abacus Limited
17/F, Fast East Finance Centre
16 Harcourt Road
Hong Kong

註冊辦事處

Canon's Court, 22 Victoria Street
Hamilton HM12, Bermuda

REGISTERED OFFICE

Canon's Court, 22 Victoria Street
Hamilton HM12, Bermuda

主要營業地點

香港九龍
尖沙咀東部
麼地道63號
好時中心
10樓1001室

PRINCIPAL PLACE OF BUSINESS

Room 1001, 10/F
Houston Centre
63 Mody Road
Tsim Sha Tsui East
Kowloon, Hong Kong

股份代號

1037

STOCK CODE

1037

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧

本集團主要從事工業解決方案、智慧辦公及新零售業務。於報告期間，收入為人民幣353.8百萬元，與二零二二年上半年相若，但淨利潤同比減少10.2%至人民幣5.7百萬元。淨利潤下降乃主要由於i)毛利率下跌導致毛利減少；ii)我們處於產能爬坡階段的中華人民共和國（「中國」）聯營公司產生的虧損所致；及iii)遞延所得稅抵免減少導致所得稅開支增加。

本公司董事會（「董事會」）並不建議就報告期間派付任何中期股息。

存貨以及營業及租賃應收賬項

於二零二三年六月三十日，存貨約為人民幣137.2百萬元（二零二二年十二月三十一日：人民幣148.6百萬元），存貨主要為待交付予客戶的項目相關硬件及軟件產品，以及智慧辦公設備業務的製成品。相較二零二二年全年，報告期間的存貨週轉由67天增加至85天，主要因為現時經濟疲弱的情況下銷售放緩。

於二零二三年六月三十日，營業及租賃應收賬項約為人民幣188.6百萬元（二零二二年十二月三十一日：人民幣220.3百萬元），包括流動及非流動結餘分別為人民幣184.4百萬元（二零二二年十二月三十一日：人民幣215.4百萬元）及人民幣4.2百萬元（二零二二年十二月三十一日：人民幣4.9百萬元）。此乃主要因為我們將若干項目包裝為融資租賃的模式，客戶可於特定年期內分期付款。報告期間的營業及租賃應收賬項週轉由二零二二年全年的91天增加至104天，僅由於收入的變動幅度遠高於平均營業及租賃應收賬項結餘的變動幅度。

FINANCIAL REVIEW

The group principally engages in industrial solution, smart office and new retail businesses. During the reporting period, revenue was RMB353.8 million which was in line with the first half of 2022 but net profit decreased by 10.2% to RMB5.7 million on a year-on-year basis. The fall in net profit was mainly caused by i) the decline in gross margin resulted in a decrease in gross profit; ii) the losses incurred in our associate in the People's Republic of China (the "PRC") which was in the process of ramping up its production capacity; and iii) the increase in income tax expenses led by a decrease in deferred income tax credits.

The board of directors of the company (the "Board") does not recommend any payment of interim dividend for the reporting period.

Inventory and Trade and Lease Receivables

As at 30 June 2023, there was approximately RMB137.2 million in inventory (31 December 2022: RMB148.6 million) and they are primarily project-related hardware and software products pending to be delivered to our customers and finished goods for smart office equipment business. Inventory turnover for the reporting period increased to 85 days from 67 days as compared to the full year of 2022 mainly because of the slowing sales under the current weak economy.

As at 30 June 2023, there were approximately RMB188.6 million in trade and lease receivables (31 December 2022: RMB220.3 million) which consisted of current and non-current balances of RMB184.4 million (31 December 2022: RMB215.4 million) and RMB4.2 million (31 December 2022: RMB4.9 million) respectively. It is mainly because some of our projects have been structured as finance leases in which customers are eligible to pay in periodic instalments over a specific number of years. Trade and lease receivable turnover for the reporting period increased to 104 days from 91 days as compared to the full year of 2022 solely due to the magnitude of the change in revenue being much higher than that of the average trade and lease receivable balance.

Smart
Office 智慧辦公
工業 Industrial
解決方案 Solution
新零售 New Retail

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

流動資金及財務資源

於二零二三年六月三十日，我們處於淨現金狀態，現金及現金等價物為人民幣135.9百萬元（二零二二年十二月三十一日：人民幣166.9百萬元）。我們的資產總值為人民幣658.6百萬元（二零二二年十二月三十一日：人民幣726.3百萬元），資金來自總負債人民幣190.9百萬元（二零二二年十二月三十一日：人民幣275.3百萬元）及股東權益人民幣467.7百萬元（二零二二年十二月三十一日：人民幣451.0百萬元）。我們的流動比率為2.9倍（二零二二年十二月三十一日：2.2倍），應付營業賬項需於一年內償還。本集團概無可用之銀行預批信貸額度（二零二二年十二月三十一日：零），亦無銀行借款（二零二二年十二月三十一日：零）。

庫務政策

我們的營運經費一般以內部資源撥付。我們採用審慎的庫務管理方法，因此於整個報告期間維持穩健的流動資金狀況。我們對外界客戶進行定期信貸評估來盡力降低信貸風險。

外匯風險

我們的業務主要位於中國、台灣、香港、美利堅合眾國（「美國」）、歐洲及東南亞，其大部份交易以人民幣、美元、新台幣、港元、歐元、英鎊及越南盾結算。我們面對各類貨幣的外匯風險，但主要為美元及歐元的外匯風險。我們已訂立政策，要求集團公司管理與其功能貨幣有關的外匯風險，包括有關集團公司因以非自身功能貨幣銷售及購貨而引起之風險。我們亦透過定期檢討本集團的淨外匯風險及考慮使用外匯合約以管理外匯風險（倘適用）。我們並無使用衍生金融工具作投機用途。

Liquidity and Financial Resources

As at 30 June 2023, we had a net cash position and cash and cash equivalents were RMB135.9 million (31 December 2022: RMB166.9 million). Our total assets of RMB658.6 million (31 December 2022: RMB726.3 million) were financed by total liabilities of RMB190.9 million (31 December 2022: RMB275.3 million) and shareholders' equity of RMB467.7 million (31 December 2022: RMB451.0 million). We had a current ratio of 2.9 (31 December 2022: 2.2) and trade payables were repayable within one year. No banking facilities were available to the group (31 December 2022: Nil) and we had no bank borrowing as well (31 December 2022: Nil).

Treasury Policy

We generally financed our operations with internally generated resources. We have adopted a prudent management approach for our treasury policies and therefore maintained a healthy liquidity position throughout the reporting period. We strive to reduce credit risk exposure by performing periodic credit evaluations of our external customers.

Foreign Exchange Exposure

We mainly operate in the PRC, Taiwan, Hong Kong, United States of America (the "US"), Europe and Southeast Asia with most of the transactions settled in Chinese yuan, US dollars, New Taiwanese dollars, Hong Kong dollars, Euro, British pounds and Vietnamese dong. We are exposed to foreign exchange risk from various currencies, primarily with respect to US dollars and Euro. We have a policy to require group companies to manage their foreign exchange risk against their functional currencies which includes managing the exposures arising from sales and purchases made by the relevant group companies in currencies other than their own functional currencies. We also manage our foreign exchange risk by performing regular reviews of the group's net foreign exchange exposures and would consider the use of foreign exchange contracts to manage foreign exchange risks, where appropriate. We did not use derivative financial instruments for speculative purposes.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧

中國由嚴厲封控轉為重新開放令個人消費及商業信心獲得短暫提振，但實際上中國經濟的復甦程度遠低於市場預期。疊加美國數間中小銀行倒閉以及全球主要國家的貨幣政策持續收緊，報告期內全球經濟疲弱並存有巨大不確定性。

工業解決方案業務

我們為客戶提供全方位的智能製造解決方案及服務，包括i)將軟件系統（即企業資源規劃、製造執行系統、倉庫管理系統等）及自動化設備安裝至生產線上，以通過智能化流程降低成本及提高運營效率及效益；ii)於生產廠房安裝監控水、電及工業用氣體使用效益之設施監控系統；及iii)安裝用於整個工業園區工人及保安管理之人臉識別系統。我們亦就以上智能製造解決方案提供日常的資訊科技營運服務及安裝後維護工作。於報告期間，該業務的分部收入及利潤分別為人民幣194.6百萬元及人民幣17.7百萬元，與二零二二年同期基本持平。

智慧辦公業務

智慧辦公業務主要包括Personify及智慧辦公設備業務。報告期間分部收入為人民幣155.5百萬元，與二零二二年上半年相若，且利潤同比增加14.6%至人民幣2.6百萬元。

Personify透過其複雜的電腦視覺及深度學習技術提供一系列SaaS產品及軟件開發套件工具，於視頻會議應用上實現高質量的虛擬背景體驗。我們已於後疫情時代重新分配研發資源並對業務進行重新定位，我們對其於報告期間的表現感到滿意。

BUSINESS REVIEW

The reopening of the PRC from the austere lockdowns provided short-lived boosts on private consumption and business confidence but the magnitude of the economic recovery in the PRC was indeed far below market expectations. Together with the fall of a number of small and medium sized banks in the US and the continuous tightening of the monetary policy in major countries of the world, the world's economy was vulnerable with immense uncertainties during the reporting period.

Industrial Solution Business

We provide a full range of smart manufacturing solutions and services to our customers, including i) the implementation of a combination of software systems (i.e. enterprise resources planning, manufacturing execution system, warehouse management system etc.) and automation equipment into the production lines to lower costs and increase operational effectiveness and efficiency through smart processes; ii) the implementation of facility monitor and control system for monitoring the efficiency of the usage of water, power and gas at production plants; and iii) the implementation of facial recognition system for labour and security management of the entire industrial parks. We also provide daily I.T. operating services and post-installation maintenance work in relation to those smart manufacturing solutions. Segment revenue and profit of the business were RMB194.6 million and RMB17.7 million respectively during the reporting period which were mostly at par with that of the same period in 2022.

Smart Office Business

Smart office business primarily consists of Personify and smart office equipment business. Segment revenue was RMB155.5 million during the reporting period which is in line with the first half of 2022 and profit increased by 14.6% to RMB2.6 million on a year-on-year basis.

Personify, through its sophisticated computer vision and deep learning technology, provides a series of SaaS products and software development kit tool on high quality virtual background experience on video-conference application. We have reallocated the research and development resources and repositioned the business under the post-pandemic era and we are satisfied with its performance during the reporting period.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

智慧辦公設備業務稍為放緩，乃因為在經濟展望黯淡的情況下，市場需求轉為審慎。報告期間的業務收入較二零二二年上半年減少10%，且所有主要區域的收入均出現下降。

新零售業務

我們正為台灣一家著名超市進行第三期數字標牌項目，並與客戶就計劃於今年開業的新門店安裝解決方案進行洽談。此外，我們正積極於大中華區探索其他業務機遇，以培育該業務。鑑於第三期項目規模遠小於二零二二年從事的第二期項目，報告期間分部收入及利潤同比分別減少38.6%及83.3%至人民幣3.7百萬元及人民幣0.2百萬元。

業務前景

市場廣泛預期西方主要國家的貨幣緊縮週期已接近尾聲，而中國政府將加大刺激力度，以提振停滯不前的經濟。此外，中國及美國政府近期重啟對話有助於緩解正在不斷升級的地緣政治風險。所有該等正面因素可有助於在二零二三年底及二零二四年初提振全球經濟。

工業解決方案業務

於中國的新投資及生產線從中國搬遷至海外市場均為我們帶來業務機遇。展望未來，我們將繼續於中國及海外市場投放資源發展業務。報告期間我們於東南亞地區獲得多個生產線搬遷相關項目，連同於中國的新項目及現有項目，我們認為該業務於下半年將繼續為本集團業績表現作出貢獻。

There were slowdowns for smart office equipment business because market demand turned cautious amid gloomy economic outlook. Business revenue decreased by 10% during the reporting period when compared with the first half of 2022 and we witnessed declines in revenue in all the key regions.

New Retail Business

We were working on the phase III digital signage project for a preeminent supermarket player in Taiwan and in talks with our client to install the solutions to the new stores scheduled to be opened this year. Besides, we are actively exploring other business opportunities in the Greater China region in a bid to nurture this business. Given phase III project is far smaller in size when compared to phase II project conducted in 2022, segment revenue and profit decreased by 38.6% and 83.3% to RMB3.7 million and RMB0.2 million respectively during the reporting period on a year-on-year basis.

