

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。



SIM TECHNOLOGY GROUP LIMITED

晨訊科技集團有限公司*

(於百慕達註冊成立之有限公司)

(股份代號：2000)

海外監管公告

本公告是由晨訊科技集團有限公司*(「本公司」)根據香港聯合交易所有限公司證券上市規則第 13.10B條而作出。

以下附件是本公司依台灣相關證券法律的規定於二零一八年九月二十日在台灣證券交易所股份有限公司網頁刊發的公告。

承董事會命
晨訊科技集團有限公司
公司秘書
陳梓妍

香港，二零一八年九月二十日

於本公告日期，本公司執行董事為楊文瑛女士、王祖同先生、唐融融女士、陳達榮先生及劉軍先生，本公司獨立非執行董事為廖慶雄先生、王田苗先生及武哲先生。

* 僅供識別

晨訊科技集團有限公司及子公司

民國 107 年上半年度
合併財務報告暨會計師複核報告
(上市之臺灣存託憑證用外國公司財務報告)
(股票代碼 912000)

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附 件 一

會計師複核報告

晨訊科技集團有限公司 公鑒：

晨訊科技集團有限公司及子公司按香港聯合交易所有限公司主板證券上市規則(Main Board Listing Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited)要求遵照其有關係文及國際會計準則委員會頒佈的國際會計準則第 34 號「期中財務報導」(International Accounting Standard 34 "Interim financial reporting" ("IAS"34) issued by International Accounting Standards Board)而編製之民國 107 年及 106 年 6 月 30 日之簡明綜合財務狀況表，暨民國 107 年及 106 年 1 月 1 日至 6 月 30 日之簡明綜合損益表及其相關資訊（金額以港幣為單位），業經香港德勤．關黃陳方會計師行（Deloitte Touche Tohmatsu）核閱完竣，並分別於民國 107 年 8 月 23 及 106 年 8 月 24 日出具標準式無保留之核閱報告（詳附件四）。隨附晨訊科技集團有限公司及子公司之上述財務報表依新臺幣換算表示之資訊（詳附件二）暨其相關資訊（詳附件三），業經本會計師依照「第二上市（櫃）公司財務報告複核要點」，採行必要之複核程序予以複核竣事。由於本會計師並未依照一般公認審計準則查核，故無法對上開財務資訊表示意見。

依本會計師之複核結果，並未發現第一段所述晨訊科技集團有限公司及子公司依新臺幣換算之主要財務報表暨其相關資訊，有違反「第二上市（櫃）財務報告複核要點」規定而須作重大修正、調整或再補充揭露之情事。

勤業眾信聯合會計師事務所
會計師 柯 志 賢



柯志賢

金融監督管理委員會核准文號
金管證六字第 0930160267 號

會計師 邱 盟 捷



邱盟捷

金融監督管理委員會核准文號
金管證審字第 1020025513 號

中 華 民 國 107 年 9 月 18 日

附 件 二

晨訊科技集團有限公司及子公司



簡明綜合財務狀況表

民國 107 年 6 月 30 日及 106 年 12 月 31 日

單位：仟元

| | 107年6月30日 (未經查核) | | | | 106年12月31日 (經查核) | | | |
|--------------------------|---------------------|------------------|---|------------------|---------------------|------------------|---|------------------|
| | 港 | 幣 | 新 | 臺 | 港 | 幣 | 新 | 臺 |
| 非流動資產 | | | | | | | | |
| 投資性不動產 | \$ | 391,655 | | \$ 1,520,013 | \$ | 384,949 | | \$ 1,493,987 |
| 不動產、廠房及設備 | | 382,372 | | 1,483,986 | | 399,258 | | 1,549,520 |
| 土地使用權 | | 83,662 | | 324,692 | | 86,793 | | 336,844 |
| 無形資產 | | 142,482 | | 552,974 | | 188,765 | | 732,598 |
| 遞延所得稅資產 | | 46,408 | | 180,109 | | 47,339 | | 183,723 |
| 應收租賃款 | | 473 | | 1,836 | | 705 | | 2,736 |
| 投資關聯企業 | | 1,938 | | 7,521 | | 2,274 | | 8,825 |
| 備供出售金融資產 | | - | | - | | 80,253 | | 311,462 |
| 透過其他綜合損益按公允價值 衡量之金融資產 | | 47,883 | | 185,834 | | - | | - |
| 應收出售子公司價款 | | 1,714 | | 6,652 | | 1,733 | | 6,726 |
| | | <u>1,098,587</u> | | <u>4,263,617</u> | | <u>1,192,069</u> | | <u>4,626,421</u> |
| 流動資產 | | | | | | | | |
| 存貨 | | 539,183 | | 2,092,569 | | 758,531 | | 2,943,859 |
| 應收租賃款 | | 702 | | 2,724 | | 2,097 | | 8,138 |
| 待售房地 | | 143,537 | | 557,067 | | 502,998 | | 1,952,135 |
| 應收帳款及票據 | | 303,648 | | 1,178,458 | | 344,208 | | 1,335,871 |
| 合約資產 | | 228,338 | | 886,180 | | - | | - |
| 其他應收款、存出保證金及預 付款項 | | 334,594 | | 1,298,559 | | 346,412 | | 1,344,425 |
| 應收出售子公司價款 | | 129,801 | | 503,758 | | 723 | | 2,806 |
| 透過損益按公允價值衡量之金 融資產 | | 16,574 | | 64,324 | | - | | - |
| 應收委託貸款 | | 27,407 | | 106,367 | | 36,150 | | 140,298 |
| 質押定期存款 | | 40,528 | | 157,289 | | 30,125 | | 116,915 |
| 銀行存款及現金 | | <u>577,326</u> | | <u>2,240,602</u> | | <u>417,092</u> | | <u>1,618,734</u> |
| | | <u>2,341,638</u> | | <u>9,087,897</u> | | <u>2,438,336</u> | | <u>9,463,181</u> |
| 流動負債 | | | | | | | | |
| 應付帳款及票據 | | 435,968 | | 1,691,992 | | 393,750 | | 1,528,144 |
| 合約負債 | | 234,995 | | 912,016 | | - | | - |
| 其他應付款、存入保證金及應 付費用 | | 71,239 | | 276,479 | | 599,012 | | 2,324,766 |
| 其他短期借款 | | 56,639 | | 219,816 | | 141,154 | | 547,818 |
| 銀行借款 | | 61,388 | | 238,247 | | 84,104 | | 326,408 |
| 應付所得稅 | | <u>68,445</u> | | <u>265,635</u> | | <u>37,992</u> | | <u>147,447</u> |
| | | <u>928,674</u> | | <u>3,604,185</u> | | <u>1,256,012</u> | | <u>4,874,583</u> |
| 流動資產淨額 | | <u>1,412,964</u> | | <u>5,483,712</u> | | <u>1,182,324</u> | | <u>4,588,598</u> |
| 總資產減流動負債 | | <u>2,511,551</u> | | <u>9,747,329</u> | | <u>2,374,393</u> | | <u>9,215,019</u> |

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| | 107年6月30日 (未經查核) | | | 106年12月31日 (經查核) | | | | | | |
|-------------|---------------------|------------------|---|---------------------|------------------|---|------------------|----|------------------|---|
| | 港 | 幣 | 新 | 臺 | 幣 | 港 | 幣 | 新 | 臺 | 幣 |
| 非流動負債 | | | | | | | | | | |
| 遞延所得稅負債 | \$ | 91,177 | | \$ | 353,858 | | 99,151 | \$ | 384,805 | |
| 遞延收入 | | <u>49,687</u> | | | <u>192,835</u> | | <u>51,951</u> | | <u>201,622</u> | |
| | | <u>140,864</u> | | | <u>546,693</u> | | <u>151,102</u> | | <u>586,427</u> | |
| 資產淨額 | \$ | <u>2,370,687</u> | | \$ | <u>9,200,636</u> | | <u>2,223,291</u> | \$ | <u>8,628,592</u> | |
| 股本及準備 | | | | | | | | | | |
| 股本 | \$ | 255,955 | | \$ | 993,361 | | 255,955 | \$ | 993,361 | |
| 儲備 | | <u>2,033,238</u> | | | <u>7,890,997</u> | | <u>1,865,855</u> | | <u>7,241,383</u> | |
| 歸屬於母公司業主之權益 | | 2,289,193 | | | 8,884,358 | | 2,121,810 | | 8,234,744 | |
| 非控制權益 | | <u>81,494</u> | | | <u>316,278</u> | | <u>101,481</u> | | <u>393,848</u> | |
| 權益總額 | \$ | <u>2,370,687</u> | | \$ | <u>9,200,636</u> | | <u>2,223,291</u> | \$ | <u>8,628,592</u> | |

註一：上列財務報表之所有資產、負債及權益科目金額，係以 107 年 6 月 30 日之港幣對新臺幣匯率（HK\$1：NT\$3.881）換算。

註二：最近 3 年度港幣對新臺幣最高、最低及平均匯率如下：

| 年 | 度 | 最 | 高 | 最 | 低 | 平 | 均 |
|-------------------|---|-----------------|---|-----------------|---|-----------------|---|
| 106.1.1-106.12.31 | | HK\$1：NT\$4.121 | | HK\$1：NT\$3.805 | | HK\$1：NT\$3.905 | |
| 105.1.1-105.12.31 | | HK\$1：NT\$4.330 | | HK\$1：NT\$4.027 | | HK\$1：NT\$4.156 | |
| 104.1.1-104.12.31 | | HK\$1：NT\$4.260 | | HK\$1：NT\$3.916 | | HK\$1：NT\$4.088 | |

(請參閱勤業眾信聯合會計師事務所民國 107 年 9 月 18 日複核報告)

晨訊科技集團有限公司及子公司



簡明綜合損益表

民國 107 年及 106 年 1 月 1 日至 6 月 30 日

單位：除每股盈餘外，餘係仟元

| | 107年1月1日至6月30日 (未經查核) | | 106年1月1日至6月30日 (未經查核) | |
|----------------|--------------------------|---------------------|--------------------------|-------------------|
| | 港幣 | 新臺幣 | 港幣 | 新臺幣 |
| 收入 | \$ 1,528,556 | \$ 5,932,326 | \$ 1,429,022 | \$ 5,546,034 |
| 銷貨成本 | (1,401,903) | (5,440,786) | (1,264,547) | (4,907,707) |
| 毛利 | 126,653 | 491,540 | 164,475 | 638,327 |
| 其他收入 | 15,929 | 61,820 | 32,782 | 127,227 |
| 其他支出 | (90,499) | (351,227) | - | - |
| 其他收益及虧損 | 512,164 | 1,987,708 | 17,796 | 69,066 |
| 銷售及配銷費用 | (71,173) | (276,221) | (63,937) | (248,139) |
| 管理費用 | (62,225) | (241,495) | (58,672) | (227,706) |
| 研發費用 | (29,910) | (116,081) | (39,642) | (153,851) |
| 採用權益法之關聯企業損失份額 | (335) | (1,300) | (811) | (3,147) |
| 財務成本 | (2,041) | (7,921) | (2,957) | (11,476) |
| 稅前淨利 | 398,563 | 1,546,823 | 49,034 | 190,301 |
| 所得稅費用 | (81,479) | (316,220) | (17,262) | (66,994) |
| 淨利 | <u>\$ 317,084</u> | <u>\$ 1,230,603</u> | <u>\$ 31,772</u> | <u>\$ 123,307</u> |
| 歸屬予： | | | | |
| 母公司業主 | \$ 330,047 | \$ 1,280,912 | \$ 35,685 | \$ 138,493 |
| 非控制權益 | (12,963) | (50,309) | (3,913) | (15,186) |
| | <u>\$ 317,084</u> | <u>\$ 1,230,603</u> | <u>\$ 31,772</u> | <u>\$ 123,307</u> |
| 每股盈餘（港幣元／新臺幣元） | | | | |
| 基本 | <u>\$ 0.129</u> | <u>\$ 0.50</u> | <u>\$ 0.014</u> | <u>\$ 0.05</u> |
| 稀釋 | <u>\$ 0.129</u> | <u>\$ 0.50</u> | <u>\$ 0.014</u> | <u>\$ 0.05</u> |

註一：上列財務報表之所有資產、負債及權益科目金額，係以 107 年 6 月 30 日之港幣對新臺幣匯率（HK\$1：NT\$3.881）換算。

註二：最近 3 年度港幣對新臺幣最高、最低及平均匯率如下：

| 年 | 度 | 最 | 高 | 最 | 低 | 平 | 均 |
|-------------------|---|-----------------|---|-----------------|---|-----------------|---|
| 106.1.1-106.12.31 | | HK\$1：NT\$4.121 | | HK\$1：NT\$3.805 | | HK\$1：NT\$3.905 | |
| 105.1.1-105.12.31 | | HK\$1：NT\$4.330 | | HK\$1：NT\$4.027 | | HK\$1：NT\$4.156 | |
| 104.1.1-104.12.31 | | HK\$1：NT\$4.260 | | HK\$1：NT\$3.916 | | HK\$1：NT\$4.088 | |

（請參閱勤業眾信聯合會計師事務所民國 107 年 9 月 18 日複核報告）

晨訊科技集團有限公司及子公司

簡明綜合損益及其他全面收益表



民國 107 年及 106 年 1 月 1 日至 6 月 30 日

單位：仟元

| | 107年1月1日至6月30日 (未經查核) | | | | 106年1月1日至6月30日 (未經查核) | | | |
|-------------|--------------------------|---------|----|-----------|--------------------------|---------|-----|----------|
| | 港 | 幣 | 新 | 臺 | 港 | 幣 | 新 | 臺 |
| 淨 利 | \$ | 317,084 | | \$ | 1,230,603 | | \$ | 31,772 |
| | | | | | | | \$ | 123,307 |
| 其他綜合利益(損失) | | | | | | | | |
| 重分類至損益之項目 | | | | | | | | |
| 備供出售金融資產之公平 | | | | | | | | |
| 價值變動 | | - | | - | (| 79,593) | (| 308,900) |
| 備供出售金融資產之增值 | | | | | | | | |
| 所產生之遞延稅項 | | - | | - | | 19,898 | | 77,224 |
| 不重分類至損益之項目 | | | | | | | | |
| 土地使用權、不動產、廠 | | | | | | | | |
| 房及設備按公允價值轉 | | | | | | | | |
| 列為投資性不動產之增 | | | | | | | | |
| 值 | | 6,757 | | 26,224 | | - | | - |
| 透過其他綜合損益按公允 | | | | | | | | |
| 價值衡量之權益工具投 | | | | | | | | |
| 資未實現評價損失 | (| 18,355) | (| 71,236) | | - | | - |
| 與不重分類之項目相關之 | | | | | | | | |
| 所得稅利益 | | 2,900 | | 11,255 | | - | | - |
| 換算表達貨幣之兌換差額 | (| 6,776) | (| 26,298) | | 8,111 | | 31,478 |
| 合 計 | (| 15,474) | (| 60,055) | (| 51,584) | (| 200,198) |
| 綜合利益(損失) | \$ | 301,610 | \$ | 1,170,548 | (\$ | 19,812) | (\$ | 76,891) |
| 歸屬予： | | | | | | | | |
| 母公司業主 | \$ | 316,540 | \$ | 1,228,491 | (\$ | 18,115) | (\$ | 70,305) |
| 非控制權益 | (| 14,930) | (| 57,943) | (| 1,697) | (| 6,586) |
| | \$ | 301,610 | \$ | 1,170,548 | (\$ | 19,812) | (\$ | 76,891) |

註一：上列財務報表之所有資產、負債及權益科目金額，係以 107 年 6 月 30 日之港幣對新臺幣匯率 (HK\$1 : NT\$3.881) 換算。

註二：最近 3 年度港幣對新臺幣最高、最低及平均匯率如下：

| 年 | 度 | 最 | 高 | 最 | 低 | 平 | 均 |
|-------------------|---|-------------------|---|-------------------|---|-------------------|---|
| 106.1.1-106.12.31 | | HK\$1 : NT\$4.121 | | HK\$1 : NT\$3.805 | | HK\$1 : NT\$3.905 | |
| 105.1.1-105.12.31 | | HK\$1 : NT\$4.330 | | HK\$1 : NT\$4.027 | | HK\$1 : NT\$4.156 | |
| 104.1.1-104.12.31 | | HK\$1 : NT\$4.260 | | HK\$1 : NT\$3.916 | | HK\$1 : NT\$4.088 | |

(請參閱勤業眾信聯合會計師事務所民國 107 年 9 月 18 日複核報告)

晨訊科技集團有限公司及子公司

簡明綜合權益變動表

民國 107 年及 106 年 1 月 1 日至 6 月 30 日



單位：港幣仟元

| | 股 本 | 股 本 溢 價 | 法 定 盈 餘 公 積 | 其 他 準 備 | 認 股 權 準 備 | 金 融 資 產 未 實 現 利 益 | 投 資 性 不 動 產 重 估 增 值 | 股 本 購 回 準 備 | 換 算 準 備 | 保 留 盈 餘 | 歸 屬 於 母 公 司 業 主 之 權 益 | 非 控 制 權 益 | 權 益 總 計 |
|--------------------------|------------|------------|-------------|-----------|-----------|----------------------|------------------------|-------------|------------|------------|--------------------------|------------|--------------|
| 106 年 1 月 1 日 (經 查 核) | \$ 255,790 | \$ 831,363 | \$ 48,039 | \$ 97,091 | \$ 29,512 | \$ 127,930 | \$ 102,827 | \$ 2,282 | \$ 100,428 | \$ 431,484 | \$ 2,026,746 | \$ 105,801 | \$ 2,132,547 |
| 淨 利 | - | - | - | - | - | - | - | - | - | 35,685 | 35,685 | (3,913) | 31,772 |
| 其他綜合(損)益 | - | - | - | - | - | (59,695) | - | - | 5,895 | - | (53,800) | 2,216 | (51,584) |
| 綜合(損)益 | - | - | - | - | - | (59,695) | - | - | 5,895 | 35,685 | (18,115) | (1,697) | (19,812) |
| 提列法定盈餘公積 | - | - | 2,045 | - | - | - | - | - | - | (2,045) | - | - | - |
| 認股權失效 | - | - | - | - | (149) | - | - | - | - | 149 | - | - | - |
| 取得子公司部分權益 | - | - | - | 13 | - | - | - | - | - | - | 13 | (129) | (116) |
| 處分子公司 | - | - | - | - | - | - | - | - | - | - | - | (482) | (482) |
| 權益交割股份基礎給付 | - | - | - | - | 1,282 | - | - | - | - | - | 1,282 | - | 1,282 |
| 106 年 6 月 30 日 (未 經 查 核) | \$ 255,790 | \$ 831,363 | \$ 50,084 | \$ 97,104 | \$ 30,645 | \$ 68,235 | \$ 102,827 | \$ 2,282 | \$ 106,323 | \$ 465,273 | \$ 2,009,926 | \$ 103,493 | \$ 2,113,419 |
| 107 年 1 月 1 日 (經 查 核) | \$ 255,955 | \$ 832,066 | \$ 50,084 | \$ 97,104 | \$ 29,746 | \$ 47,534 | \$ 102,827 | \$ 2,282 | \$ 187,950 | \$ 516,262 | \$ 2,121,810 | \$ 101,481 | \$ 2,223,291 |
| 追溯適用之影響數 | - | - | - | - | - | - | - | - | - | (4,000) | (4,000) | - | (4,000) |
| 107 年 1 月 1 日追溯適用後餘額 | 255,955 | 832,066 | 50,084 | 97,104 | 29,746 | 47,534 | 102,827 | 2,282 | 187,950 | 512,262 | 2,117,810 | 101,481 | 2,219,291 |
| 淨 利 | - | - | - | - | - | - | - | - | - | 330,047 | 330,047 | (12,963) | 317,084 |
| 其他綜合(損)益 | - | - | - | - | - | (13,766) | 5,068 | - | (4,809) | - | (13,507) | (1,967) | (15,474) |
| 綜合(損)益 | - | - | - | - | - | (13,766) | 5,068 | - | (4,809) | 330,047 | 316,540 | (14,930) | 301,610 |
| 提列法定盈餘公積 | - | - | 5,876 | - | - | - | - | - | - | (5,876) | - | - | - |
| 認股權失效 | - | - | - | - | (2,978) | - | - | - | - | 2,978 | - | - | - |
| 取得子公司部分權益 | - | - | - | (1,822) | - | - | - | - | - | - | (1,822) | (6,148) | (7,970) |
| 處分子公司 | - | - | - | - | - | - | - | - | (10,975) | 10,975 | - | (97) | (97) |
| 處分子公司部分權益 | - | - | - | - | - | - | - | - | - | - | - | 1,188 | 1,188 |
| 已付股息 | - | - | - | - | - | - | - | - | - | (143,335) | (143,335) | - | (143,335) |
| 107 年 6 月 30 日 (未 經 查 核) | \$ 255,955 | \$ 832,066 | \$ 55,960 | \$ 95,282 | \$ 26,768 | \$ 33,768 | \$ 107,895 | \$ 2,282 | \$ 172,166 | \$ 707,051 | \$ 2,289,193 | \$ 81,494 | \$ 2,370,687 |

(請參閱勤業眾信聯合會計師事務所民國 107 年 9 月 18 日複核報告)