BUSINESS PROSPECT

Market is widely expected that the monetary tightening cycle in major western countries will nearly end and the PRC government will ramp up its stimulus to boost its faltering economy. In addition, the recent reopening of the dialogues between the PRC and the US governments helps moderating the escalated geopolitical risks. All these positive factors may help enlivening the world's economy in late 2023 and early 2024.

Industrial Solution Business

We witnessed business opportunities arising from both new investments in the PRC and relocation of production lines from the PRC to overseas markets. We shall continue our business development efforts in both the PRC and overseas markets going forward. We obtained a number of production line relocation projects in Southeast Asia during the reporting period. Together with the new and existing projects in the PRC, we believe the business will continue to contribute to the performance of the group in the second half of the year.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

智慧辦公業務

我們將繼續加大銷售及營銷投入，以發展Personify業務，由於視頻會議在疫情期間獲得廣泛應用，相信日後將繼續成為一種重要的商業溝通方式。就智慧辦公設備業務而言，於二零二三年下半年視乎市場需求復甦程度而定，我們相信尚有大量追回進度的工作有待完成。整體而言，我們對智慧辦公業務二零二三年全年業績持審慎樂觀態度。

新零售業務

隨著台灣數字零售標牌項目第三期於二零二三年下半年完成，我們將繼續於大中華區探索其他業務機遇，以發展該業務。

重大投資、子公司、聯營公司及合營企業之重大收購及出售、本集團資產抵押、或然負債、報告日期後事件

SigmaSense, LLC (「SigmaSense」)

我們於二零一九年及二零二零年分別投資了2百萬美元及0.5百萬美元於SigmaSense的優先股，於二零二三年六月三十日，我們的投資佔SigmaSense總股權約1.65%。SigmaSense於二零一五年成立，專注於從筆記本電腦、平板電腦、智能手機到大尺寸交互顯示器、遊戲及汽車等一系列產品所用的顯示屏相關觸控感應技術。憑藉SigmaSense成功於二零二三年初取得新一輪融資，我們於SigmaSense的投資估值增至約6.4百萬美元，約佔本集團於二零二三年六月三十日資產總值的7.0%。由於最新一輪融資的未變現投資收益已於二零二二年入賬，報告期該投資並無未變現收益。該投資預計將於中長期內為本集團帶來資本增值。

Smart Office Business

We shall continue to dedicate more sales and marketing efforts to develop Personify business because video conferences were widely used in the pandemic era and it is believed that they will continue to be a meaningful way of business communication in the future. For smart office equipment business, we believe there is some catch-up work to be done in the second half of 2023 subject to the magnitude of the recovery of the market demand. As a whole, we are cautiously positive on the results of the smart office business for the full year of 2023.

New Retail Business

With the completion of our phase III of the digital retail signage project in Taiwan in the second half of 2023, we shall continue to explore other business opportunities in the Greater China region in a bid to develop this business.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, CHARGES ON GROUP'S ASSETS, CONTINGENT LIABILITY, EVENTS AFTER REPORTING DATE

SigmaSense, LLC (「SigmaSense」)

We invested US\$2 million and US\$0.5 million in the preferred shares of SigmaSense in 2019 and 2020 respectively and our investment accounted for approximately 1.65% of the total shareholding of SigmaSense as at 30 June 2023. SigmaSense was founded in 2015 focusing on display related touch sensing technology for a wide range of products, from laptops, tablets, smartphones to large format interactive displays, gaming and automotive etc. With the success of raising new round of funding by SigmaSense in early 2023, the valuation of our investment in SigmaSense increased to approximately US\$6.4 million, about 7.0% of the total assets value of our group as at 30 June 2023. Since the unrealized investment gain from the latest round of fund raising was booked in 2022, there was no unrealized gain of the investment for the reporting period. The investment is expected to generate capital appreciations to the group in the medium and long term.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

深圳富華私募股權天使投資合夥企業 (「富華基金」)

於二零二一年六月九日，本公司宣佈，我們的全資子公司雲智匯（深圳）高新科技服務有限公司於二零二一年六月八日作為有限合夥人與深圳富華股權投資基金管理有限公司就投資於富華基金訂立有限合夥協議。根據有限合夥協議，我們承諾出資人民幣30百萬元，佔富華基金合夥人承諾出資之6%。富華基金於二零二一年六月十八日成立，擬投資於戰略性新興行業、未來行業及其他行業，包括但不限於半導體、生物醫藥、新能源、新材料、高端智能製造等高新技術產業。訂立該有限合夥協議為一項須予披露交易，詳情分別載於本公司日期為二零二一年六月九日及二零二一年七月十三日之公告及補充公告。我們於二零二一年及二零二二年分別投資人民幣9百萬元及人民幣21百萬元。於二零二三年六月三十日，我們於富華基金的投資估值約為人民幣30.3百萬元，約佔本集團資產總值的4.6%。報告期間該投資的未變現收益約為人民幣0.1百萬元。該投資預計將長期產生資產增值。

除上文所披露者外，我們於報告期間概無重大投資，亦無子公司、聯營公司及合營企業之重大收購及出售。

於二零二三年六月三十日，概無集團資產抵押，亦無或然負債（二零二二年十二月三十一日：無）。

於二零二三年六月三十日之後直至本中期報告日期並無重大事件。

GRC Sino-Green Fund V, L.P. (“GRC Fund”)

On 9 June 2021, the company announced that Maxnerva (Shenzhen) Technology Services Limited, our wholly owned subsidiary, entered into a limited partnership agreement as a limited partner with GRC SinoGreen Capital Co., Ltd. on 8 June 2021, in relation to the investment in the GRC Fund. Pursuant to the limited partnership agreement, we have committed to contribute RMB30 million which accounted for 6% of the capital contribution committed by the partners of the GRC Fund. The GRC Fund was established on 18 June 2021 and intends to invest in strategic emerging industries, future industries and other industries including but not limited to semiconductor, biomedicine, new energy, new materials, high-end intelligent manufacturing and other high-tech industries. Entering into such limited partnership agreement is a disclosable transaction and details are set out in the announcement and supplementary announcement of the company dated 9 June 2021 and 13 July 2021 respectively. We invested RMB9 million and RMB21 million in 2021 and 2022 respectively. As at 30 June 2023, the valuation of our investment in GRC Fund was approximately RMB30.3 million, about 4.6% of the total asset value of the group. The unrealized gain of the investment was approximately RMB0.1 million during the reporting period. The investment is expected to generate capital appreciations in the long term.

Saved as disclosed above, we had no significant investment, material acquisition and disposal of subsidiaries, associates and joint ventures during the reporting period.

As at 30 June 2023, there were no charges on the group's assets and contingent liabilities (31 December 2022: Nil).

There were no material events after 30 June 2023 up to the date of this interim report.

補充資料

SUPPLEMENTARY INFORMATION

董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債權證之權益及淡倉

於二零二三年六月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例之該等條文彼等被當作或視為擁有之權益及淡倉），或須記錄於根據證券及期貨條例第352條所規定由本公司存置之登記冊之權益及淡倉，或根據聯交所證券上市規則（「上市規則」）之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 June 2023, the interests and short positions of the directors and chief executives of the company in the shares, underlying shares and debentures of the company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") which were required, pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have taken under such provisions of the SFO), to be notified to the company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), or which were required, pursuant to section 352 of the SFO, to be entered in the register kept by the company, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), to be notified to the company and the Stock Exchange were as follows:

於本公司每股面值0.10港元股份之好倉

Long position in the company's shares of HK\$0.10 each

董事姓名 Name of director	權益性質 Nature of interest	持有股份/ 相關股份數目 Number of shares /underlying shares held	佔本公司已發行 股本概約百分比 (%) Approximate percentage to the issued share capital of the company (%)
Mr. CHIEN Yi-Pin 簡宜彬先生	Associate (Note 1) 聯繫人 (附註1)	18,430,738	2.63
Mr. CAI LiTing 蔡力挺先生	Personal (Note 2) 個人 (附註2)	800,000	0.11
Mr. CHENG Yee Pun 鄭宜斌先生	Personal (Note 2) 個人 (附註2)	1,300,000	0.19

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附註：

1. 有關權益由簡宜彬先生的配偶KAN Sachiko女士持有。
2. 有關權益指本公司購股權。

除上文所披露者外，就本公司董事所知，於二零二三年六月三十日，本公司董事或最高行政人員概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有或視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之任何權益或淡倉（包括根據證券及期貨條例之該等條文彼等被當作或視為擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記錄於該條所述登記冊之任何權益或淡倉；或(iii)根據上市規則所載標準守則須知會本公司及聯交所之任何權益或淡倉。

主要股東於本公司股份、相關股份之權益及淡倉

於二零二三年六月三十日，直接或間接持有5%或以上本公司股份之有關人士（本公司董事或最高行政人員除外）於本公司股份及相關股份中所擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露及記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益及淡倉如下：

Notes:

1. The interest was held by Mr. CHIEN Yi-Pin's spouse, Ms. KAN Sachiko.
2. The interest represents share options of the company.

Save as disclosed above, so far as the directors of the company are aware, as at 30 June 2023, none of the directors nor the chief executive of the company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the company and its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY

As at 30 June 2023, the interests and short positions of the persons, other than the directors or chief executive of the company, in the shares, underlying shares of the company which would fall to be disclosed to the company, pursuant to Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the company under section 336 of the SFO, and where 5% or more of the shares of the company are directly or indirectly held by any such persons, were as follows:

補充資料

SUPPLEMENTARY INFORMATION

於本公司股份或相關股份的權益

Interest in the shares, or underlying shares of the company

股東名稱 Name of shareholder	權益性質／身份 Nature of interest/capacity	持有股份／ 相關股份數目 Number of underlying shares held	股權概約 百分比或 應佔股權百分比 Approximate percentage or attributable percentage of shareholding
FSK Holdings Limited (Note 1) FSK Holdings Limited (附註1)	Beneficial 實益權益	239,050,141	34.07%
FDG Fund, L.P. (Note 2) FDG Fund, L.P. (附註2)	Beneficial 實益權益	71,813,581	10.24%
Foxconn (Far East) Limited (Note 3) Foxconn (Far East) Limited (附註3)	Beneficial 實益權益	46,680,000	6.65%

附註：

Note:

- 據董事作出一切合理查詢後所知，鴻海精密工業股份有限公司（「鴻海」）及其子公司（統稱「鴻海集團」）間接持有 FSK Holdings Limited 超過 40% 應佔股權。FSK Holdings Limited 為 FDG Fund, L.P. 總承擔約 75% 之有限合夥人。FSK Holdings Limited 被視為於其中擁有權益的 239,050,141 股股份包括 FDG Fund, L.P. 持有的 71,813,581 股股份。
- FDG Fund, L.P. 的普通合夥人為 FDG Fund GP Limited，而 FDG Fund GP Limited 由於二零二零年十二月七日辭任的前非執行董事謝迪洋先生控制。
- 一間於開曼群島註冊成立之有限公司，並由鴻海全資擁有。
- To the best knowledge of the directors after having made all reasonable enquiries, Hon Hai Precision Industry Company Limited ("Hon Hai") and its subsidiaries (collectively, the "Hon Hai Group") indirectly holds more than 40% attributable equity interests in FSK Holdings Limited. FSK Holdings Limited is a limited partner of FDG Fund, L.P. contributing to approximately 75% of its total commitment. The 239,050,141 shares FSK Holdings Limited is deemed to be interested in included the 71,813,581 shares held by FDG Fund, L.P.
- General partner of FDG Fund, L.P. is FDG Fund GP Limited which, in turn, is controlled by Mr. TSE Tik Yang Denis, a former non-executive director who resigned on 7 December 2020.
- A company incorporated in the Cayman Islands with limited liability and is wholly owned by Hon Hai.

除上述披露外，於二零二三年六月三十日，本公司未獲通知有任何超過股份 5% 或以上且已記錄入根據證券及期貨條例第 336 條須存置的名冊之權益。

Save as disclosed above, the company had not been notified of any other interest representing 5% or more of the share and recorded in the register required to be kept under section 336 of the SFO as at 30 June 2023.