晨訊科技集團有限公司及子公司

簡明綜合權益變動表

民國 107 年及 106 年 1 月 1 日至 6 月 30 日



單位：新臺幣仟元

| | 股 本 | 股 本 溢 價 | 法 定 盈 餘 公 積 | 其 他 準 備 | 認 股 權 準 備 | 金 融 資 產 未 實 現 利 益 | 投 資 性 不 動 產 重 估 增 值 | 股 本 購 回 準 備 | 換 算 準 備 | 保 留 盈 餘 | 歸 屬 於 母 公 司 業 主 之 權 益 | 非 控 制 權 益 | 權 益 總 計 |
|-----------------------|------------|--------------|-------------|------------|------------|----------------------|------------------------|-------------|------------|--------------|--------------------------|------------|--------------|
| 106 年 1 月 1 日 (經查核) | \$ 992,721 | \$ 3,226,520 | \$ 186,439 | \$ 376,811 | \$ 114,536 | \$ 496,496 | \$ 399,072 | \$ 8,856 | \$ 389,761 | \$ 1,674,589 | \$ 7,865,801 | \$ 410,614 | \$ 8,276,415 |
| 淨 利 | - | - | - | - | - | - | - | - | - | 138,493 | 138,493 | (15,186) | 123,307 |
| 其他綜合(損)益 | - | - | - | - | - | (231,676) | - | - | 22,878 | - | (208,798) | 8,600 | (200,198) |
| 綜合(損)益 | - | - | - | - | - | (231,676) | - | - | 22,878 | 138,493 | (70,305) | (6,586) | (76,891) |
| 提列法定盈餘公積 | - | - | 7,937 | - | - | - | - | - | - | (7,937) | - | - | - |
| 認股權失效 | - | - | - | - | (578) | - | - | - | - | 578 | - | - | - |
| 取得子公司部分權益 | - | - | - | 50 | - | - | - | - | - | - | 50 | (501) | (451) |
| 處分子公司 | - | - | - | - | - | - | - | - | - | - | - | (1,871) | (1,871) |
| 權益交割股份基礎給付 | - | - | - | - | 4,975 | - | - | - | - | - | 4,975 | - | 4,975 |
| 106 年 6 月 30 日 (未經查核) | \$ 992,721 | \$ 3,226,520 | \$ 194,376 | \$ 376,861 | \$ 118,933 | \$ 264,820 | \$ 399,072 | \$ 8,856 | \$ 412,639 | \$ 1,805,723 | \$ 7,800,521 | \$ 401,656 | \$ 8,202,177 |
| 107 年 1 月 1 日 (經查核) | \$ 993,361 | \$ 3,229,248 | \$ 194,376 | \$ 376,861 | \$ 115,444 | \$ 184,479 | \$ 399,072 | \$ 8,856 | \$ 729,434 | \$ 2,003,613 | \$ 8,234,744 | \$ 393,848 | \$ 8,628,592 |
| 追溯適用之影響數 | - | - | - | - | - | - | - | - | - | (15,524) | (15,524) | - | (15,524) |
| 107 年 1 月 1 日追溯適用後餘額 | 993,361 | 3,229,248 | 194,376 | 376,861 | 115,444 | 184,479 | 399,072 | 8,856 | 729,434 | 1,988,089 | 8,219,220 | 393,848 | 8,613,068 |
| 淨 利 | - | - | - | - | - | - | - | - | - | 1,280,912 | 1,280,912 | (50,309) | 1,230,603 |
| 其他綜合(損)益 | - | - | - | - | - | (53,426) | 19,669 | - | (18,664) | - | (52,421) | (7,634) | (60,055) |
| 綜合(損)益 | - | - | - | - | - | (53,426) | 19,669 | - | (18,664) | 1,280,912 | 1,228,491 | (57,943) | 1,170,548 |
| 提列法定盈餘公積 | - | - | 22,805 | - | - | - | - | - | - | (22,805) | - | - | - |
| 認股權失效 | - | - | - | - | (11,558) | - | - | - | - | 11,558 | - | - | - |
| 取得子公司部分權益 | - | - | - | (7,070) | - | - | - | - | - | - | (7,070) | (23,861) | (30,931) |
| 處分子公司 | - | - | - | - | - | - | - | - | (42,594) | 42,594 | - | (376) | (376) |
| 處分子公司部分權益 | - | - | - | - | - | - | - | - | - | - | - | 4,610 | 4,610 |
| 已付股息 | - | - | - | - | - | - | - | - | - | (556,283) | (556,283) | - | (556,283) |
| 107 年 6 月 30 日 (未經查核) | \$ 993,361 | \$ 3,229,248 | \$ 217,181 | \$ 369,791 | \$ 103,886 | \$ 131,053 | \$ 418,741 | \$ 8,856 | \$ 668,176 | \$ 2,744,065 | \$ 8,884,358 | \$ 316,278 | \$ 9,200,636 |

註一：上列財務報表之所有資產、負債及權益科目金額，係以 107 年 6 月 30 日之港幣對新臺幣匯率 (HK\$1：NT\$3.881) 換算。

註二：最近 3 年度港幣對新臺幣最高、最低及平均匯率如下：

| 年 度 | 最 高 | 最 低 | 平 均 |
|-------------------|-----------------|-----------------|-----------------|
| 106.1.1-106.12.31 | HK\$1：NT\$4.121 | HK\$1：NT\$3.805 | HK\$1：NT\$3.905 |
| 105.1.1-105.12.31 | HK\$1：NT\$4.330 | HK\$1：NT\$4.027 | HK\$1：NT\$4.156 |
| 104.1.1-104.12.31 | HK\$1：NT\$4.260 | HK\$1：NT\$3.916 | HK\$1：NT\$4.088 |

(請參閱勤業眾信聯合會計師事務所民國 107 年 9 月 18 日複核報告)

晨訊科技集團有限公司及子公司



簡明綜合現金流量表

民國 107 年及 106 年 1 月 1 日至 6 月 30 日

單位：仟元

| | 107年1月1日至6月30日 (未經查核) | | | | 106年1月1日至6月30日 (未經查核) | | | |
|------------------------|--------------------------|----------|----|-----------|--------------------------|----------|---------|-----------|
| | 港 | 幣 | 新 | 臺 | 港 | 幣 | 新 | 臺 |
| 營業活動之淨現金流入 | \$ | 150,261 | | \$ | 583,163 | | \$ | 151,834 |
| | | | | | | | | \$ |
| 投資活動之現金流量 | | | | | | | | |
| 取得透過損益按公允價值衡量之金融資產 | (| 16,946) | (| 65,767) | - | | - | |
| 取得透過其他綜合損益按公允價值衡量之金融資產 | (| 2,473) | (| 9,598) | - | | - | |
| 出售透過其他綜合損益按公允價值衡量之金融資產 | | 16,624 | | 64,518 | - | | - | |
| 購買不動產、廠房及設備償款 | (| 31,052) | (| 120,513) | (| 10,809) | (| 41,950) |
| 出售不動產、廠房及設備償款 | | 1,840 | | 7,141 | | 724 | | 2,810 |
| 已付發展成本 | (| 108,318) | (| 420,382) | (| 110,259) | (| 427,915) |
| 出售子公司之淨現金流入(出) | | 407,536 | | 1,581,647 | (| 54) | (| 210) |
| 出售關聯企業 | - | | - | | 10,059 | | 39,039 | |
| 應收委託貸款增加 | - | | - | | (| 34,230) | (| 132,847) |
| 應收委託貸款還款 | - | | - | | 79,870 | | 309,975 | |
| 存入質押定期存款 | (| 42,058) | (| 163,227) | (| 29,666) | (| 115,134) |
| 提取質押定期存款 | | 30,925 | | 120,020 | | 67,319 | | 261,265 |
| 股利收入 | | 146 | | 567 | | 171 | | 664 |
| 應收關聯企業款項 | (| 600) | (| 2,329) | - | | - | |
| 投資活動之淨現金流入(出) | | 255,624 | | 992,077 | (| 26,875) | (| 104,303) |
| 籌資活動之現金流量 | | | | | | | | |
| 舉借銀行借款 | - | | - | | 117,017 | | 454,143 | |
| 償還銀行借款 | (| 22,632) | (| 87,835) | (| 223,848) | (| 868,754) |
| 其他短期借款減少 | (| 86,125) | (| 334,251) | - | | - | |
| 取得子公司部分權益之償款 | (| 833) | (| 3,233) | (| 116) | (| 450) |
| 處分子公司部分權益之償款 | | 1,188 | | 4,610 | - | | - | |
| 已付利息 | (| 2,041) | (| 7,921) | (| 2,957) | (| 11,476) |
| 已付股利 | (| 143,335) | (| 556,283) | - | | - | |
| 籌資活動之淨現金流出 | (| 253,778) | (| 984,913) | (| 109,904) | (| 426,537) |
| 銀行存款及現金淨增加數 | | 152,107 | | 590,327 | | 15,055 | | 58,428 |
| 匯率變動對銀行存款及現金之影響 | | 8,127 | | 31,541 | | 1,004 | | 3,897 |
| 期初銀行存款及現金餘額 | | 417,092 | | 1,618,734 | | 249,132 | | 966,881 |
| 期末銀行存款及現金餘額 | \$ | 577,326 | \$ | 2,240,602 | \$ | 265,191 | \$ | 1,029,206 |

註一：上列財務報表之所有資產、負債及權益科目金額，係以 107 年 6 月 30 日之港幣對新臺幣匯率（HK\$1：NT\$3.881）換算。

註二：最近 3 年度港幣對新臺幣最高、最低及平均匯率如下：

| <u>年</u> | <u>度</u> | <u>最</u> | <u>高</u> | <u>最</u> | <u>低</u> | <u>平</u> | <u>均</u> |
|-------------------|----------|-----------------|----------|-----------------|----------|-----------------|----------|
| 106.1.1-106.12.31 | | HK\$1：NT\$4.121 | | HK\$1：NT\$3.805 | | HK\$1：NT\$3.905 | |
| 105.1.1-105.12.31 | | HK\$1：NT\$4.330 | | HK\$1：NT\$4.027 | | HK\$1：NT\$4.156 | |
| 104.1.1-104.12.31 | | HK\$1：NT\$4.260 | | HK\$1：NT\$3.916 | | HK\$1：NT\$4.088 | |

（請參閱勤業眾信聯合會計師事務所民國 107 年 9 月 18 日複核報告）

附 件 三



晨訊科技集團有限公司及子公司

合併資產負債表

(依金管會認可並發布生效之 IFRSs 重編)