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購股權計劃

二零一三年購股權計劃

本公司已採納由本公司股東於二零一三年八月三十日通過決議案批准的購股權計劃（「二零一三年購股權計劃」），據此可向合資格參與者授出購股權以認購本公司股份。

於二零一七年八月三十一日，本公司已根據二零一三年購股權計劃向若干合資格參與者授出購股權（「二零一七年購股權」），惟須待承授人接納後方可作實。購股權賦予承授人權利以行使價每股1.684港元認購本公司合共5,800,000股新股份，可於授出日期後的兩年後行使。

於授出的二零一七年購股權中，合共300,000份購股權已授予鄭宜斌先生。

於二零一八年十一月十二日，本公司已根據二零一三年購股權計劃向若干合資格參與者授出購股權（「二零一八年購股權」），惟須待承授人接納後方可作實。購股權賦予承授人權利以行使價每股0.686港元認購本公司合共8,580,000股新股份，可於授出日期後的兩年後行使。

於授出的二零一八年購股權中，合共500,000份購股權已授予鄭宜斌先生。

SHARE OPTION SCHEME

2013 Share Option Scheme

The company adopted a share option scheme (the “**2013 Share Option Scheme**”) approved by a resolution passed by the shareholders of the company on 30 August 2013, under which it may grant options to eligible participants to subscribe for shares in the company.

On 31 August 2017, the company granted options (“**2017 Share Options**”) to certain eligible participants, subject to acceptance of the grantees, under the 2013 Share Option Scheme. The share options shall entitle the grantees to subscribe for a total of 5,800,000 new shares of the company at the exercise price of HK\$1.684 per share, exercisable two years after the date of grant.

Among the 2017 Share Options granted, a total of 300,000 share options were granted to Mr. CHENG Yee Pun.

On 12 November 2018, the company granted options (“**2018 Share Options**”) to certain eligible participants, subject to acceptance of the grantees, under the 2013 Share Option Scheme. The share options shall entitle the grantees to subscribe for a total of 8,580,000 new shares of the company at the exercise price of HK\$0.686 per share, exercisable two years after the date of grant.

Among the 2018 Share Options granted, a total of 500,000 share options were granted to Mr. CHENG Yee Pun.

於二零二二年四月八日，本公司已根據二零一三年購股權計劃向若干合資格參與者授出購股權（「二零二二年購股權」），惟須待承授人接納後方可作實。購股權賦予承授人權利以行使價每股0.31港元認購本公司合共7,610,000股新股份，可於授出日期後的兩年後行使。

於授出的二零二二年購股權中，合共800,000份及500,000份購股權已分別授予執行長及執行董事蔡力挺先生及執行董事鄭宜斌先生。

概無參與者獲授超出於二零一三年購股權計劃所規定之個人上限之購股權。除上文披露者外，概無二零一三年購股權計劃項下的承授人為本公司董事、最高行政人員或主要股東或彼等任何聯繫人（定義見上市規則）。

根據二零一三年購股權計劃的條款，就授予購股權而言，其自二零一三年八月三十日起計十年期間內生效及有效。鑒於二零一三年購股權計劃即將於二零二三年八月三十日屆滿及上市規則第十七章的修訂（於二零二三年一月一日生效），董事會建議藉此機會終止二零一三年購股權計劃並同時採納新的購股權計劃（「二零二三年購股權計劃」）。

根據本公司股東在股東週年大會上通過的決議案，二零一三年購股權計劃於二零二三年五月三十一日終止。在二零一三年購股權計劃終止後，將不再授出購股權，惟二零一三年購股權計劃的條款，以實現行使任何於購股權計劃終止前授出或行使之購股權而必要者或可能根據二零一三年購股權計劃之條文另行規定者為限，仍具全面效力。

On 8 April 2022, the company granted options (“2022 Share Options”) to certain eligible participants, subject to acceptance of the grantees, under the 2013 Share Option Scheme. The share options shall entitle the grantees to subscribe for a total of 7,610,000 new shares of the company at the exercise price of HK\$0.31 per share, exercisable two years after the date of grant.

Among the 2022 Share Options granted, a total of 800,000 and 500,000 share options were granted to Mr. CAI LiTing, the chief executive officer and an executive director, and Mr. CHENG Yee Pun, an executive director, respectively.

No participant with options granted is in excess of the individual limit as stipulated in the 2013 Share Option Scheme. Save as disclosed above, none of the grantees under the 2013 Share Option Scheme is a director, chief executive or substantial shareholder of the company or an associate (as defined in the Listing Rules) of any of them.

Under the terms of the 2013 Share Option Scheme, it was valid and effective, in relation to granting options, for a period of 10 years from 30 August 2013. In view of the impending expiry of the 2013 Share Option Scheme on 30 August 2023 and the amendments to Chapter 17 of the Listing Rules, which took effect on 1 January 2023, the Board proposed to take the opportunity to simultaneously terminate the 2013 Share Option Scheme and adopt a new share option scheme (the “2023 Share Option Scheme”).

On 31 May 2023, the 2013 Share Option Scheme was terminated pursuant to a resolution passed by the shareholders of the company at the annual general meeting. Upon termination of the 2013 Share Option Scheme, no further options could be granted but the provisions of the 2013 Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of options granted prior to its termination or otherwise as may be required in accordance with the rules of the 2013 Share Option Scheme.



截至二零二三年六月三十日止六個月，合共註銷200,000份二零一七年購股權、300,000份二零一八年購股權及350,000份二零二二年購股權。除上文披露者外，概無二零一三年購股權計劃項下的購股權獲授出及概無其他購股權獲行使、失效或註銷。有關截至二零二三年六月三十日止六個月之購股權變動詳情，請參閱簡明中期財務資料附註11。

二零二三年購股權計劃

二零二三年購股權計劃於二零二三年五月三十一日舉行的股東週年大會上獲本公司股東採納。除非另行註銷或修訂，否則二零二三年購股權計劃將自二零二三年五月三十一日起計十年內維持有效。

二零二三年購股權計劃旨在鼓勵合資格參與者優化本身表現及效率，以實現本集團的利益、長期增長及盈利能力，並吸引、保留或以其他方式維持集團最優秀的人員。

根據二零二三年購股權計劃，任何合資格參與者符合授出購股權資格與否的基準，乃基於其對本集團發展及增長的貢獻或貢獻潛力，並由董事會不時全權釐定。在相關承授人行使購股權及支付行權價後，董事會須向承授人分配及發行新股。

有關二零二三年購股權計劃的進一步詳情，請參閱本公司日期分別為二零二三年四月二十一日及二零二三年四月二十八日的公告及通告。

截至二零二三年六月三十日止六個月，概無二零二三年購股權計劃項下的購股權獲授出、行使、失效或註銷。於本報告期間，二零二三年購股權計劃項下概無尚未行使的購股權。

During the six months ended 30 June 2023, a total of 200,000 of the 2017 Share Options, 300,000 of the 2018 Share Options and 350,000 of the 2022 Share Options were cancelled. Save as disclosed above, no share option was granted and no other share option was exercised, lapsed or cancelled under the 2013 Share Option Scheme. For detailed movements of the share options during the six months ended 30 June 2023, please refer to Note 11 of the condensed interim financial information.

2023 Share Option Scheme

The 2023 Share Option Scheme was adopted by shareholders of the company at the annual general meeting held on 31 May 2023. Unless otherwise cancelled or amended, the 2023 Share Option Scheme will remain in force for 10 years from 31 May 2023.

The purpose of the 2023 Share Option Scheme is to motivate the eligible participants to optimise their performance and efficiency for the benefit and long-term growth and profitability of the group and to attract and retain or otherwise maintain the best available personnel of the group.

Pursuant to the 2023 Share Option Scheme, the basis of eligibility of any of the eligible participants to the grant of options shall be determined by the Board from time to time at its absolute discretion on the basis of his/her contribution or potential contribution to the development and growth of the group. Upon exercise of the option and payment of the exercise price by the relevant grantee, the Board shall allot and issue new Shares to the grantee.

For further details of the 2023 Share Option Scheme, please refer to the announcement and circular of the company dated 21 April 2023 and 28 April 2023 respectively.

During the six months ended 30 June 2023, no option has been granted, exercised, lapsed or cancelled under the 2023 Share Option Scheme. There were no outstanding options under the 2023 Share Option Scheme during the reporting period.

購買、出售或贖回股份

截至二零二三年六月三十日止六個月，本公司或其任何子公司概無購買、出售或贖回本公司之任何股份。

遵守企業管治守則

截至二零二三年六月三十日止六個月，除以下偏離上市規則附錄十四第2部分所載之企業管治守則（「企業管治守則」）情況外，本公司董事並不知悉有任何資料合理顯示本公司並無遵守企業管治守則。

企業管治守則條文第二部第C.6.1條

曾慶贊先生於二零一五年十一月三日獲委任為本公司之公司秘書。雖然曾先生並非本公司按照企業管治守則條文第二部第C.6.1條聘用的僱員，惟本公司已指派執行董事鄭宜斌先生作為與曾先生聯繫的人士。有關本集團表現、財務狀況及其他主要發展及事務的資訊會經由指派聯絡人士迅速送達予曾先生。因此，根據企業管治守則條文第二部第C.6.4條，實行上述安排後，本公司全體董事仍被視為可獲得公司秘書的意見及服務。本公司已設立機制，確保曾先生能夠迅速掌握本集團的發展而不發生重大延誤，且憑藉其專業知識及經驗，董事會深信曾先生擔任公司秘書對本集團遵守相關董事會程序、適用法律、規則及法規而言至為有利。

PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2023, neither the company nor any of its subsidiaries has purchased, sold or redeemed any of the company's shares.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

Save for the following deviations from the Corporate Governance Code (the “CG Code”) as set out in Part 2 of Appendix 14 to the Listing Rules, none of the directors of the company is aware of any information which would reasonably indicate that the company has not complied with the CG Code during the six months ended 30 June 2023.

CG Code provision Part 2 C.6.1

Mr. TSANG Hing Bun was appointed as the company secretary of the company with effect from 3 November 2015. Although Mr. Tsang is not an employee of the company as required under the CG Code provision Part 2 C.6.1, the company has assigned Mr. CHENG Yee Pun, the executive director, as the contact person with Mr. Tsang. Information in relation to the performance, financial position and other major developments and affairs of the group are speedily delivered to Mr. Tsang through the contact person assigned. Hence, all directors of the company are still considered to have access to the advice and services of the company secretary in light of the above arrangement in accordance with the CG Code provision Part 2 C.6.4. Having in place a mechanism that Mr. Tsang will get hold of the group's development promptly without material delay and with his expertise and experience, the Board is confident that having Mr. Tsang as the company secretary is beneficial to the group's compliance with the relevant board procedures, applicable laws, rules and regulations.



董事進行證券交易之操守準則

本公司已採納標準守則作為董事進行證券交易之操守準則。經向全體董事作出特定查詢後，截至二零二三年六月三十日止六個月，本公司並不知悉任何未能遵守標準守則所載有關董事進行證券交易之必守準則之情況。

董事資料更新

截至二零二三年六月三十日止六個月，概無須根據上市規則第13.51(B)條予以披露的事項。

僱員及薪酬政策

董事會已設立薪酬委員會（「薪酬委員會」），成員包括簡已然先生（薪酬委員會主席）、鄧天樂先生、張曉泉教授及蔡力挺先生。於二零二三年六月三十日，本集團總共有593名（二零二二年十二月三十一日：588名）全職僱員。本集團僱員之薪酬幅度維持於一個具競爭力的水平，且在本集團之薪金及花紅制度之整體框架內按僱員表現支付僱員獎勵。其他員工福利包括公積金、保險及醫療保障。我們為僱員提供組織完善的線上及線下培訓計劃，令彼等緊跟最新技術及市場發展。除新僱員的入職培訓外，我們亦實施導師計劃，據此於中國的各高階及中階主管須向一至兩名新僱員提供定期指導及經驗分享。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The company has adopted the Model Code as its own code of conduct regarding directors' securities transactions. Having made specific enquiry with all directors, the company was not aware of any non-compliance with the required standard set out in the Model Code regarding securities transactions by the directors throughout the six months ended 30 June 2023.

UPDATE ON DIRECTORS' INFORMATION

For the six months ended 30 June 2023, there are no matters that need to be disclosed pursuant to Rule 13.51(B) of the Listing Rules.

EMPLOYEES AND EMOLUMENT POLICY

The Board has set up a remuneration committee (the "Remuneration Committee") and the members are Mr. KAN Ji Ran Laurie (chairperson of the Remuneration Committee), Mr. TANG Tin Lok Stephen, Prof. ZHANG Xiaoquan and Mr. CAI Liting. As at 30 June 2023, the group had a total of 593 (31 December 2022: 588) full time employees. The pay scale of the group's employees is maintained at a competitive level and employees are rewarded on a performance-related basis within the general framework of the group's salary and bonus system. Other employee benefits include provident fund, insurance and medical cover. We provide well-organized online and offline training schemes for our employees to keep them abreast of the latest technology and market development. Other than orientation programs for new employees, we also conduct a mentorship program in which each of the senior and middle management based in the PRC is required to provide regular coaching and experience sharing with one to two new employees.