民國 107 年 6 月 30 日暨 106 年 12 月 31 日及 6 月 30 日

單位：新臺幣仟元

| | | 107年6月30日 | | | | | 106年12月31日 | | | | | 106年6月30日 | | | | |
|-------|----------------------|----------------|-------------|------------------------|-----|----------------|---------------|------------------------|-----|----------------|---------------|------------------------|-----|--|--|--|
| | | 依國際財務報告準則編製之金額 | 調節金額 | 依金管會認可並發布生效之IFRSs編製之金額 | % | 依國際財務報告準則編製之金額 | 調節金額 | 依金管會認可並發布生效之IFRSs編製之金額 | % | 依國際財務報告準則編製之金額 | 調節金額 | 依金管會認可並發布生效之IFRSs編製之金額 | % | | | |
| 代碼 | 資產 | 產 | 增(減) | | | 財編製之金額 | 增(減) | | | 財編製之金額 | 增(減) | | | | | |
| 流動資產 | | | | | | | | | | | | | | | | |
| 1100 | 現金及約當現金 | \$ 2,240,602 | \$ - | \$ 2,240,602 | 17 | \$ 1,618,734 | \$ - | \$ 1,618,734 | 11 | \$ 1,029,206 | \$ - | \$ 1,029,206 | 7 | | | |
| 1110 | 透過損益按公允價值衡量之金融資產 | 64,324 | - | 64,324 | - | - | - | - | - | - | - | - | - | | | |
| 1136 | 按攤銷後成本衡量之金融資產 | - | 263,656 | 263,656 | 2 | - | - | - | - | - | - | - | - | | | |
| 1140 | 合約資產 | 886,180 | - | 886,180 | 7 | - | - | - | - | - | - | - | - | | | |
| 1147 | 無活絡市場債務工具投資 | - | - | - | - | - | 140,298 | 140,298 | 1 | - | 269,186 | 269,186 | 2 | | | |
| 1170 | 應收帳款－淨額 | 1,178,458 | - | 1,178,458 | 9 | 1,335,871 | - | 1,335,871 | 9 | 1,289,780 | - | 1,289,780 | 9 | | | |
| 1175 | 應收租賃款 | 2,724 | - | 2,724 | - | 8,138 | - | 8,138 | - | 13,059 | - | 13,059 | - | | | |
| 1200 | 其他應收款 | 1,802,317 | (815,914) | 986,403 | 7 | 1,347,231 | (781,901) | 565,330 | 4 | 1,397,750 | (790,804) | 606,946 | 4 | | | |
| 1300 | 存貨－淨額 | 2,092,569 | 557,067 | 2,649,636 | 20 | 2,943,859 | 1,952,135 | 4,895,994 | 35 | 3,311,192 | 2,102,357 | 5,413,549 | 40 | | | |
| 1321 | 待售房地 | 557,067 | (557,067) | - | - | 1,952,135 | (1,952,135) | - | - | 810,648 | (810,648) | - | - | | | |
| 1324 | 在建房地 | - | - | - | - | - | - | - | - | 1,291,709 | (1,291,709) | - | - | | | |
| 1470 | 其他流動資產 | - | 815,914 | 815,914 | 6 | - | 781,901 | 781,901 | 6 | - | 790,804 | 790,804 | 5 | | | |
| 1476 | 其他金融資產 | - | - | - | - | - | 116,915 | 116,915 | 1 | - | 157,025 | 157,025 | 1 | | | |
| 1479 | 買押定期存款 | 157,289 | (157,289) | - | - | 116,915 | (116,915) | - | - | 157,025 | (157,025) | - | - | | | |
| 1479 | 應收委託貸款 | 106,367 | (106,367) | - | - | 140,298 | (140,298) | - | - | 269,186 | (269,186) | - | - | | | |
| 11XX | 流動資產合計 | 9,087,897 | - | 9,087,897 | 68 | 9,463,181 | - | 9,463,181 | 67 | 9,569,555 | - | 9,569,555 | 68 | | | |
| 非流動資產 | | | | | | | | | | | | | | | | |
| 1517 | 透過其他綜合損益按公允價值衡量之金融資產 | 185,834 | - | 185,834 | 1 | - | - | - | - | - | - | - | - | | | |
| 1523 | 備供出售金融資產 | - | - | - | - | 311,462 | - | 311,462 | 2 | 418,585 | - | 418,585 | 3 | | | |
| 1550 | 採用權益法之投資 | 7,521 | - | 7,521 | - | 8,825 | - | 8,825 | - | 11,604 | - | 11,604 | - | | | |
| 1600 | 不動產、廠房及設備－淨額 | 1,483,986 | - | 1,483,986 | 11 | 1,549,520 | - | 1,549,520 | 12 | 1,421,207 | - | 1,421,207 | 11 | | | |
| 1760 | 投資性不動產－淨額 | 1,520,013 | - | 1,520,013 | 12 | 1,493,987 | - | 1,493,987 | 11 | 1,412,331 | - | 1,412,331 | 10 | | | |
| 1780 | 無形資產－淨額 | 552,974 | - | 552,974 | 4 | 732,598 | - | 732,598 | 5 | 688,893 | - | 688,893 | 5 | | | |
| 1840 | 遞延所得稅資產 | 180,109 | - | 180,109 | 1 | 183,723 | - | 183,723 | 1 | 171,963 | - | 171,963 | 1 | | | |
| 1930 | 長期應收款項 | 6,652 | - | 6,652 | - | 6,726 | - | 6,726 | - | 6,450 | - | 6,450 | - | | | |
| 1975 | 應收租賃款 | 1,836 | - | 1,836 | - | 2,736 | - | 2,736 | - | 1,024 | - | 1,024 | - | | | |
| 1985 | 長期預付租金 | 324,692 | - | 324,692 | 3 | 336,844 | - | 336,844 | 2 | 329,140 | - | 329,140 | 2 | | | |
| 15XX | 非流動資產合計 | 4,263,617 | - | 4,263,617 | 32 | 4,626,421 | - | 4,626,421 | 33 | 4,461,197 | - | 4,461,197 | 32 | | | |
| 資產總計 | | \$ 13,351,514 | \$ - | \$ 13,351,514 | 100 | \$ 14,089,602 | \$ - | \$ 14,089,602 | 100 | \$ 14,030,752 | \$ - | \$ 14,030,752 | 100 | | | |

註一：上列財務報表之所有資產、負債及權益科目金額，係以 107 年 6 月 30 日之港幣對新臺幣匯率（HK\$1：NT\$3.881）換算。

註二：最近 3 年度港幣對新臺幣最高、最低及平均匯率如下：

| 年 度 | 最 高 | 最 低 | 平 均 |
|-------------------|-----------------|-----------------|-----------------|
| 106.1.1-106.12.31 | HK\$1：NT\$4.121 | HK\$1：NT\$3.805 | HK\$1：NT\$3.905 |
| 105.1.1-105.12.31 | HK\$1：NT\$4.330 | HK\$1：NT\$4.027 | HK\$1：NT\$4.156 |
| 104.1.1-104.12.31 | HK\$1：NT\$4.260 | HK\$1：NT\$3.916 | HK\$1：NT\$4.088 |

(請參閱勤業眾信聯合會計師事務所民國 107 年 9 月 18 日覆核報告)

董事長：楊文瑛



經理人：劉 軍



會計主管：陳達榮





晨訊科技集團有限公司及子公司

合併資產負債表

(依金管會認可並發布生效之 IFRSs 重編)

民國 107 年 6 月 30 日暨 106 年 12 月 31 日及 6 月 30 日

單位：新臺幣仟元

| 代 碼 | 資 產 | 107年6月30日 | | | | | 106年12月31日 | | | | | 106年6月30日 | | | | |
|------|----------------------|----------------|------------------|--------------------------|-----|--|----------------|------------------|--------------------------|-----|--|----------------|------------------|--------------------------|-----|--|
| | | 依國際財務報告準則編製之金額 | 調 節 金 額 (減) | 依金管會認可並發布生效之 IFRSs 編製之金額 | % | | 依國際財務報告準則編製之金額 | 調 節 金 額 (減) | 依金管會認可並發布生效之 IFRSs 編製之金額 | % | | 依國際財務報告準則編製之金額 | 調 節 金 額 (減) | 依金管會認可並發布生效之 IFRSs 編製之金額 | % | |
| 2100 | 流動負債 | | | | | | | | | | | | | | | |
| 2108 | 短期借款 | \$ 238,247 | \$ - | \$ 238,247 | 2 | | \$ 326,408 | \$ - | \$ 326,408 | 2 | | \$ 774,166 | \$ - | \$ 774,166 | 6 | |
| 2120 | 其他短期借款 | 219,816 | - | 219,816 | 2 | | 547,818 | - | 547,818 | 4 | | 141,773 | - | 141,773 | 1 | |
| 2130 | 透過損益按公允價值衡量之金融負債 | - | - | - | - | | - | - | - | - | | 29,449 | - | 29,449 | - | |
| 2170 | 合約負債 | 912,016 | - | 912,016 | 7 | | - | - | - | - | | - | - | - | - | |
| 2200 | 應付帳款及票據 | 1,691,992 | - | 1,691,992 | 12 | | 1,528,144 | - | 1,528,144 | 11 | | 1,697,138 | - | 1,697,138 | 12 | |
| 2230 | 其他應付款 | 276,479 | (17,367) | 259,112 | 2 | | 2,324,766 | (2,148,448) | 176,318 | 1 | | 2,493,574 | (2,287,985) | 205,589 | 2 | |
| 2311 | 本期所得稅負債 | 265,635 | - | 265,635 | 2 | | 147,447 | - | 147,447 | 1 | | 110,038 | - | 110,038 | 1 | |
| 2313 | 預收貨款 | - | - | - | - | | - | 2,134,888 | 2,134,888 | 16 | | - | 2,274,976 | 2,274,976 | 16 | |
| 2313 | 遞延收入 | - | 17,367 | 17,367 | - | | - | 13,560 | 13,560 | - | | - | 13,009 | 13,009 | - | |
| 21XX | 流動負債合計 | 3,604,185 | - | 3,604,185 | 27 | | 4,874,583 | - | 4,874,583 | 35 | | 5,246,138 | - | 5,246,138 | 38 | |
| 2570 | 非流動負債 | | | | | | | | | | | | | | | |
| 2630 | 遞延所得稅負債 | 353,858 | - | 353,858 | 3 | | 384,805 | - | 384,805 | 3 | | 390,207 | - | 390,207 | 3 | |
| 25XX | 非流動負債合計 | 192,835 | - | 192,835 | 1 | | 201,622 | - | 201,622 | 1 | | 192,230 | - | 192,230 | 1 | |
| 2XXX | 負債合計 | 546,693 | - | 546,693 | 4 | | 586,427 | - | 586,427 | 4 | | 582,437 | - | 582,437 | 4 | |
| 3100 | 股 本 | | | | | | | | | | | | | | | |
| 3110 | 普通股股本 | 993,361 | - | 993,361 | 8 | | 993,361 | - | 993,361 | 7 | | 992,721 | - | 992,721 | 7 | |
| 3210 | 資本公積 | | | | | | | | | | | | | | | |
| 3271 | 股票溢價 | 3,229,248 | - | 3,229,248 | 24 | | 3,229,248 | - | 3,229,248 | 23 | | 3,226,520 | - | 3,226,520 | 22 | |
| 3280 | 員工認股權 | 103,886 | - | 103,886 | 1 | | 115,444 | - | 115,444 | 1 | | 118,933 | - | 118,933 | 1 | |
| 3200 | 其 他 | - | 103,114 | 103,114 | 1 | | - | 91,557 | 91,557 | - | | - | 89,220 | 89,220 | - | |
| 3200 | 資本公積合計 | 3,333,134 | 103,114 | 3,436,248 | 26 | | 3,344,692 | 91,557 | 3,436,249 | 24 | | 3,345,453 | 89,220 | 3,434,673 | 23 | |
| 3310 | 保留盈餘 | | | | | | | | | | | | | | | |
| 3320 | 法定盈餘公積 | 217,181 | - | 217,181 | 2 | | 194,376 | - | 194,376 | 1 | | 194,376 | - | 194,376 | 1 | |
| 3320 | 特別盈餘公積 | 378,647 | - | 378,647 | 2 | | 385,717 | - | 385,717 | 3 | | 385,717 | - | 385,717 | 3 | |
| 3350 | 未分配盈餘 | 2,744,065 | (103,114) | 2,640,951 | 20 | | 2,003,613 | (91,557) | 1,912,056 | 14 | | 1,805,723 | (89,220) | 1,716,503 | 13 | |
| 3300 | 保留盈餘合計 | 3,339,893 | (103,114) | 3,236,779 | 24 | | 2,583,706 | (91,557) | 2,492,149 | 18 | | 2,385,816 | (89,220) | 2,296,596 | 17 | |
| 3410 | 股東權益其他調整項目 | | | | | | | | | | | | | | | |
| 3420 | 國外營運機構財務報表換算之兌換差額 | 668,176 | - | 668,176 | 5 | | 729,434 | - | 729,434 | 5 | | 412,639 | - | 412,639 | 3 | |
| 3420 | 透過其他綜合損益按公允價值衡量之金融資產 | | | | | | | | | | | | | | | |
| 3425 | 未實現損益 | 131,053 | - | 131,053 | 1 | | - | - | - | - | | - | - | - | - | |
| 3425 | 備供出售金融資產未實現利益 | - | - | - | - | | 184,479 | - | 184,479 | 1 | | 264,820 | - | 264,820 | 2 | |
| 3460 | 重估增值 | 418,741 | - | 418,741 | 3 | | 399,072 | - | 399,072 | 3 | | 399,072 | - | 399,072 | 3 | |
| 3400 | 股東權益其他項目合計 | 1,217,970 | - | 1,217,970 | 9 | | 1,312,985 | - | 1,312,985 | 9 | | 1,076,531 | - | 1,076,531 | 8 | |
| 31XX | 母公司股東權益合計 | 8,884,358 | - | 8,884,358 | 67 | | 8,234,744 | - | 8,234,744 | 58 | | 7,800,521 | - | 7,800,521 | 55 | |
| 36XX | 非控制權益 | 316,278 | - | 316,278 | 2 | | 393,848 | - | 393,848 | 3 | | 401,656 | - | 401,656 | 3 | |
| 3XXX | 股東權益合計 | 9,200,636 | - | 9,200,636 | 69 | | 8,628,592 | - | 8,628,592 | 61 | | 8,202,177 | - | 8,202,177 | 58 | |
| | 負債及股東權益總計 | \$ 13,351,514 | \$ - | \$ 13,351,514 | 100 | | \$ 14,089,602 | \$ - | \$ 14,089,602 | 100 | | \$ 14,030,752 | \$ - | \$ 14,030,752 | 100 | |