審核委員會

本公司審核委員會（「審核委員會」）由三名獨立非執行董事鄧天樂先生（審核委員會主席）、簡已然先生及張曉泉教授組成，職權範圍符合上市規則。審核委員會審核本集團之財務報告、內部監控及向董事會作出相關推薦建議。

審核委員會已與本公司管理層審閱本集團採納之會計原則及慣例，並討論內部監控及財務報告事宜，包括審閱截至二零二三年六月三十日止六個月之未經審核簡明合併中期財務報表。

承董事會命
雲智匯科技服務有限公司
主席
簡宜彬

香港，二零二三年八月二十八日

AUDIT COMMITTEE

The audit committee of the company (the “**Audit Committee**”) comprises three independent non-executive directors, namely, Mr. TANG Tin Lok Stephen (chairperson of the Audit Committee), Mr. KAN Ji Ran Laurie and Prof. ZHANG Xiaoquan, with terms of reference in compliance with the Listing Rules. The Audit Committee reviews the group’s financial reporting, internal controls and makes relevant recommendations to the Board.

The Audit Committee has reviewed with management of the company on the accounting principles and practices adopted by the group and discussed internal controls and financial reporting matters including a review of the unaudited condensed consolidated interim financial statements for the six months ended 30 June 2023.

By Order of the Board
Maxnerva Technology Services Limited
CHIEN Yi-Pin
Chairman

Hong Kong, 28 August 2023

簡明合併利潤表

CONDENSED CONSOLIDATED INCOME STATEMENT

截至二零二三年六月三十日止六個月

FOR THE SIX MONTHS ENDED 30 JUNE 2023

		(未經審核)	
		截至六月三十日止六個月	
		(Unaudited)	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
		附註 Note	
收入	Revenue	2	353,815
銷售成本	Cost of sales		(302,713)
毛利	Gross profit		51,102
其他收入	Other income		895
其他收益 ／(虧損)，淨額	Other gains/(losses), net		(2,712)
銷售及經銷開支	Selling and distribution expenses		(16,525)
一般及行政開支	General and administrative expenses		(23,507)
研發開支	Research and development expenses		(3,235)
經營溢利	Operating profit	3	10,913
融資收入－淨額	Finance income – net		816
分佔聯營公司之業績	Share of results of associates		(769)
除所得稅前溢利	Profit before income tax		9,211
所得稅開支	Income tax expense	4	(3,515)
期間溢利	Profit for the period		5,696
本公司普通權益持有人 應佔溢利之每股盈利 (每股人民幣仙)	Earnings per share for profit attributable to ordinary equity holders of the Company (RMB cents per share)		
－基本及攤薄	－ Basic and diluted	6	0.81
			0.90

簡明合併綜合收益表

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至二零二三年六月三十日止六個月

FOR THE SIX MONTHS ENDED 30 JUNE 2023

		(未經審核)	
		截至六月三十日止六個月	
		(Unaudited)	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
期間溢利	Profit for the period	5,696	6,343
其他綜合收益：	Other comprehensive income:		
可能重新分類為損益之項目	Items that may be reclassified to profit or loss		
外幣換算差額	Currency translation differences	10,492	6,242
期間其他綜合收益	Other comprehensive income for the period	10,492	6,242
期間總綜合收益	Total comprehensive income for the period	16,188	12,585



簡明合併資產負債表

CONDENSED CONSOLIDATED BALANCE SHEET

於二零二三年六月三十日
AS AT 30 JUNE 2023

			(未經審核) 二零二三年 六月三十日 (Unaudited) 30 June 2023 人民幣千元 RMB'000	(經審核) 二零二二年 十二月三十一日 (Audited) 31 December 2022 人民幣千元 RMB'000
資產	ASSETS			
非流動資產	Non-current assets			
無形資產	Intangible assets	7	15,536	16,552
物業、機器及設備	Property, plant and equipment	7	7,666	8,395
使用權資產	Right-of-use assets	7	10,477	12,232
於聯營公司之投資	Investments in associates		4,806	7,138
按公平值計入損益之 金融資產	Financial assets at fair value through profit or loss		76,682	74,560
營業及租賃應收賬項	Trade and lease receivables	8	4,249	4,869
遞延所得稅資產	Deferred income tax assets		5,447	4,952
預付款項及租賃按金	Prepayments and rental deposits		77	721
總非流動資產	Total non-current assets		124,940	129,419
流動資產	Current assets			
存貨	Inventories		137,207	148,556
合約資產	Contract assets		13,175	17,099
營業及租賃應收賬項	Trade and lease receivables	8	184,404	215,432
預付款項、按金及其他 應收款項	Prepayments, deposits and other receivables		62,991	48,967
現金及現金等價物	Cash and cash equivalents		135,942	166,866
總流動資產	Total current assets		533,719	596,920
總資產	Total assets		658,659	726,339
權益	EQUITY			
本公司擁有人應佔股本 及儲備	Capital and reserves attributable to owners of the Company			
股本	Share capital	10	68,447	68,447
股份溢價	Share premium	10	213,865	213,865
儲備	Reserves		185,417	168,721
總權益	Total equity		467,729	451,033

簡明合併資產負債表

CONDENSED CONSOLIDATED BALANCE SHEET

於二零二三年六月三十日
AS AT 30 JUNE 2023

		(未經審核) 二零二三年 六月三十日 (Unaudited) 30 June 2023 人民幣千元 RMB'000	(經審核) 二零二二年 十二月三十一日 (Audited) 31 December 2022 人民幣千元 RMB'000
負債	LIABILITIES		
非流動負債	Non-current liabilities		
遞延所得稅負債	Deferred income tax liabilities	2,461	2,603
租賃負債	Lease liabilities	1,577	945
總非流動負債	Total non-current liabilities	4,038	3,548
流動負債	Current liabilities		
應付營業賬項	Trade payables	118,773	168,081
應計費用及其他應付款項	Accruals and other payables	38,095	49,858
合約負債	Contract liabilities	15,416	37,015
租賃負債	Lease liabilities	6,583	8,548
應付稅項	Tax payables	8,025	8,256
總流動負債	Total current liabilities	186,892	271,758
總負債	Total liabilities	190,930	275,306
總權益及負債	Total equity and liabilities	658,659	726,339



簡明合併權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二三年六月三十日止六個月

FOR THE SIX MONTHS ENDED 30 JUNE 2023

		(未經審核) (Unaudited)			
		本公司權益持有人應佔 Attributable to equity holders of the Company			
		股本 Share capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	儲備 Reserves 人民幣千元 RMB'000	總權益 Total equity 人民幣千元 RMB'000
於二零二三年一月一日	At 1 January 2023	68,447	213,865	168,721	451,033
綜合收益：	Comprehensive income:				
期間溢利	Profit the period	-	-	5,696	5,696
其他綜合收益：	Other comprehensive income:				
外幣換算差額	Currency translation differences	-	-	10,492	10,492
期間總綜合收益	Total comprehensive income for the period	-	-	16,188	16,188
以彼等身為擁有人之身份與 擁有人進行之交易：	Transactions with owners in their capacity as owners:				
僱員購股權計劃－ 僱員服務價值	Employee share option schemes – value of employee services	-	-	508	508
於二零二三年六月三十日	At 30 June 2023	68,447	213,865	185,417	467,729

簡明合併權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二三年六月三十日止六個月

FOR THE SIX MONTHS ENDED 30 JUNE 2023

		(未經審核) (Unaudited)			
		本公司權益持有人應佔 Attributable to equity holders of the Company			
		股本 Share capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	儲備 Reserves 人民幣千元 RMB'000	總權益 Total equity 人民幣千元 RMB'000
於二零二二年一月一日	At 1 January 2022	68,447	213,865	130,173	412,485
綜合收益：	Comprehensive income:				
期間溢利	Profit the period	-	-	6,343	6,343
其他綜合收益：	Other comprehensive income:				
外幣換算差額	Currency translation differences	-	-	6,242	6,242
期間總綜合收益	Total comprehensive income for the period	-	-	12,585	12,585
以彼等身為擁有人之身份與 擁有人進行之交易：	Transactions with owners in their capacity as owners:				
僱員購股權計劃－ 僱員服務價值	Employee share option schemes – value of employee services	-	-	173	173
於二零二二年六月三十日	At 30 June 2022	68,447	213,865	142,931	425,243



簡明合併現金流量表

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

截至二零二三年六月三十日止六個月

FOR THE SIX MONTHS ENDED 30 JUNE 2023

(未經審核)
截至六月三十日止六個月
(Unaudited)

Six months ended 30 June

二零二三年

二零二二年

2023

2022

人民幣千元

人民幣千元

RMB'000

RMB'000

經營活動之現金流量	Cash flows from operating activities		
經營活動所用之現金	Cash used in operations	(25,512)	(17,213)
收取利息	Interest received	742	940
已付所得稅款	Income tax paid	(4,111)	(551)
經營活動所用之淨現金	Net cash used in operating activities	(28,881)	(16,824)
投資活動之現金流量	Cash flows from investing activities		
購買物業、機器及設備	Purchases of property, plant and equipment	(1,073)	(1,452)
向一間聯營公司注資	Contribution to an associated company	-	(10,000)
購買按公平值計入損益之金融資產	Purchase of financial assets at fair value through profit or loss	-	(9,000)
投資活動所用之淨現金	Net cash used in investing activities	(1,073)	(20,452)
融資活動之現金流量	Cash flows from financing activities		
償還租賃負債之資本及利息部分	Repayment of capital and interest element of lease liabilities	(4,192)	(6,390)
融資活動所用之淨現金	Net cash used in financing activities	(4,192)	(6,390)
現金及現金等價物減少淨額	Net decrease in cash and cash equivalents	(34,146)	(43,666)
期初現金及現金等價物	Cash and cash equivalents at the beginning of the period	166,866	189,064
外幣匯兌變動對於現金及現金等價物之影響淨額	Effect of foreign exchange rate change on cash and cash equivalents, net	3,222	3,437
期末現金及現金等價物	Cash and cash equivalents at the end of the period	135,942	148,835

簡明中期財務資料附註

NOTES TO CONDENSED INTERIM FINANCIAL INFORMATION

1(A) 編製基準及會計政策

一般資料

雲智匯科技服務有限公司（「本公司」，連同其子公司為「本集團」）於一九九四年二月三日根據一九八一年百慕達公司法於百慕達註冊成立為獲豁免有限公司。其註冊辦事處地址為Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda。本公司股份於一九九四年四月十四日在香港聯合交易所有限公司主板上市。

除另有指明外，本未經審核簡明合併中期財務資料乃以人民幣（「人民幣」）呈列。

本未經審核簡明合併中期財務資料已於二零二三年八月二十八日獲董事會批准刊發。

本未經審核簡明合併中期財務資料尚未經審核。

截至二零二三年六月三十日止六個月之本未經審核簡明合併中期財務資料乃按照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。

本未經審核簡明合併中期財務資料應與按照香港財務報告準則（「香港財務報告準則」）編製之本集團截至二零二二年十二月三十一日止年度之年度財務報表一併閱覽。

1(A) BASIS OF PREPARATION AND ACCOUNTING POLICIES

General information

Maxnerva Technology Services Limited (the “Company”, together with its subsidiaries the “Group”), is a limited liability company incorporated in Bermuda on 3 February 1994 as an exempted company under Companies Act 1981 of Bermuda. The address of its registered office is Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 14 April 1994.

This unaudited condensed consolidated interim financial information is presented in Renminbi (“RMB”), unless otherwise stated.

This unaudited condensed consolidated interim financial information was approved for issue by the Board on 28 August 2023.

This unaudited condensed consolidated interim financial information has not been audited.