註一：上列財務報表之所有資產、負債及權益科目金額，係以 107 年 6 月 30 日之港幣對新臺幣匯率 (HK\$1: NTS\$3.881) 換算。

註二：最近 3 年度港幣對新臺幣最高、最低及平均匯率如下：

| 年 度 | 最 高 | 最 低 | 平 均 |
|-------------------|-------------------|-------------------|-------------------|
| 106.1.1-106.12.31 | HK\$1: NTS\$4.121 | HK\$1: NTS\$3.805 | HK\$1: NTS\$3.905 |
| 105.1.1-105.12.31 | HK\$1: NTS\$4.330 | HK\$1: NTS\$4.027 | HK\$1: NTS\$4.156 |
| 104.1.1-104.12.31 | HK\$1: NTS\$4.260 | HK\$1: NTS\$3.916 | HK\$1: NTS\$4.088 |

(請參閱勤業眾信聯合會計師事務所民國 107 年 9 月 18 日核核報告)

董事長：楊文瑛



經理人：劉 軍



會計主管：陳達榮





晨訊科技集團有限公司及子公司

合併綜合損益表

(依金管會認可並發布生效之 IFRSs 重編)

民國 107 年及 106 年 1 月 1 日至 6 月 30 日

單位：除每股盈餘外，
餘係新臺幣仟元

| 代碼 | 項 目 | 107年1月1日至6月30日 | | | | 106年1月1日至6月30日 | | | |
|------|-------------------------------|----------------|------------|--------------------------|--------|----------------|----------|--------------------------|--------|
| | | 依國際財務報告準則編製之金額 | 調節金額增(減) | 依金管會認可並發布生效之 IFRSs 編製之金額 | % | 依國際財務報告準則編製之金額 | 調節金額增(減) | 依金管會認可並發布生效之 IFRSs 編製之金額 | % |
| 4000 | 營業收入 | \$5,932,326 | \$ - | \$5,932,326 | 100 | \$5,546,034 | \$ - | \$5,546,034 | 100 |
| 5000 | 營業成本 | (5,440,786) | - | (5,440,786) | (92) | (4,907,707) | - | (4,907,707) | (88) |
| 5950 | 營業毛利 | 491,540 | - | 491,540 | 8 | 638,327 | - | 638,327 | 12 |
| | 營業費用 | | | | | | | | |
| 6100 | 推銷費用 | (276,221) | - | (276,221) | (4) | (248,139) | - | (248,139) | (4) |
| 6200 | 管理及總務費用 | (241,495) | - | (241,495) | (4) | (227,706) | (16) | (227,722) | (4) |
| 6300 | 研發費用 | (116,081) | - | (116,081) | (2) | (153,851) | - | (153,851) | (3) |
| 6450 | 預期信用減損損失 | - | (46,296) | (46,296) | (1) | - | - | - | - |
| 6000 | 營業費用合計 | (633,797) | (46,296) | (680,093) | (11) | (629,696) | (16) | (629,712) | (11) |
| 6900 | 營業淨利(損) | (142,257) | (46,296) | (188,553) | (3) | 8,631 | (16) | 8,615 | 1 |
| | 營業外收入及支出 | | | | | | | | |
| 7020 | 其他利益及損失 | 57,612 | 46,296 | 103,908 | 2 | 119,896 | 16 | 119,912 | 2 |
| 7060 | 採用權益法認列之關聯企業損失份額 | (1,300) | - | (1,300) | - | (3,147) | - | (3,147) | - |
| 7100 | 利息收入 | 12,334 | - | 12,334 | - | 22,374 | - | 22,374 | - |
| 7130 | 股利收入 | 567 | - | 567 | - | 664 | - | 664 | - |
| 7225 | 處分投資利益 | 2,011,223 | - | 2,011,223 | 34 | 33,873 | - | 33,873 | - |
| 7230 | 外幣兌換淨益 | - | - | - | - | 49,929 | - | 49,929 | 1 |
| 7510 | 利息費用 | (7,921) | - | (7,921) | - | (11,476) | - | (11,476) | - |
| 7590 | 什項支出 | (351,227) | - | (351,227) | (6) | - | - | - | - |
| 7610 | 處分不動產、廠房及設備損失 | (9,582) | - | (9,582) | - | (994) | - | (994) | - |
| 7630 | 外幣兌換淨損 | (21,182) | - | (21,182) | (1) | - | - | - | - |
| 7635 | 透過損益按公允價值衡量之金融負債損失 | (1,444) | - | (1,444) | - | (29,449) | - | (29,449) | (1) |
| 7000 | 營業外收入及支出合計 | 1,689,080 | 46,296 | 1,735,376 | 29 | 181,670 | 16 | 181,686 | 2 |
| 7900 | 稅前淨利 | 1,546,823 | - | 1,546,823 | 26 | 190,301 | - | 190,301 | 3 |
| 7950 | 所得稅費用 | (316,220) | - | (316,220) | (5) | (66,994) | - | (66,994) | (1) |
| 8200 | 淨 利 | 1,230,603 | - | 1,230,603 | 21 | 123,307 | - | 123,307 | 2 |
| | 其他綜合(損)益 | | | | | | | | |
| 8310 | 不重分類至損益之項目 | | | | | | | | |
| 8312 | 不動產重估增值 | 26,224 | - | 26,224 | - | - | - | - | - |
| 8316 | 透過其他綜合損益按公允價值衡量之權益工具投資未實現評價損失 | (71,236) | - | (71,236) | (1) | - | - | - | - |
| 8341 | 換算表達貨幣之兌換差額 | (26,298) | - | (26,298) | - | 31,478 | - | 31,478 | 1 |
| 8349 | 與不重分類之項目相關之所得稅 | 11,255 | - | 11,255 | - | - | - | - | - |

(接次頁)

(承前頁)

| | | 107年1月1日至6月30日 | | | | 106年1月1日至6月30日 | | | |
|------|-----------------------------|--------------------------|--------------------|---|-----------|--------------------------|--------------------|---|--------------|
| 代 碼 | 項 目 | 依國際財務報 告準則編製 之 金 額 | 調 節 金 額 增 (減) | 依金管會認可 並發布生效 之 I F R S s 編製之金額 | % | 依國際財務報 告準則編製 之 金 額 | 調 節 金 額 增 (減) | 依金管會認可 並發布生效 之 I F R S s 編製之金額 | % |
| 8360 | 後續可能重分類至 損益之項目 | | | | | | | | |
| 8362 | 備供出售金融資 產未實現評價 損失 | - | - | - | - | (308,900) | - | (308,900) | (5) |
| 8399 | 與其他綜合損益 組成部分相關 之所得稅利益 | - | - | - | - | 77,224 | - | 77,224 | 1 |
| 8300 | 其他綜合損失 合計 | (60,055) | - | (60,055) | (1) | (200,198) | - | (200,198) | (3) |
| 8500 | 綜合 (損) 益 | <u>\$1,170,548</u> | <u>\$ -</u> | <u>\$1,170,548</u> | <u>20</u> | <u>(\$ 76,891)</u> | <u>\$ -</u> | <u>(\$ 76,891)</u> | <u>(1)</u> |
| 8600 | 淨利歸屬於： | | | | | | | | |
| 8610 | 母公司業主 | \$1,280,912 | \$ - | \$1,280,912 | 22 | \$ 138,493 | \$ - | \$ 138,493 | 2 |
| 8620 | 非控制權益 | (50,309) | - | (50,309) | (1) | (15,186) | - | (15,186) | - |
| | | <u>\$1,230,603</u> | <u>\$ -</u> | <u>\$1,230,603</u> | <u>21</u> | <u>\$ 123,307</u> | <u>\$ -</u> | <u>\$ 123,307</u> | <u>2</u> |
| 8700 | 綜合 (損) 益總額歸屬於： | | | | | | | | |
| 8710 | 母公司業主 | \$1,228,491 | \$ - | \$1,228,491 | 21 | (\$ 70,305) | \$ - | (\$ 70,305) | (1) |
| 8720 | 非控制權益 | (57,943) | - | (57,943) | (1) | (6,586) | - | (6,586) | - |
| | | <u>\$1,170,548</u> | <u>\$ -</u> | <u>\$1,170,548</u> | <u>20</u> | <u>(\$ 76,891)</u> | <u>\$ -</u> | <u>(\$ 76,891)</u> | <u>(1)</u> |
| | 每股盈餘 (新臺幣元) | | | | | | | | |
| 9710 | 基 本 | <u>\$ 0.50</u> | <u>\$ -</u> | <u>\$ 0.50</u> | | <u>\$ 0.05</u> | <u>\$ -</u> | <u>\$ 0.05</u> | |
| 9810 | 稀 釋 | <u>\$ 0.50</u> | <u>\$ -</u> | <u>\$ 0.50</u> | | <u>\$ 0.05</u> | <u>\$ -</u> | <u>\$ 0.05</u> | |