This unaudited condensed consolidated interim financial information for the six months ended 30 June 2023 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

This unaudited condensed consolidated interim financial information should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2022, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

Smart
Office 智慧辦公
工業 Industrial
解決方案 Solution
新零售 New Retail

1(A) 編製基準及會計政策

(續)

一般資料 (續)

所採納之會計政策與截至二零二二年十二月三十一日止年度之年度財務報表所採納者一致，惟下文所載的經修訂準則除外。

所得稅按適用於預期總年度盈利之稅率累計。

本集團採納之經修訂準則及會計指引

下列與本集團營運相關的經修訂準則及會計指引必須於二零二三年一月一日開始或之後的會計期間內強制應用：

香港會計準則第1號及 香港財務報告準則 實務聲明第2號 (修訂本)	會計政策之披露
香港會計準則第8號 (修訂本)	會計估計之定義
香港會計準則第12號 (修訂本)	單一交易產生之 資產及負債 相關遞延稅項
香港會計準則第12號 (修訂本)	國際稅務改革一 第二支柱模式 規則
香港財務報告準則 第17號	保險合約及相關 修訂本

採納經修訂準則及會計指引並無對本期間或任何過往期間產生任何重大影響。

1(A) BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

General information (Continued)

The accounting policies adopted are consistent with those of the annual financial statements for the year ended 31 December 2022 except for the amended standards as set out below.

Income tax is accrued using the tax rate that would be applicable to expected total annual earnings.

Amended standards and accounting guideline adopted by the Group

The following amended standards and accounting guideline are relevant to the Group's operations and mandatory for its accounting periods beginning on or after 1 January 2023:

HKAS 1 and HKFRS Practice Statement 2 (Amendments)	Disclosure of accounting policies
HKAS 8 (Amendments)	Definition of accounting estimates
HKAS 12 (Amendments)	Deferred tax related to assets and liabilities arising from a single transaction
HKAS 12 (Amendments)	International Tax Reform – Pillar Two Model Rules
HKFRS 17	Insurance contracts and the related Amendments

The adoption of amended standards and accounting guideline did not have any material impact on the current period or any prior periods.

1(B) 財務風險管理

本集團的活動承受多種財務風險：市場風險（包括外匯風險及現金流及公平值利率風險）、信貸風險及流動資金風險。

簡明合併中期財務報表並未包括年度財務報表規定的所有財務風險管理信息和披露，此中期財務報表應與本集團於二零二二年十二月三十一日的年度財務報表一併閱讀。

自去年底以來風險管理政策並無任何變動。

於二零二三年六月三十日及二零二二年十二月三十一日，按公平值計入損益之金融資產所得的全部公平值估計乃根據香港財務報告準則第7號公平值計量等級架構作出。

公平值計量各層級的定義如下：

- 同類資產或負債於活躍市場上之報價（未經調整）（層級一）。
- 計入第一層內之報價以外之資產或負債之可觀察輸入數據，不論直接（即價格）或間接（即衍生自價格）（層級二）。
- 非基於可觀察市場數據之資產或負債輸入數據（即非觀察輸入數據）（層級三）。

1(B) FINANCIAL RISK MANAGEMENT

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

The interim condensed consolidated financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2022.

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

As at 30 June 2023 and 31 December 2022, all the resulting fair value estimates on the financial assets at fair value through profit or loss is made according to the fair value measurement hierarchy under HKFRS 7.

The different levels of fair value measurements are defined as follows:

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



1(B) 財務風險管理 (續)

1(B) FINANCIAL RISK MANAGEMENT

(Continued)

(i) 公平值層級

(i) Fair value hierarchy

下表呈列於二零二三年六月三十日及二零二二年十二月三十一日本集團按公平值計量的資產。

The following tables present the Group's assets that are measured at fair value at 30 June 2023 and 31 December 2022.

		層級三 Level 3	
		(未經審核) 二零二三年 六月三十日 (Unaudited) 30 June 2023 人民幣千元 RMB'000	(經審核) 二零二二年 十二月三十一日 (Audited) 31 December 2022 人民幣千元 RMB'000
於二零二三年六月三十日	As at 30 June 2023		
按公平值計入損益之	Financial assets at fair value		
金融資產	through profit or loss		
– 非上市股本證券	– Unlisted equity securities	46,393	44,404
– 非上市基金	– Unlisted fund	30,289	30,156
總額	Total	76,682	74,560

1(B) 財務風險管理 (續)

(i) 公平值層級 (續)

期間內層級一、層級二與層級三之間並無轉撥。

於二零二三年六月三十日，按公平值計入損益之金融資產乃根據近期交易及資產淨值作出評估。

並非於活躍市場買賣的金融工具的公平值採用估值技術釐定。該等估值技術最大限度使用可觀察市場數據（倘可獲得），並盡可能少地依賴實體的特定估計。倘一項或多項重大輸入數據並非基於可觀察市場數據，則該工具計入第三層級。

下表呈列截至二零二三年六月三十日及二零二二年六月三十日止六個月層級三工具之變動：

1(B) FINANCIAL RISK MANAGEMENT

(Continued)

(i) Fair value hierarchy (Continued)

There were no transfers among levels 1, 2 and 3 during the period.

Financial assets at fair value through profit or loss were valued as at 30 June 2023 based on recent transaction and net asset value.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table presents the changes in level 3 instruments for six months ended 30 June 2023 and 30 June 2022:

		(未經審核)	
		截至六月三十日止六個月	
		(Unaudited)	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
於一月一日	At 1 January	74,560	44,276
添置	Addition	-	9,000
轉撥	Transfer	-	3,501
已確認之公平值收益／ (虧損)	Fair value gain/(loss) recognised	133	(2,856)
匯兌差額	Exchange difference	1,989	1,801
於六月三十日	At 30 June	76,682	55,722

1(B) 財務風險管理 (續)

1(B) FINANCIAL RISK MANAGEMENT

(Continued)

(i) 公平值層級 (續)

(i) Fair value hierarchy (Continued)

下表概述層級三內公平值計量所用的重大非觀察輸入數據之定量資料：

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

描述	於二零二三年 六月三十日之 公平值	估值方法	非觀察 輸入數據	非觀察輸入 數據範圍
Description	Fair value at 30 June 2023 人民幣千元 RMB'000	Valuation technique	Unobservable input	Range of unobservable input
非上市股本證券 Unlisted equity securities	46,393	參照近期可比較公平交易 (附註(ii)) Reference to comparable recent arm's length transactions (Note (ii))	不適用 N/A	不適用 N/A
非上市基金 Unlisted fund	30,289	資產淨值 (附註(ii)) Net asset value (Note (ii))	不適用 N/A	不適用 N/A

附註：

Note:

- (i) 本集團已釐定於報告期末，近期可比較公平交易的價格與非上市股本投資的公平值相若。
- (ii) 本集團已釐定於報告期末，非上市基金投資的已報告資產淨值與公平值相若。

- (i) The Group has determined that prices in comparable recent arm's length transactions approximate the fair value of the unlisted equity investments at the end of the reporting period.
- (ii) The Group has determined that the reported net asset value approximates fair value of the unlisted fund investment at the end of the reporting period.

本集團流動金融資產（包括現金及現金等價物、營業及租賃應收賬項、合約資產、按金及其他應收款項）之賬面值以及本集團流動金融負債（包括應付營業賬項、應計費用及其他應付款項及租賃負債）之賬面值，均與其公平值相若。

The carrying amounts of the Group's current financial assets, including cash and cash equivalents, trade and lease receivables, contract assets, deposits and other receivables, and the Group's current financial liabilities including trade payables, accruals and other payables, and lease liabilities, approximate their fair values.

2 收入及分部資料

主要營運決策人為執行董事（統稱為「**主要營運決策人**」），彼等作出策略性決定。主要營運決策人通過審閱本公司及其子公司的內部報告以評估業績表現並分配資源。管理層已根據本集團之發展計劃及向主要營運決策人提供之內部報告對經營分部作出判定。管理層決定將其經營分為以下三個分部：

1. 工業解決方案業務

提供智能製造解決方案及服務，以提高生產線、工廠設施及工業園區管理的有效性及效率。

2. 智慧辦公業務

提供視訊會議相關解決方案，以及採購及分銷知名品牌的智慧辦公設備。

3. 新零售業務

提供數字零售標牌解決方案。

本集團各營運分部均為策略性業務單位，由相關業務單位的領導人管理。主要營運決策人根據除所得稅前溢利之計量指標評估經營分部的表現。提供予主要營運決策人的其他資料乃以與簡明合併財務報表一致的方式計量。

呈報分部的資產不包括統一管理的公司資產（主要包括公司的現金及現金等值物、物業、機器及設備、使用權資產、預付款項及其他應收款項、於聯營公司之投資、按公平值計入損益之金融資產以及遞延所得稅資產）。呈報分部的負債不包括公司負債（主要包括租賃負債、應計費用、其他應付款項、應付稅項及遞延所得稅負債）。該等資產及負債為資產負債表合計的對賬部分。

2 REVENUE AND SEGMENT INFORMATION

The chief operating decision maker has been identified as the executive directors (collectively referred to as the “**Chief Operation Decision Maker**” or “**CODM**”) that make strategic decisions. The CODM reviews the internal reporting of the Company and its subsidiaries in order to assess performance and allocate resources. Management has determined the operating segment based on the Group’s development plan and the internal reporting provided to the CODM. The management determined to divide three operating segments as follows:

1. Industrial Solution Business

The provision of smart manufacturing solutions and services to improve the effectiveness and efficiency of production lines, plant facilities and the management of industrial parks.

2. Smart Office Business

The provision of video conference related solutions plus sourcing and distribution of branded smart office equipment.

3. New Retail Business

The provision of digital retail signage solutions.

Each of the Group’s operating segments represents a strategic business unit that is managed by the respective business unit leaders. CODM assesses the performance of the operating segments based on a measure of profit before income tax. Other information provided to the CODM is measured in a manner consistent with that in the condensed consolidated financial statements.

Assets of reportable segments exclude corporate assets (mainly including corporate cash and cash equivalents, property, plant and equipment, right-of-use assets, prepayments and other receivables, investments in associates, financial assets at fair value through profit or loss and deferred income tax assets), all of which are managed on a central basis. Liabilities of reportable segments exclude corporate liabilities (mainly including lease liabilities, accruals, other payables, tax payables and deferred income tax liabilities). These are part of the reconciliation to total balance sheet assets and liabilities.

2 收入及分部資料 (續)

2 REVENUE AND SEGMENT INFORMATION (Continued)

(未經審核)
截至二零二三年六月三十日止六個月
(Unaudited)

For the six months ended 30 June 2023

		工業解決 方案業務 Industrial Solution Business 人民幣千元 RMB'000	智慧辦公業務 Smart Office Business 人民幣千元 RMB'000	新零售業務 New Retail Business 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
收益 (附註a)	Revenue (Note a)	194,557	155,526	3,732	353,815
呈報分部之業績	Results of reportable segments	17,701	2,595	198	20,494
呈報分部之業績與期間溢利之 對賬如下：	A reconciliation of results of reportable segments to profit for the period is as follow:				
呈報分部之業績	Results of reportable segments				20,494
未分配收入／(開支) (附註b)	Unallocated incomes/(expenses) (Note b)				(14,798)
期間溢利	Profit for the period				5,696
其他分部資料：	Other segment information:				
資本性支出	Capital expenditures	210	2,773	-	2,983
物業、機器及設備折舊	Depreciation of property, plant and equipment	1,579	174	-	1,753
使用權資產折舊	Depreciation of right-of-use assets	2,849	488	-	3,337
無形資產攤銷	Amortisation of intangible assets	335	1,291	-	1,626

2 收入及分部資料 (續)

2 REVENUE AND SEGMENT INFORMATION (Continued)

		(未經審核)			
		截至二零二二年六月三十日止六個月			
		(Unaudited)			
		For the six months ended 30 June 2022			
		工業解決 方案業務 Industrial Solution Business 人民幣千元 RMB'000	智慧辦公業務 Smart Office Business 人民幣千元 RMB'000	新零售業務 New Retail Business 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
收益 (附註a)	Revenue (Note a)	196,055	156,867	6,080	359,002
呈報分部之業績	Results of reportable segments	17,131	2,264	1,185	20,580
呈報分部之業績與期間溢利之 對賬如下：	A reconciliation of results of reportable segments to profit for the period is as follow:				
呈報分部之業績	Results of reportable segments				20,580
未分配收入／(開支) (附註b)	Unallocated incomes/(expenses) (Note b)				(14,237)
期間溢利	Profit for the period				6,343
其他分部資料：	Other segment information:				
資本性支出	Capital expenditures	1,398	35	-	1,433
物業、機器及設備折舊	Depreciation of property, plant and equipment	1,686	108	-	1,794
使用權資產折舊	Depreciation of right-of-use assets	4,390	491	-	4,881
無形資產攤銷	Amortisation of intangible assets	607	1,243	-	1,850

2 收入及分部資料 (續)

附註：

(a) 分拆與客戶合約之收入

本集團以下列主要產品線隨著時間及於某個時間點自轉讓貨品及服務產生收入：

2 REVENUE AND SEGMENT INFORMATION (Continued)

Note:

(a) Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major product lines:

		(未經審核)			
		截至二零二三年六月三十日止六個月			
		(Unaudited)			
		For the six months ended 30 June 2023			
		工業解決 方案業務 Industrial Solution Business 人民幣千元 RMB'000	智慧辦公業務 Smart Office Business 人民幣千元 RMB'000	新零售業務 New Retail Business 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
收入確認之時間	Timing of revenue recognition				
資訊科技項目	I.T. projects				
— 於某個時間點	– At a point of time	85,771	14,502	3,682	103,955
— 隨著時間	– Over time	40,697	16,830	50	57,577
維修及諮詢服務	Maintenance and consulting services				
— 隨著時間	– Over time	57,217	12	–	57,229
銷售貨品	Sales of goods				
— 於某個時間點	– At a point of time	9,229	124,182	–	133,411
經營租賃收入 (附註)	Operating lease income (Note)	1,643	–	–	1,643
		194,557	155,526	3,732	353,815

2 收入及分部資料 (續)

附註：(續)

(a) 分拆與客戶合約之收入 (續)

收入確認之時間		Timing of revenue recognition	(未經審核)			總計
			截至二零二二年六月三十日止六個月			
		(Unaudited)				
		For the six months ended 30 June 2022				
		工業解決	智慧辦公業務	新零售業務		
		方案業務	Smart	New		
		Industrial	Office	Retail		
		Solution	Business	Business	Total	
		Business	Business	Business	人民幣千元	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		RMB'000	RMB'000	RMB'000	RMB'000	
資訊科技項目	I.T. projects					
— 於某個時間點	– At a point of time	70,408	19,588	6,061	96,057	
— 隨著時間	– Over time	77,199	4,035	19	81,253	
維修及諮詢服務	Maintenance and consulting services					
— 隨著時間	– Over time	23,459	147	–	23,606	
銷售貨品	Sales of goods					
— 於某個時間點	– At a point of time	22,816	133,097	–	155,913	
經營租賃收入 (附註)	Operating lease income (Note)	2,173	–	–	2,173	
		196,055	156,867	6,080	359,002	

經營租賃收入指主要由向客戶租賃伺服器及運行自動化系統收取固定月租費用產生的收入。

Operating lease income represents the income mainly generated from leasing of servers, and operating the automated systems, to its customers by charging a fixed monthly rental charge.

2 REVENUE AND SEGMENT INFORMATION (Continued)

Note: (Continued)

(a) Disaggregation of revenue from contracts with customers (Continued)



2 收入及分部資料 (續)

附註：(續)

(a) 分拆與客戶合約之收入 (續)

按地理位置劃分之收入乃根據服務及產品交付之目的地釐定。

按客戶所在地區的客戶收入分析如下：

2 REVENUE AND SEGMENT INFORMATION (Continued)

Note: (Continued)

(a) Disaggregation of revenue from contracts with customers (Continued)

Revenue by geographical location is determined by the destination where the services and products were delivered.

Revenue from customers on the basis of customers' locations is analysed as follows:

		(未經審核)	
		截至六月三十日止六個月	
		(Unaudited)	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
中國	The PRC	168,855	188,969
台灣	Taiwan	47,313	30,994
歐洲	Europe	38,363	44,290
新加坡	Singapore	37,263	34,389
美洲	The Americas	35,609	36,015
其他國家	Other countries	26,412	24,345
		353,815	359,002

2 收入及分部資料 (續)

附註：(續)

- (b) 未分配收入／(開支) 主要包括於企業層面產生的政府補助、融資收入、按公平值計入損益之金融資產之公平值收益／(虧損)、員工福利開支、物業、機器及設備折舊、使用權資產折舊、無形資產攤銷、分佔聯營公司之業績、所得稅開支及其他營運開支。

經營分部之業績與期間溢利總額對賬如下：

2 REVENUE AND SEGMENT INFORMATION (Continued)

Note: (Continued)

- (b) Unallocated income/(expenses) mainly include government subsidies, finance income, fair value gains/(losses) on financial assets at fair value through profit or loss, employment benefit expenses, depreciation of property, plant and equipment, depreciation of right-of-use assets, amortisation of intangible assets, share of results of associates, income tax expense and other operating expenses incurred at corporate level.

A reconciliation of operating segments' results to total profit for the period is provided as follows:

		(未經審核)	
		截至六月三十日止六個月	
		(Unaudited)	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
分部業績	Segment results	20,494	20,580
未分配收入／(開支)	Unallocated income/(expenses)		
—政府補助	— Government subsidies	1,501	644
—融資收入	— Finance income	644	816
—按公平值計入損益之金融資產之公平值收益／(虧損)	— Fair value gains/(losses) on financial assets at fair value through profit or loss	133	(2,856)
—物業、機器及設備折舊	— Depreciation of property, plant and equipment	(48)	(142)
—使用權資產折舊	— Depreciation of right-of-use assets	(1,424)	(1,397)
—員工福利開支	— Employment benefit expenses	(6,625)	(6,167)
—分佔聯營公司之業績	— Share of results of associates	(2,346)	(769)
—所得稅開支	— Income tax expense	(3,515)	(854)
—其他	— Others	(3,118)	(3,512)
期間溢利	Profit for the period	5,696	6,343

2 收入及分部資料 (續)

2 REVENUE AND SEGMENT INFORMATION (Continued)

(未經審核)
於二零二三年六月三十日
(Unaudited)

As at 30 June 2023

		工業解決 方案業務 Industrial Solution Business 人民幣千元 RMB'000	智慧辦公業務 Smart Office Business 人民幣千元 RMB'000	新零售業務 New Retail Business 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
分部資產	Segment assets				
分部資產	Segment assets	215,857	210,853	430	427,140
其他未分配資產 (附註a)	Other unallocated assets (Note a)				231,519
簡明合併資產負債表 所列總資產	Total assets per condensed consolidated balance sheet				658,659
分部負債	Segment liabilities				
分部負債	Segment liabilities	97,323	46,674	7,883	151,880
其他未分配負債 (附註b)	Other unallocated liabilities (Note b)				39,050
簡明合併資產負債表 所列總負債	Total liabilities per condensed consolidated balance sheet				190,930

2 收入及分部資料 (續)

2 REVENUE AND SEGMENT INFORMATION (Continued)

		(經審核)			
		於二零二二年十二月三十一日			
		(Audited)			
		As at 31 December 2022			
		工業解決 方案業務 Industrial Solution Business 人民幣千元 RMB'000	智慧辦公業務 Smart Office Business 人民幣千元 RMB'000	新零售業務 New Retail Business 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
分部資產	Segment assets				
分部資產	Segment assets	272,643	188,552	2,868	464,063
其他未分配資產 (附註a)	Other unallocated assets (Note a)				262,276
簡明合併資產負債表 所列總資產	Total assets per condensed consolidated balance sheet				726,339
分部負債	Segment liabilities				
分部負債	Segment liabilities	117,006	98,366	10,019	225,391
其他未分配負債 (附註b)	Other unallocated liabilities (Note b)				49,915
簡明合併資產負債表 所列總負債	Total liabilities per condensed consolidated balance sheet				275,306



2 收入及分部資料 (續)

2 REVENUE AND SEGMENT INFORMATION (Continued)

附註：

- (a) 於二零二三年六月三十日及二零二二年十二月三十一日，其他未分配資產主要包括公司應用之現金及現金等價物、物業、機器及設備、使用權資產、預付款項及其他應收款項、於聯營公司之投資、按公平值計入損益之金融資產以及遞延所得稅資產。

經營分部之資產與總資產對賬如下：

Note:

- (a) As at 30 June 2023 and 31 December 2022, other unallocated assets mainly included cash and cash equivalents, property, plant and equipment, right-of-use assets, prepayments and other receivables, investments in associates, financial assets at fair value through profit or loss and deferred income tax assets for corporate usage.

Operating segments' assets are reconciled to total assets as follows:

		(未經審核) 二零二三年 六月三十日 (Unaudited) 30 June 2023 人民幣千元 RMB'000	(經審核) 二零二二年 十二月三十一日 (Audited) 31 December 2022 人民幣千元 RMB'000
呈報分部之分部資產	Segment assets for reportable segments	427,140	464,063
未分配資產	Unallocated assets		
— 現金及現金等價物	— Cash and cash equivalents	135,942	166,866
— 物業、機器及設備	— Property, plant and equipment	923	934
— 使用權資產	— Right-of-use assets	2,486	3,147
— 預付款項及其他應收款項	— Prepayments and other receivables	5,233	4,679
— 於聯營公司之投資	— Investments in associates	4,806	7,138
— 按公平值計入損益之金融資產	— Financial assets at fair value through profit or loss	76,682	74,560
— 遞延所得稅資產	— Deferred income tax assets	5,447	4,952
簡明合併資產負債表所列總資產	Total assets per condensed consolidated balance sheet	658,659	726,339

2 收入及分部資料 (續)

附註：(續)

- (b) 於二零二三年六月三十日及二零二二年十二月三十一日，其他未分配負債主要包括公司應用之應計費用、其他應付款項、租賃負債、應付稅項及遞延所得稅負債。

經營分部之負債與總負債對賬如下：

2 REVENUE AND SEGMENT INFORMATION (Continued)

Note: (Continued)

- (b) As at 30 June 2023 and 31 December 2022, other unallocated liabilities mainly included accruals, other payables, lease liabilities, tax payables and deferred income tax liabilities for corporate usage.

Operating segments' liabilities are reconciled to total liabilities as follows:

		(未經審核) 二零二三年 六月三十日 (Unaudited) 30 June 2023 人民幣千元 RMB'000	(經審核) 二零二二年 十二月三十一日 (Audited) 31 December 2022 人民幣千元 RMB'000
呈報分部之分部負債	Segment liabilities for reportable segments	151,880	225,391
未分配負債	Unallocated liabilities		
— 應計費用及其他應付款項	— Accruals and other payables	26,060	36,019
— 租賃負債	— Lease liabilities	2,504	3,037
— 應付稅項	— Tax payables	8,025	8,256
— 遞延所得稅負債	— Deferred income tax liabilities	2,461	2,603
簡明合併資產負債表所列總負債	Total liabilities per condensed consolidated balance sheet	190,930	275,306



3 經營溢利

經營溢利在扣減以下各項後列報：

3 OPERATING PROFIT

Operating profit is stated after charging the following:

		(未經審核)	
		截至六月三十日止六個月	
		(Unaudited)	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
扣除：	Charging:		
資訊科技項目硬件及 軟件成本及銷售 貨品成本	Cost of hardware and software for I.T. projects and cost of goods sold	247,796	250,876
員工福利開支 (包括董事酬金)	Employment benefit expenses (including directors' emoluments)	65,267	62,701
非流動資產折舊及攤銷	Depreciation and amortisation of non-current assets	8,188	10,064
分包費用	Sub-contracting fee	682	374
短期租賃開支	Short-term leases expenses	191	464
存貨減值撥備	Provision for impairment of inventories	1,923	1,176
營業應收賬項虧損撥備	Loss allowance for trade receivables	265	526

4 所得稅開支

本公司已獲豁免百慕達稅項。香港利得稅乃根據在香港產生或源自香港之估計應課稅溢利按16.5% (二零二二年：16.5%) 之稅率提撥準備。截至二零二三年六月三十日止六個月，中國、台灣及美國成立及營運之集團公司須繳付的企業所得稅稅率分別為25%、20%及30% (二零二二年：相同)，惟以下訂明者除外。

4 INCOME TAX EXPENSE

The Company is exempted from taxation in Bermuda. Hong Kong profits tax has been provided for at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits arising in or derived from Hong Kong. Group companies established and operating in the PRC, Taiwan and the United States are subject to corporate income tax at the rate of 25%, 20% and 30% (2022: Same) respectively, for the six months ended 30 June 2023, except for those specified below.

4 所得稅開支 (續)

根據高新技術企業稅務優惠政策，其中一間中國子公司獲相關地方稅務局批准，有權由二零二一年至二零二三年享有優惠企業所得稅率15%。

扣除自簡明合併利潤表的稅項金額指：

4 INCOME TAX EXPENSE (Continued)

One of the subsidiaries in the PRC were approved by the relevant local tax bureaus under the preferential tax policy for the high and new technology enterprises, and were entitled to a preferential corporate income tax rate of 15% from 2021 until 2023.