註一：上列財務報表之所有資產、負債及權益科目金額，係以 107 年 6 月 30 日之港幣對新臺幣匯率 (HK\$1 : NT\$3.881) 換算。

註二：最近 3 年度港幣對新臺幣最高、最低及平均匯率如下：

| 年 度 | 最 高 | 最 低 | 平 均 |
|-------------------|-------------------|-------------------|-------------------|
| 106.1.1-106.12.31 | HK\$1 : NT\$4.121 | HK\$1 : NT\$3.805 | HK\$1 : NT\$3.905 |
| 105.1.1-105.12.31 | HK\$1 : NT\$4.330 | HK\$1 : NT\$4.027 | HK\$1 : NT\$4.156 |
| 104.1.1-104.12.31 | HK\$1 : NT\$4.260 | HK\$1 : NT\$3.916 | HK\$1 : NT\$4.088 |

(請參閱勤業眾信聯合會計師事務所民國 107 年 9 月 18 日複核報告)

董事長：楊文瑛



經理人：劉 軍



會計主管：陳達榮



晨訊科技集團有限公司及子公司



合併現金流量表

(依金管會認可並發布生效之 IFRSs 重編)

民國 107 年及 106 年 1 月 1 日至 6 月 30 日

單位：新臺幣仟元

| 代 碼 | 項 目 | 107年1月1日至6月30日 | | | 106年1月1日至6月30日 | | |
|--------|----------------------------|------------------------|--------------------|-------------------------------------|------------------------|--------------------|-------------------------------------|
| | | 依國際財務報 告準則編製 之金額 | 調 節 金 額 增 (減) | 依金管會認可 並發布生效 之 IFRSs 編製之金額 | 依國際財務報 告準則編製 之金額 | 調 節 金 額 增 (減) | 依金管會認可 並發布生效 之 IFRSs 編製之金額 |
| AAAA | 營業活動之現金流量 | | | | | | |
| A10000 | 稅前淨利 | \$ 1,546,823 | \$ - | \$ 1,546,823 | \$ 190,301 | \$ - | \$ 190,301 |
| | 調整項目： | | | | | | |
| A20100 | 折舊及攤銷費用 | 450,495 | - | 450,495 | 453,355 | - | 453,355 |
| A20300 | 預期信用減損損失數 | 46,296 | - | 46,296 | - | - | - |
| A20300 | 呆帳費用 | - | - | - | 16 | - | 16 |
| A20400 | 透過損益按公允價值衡量 金融負債之淨損失 | 1,444 | - | 1,444 | 29,449 | - | 29,449 |
| A20900 | 利息費用 | 7,921 | - | 7,921 | 11,476 | - | 11,476 |
| A21200 | 利息收入 | (12,334) | - | (12,334) | (22,374) | - | (22,374) |
| A21300 | 股利收入 | (567) | - | (567) | (664) | - | (664) |
| A21900 | 股份基礎給付酬勞成本 | - | - | - | 4,975 | - | 4,975 |
| A22300 | 採用權益法認列之關聯企 業損失份額 | 1,300 | - | 1,300 | 3,147 | - | 3,147 |
| A22500 | 處分不動產、廠房及設備 損失 | 9,582 | - | 9,582 | 994 | - | 994 |
| A23100 | 處分投資利益 | (2,011,223) | - | (2,011,223) | (33,873) | - | (33,873) |
| A23700 | 存貨跌價及呆滯損失 | 302,089 | - | 302,089 | - | - | - |
| A24100 | 未實現外幣兌換利益 | - | - | - | (58,215) | - | (58,215) |
| A24600 | 投資性不動產公允價值調 整利益 | (12,245) | - | (12,245) | (15,722) | - | (15,722) |
| | 營業資產及負債之淨變動數 | 329,581 | - | 329,581 | 562,865 | - | 562,865 |
| A31125 | 合約資產 | (840,022) | - | (840,022) | - | - | - |
| A31150 | 應收帳款 | (94,475) | - | (94,475) | (313,824) | - | (313,824) |
| A31150 | 應收租賃款 | 6,198 | - | 6,198 | 11,333 | - | 11,333 |
| A31170 | 應收建造合約款 | 1,302,402 | (1,302,402) | - | (6,408) | 6,408 | - |
| A31180 | 其他應收款 | (52,910) | 34,013 | (18,897) | (239,287) | 87,070 | (152,217) |
| A31200 | 存 貨 | 494,688 | 1,302,402 | 1,797,090 | (527,793) | (6,408) | (534,201) |
| A31240 | 其他流動資產 | - | (34,013) | (34,013) | - | (87,070) | (87,070) |
| A31125 | 合約負債 | (946,219) | - | (946,219) | - | - | - |
| A32150 | 應付帳款 | 529,997 | - | 529,997 | 283,705 | - | 283,705 |
| A32180 | 其他應付款 | 91,852 | (3,807) | 88,045 | 813,830 | (831,846) | (18,016) |
| A32210 | 遞延收入—流動 | - | 3,807 | 3,807 | - | 326 | 326 |
| A32230 | 其他流動負債 | - | - | - | - | 831,520 | 831,520 |
| A33000 | 營運產生之現金流入 | 821,092 | - | 821,092 | 584,421 | - | 584,421 |
| A33100 | 收取之利息 | 9,295 | - | 9,295 | 22,374 | - | 22,374 |
| A33500 | 支付之所得稅 | (247,224) | - | (247,224) | (17,527) | - | (17,527) |
| AAAA | 營業活動之淨現金流入 | 583,163 | - | 583,163 | 589,268 | - | 589,268 |
| BBBB | 投資活動之現金流量 | | | | | | |
| B00010 | 取得透過其他綜合損益按公允價值 衡量之金融資產 | (9,598) | - | (9,598) | - | - | - |
| B00020 | 出售透過其他綜合損益按公允價值 衡量之金融資產 | 64,518 | - | 64,518 | - | - | - |
| B00040 | 取得按攤銷後成本衡量之金融資產 | - | (43,207) | (43,207) | - | - | - |
| B00100 | 取得透過損益按公允價值衡量之金 融資產 | (65,767) | - | (65,767) | - | - | - |
| B00700 | 處分無活絡市場之債務工具投資 | - | - | - | - | 177,128 | 177,128 |
| B01900 | 處分採用權益法之投資 | - | - | - | 39,039 | - | 39,039 |
| B02300 | 出售子公司之淨現金流入(出) | 1,581,647 | - | 1,581,647 | (210) | - | (210) |
| B02700 | 購買不動產、廠房及設備 | (120,513) | - | (120,513) | (41,950) | - | (41,950) |
| B02800 | 出售不動產、廠房及設備 | 7,141 | - | 7,141 | 2,810 | - | 2,810 |
| B04500 | 取得無形資產 | (420,382) | - | (420,382) | (427,915) | - | (427,915) |
| B06500 | 其他金融資產減少 | - | - | - | - | 146,131 | 146,131 |
| B07600 | 收取之股利 | 567 | - | 567 | 664 | - | 664 |

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| 代 碼 | 項 目 | 107年1月1日至6月30日 | | | 106年1月1日至6月30日 | | |
|--------|-----------------|----------------|--------|------------------------|----------------|--------------|------------------------|
| | | 依國際財務報 | 調節金額增 | 依金管會認可 | 依國際財務報 | 調節金額增 | 依金管會認可 |
| | | 告準則編製之金額 | (減) | 並發布生效之 I F R S s 編製之金額 | 告準則編製之金額 | (減) | 並發布生效之 I F R S s 編製之金額 |
| B09900 | 應收委託貸款減少 | \$ - | \$ - | \$ - | \$ 177,128 | (\$ 177,128) | \$ - |
| B09900 | 質押定期存款減少(增加) | (43,207) | 43,207 | - | 146,131 | (146,131) | - |
| B09900 | 其他應收款關係人增加 | (2,329) | - | (2,329) | - | - | - |
| BBBB | 投資活動之淨現金流入(出) | 992,077 | - | 992,077 | (104,303) | - | (104,303) |
| CCCC | 籌資活動之現金流量 | | | | | | |
| C00100 | 舉借銀行借款 | - | - | - | 454,143 | - | 454,143 |
| C00200 | 償還銀行借款 | (87,835) | - | (87,835) | (868,754) | - | (868,754) |
| C01900 | 其他短期借款減少 | (334,251) | - | (334,251) | - | - | - |
| C04500 | 發放現金股利 | (556,283) | - | (556,283) | - | - | - |
| C05500 | 處分子公司部分權益之價款 | 4,610 | - | 4,610 | - | - | - |
| C05600 | 支付之利息 | (7,921) | - | (7,921) | (11,476) | - | (11,476) |
| C05800 | 非控制權益變動 | (3,233) | - | (3,233) | (450) | - | (450) |
| CCCC | 籌資活動之淨現金流出 | (984,913) | - | (984,913) | (426,537) | - | (426,537) |
| DDDD | 匯率變動對現金及約當現金之影響 | 31,541 | - | 31,541 | 3,897 | - | 3,897 |
| EEEE | 銀行存款及現金淨增加數 | 621,868 | - | 621,868 | 62,325 | - | 62,325 |
| E00100 | 期初銀行存款及現金餘額 | 1,618,734 | - | 1,618,734 | 966,881 | - | 966,881 |
| E00200 | 期末銀行存款及現金餘額 | \$ 2,240,602 | \$ - | \$ 2,240,602 | \$ 1,029,206 | \$ - | \$ 1,029,206 |

註一：上列財務報表之所有資產、負債及權益科目金額，係以107年6月30日之港幣對新臺幣匯率(HK\$1:NT\$3.881)換算。

註二：最近3年度港幣對新臺幣最高、最低及平均匯率如下：

| 年 度 | 最 高 | 最 低 | 平 均 |
|-------------------|-----------------|-----------------|-----------------|
| 106.1.1-106.12.31 | HK\$1:NT\$4.121 | HK\$1:NT\$3.805 | HK\$1:NT\$3.905 |
| 105.1.1-105.12.31 | HK\$1:NT\$4.330 | HK\$1:NT\$4.027 | HK\$1:NT\$4.156 |
| 104.1.1-104.12.31 | HK\$1:NT\$4.260 | HK\$1:NT\$3.916 | HK\$1:NT\$4.088 |

(請參閱勤業眾信聯合會計師事務所民國107年9月18日複核報告)

董事長：楊文瑛



經理人：劉 軍



會計主管：陳達榮



晨訊科技集團有限公司及子公司



合併財務報表重編說明

民國 107 年及 106 年 1 月 1 日至 6 月 30 日

(金額除另予註明者外，係以新臺幣仟元為單位)

一、合併財務報表重編原則

晨訊科技集團有限公司及子公司（以下稱「合併公司」）如附件四所列之民國 107 年及 106 年 1 月 1 日至 6 月 30 日財務報告，係包括晨訊科技集團有限公司及子公司之合併財務資訊。

合併公司依香港聯合交易所有限公司證券上市規則附錄 16 適用揭露規定及國際會計準則委員會頒布的國際會計準則第 34 號「期中財務報導」（以下稱「國際財務報告準則」）編製之合併資產負債表、合併綜合損益表及合併現金流量表，因適用之會計原則及報表格式不同，與「證券發行人財務報告編製準則」及金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告（以下稱「金管會認可並發布生效之 IFRSs」）編製規定不同，爰依中華民國金融監督管理委員會民國 101 年 12 月 13 日金管證審字第 1010056540 號令「第二上市（櫃）公司財務報告複核要點」，就上述合併資產負債表、合併綜合損益表及合併現金流量表依金管會認可並發布生效之 IFRSs 予以重編（以下稱「重編合併財務報表」）。