The amount of taxation charged to the condensed consolidated income statement represents:

		(未經審核)	
		截至六月三十日止六個月	
		(Unaudited)	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
當期稅項	Current taxation	3,880	3,268
遞延所得稅開支	Deferred income tax expenses	(365)	(2,414)
		3,515	854

5 股息

於二零二三年八月二十八日舉行的董事會會議上，董事並無宣派截至二零二三年六月三十日止六個月之中期股息（二零二二年：無）。

5 DIVIDENDS

At a Board meeting held on 28 August 2023, no interim dividend is declared by the directors for the six months ended 30 June 2023 (2022: Nil).



6 每股盈利

(a) 基本

每股基本盈利乃根據期內本公司權益持有人應佔溢利除以已發行普通股加權平均數計算。

6 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

		(未經審核) 截至六月三十日止六個月 (Unaudited) Six months ended 30 June	
		二零二三年 2023	二零二二年 2022
本公司權益持有人應佔溢利 (人民幣千元)	Profit attributable to equity holders of the Company (RMB'000)	5,696	6,343
已發行普通股加權平均數 (千股)	Weighted average number of ordinary shares in issue ('000)	701,543	701,543
每股基本盈利 (四捨五入至人民幣仙)	Basic earnings per share (rounded to RMB cents)	0.81	0.90

(b) 攤薄

由於購股權具反攤薄效應，故每股攤薄盈利與每股基本盈利之金額相同。

(b) Diluted

Diluted earnings per share is of the same amount as the basic earnings per share as the share options are anti-dilutive.

7 資本開支

7 CAPITAL EXPENDITURE

		截至二零二三年六月三十日止六個月 (未經審核)		
		Six months ended 30 June 2023 (Unaudited)		
		無形資產	物業、機器及 設備	使用權資產
		Intangible assets	Property, plant and equipment	Right-of-use assets
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
期初賬面淨值	Opening net book amount	16,552	8,395	12,232
添置	Additions	-	1,073	2,673
折舊／攤銷支出	Depreciation/amortisation charge	(1,625)	(1,801)	(4,762)
匯兌差額	Exchange difference	609	(1)	334
期末賬面淨值	Closing net book amount	15,536	7,666	10,477

		截至二零二二年六月三十日止六個月 (未經審核)		
		Six months ended 30 June 2022 (Unaudited)		
		無形資產	物業、機器及 設備	使用權資產
		Intangible assets	Property, plant and equipment	Right-of-use assets
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
期初賬面淨值	Opening net book amount	19,641	10,450	25,793
添置	Additions	-	1,452	-
出售	Disposal	-	(10)	-
折舊／攤銷支出	Depreciation/amortisation charge	(1,850)	(1,936)	(6,278)
匯兌差額	Exchange difference	788	(31)	(152)
期末賬面淨值	Closing net book amount	18,579	9,925	19,363

8 營業及租賃應收賬項

8 TRADE AND LEASE RECEIVABLES

		(未經審核) 二零二三年 六月三十日 (Unaudited) 30 June 2023 人民幣千元 RMB'000	(經審核) 二零二二年 十二月三十一日 (Audited) 31 December 2022 人民幣千元 RMB'000
應收營業賬項	Trade receivables		
— 第三方	– third parties	159,495	145,179
— 關連方	– related parties	94,584	137,602
		254,079	282,781
融資租賃應收賬項—合共	Finance lease receivables – total	5,460	6,051
營業及租賃應收賬項	Trade and lease receivables		
— 總額	– gross	259,539	288,832
減：虧損撥備	Less: loss allowance	(70,886)	(68,531)
營業及租賃應收賬項	Trade and lease receivables – net		
— 淨額		188,653	220,301
減：營業及租賃應收賬項	Less: trade and lease receivables		
— 非流動部分	– non-current portion	(4,249)	(4,869)
營業及租賃應收賬項	Trade and lease receivables		
— 流動部分	– current portion	184,404	215,432

簡明中期財務資料附註

NOTES TO CONDENSED INTERIM FINANCIAL INFORMATION

8 營業及租賃應收賬項 (續)

應收營業賬項及其根據發票日期的賬齡分析如下：

		(未經審核) 二零二三年 六月三十日 (Unaudited) 30 June 2023 人民幣千元 RMB'000	(經審核) 二零二二年 十二月三十一日 (Audited) 31 December 2022 人民幣千元 RMB'000
少於六十天	Less than 60 days	122,937	113,552
六十至一百二十天	60 to 120 days	33,429	47,901
一百二十一至三百六十天	121 to 360 days	24,479	52,141
超過三百六十天	Over 360 days	73,234	69,187
		254,079	282,781

本集團大部分銷售乃按記賬交易形式進行，信貸期限一般介乎30天至90天。

8 TRADE AND LEASE RECEIVABLES (Continued)

Trade receivables and their ageing analysis based on invoice date is as follows:

Majority of the Group's sales are made on open account, with credit terms generally ranging from 30 days to 90 days.

9 應付營業賬項

應付營業賬項及其根據發票日期的賬齡分析如下：

		(未經審核) 二零二三年 六月三十日 (Unaudited) 30 June 2023 人民幣千元 RMB'000	(經審核) 二零二二年 十二月三十一日 (Audited) 31 December 2022 人民幣千元 RMB'000
少於六十天	Less than 60 days	99,945	107,471
六十至一百二十天	60 to 120 days	6,913	12,767
超過一百二十天	Over 120 days	11,915	47,843
		118,773	168,081

9 TRADE PAYABLES

Trade payables and their ageing analysis based on invoice date is as follows:

10 股本及股份溢價

10 SHARE CAPITAL AND SHARE PREMIUM

股本

Share capital

已發行及繳足普通股：	Ordinary shares, issued and fully paid:	股份數目 Number of shares 千股 '000	面值 Nominal value 人民幣千元 RMB'000
於二零二二年十二月三十一日、 二零二三年一月一日及 二零二三年六月三十日	At 31 December 2022, 1 January 2023 and 30 June 2023	701,543	68,447

股份溢價

Share premium

於二零二二年十二月三十一日、 二零二三年一月一日及 二零二三年六月三十日	At 31 December 2022, 1 January 2023 and 30 June 2023		213,865
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11 股份支付交易

二零一三年購股權計劃

根據本公司於二零一三年八月三十日採納之購股權計劃（「二零一三年購股權計劃」），董事會全權酌情認為，向(i)本集團或任何被投資實體（即本集團持有股權之實體）之任何全職或兼職僱員（包括本公司或任何子公司或任何被投資實體之任何董事，不論是執行或非執行及不論是獨立與否）；(ii)本集團發行之任何證券之任何持有人；及(iii)本集團或任何被投資實體之任何業務或合營夥伴、承包商、代理或代表、顧問、諮詢人、供應商、生產商或特許發出人、客戶、特許持有人（包括任何再授特許持有人）或分銷商、業主或租戶（包括任何分租戶）；或(iv)董事會全權酌情認為已或可能對本集團或任何被投資實體作出貢獻之任何人士授出購股權。

根據本公司股東在股東週年大會通過的決議案，二零一三年購股權計劃於二零二三年五月三十一日終止。在二零一三年購股權計劃終止後，將不再授出購股權，惟二零一三年購股權計劃的條款，以實現行使任何於購股權計劃終止前授出或行使之購股權而必要者或可能根據二零一三年購股權計劃之條文另行規定者為限，仍具全面效力。

於二零二三年六月三十日，根據二零一三年購股權計劃授出而未行使的購股權涉及的股份總數為15,270,000股。

11 SHARE-BASED PAYMENT TRANSACTIONS

2013 Share Option Scheme

Pursuant to the share option scheme adopted by the Company on 30 August 2013 (“**2013 Share Option Scheme**”), in the sole discretion of the Board, to grant options to (i) any full time or part time employees of the Group; or any invested entity, an entity in which the Group holds an equity interest, (including any directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiary or any invested entity); (ii) any holder of any securities issued by the Group; and (iii) any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sub-licensee) or distributors, landlords or tenants (including any sub-tenants) of the Group or any invested entity; or (iv) any person who, in the sole discretion of the Board, has contributed or may contribute to the Group or any invested entity.

On 31 May 2023, the 2013 Share Option Scheme was terminated pursuant to a resolution passed by the shareholders of the company at the annual general meeting. Upon termination of the 2013 Share Option Scheme, no further options could be granted but the provisions of the 2013 Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of options granted prior to its termination or otherwise as may be required in accordance with the rules of the 2013 Share Option Scheme.

As at 30 June 2023, the total number of shares in respect of which share options had been granted and remained outstanding under the 2013 Share Option Scheme was 15,270,000.

11 股份支付交易 (續)

11 SHARE-BASED PAYMENT TRANSACTIONS (Continued)

二零一三年購股權計劃 (續)

2013 Share Option Scheme (Continued)

截至二零二三年六月三十日止六個月根據二零一三年購股權計劃授出的購股權變動如下：

Movement of the options granted under the 2013 Share Option Scheme for the six months ended 30 June 2023 is as follows:

授出日期	參與者姓名/ 名稱或分類	購股權數目					於二零二三年 六月三十日 尚未行使	行使期	每份購股 權行售價	緊接購股權 授出日期前 每股收市價
		於二零二三年 一月一日 尚未行使	期內已授出	期內已失效	期內已沒收	期內已行使				
Date of grant	Name or category of participants	Outstanding as at 1 January 2023	Granted during the period	Expired during the period	Forfeited during the period (附註(i))	Exercised during the period	Outstanding as at 30 June 2023	Exercise period	Exercise Price per share option (港元)	Closing price per share immediately before the grant date of share option (港元)
董事										
Director										
二零一七年 八月三十一日 31 August 2017	鄭宜斌先生 Mr. CHENG Yee Pun	300,000	-	-	-	-	300,000	二零一九年八月三十一日至 二零二七年八月三十日 31 August 2019 to 30 August 2027	1.684	1.55
二零一八年 十一月十二日 12 November 2018	鄭宜斌先生 Mr. CHENG Yee Pun	500,000	-	-	-	-	500,000	二零二零年十一月十二日至 二零二八年十一月十一日 12 November 2020 to 11 November 2028	0.686	0.66
二零二二年四月八日 8 April 2022	蔡力挺先生 Mr. CAI Liting	800,000	-	-	-	-	800,000	二零二四年四月八日至 二零三二年四月七日 8 April 2024 to 7 April 2032	0.31	0.31
二零二二年四月八日 8 April 2022	鄭宜斌先生 Mr. CHENG Yee Pun	500,000	-	-	-	-	500,000	二零二四年四月八日至 二零三二年四月七日 8 April 2024 to 7 April 2032	0.31	0.31
僱員										
Employees										
二零一七年 八月三十一日 31 August 2017	持續合約僱員 Continuous contract employees	3,050,000	-	-	(200,000)	-	2,850,000	二零一九年八月三十一日至 二零二七年八月三十日 31 August 2019 to 30 August 2027	1.684	1.55
二零一八年 十一月十二日 12 November 2018	持續合約僱員 Continuous contract employees	4,760,000	-	-	(300,000)	-	4,460,000	二零二零年十一月十二日至 二零二八年十一月十一日 12 November 2020 to 11 November 2028	0.686	0.66
二零二二年四月八日 8 April 2022	持續合約僱員 Continuous contract employees	6,210,000	-	-	(350,000)	-	5,860,000	二零二四年四月八日至 二零三二年四月七日 8 April 2024 to 7 April 2032	0.31	0.31
		16,120,000	-	-	(850,000)	-	15,270,000			

11 股份支付交易 (續)

11 SHARE-BASED PAYMENT TRANSACTIONS (Continued)

二零一三年購股權計劃 (續)

2013 Share Option Scheme (Continued)

截至二零二二年六月三十日止六個月根據二零一三年購股權計劃授出的購股權變動如下：(續)

Movement of the options granted under the 2013 Share Option Scheme for the six months ended 30 June 2022 is as follows: (Continued)