因適用之會計原則及報表格式不同，對合併公司民國 107 及 106 年上半年度合併財務報表之分類及損益影響金額，業已依證券發行人財務報告編製準則及金管會認可並發布生效之 IFRSs 規定之格式與分類將上述合併資產負債表、合併綜合損益表及合併現金流量表予以重分類調整。

二、金管會認可並發布生效之 IFRSs 與國際財務報告準則適用之會計原則重大差異彙總說明

合併公司之以下交易事項於現行已發布生效之中華民國金管會認可並發布生效之 IFRSs 及國際財務報告準則之主要差異，茲彙總說明如下：

| 項 目 | 金管會認可並發布生效之 IFRSs | 國際財務報告準則 | 對重編合併財務報表之影響 |
|--------------|--|--|--|
| 股份基礎給付交易會計處理 | 員工於認股權存續期間屆滿仍未行使認股權利，以往認列員工酬勞成本而累計於「資本公積－員工認股權」之餘額轉列「資本公積－其他」項下。 | 員工於認股權存續期間屆滿仍未行使認股權利，以往認列員工酬勞成本而累計於「資本公積－員工認股權」之餘額轉列「未分配盈餘」項下。 | 已依金管會認可並發布生效之 IFRSs 規定予以調整。 權益影響數 107.06.30：103,114 仟元 106.12.31：91,557 仟元 106.06.30：89,220 仟元 |

三、金管會認可並發布生效之 IFRSs 與國際財務報告準則適用報表格式不同之重大差異彙總說明

| 項 目 | 金管會認可並發布生效之 IFRSs | 國際財務報告準則 | 對重編合併財務報表之影響 |
|------------|---|---|-------------------------------|
| (一)合併資產負債表 | 資產負債表表達期間為當期與去年同期及前一會計年度會計期間終了日。 | 期中財務報導規定財務狀況表兩期表達期間為當期期中結束日與前一會計年度結束日。 | 已依金管會認可並發布生效之 IFRSs 規定予以表達揭露。 |
| | 一般之分類方式，資產係以流動性大小排列，流動性大者在前，流動性小者在後。負債則按到期日的遠近排列，近者在先，遠者在後。股東權益按永久性大小排列，永久性大者在先，小者在後。 | 一般之分類方式，資產係以非流動性資產在前，流動資產在後。負債及權益，係以負債在前，股本及各項準備在後，負債以流動負債在前，非流動負債在後。 | 已依金管會認可並發布生效之 IFRSs 規定予以表達揭露。 |

(接次頁)

(承前頁)

| 項 | 目 | 金管會認可並發布 生效之 I F R S s | 國際財務報告準則 | 對重編合併財務報表 之影 響 |
|---|---|---|--|--|
| | | 為求允當表達企業財務狀況，擬將其他應收款及其他應付款科目按其性質再予以細分表達。 | 應於資產負債表中表達額外之單行項目、標題及小計。若某一項目因其大小、性質或功能致單獨表達與企業財務狀況之了解攸關，則應列為單行項目；各項目所用之敘述及順序，可依企業及其交易性質修改，以提供有助於了解企業財務狀況之攸關資訊。另企業應評估資產之性質及流動性、資產於企業內之功能及負債之金額、性質及時點，以判斷是否須單獨表達額外項目。 | 已依金管會認可並發布生效之 IFRSs 規定予以表達揭露。 資產重分類金額 107.06.30：815,914 仟元 106.12.31：781,901 仟元 106.06.30：790,804 仟元 負債重分類金額 107.06.30：17,367 仟元 106.12.31：2,148,448 仟元 106.06.30：2,287,985 仟元 |
| | | 質押定期存款分類為流動資產項下，並列示為其他金融資產/按攤銷後成本衡量之金融資產（自 107 年起）科目表達。 | 質押定期存款列為單行科目。 | 已依金管會認可並發布生效之 IFRSs 規定予以表達揭露。 資產重分類金額 107.06.30：157,289 仟元 106.12.31：116,915 仟元 106.06.30：157,025 仟元 |

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(承前頁)

| 項 | 目 | 金管會認可並發布 生效之 IFRSs | 國際財務報告準則 | 對重編合併財務報表 之影響 |
|------------|---|--|--------------------------------------|--|
| | | 應收委託貸款分類為流動資產項下，並列示為無活絡市場之債務工具投資/按攤銷後成本衡量之金融資產(自 107 年起)科目表達。 | 應收委託貸款列為單行科目。 | 已依金管會認可並發布生效之 IFRSs 規定予以表達揭露。 資產重分類金額 107.06.30：106,367 仟元 106.12.31：140,298 仟元 106.06.30：269,186 仟元 |
| | | 在建房地及待售房地分類為流動資產項下，並列示為存貨科目彙總表達。 | 在建房地及待售房地分別列為單行科目。 | 已依金管會認可並發布生效之 IFRSs 規定予以表達揭露。 資產重分類金額 107.06.30：557,067 仟元 106.12.31：1,952,135 仟元 106.06.30：2,102,357 仟元 |
| (二)合併綜合損益表 | | 應區分營業收入、營業成本、營業費用、營業外收入、營業外費用及所得稅費用，分別予以列示，但營業成本及營業費用不能分別列示者，得合併之。 | 應區分收入、財務成本、所得稅費用、本年度利益。無需區分營業外收入與支出。 | 已依金管會認可並發布生效之 IFRSs 規定予以表達揭露。 |
| | | 與營業有關應收帳款之減損損失係分類於營業費用之管理及總務費用/預期信用減損損失(自 107 年起)項下。 | 應收帳款減損損失係分類於其他利益及損失項下。 | 已依金管會認可並發布生效之 IFRSs 規定予以表達揭露。 損益重分類金額 107 年上半年度：46,296 仟元 106 年上半年度：16 仟元 |

(接次頁)

(承前頁)

| 項 | 目 | 金管會認可並發布 生效之 IFRSs | 國際財務報告準則 | 對重編合併財務報表 之影響 |
|------------|---|---|----------------------------|--|
| (三)合併現金流量表 | | 應收委託貸款應屬無 活絡市場之債券 投資/按攤銷後成 本衡量之金融資 產(自 107 年起) 範疇。 | 應收委託貸款於現金 流量表中獨立列 示。 | 已依金管會認可並發布生 效之 IFRSs 規定予以表 達揭露。 |
| | | | | 現金流量重分類金額 107 年上半年度： 0 仟元 106 年上半年度： 177,128 仟元 |
| | | 質押定期存款應屬其 他金融資產/按攤 銷後成本衡量之金 融資產(自 107 年 起)範疇。 | 質押定期存款於現金 流量表中獨立列 示。 | 已依金管會認可並發布生 效之 IFRSs 規定予以表 達揭露。 |
| | | | | 現金流量重分類金額 107 年上半年度： 43,207 仟元 106 年上半年度： 146,131 仟元 |

附 件 四

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS To the Board of Directors of SIM Technology Group Limited

Introduction

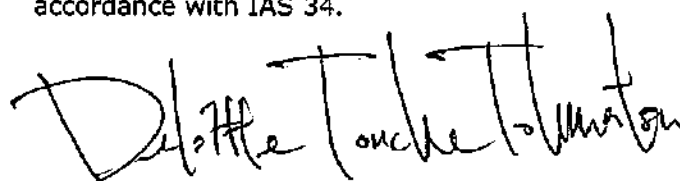
We have reviewed the condensed consolidated financial statements of SIM Technology Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 17 to 63, which comprises the condensed consolidated statement of financial position as of 30 June 2018 and the related condensed consolidated statement of profit or loss, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of International Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34"). The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with IAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

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

Conclusion

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



Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
23 August 2018

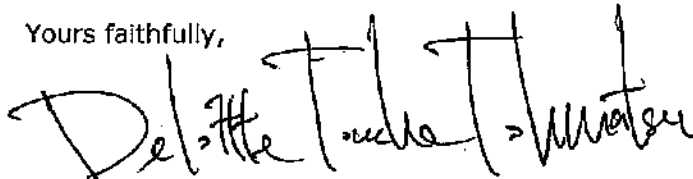
23 August 2018

The Directors
SIM Technology Group Limited
Unit 1206, 12/F., Billion Trade Centre,
31 Hung To Road,
Kwun Tong, Kowloon,
Hong Kong

Dear Sirs,

We are satisfied that we are independent of SIM Technology Group Limited and its subsidiaries with reference to Section 290 "Independence - Audit and Review Engagements" of Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants.

Yours faithfully,

A stylized, handwritten signature in black ink that reads "Deloitte Touche Tohmatsu". The signature is written in a cursive, flowing style, with the first letters of each word being capitalized and prominent.



SIM Technology Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code : 2000)

Interim Report **2018**

CHAIRMAN'S STATEMENT

On behalf of the board ("Board") of the directors ("Directors") of SIM Technology Group Limited ("Company"), I am presenting the interim results of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 June 2018.

BUSINESS REVIEW

The first half of 2018 marked a significant stage in the Group's transformation. First, with respect to the development of handsets and the internet of things ("IOT") terminal business, the Group has steadfastly transformed the business and shifted towards the IOT/industrial application terminals markets. The Group has transformed its modules business into the provision of electronics manufacturing services ("EMS") for modules after the disposal of the research and development ("R&D") and sales operations of its wireless communication modules business to Shenzhen Sunsea Communication Technology Co., Ltd. (深圳日海通訊技術股份有限公司*) ("Shenzhen Sunsea"). Moreover, thanks to the vigorous efforts it has devoted over the past few years, the intelligent manufacturing business has begun to bear fruit, with significant growth in both the sales amount and gross profit. Lastly, as for the IOT systems and O2O business, the Group is still exploring the development model for this business.

Amid the external economic environment, affected by factors such as large fluctuation of exchange rates and intensified market competition, the Group still managed to maintain steady and healthy development. In the first half of 2018, turnover was basically flat and was similar to that of the last year, whereas gross profit has dropped slightly. Since the nature of its modules business has changed from an original brand manufacturer ("OBM") to an EMS, the turnover and gross profit inevitably experienced a certain drop during the period of business transformation adjustment. However, the development of new business and other businesses compensated for the decline in turnover and gross profit resulting from the transformation of the modules business. The overall business is still developing healthfully.

CHAIRMAN'S STATEMENT

Handsets and IOT terminals business

In the first half of 2018, the consumer handsets market continued to focus on specific models and brands. The market share of domestic mainstream brands and models has further expanded while that of the second and third-tier brands has further shrunk. At the same time, with the domestic mainstream handset brands stepping up their marketing efforts in overseas markets, the competition in those overseas markets has intensified. As the consumer handset market has become saturated and the consumer market for different industrial terminal sub-segments has gradually emerged, demand in the market has been increasing for industrial terminal with special features such as triple protection (waterproof, dust-proof and shock resistant), affordable luxury and encryption. In addition, with the rapid expansion of the Narrowband IOT ("NB-IOT") network and the official commercial deployment of 5G networks in 2018 and the coming few years, the available market for IOT applications is expected to experience rapid development worldwide. The terminal markets including the Internet of Vehicles terminals, intelligent hardware, wearable devices, such as smart bracelets and watches, Augmented Reality ("AR") and Virtual Reality ("VR") devices, etc., will undergo explosive growth accordingly.