授出日期	參與者姓名/ 名稱或分類	購股權數目						於二零二二年 六月三十日 尚未行使	行使期	每份購股 權行使價	緊接購股權 授出日期前 每股收市價
		於二零二二年 一月一日 尚未行使	期內已授出	期內已失效	期內已沒收	期內已行使	於二零二二年 六月三十日 尚未行使				
Date of grant	Name or category of participants	Outstanding as at 1 January 2022	Granted during the period	Expired during the period	Forfeited during the period (附註(i))	Exercised during the period	Outstanding as at 30 June 2022	Exercise period	Exercise Price per share option (港元) (HK\$)	Closing price per share immediately before the grant date of share option (港元) (HK\$)	
董事											
Director											
二零一七年 八月三十一日 31 August 2017	鄭宜斌先生 Mr. CHENG Yee Pun	300,000	-	-	-	-	300,000	二零一九年八月三十一日至 二零二七年八月三十日 31 August 2019 to 30 August 2027	1.684	1.55	
二零一八年 十一月十二日 12 November 2018	鄭宜斌先生 Mr. CHENG Yee Pun	500,000	-	-	-	-	500,000	二零二零年十一月十二日至 二零二八年十一月十一日 12 November 2020 to 11 November 2028	0.686	0.66	
二零二二年四月八日 8 April 2022	蔡力挺先生 Mr. CAI Liting	-	800,000	-	-	-	800,000	二零二四年四月八日至 二零二二年四月七日 8 April 2024 to 7 April 2022	0.31	0.31	
二零二二年四月八日 8 April 2022	鄭宜斌先生 Mr. CHENG Yee Pun	-	500,000	-	-	-	500,000	二零二四年四月八日至 二零二二年四月七日 8 April 2024 to 7 April 2022	0.31	0.31	
僱員											
Employees											
二零一七年 八月三十一日 31 August 2017	持續合約僱員 Continuous contract employees	3,200,000	-	-	(150,000)	-	3,050,000	二零一九年八月三十一日至 二零二七年八月三十日 31 August 2019 to 30 August 2027	1.684	1.55	
二零一八年 十一月十二日 12 November 2018	持續合約僱員 Continuous contract employees	4,910,000	-	-	(60,000)	-	4,860,000	二零二零年十一月十二日至 二零二八年十一月十一日 12 November 2020 to 11 November 2028	0.686	0.66	
二零二二年四月八日 8 April 2022	持續合約僱員 Continuous contract employees	-	6,310,000	-	(60,000)	-	6,260,000	二零二四年四月八日至 二零二二年四月七日 8 April 2024 to 7 April 2022	0.31	0.31	
		8,910,000	7,610,000	-	(250,000)	-	16,270,000				

11 股份支付交易 (續)

二零一三年購股權計劃 (續)

附註：

購股權因僱員於歸屬期內辭任或候選人拒絕購股權提議而於年內沒收。倘股份因僱員未能滿足服務條件或拒絕提議而被沒收，則先前就該等股份確認的任何費用於沒收生效當日撥回。

二零二三年購股權計劃

根據本公司股東於二零二三年五月三十一日舉行的股東週年大會上通過決議案及聯交所批准上市，本公司已採納一項購股權計劃（「二零二三年購股權計劃」）。二零二三年購股權計劃將自二零二三年五月三十一日（「採納日期」）起計十年期間內有效。董事會全權向以下人士授出購股權：(a)本公司或其任何子公司之任何僱員（不論是全職或兼職，包括任何董事，不論是執行或非執行及不論是獨立與否）（亦包括根據二零二三年購股權計劃獲授購股權作為與該等公司訂立僱傭合約的獎勵之人士）；(b)本公司之控股公司、同系子公司或聯營公司的任何董事或僱員；及(c)在本集團日常及一般業務過程中按持續及經常性基準向本集團提供服務的任何人士，並經本集團釐定，向其授出購股權有利於本集團的長期增長。

除非獲得股東進一步批准，否則所有根據二零二三年購股權計劃及其他計劃將予授出的購股權獲行使後，或會發行的股份總數不得超過於採納日期已發行股份總數的10%（「限額」）。就根據二零二三年購股權計劃將予授出的所有購股權及獎勵而或會發行的最高股份數目將為70,154,344股股份，佔於採納日期已發行股份總數的10%。

11 SHARE-BASED PAYMENT TRANSACTIONS (Continued)

2013 Share Option Scheme (Continued)

Notes:

The share options forfeited during the year due to the resignation of employees within vesting period or the offer of share options was rejected by the candidates. Where shares are forfeited due to failures by the employees to satisfy the service conditions or rejection of the offer, any expenses previously recognised in relation to such shares are reversed effective on the date of the forfeiture.

2023 Share Option Scheme

Pursuant to a resolution passed by the shareholders of the Company at the annual general meeting held on 31 May 2023 and the listing approval from the Stock Exchange, the Company adopted a share option scheme ("2023 Share Option Scheme"). The 2023 Share Option Scheme shall be effective for a period of 10 years from 31 May 2023 ("Adoption Date"). The Board has sole discretion to grant options to (a) any employee (whether full-time or part-time, including any Directors, whether executive or non-executive and whether independent or not) of the Company or any of its Subsidiaries (and including persons who are granted options under the 2023 Share Option Scheme as an inducement to enter into employment contracts with these companies); (b) any director or employee of the holding companies, fellow subsidiaries or associated companies of the Company; and (c) any person providing services to the Group on a continuing or recurring nature in the ordinary and usual course of business of the Group, the grant of options to whom is in the interests of the long-term growth of the Group as determined by the Group.

The total number of shares which may be issued upon exercise of all options to be granted under the 2023 Share Option Scheme and other schemes shall not be in aggregate exceed 10% of the shares in issue as at its Adoption Date (the "Limit") unless further shareholders' approval is obtained. The maximum number of shares which may be issued in respect of all options and awards to be granted under the 2023 Share Option Scheme shall be 70,154,344 Shares, representing 10% of the total number of shares in issue as at the Adoption Date.

11 股份支付交易 (續)**二零二三年購股權計劃 (續)**

就所有向服務提供者根據二零二三年購股權計劃將予授出的購股權以及根據任何其他計劃可能將會授出的購股權而或會發行的股份總數不得超過相等於於採納日期本公司已發行股份總數的2% (「分項限額」)。二零二三年購股權計劃項下的分項限額將為14,030,868股股份，佔於採納日期本公司已發行股本的2%。

截至二零二三年六月三十日止六個月，概無二零二三年購股權計劃項下的購股權獲授出、行使或註銷。於截至二零二三年六月三十日止六個月期初及六個月期末，二零二三年購股權計劃項下的限額及分項限額可授出的購股權數目分別為70,154,344股股份及14,030,868股股份。

12 經營租賃承擔**作為出租人**

於二零二三年六月三十日及二零二二年十二月三十一日，不可撤銷經營租賃下之未來最低應收租賃款項如下：

第一年內	Not later than one year
超過一年及不超過五年	Later than one year and not later than five years

11 SHARE-BASED PAYMENT TRANSACTIONS (Continued)**2023 Share Option Scheme (Continued)**

The total number of shares which may be issued in respect of all options to be granted under the 2023 Share Option Scheme together with options which may be granted under any other schemes to service providers shall not exceed such number of shares as equals to 2% of the issued share capital of the Company as at the Adoption Date (the "Sublimit"). The Sublimit under the 2023 Share Option Scheme will be 14,030,868 Shares, representing 2% of the issued share capital of the Company as at the Adoption Date.

During the six months ended 30 June 2023, there were no share options granted, exercised or cancelled under the 2023 Share Option Scheme. The number of options available for grant under the Limit and the Sublimit of the 2023 Share Option Scheme at the beginning of the six months and at the end of the six months ended 30 June 2023 were 70,154,344 Shares and 14,030,868 Shares, respectively.

12 OPERATING LEASE COMMITMENTS**As lessor**

At 30 June 2023 and 31 December 2022, the future minimum lease payments receivable under non-cancellable operating leases are as follows:

(未經審核) (Unaudited)	(經審核) (Audited)
二零二三年 六月三十日 30 June 2023	二零二二年 十二月三十一日 31 December 2022
人民幣千元 RMB'000	人民幣千元 RMB'000

1,938 2,084

- 969

1,938 3,053

12 經營租賃承擔 (續)

作為承租人

於二零二三年六月三十日及二零二二年十二月三十一日，不可撤銷短期租賃下有關辦公室將按直線基準確認為開支之未來最低租賃付款總額如下：

第一年內	Not later than one year	151	73
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12 OPERATING LEASE COMMITMENTS
(Continued)

As lessee

At 30 June 2023 and 31 December 2022, the future aggregate minimum lease payments in respect of offices under non-cancellable short-term leases that will be recognised as expenses on a straight line basis are as follows:

(未經審核)	(經審核)
(Unaudited)	(Audited)
二零二三年	二零二二年
六月三十日	十二月三十一日
30 June	31 December
2023	2022
人民幣千元	人民幣千元
RMB'000	RMB'000

13 關連人士交易

於二零二三年六月三十日，23.83% (二零二二年十二月三十一日：23.83%) 之本公司股份由FSK Holdings Limited (於香港註冊成立之公司) 直接持有，而10.24% (二零二二年十二月三十一日：10.24%) 之本公司股份由FDG Fund, L.P.直接持有。FSK Holdings Limited為注資FDG Fund, L.P.總承擔約75%之有限合夥人。

如本集團或其管理人員之任何成員或其近親能夠直接或間接對某一方的財務和經營決策有重大影響或反之亦然的情形，則該人士被視為與本集團有關連。關連人士可以是個人或實體。

除財務報表其他部分所示的關連人士資料外，本集團及其關連人士於日常業務中訂立的重大關連人士交易以及關連人士交易產生的結餘概述如下。

13 RELATED PARTY TRANSACTIONS

As at 30 June 2023, 23.83% (31 December 2022: 23.83%) of the Company's shares were directly held by FSK Holdings Limited, a company incorporated in Hong Kong and 10.24% (31 December 2022: 10.24%) of the Company's shares were directly held by FDG Fund, L.P. FSK Holdings Limited is a limited partner of FDG Fund, L.P. contributing to about 75% of its total commitment.

Parties are considered to be related to the Group if the Group or any member of its key management personnel or their close family members has the ability, directly or indirectly, to exercise significant influence over the parties in making financial and operating decisions, or vice versa. Related parties may be individuals or entities.

The following is a summary of significant related party transactions entered into in the ordinary course of business between the Group and its related parties and the balances arising from related party transactions in addition to the related party information shown elsewhere in the financial statements.

13 關連人士交易 (續)

13 RELATED PARTY TRANSACTIONS

(Continued)

(a) 與關連人士之交易

(a) Transactions with related parties

		(未經審核) (Unaudited)	
		截至六月三十日止六個月 Six months ended 30 June	
		二零二三年 2023	二零二二年 2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
	附註 Note		
向關連人士銷售貨品	Sales of goods to related parties	(i)	9,359
			5,785
向關連人士提供服務	Rendering of services to related parties	(ii)	173,531
			147,987
向關連人士購買貨品	Purchases of goods from related parties	(i)	13,879
			12,393

於二零二三年六月三十日及二零二二年十二月三十一日，應收／(付)關連人士款項計入以下項目：

As at 30 June 2023 and 31 December 2022, amounts due from/(to) related parties are included in below:

		(未經審核) 二零二三年 六月三十日 (Unaudited) 30 June 人民幣千元 RMB'000	(經審核) 二零二二年 十二月三十一日 (Audited) 31 December 人民幣千元 RMB'000
營業應收賬項	Trade receivables	94,584	137,602
合約資產	Contract assets	13,175	17,099
按金、預付款項及其他應收款項	Deposits, prepayment and other receivables	625	177
應付營業賬項	Trade payables	(3,902)	(3,494)
其他應付款項	Other payables	(1,037)	-
合約負債	Contract liabilities	(3,814)	(5,848)



13 關連人士交易 (續)

(a) 與關連人士之交易 (續)

附註：

- (i) 銷售及購買貨品乃按相關訂約方共同協定之價格收費。關連人士指鴻海精密工業股份有限公司及其報告期內其集團公司。
- (ii) 服務條款由相關訂約方共同協定。關連人士指鴻海精密工業股份有限公司及其集團公司。

(b) 主要管理人員之報酬

13 RELATED PARTY TRANSACTIONS

(Continued)

(a) Transactions with related parties

(Continued)

Notes:

- (i) Sales and purchases of goods are charged at prices mutually agreed by the relevant parties. The related parties represent Hon Hai Precision Industry Company Limited and its group companies during the reporting period.
- (ii) Terms of services are mutually agreed by the relevant parties. The related parties represent Hon Hai Precision Industry Company Limited and its group companies.

(b) Key management compensation

(未經審核)
截至六月三十日止六個月
(Unaudited)

Six months ended 30 June

二零二三年

二零二二年

2023

2022

人民幣千元

人民幣千元

RMB'000

RMB'000

工資及津貼	Salaries and allowances	708	681
退休金成本—定額供款計劃	Pension costs – defined contribution plans	8	8
		716	689



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