Turnover of this business segment achieved HK\$431.3 million, representing a year-on-year decrease of 16.4%. Gross profit margin was 12.3%, which was similar to last year with a slight increase. The decline in turnover was due to a further decrease in the proportion of the turnover from mid-range and high-end consumer handsets to the total turnover of the Group, and the apparent drop in the selling price of the IOT/industrial application terminals and some differentiated high-end handset products when compared with the corresponding period last year due to greater market competition. Regarding cost controls, the Group has adopted a series of measures in the supply chain and its own factory in order to lower costs and improve efficiency. As a result, the procurement cost of certain materials and the processing cost of individual products were obviously lower. Besides, the Group has continued to implement automatic testing in its handsets and terminals production lines, thereby further reducing the cost pressure caused by the rising labour cost. However, due to the substantial appreciation of the US dollar since the beginning of 2018, the US dollar-denominated electronics are expected to push up the cost and offset the above-mentioned cost savings to a certain extent. As a result, the gross profit margin has remained at a similar level as the last corresponding period.

CHAIRMAN'S STATEMENT

Wireless communication modules business

The disposal of the R&D and sales operations of the shared wireless communication modules business to Shenzhen Sunsea was completed in the first half of 2018. The nature of the Group's business has changed after the disposal. Prior to the disposal, the Group's subsidiary Shanghai Simcom Wireless Solutions Limited operated the shared 2G, 3G and 4G wireless communication modules and Global Navigation Satellite System ("GNSS") modules business. After the disposal, the Group changed from OBM to EMS and merely provides EMS for the abovementioned modules to external parties.

In the first half of 2018, this segment achieved a turnover of HK\$501.0 million and a gross profit of HK\$26.0 million, representing a decrease of 23.5% and 60.3% year-on-year respectively. Considering that the Group is no longer responsible for the R&D and sales expenses of the modules business after the disposal, the low gross profit from the EMS model is reasonable. Thus, the modules business has contributed a marginal gross profit. In addition, the unprecedented intense competition in the market this year, the rise of the US dollar-denominated imported material costs caused by the surge in the exchange rate of the US dollar, coupled with the failure to raise the price of its finished products sold in Renminbi in a timely fashion has further dragged down the gross profit. In such a difficult business environment, the Group's EMS customers in turn had to significantly cut the costs. The Group will communicate with customers to explore and optimise the cooperation model in a bid to achieve a mutually beneficial outcome.

IOT system and O2O business

This business sector comprises two segments: the first segment is the provision of various types of "cloud" system solutions with a back-end software system as the core; and the second segment is the provision of an O2O cloud trading platform to vending machine operators. (This business segment does not include the IOT terminals business.)

CHAIRMAN'S STATEMENT

In the first half of 2018, turnover of this segment increased by 6.9% from the last corresponding period, with a gross profit up 25.6%. It was still making a loss, but the loss had shrunk notably from the same period last year. The Group has enhanced the design and R&D of its digital platform, enabling it to provide a "cloud" system solutions, as well as cloud computing and big data services for customers. In light of the rapid development of IOT businesses in China in recent years, the Group began to explore new customers in niche markets including operation of vending machines, vehicle anti-theft systems, health monitoring and children's safety management systems.

Regarding the O2O cloud service platform of automatic vending machines, turnover and gross profit increased in step with the expanding business content. In the first half of 2018, the Group has reduced the business scale of self-operated automatic vending machines through reducing financing and leasing and limiting the investment to fixed assets. At the same time, it has strengthened the cooperation with beverage manufacturers and ChinaUMS, and has gradually launched various promotional activities to increase advertising income and improve overall efficiency. However, the competition in offline services remains intense, so the Group is exploring a suitable development model for this sector.

Intelligent manufacturing business

The Group's intelligent manufacturing segment comprises of three business units. The first business unit is for automated equipment with integrated robotic applications, which can replace a large number of labourers in the production lines. This has served as a starting point for the Group to enter the intelligent manufacturing market. The second business unit is for optical system products with machine vision and artificial intelligence ("AI") technology, which can replace a large number of visual inspection workers in the production line. The third business unit is the development of Manufacturing Execution System ("MES") and Warehouse Management System ("WMS") for industrial internet applications, which can replace or assist simple and straightforward computer operations for white-collar workers such as planners and warehouse managers.

CHAIRMAN'S STATEMENT

Turnover and gross profit of this segment reached HK\$90.3 million and HK\$21.5 million respectively in the first half of 2018, representing an increase of 103.2% and 38.4% from the same period last year. Turnover and profit were mainly from the sales of the 3C product robotic testing line of the first business unit. With excellent product quality, strong word-of-mouth reputation and reasonable selling prices, the Group has not only gained wide recognition from customers, but also secured lucrative orders. Currently, it occupies most of the market. However, the competition is intensifying in the industry, while the decline in product selling price is due to the huge quantity of products, the rising material prices and labour cost have further reduced the gross profit of this segment.

The Group believes that intelligent manufacturing has huge room for development, and it is also a key area that the Group has emphasized in. To maintain a stable core management team and key technicians while enhancing its competitiveness, the Group is planning a staff shareholding scheme for the first business unit. Some core staff members will be given the opportunity to hold part of the equity interest of a subsidiary in this sector, in order to boost their passion and develop their potential. This scheme has elicited a positive and enthusiastic response among staff, as reflected from the notable growth of turnover and profit of this business unit in the first half of the year. The scheme will be officially implemented in the second half of 2018, and be extended to the other two business units when appropriate.

Property development

As at 30 June 2018, "The Riverside Country" (晨興•翰林水郡) in Shenyang City, the PRC, has a total of 1,842 residential units in all its four phases, of which 1,670 units had been sold.

As at 30 June 2018, "Seven River in Sweet" (七里香溪) in Taizhou City, the PRC, has a total of 748 residential units, 9 shops and 22 commercial units completed in all its two phases, of which 747 residential units, 7 shops and 22 commercial units have been sold and delivered to the buyers.

A significant amount of the above properties are sold and delivered to buyers in 1H-2018, resulting in a huge increase in revenue to HK\$330.9 million (2017: HK\$67.4 million). Although the gross profit margin dropped to -4.1% (2017: 12.5%), a large portion of tax refund will be applied and confirmed in second half of 2018.

CHAIRMAN'S STATEMENT

Property management

For the six months ended 30 June 2018, the revenue of properties management was mainly derived from the leasing of SIM Technology Building Block A and Block B in Shanghai. Total area of approximately 16,000 square meters was leased out. To utilize our resources more effectively, the Group is developing the property management business by leasing out the spare space at factories and other buildings.

The revenue of property management for the first half of 2018 was amounted to HK\$19.0 million and the gross profit margin of leasing was 91.8%.

Prospects

The disposal of the modules business will have some impact on the Group's turnover and gross profit in the short term, but it will not have a substantial influence on its overall profitability. Part of the proceeds from the disposal are used to build an operations centre in Dongguan and upgrade a handset factory. The operations centre in Dongguan enables the Group to directly connect to the supply chain in the Pearl River Delta, boasting higher efficiency, lower costs and better overall profitability.

The Group adheres to its development strategy of "retaining its high-end handset ODM business, and actively developing IOT/Industrial application terminals". The Group has gained many quality customers in China and overseas for its product lines including ultra high-end consumer handsets, customised industrial handheld terminals, Internet of Vehicle terminals, smart hardware and core boards, wearable devices, IOT terminals, etc. In the future, the Group will continue developing these target markets by introducing new products to existing customers and securing new customers for current successful products. As industrial and consumption upgrade continues in China, and the IOT and the industrial internet proliferates around the world, we firmly believe stronger demand for differentiated terminals with new form factors will be created in the market. Therefore, the Group will make full use of its competitive advantages in product design and production in of mobile communication and IOT applications to provide more one-stop "cloud" services for industrial customers.

CHAIRMAN'S STATEMENT

Regarding the IOT system and operating businesses, the economic model and social landscape have changed considerably, along with the quick penetration of new technologies such as the mobile internet, Big Data and Cloud Computing. The IOT market remains fragmented, so the Group's strategy is to monitor niche markets, trying to seize market opportunities as they emerge in order not to miss any opportunities.

Intelligent manufacturing has enormous potential for development. After years of effort, out of three product lines, the automated robotic line has carved out market share in the handsets manufacturing industry. The optical technology-based products have proven to customers that they can create huge value for them. At the same time, the Group has started delivering industrial internet products for customers. As for this segment, the Group's development strategy is to adjust the incentive mechanism to optimise the management model, and select partners to complement its own strengths. In the second half of 2018, the Group will strive to maintain the competitive edge of the first business unit and enlarge the market share there, as well as to achieve a turnaround for the second and third business units.

The management believes that its transformation is on the right track, despite a bumpy road, the light has appeared and a sign of the bright future is ahead for the Group.

Appreciation

The Board would like to thank our shareholders, customers, suppliers, bankers and professional advisers for their support to the Group and to extend our appreciation to all our staff for their dedication and contribution throughout the reporting period.

Yeung Man Ying

Chairman

Hong Kong, 23 August 2018

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

For 1H-2018, the revenue of the Group was HK\$1,528.6 million (2017: HK\$1,429.0 million), in which the revenue from handsets and IOT terminals business, wireless communication modules business, IOT system and O2O business and intelligent manufacturing business (together, "core business") decreased by 13.4% to HK\$1,178.6 million (2017: 1,361.6 million) as compared with that of the six months ended 30 June 2017 ("1H-2017"). The revenue from the sale of residential units in Shenyang and Taizhou, PRC was HK\$330.9 million in 1H-2018 (2017: HK\$67.4 million). The Group has a new reportable and operating segment named as property management in 1H-2018 which generated revenue from leasing of properties. In 1H-2018, the revenue from leasing of properties in Shanghai and Shenyang, PRC was HK\$19.0 million.

The gross profit for 1H-2018 for core business of the Group decreased period-to-period by 21.3% to HK\$122.9 million (2017: HK\$156.0 million). The gross profit margin for core business reduced to 10.4% (2017: 11.5%). The overall gross profit margin of the Group for 1H-2018 was 8.3% (2017: 11.5%).

As a result of the increase in revenue in 1H-2018 and the gain from disposal of subsidiaries, the Group achieved a profit attributable to owners of the Company of HK\$330.0 million (2017: HK\$35.7 million). The basic earnings per share for 1H-2018 was HK12.9 cents (2017: HK1.4 cents).

Segment results of core business

| | Six months ended 30 June 2018 | | | Six months ended 30 June 2017 | | |
|--|----------------------------------|---------------------------|--------------------------------|----------------------------------|---------------------------|--------------------------------|
| | Revenue HK\$'M | Gross profit HK\$'M | Gross profit margin % | Revenue HK\$'M | Gross profit HK\$'M | Gross profit margin % |
| Handsets and IOT terminals business | 432 | 53 | 12.3 | 516 | 57 | 11.1 |
| Wireless communication modules business | 501 | 26 | 5.2 | 655 | 66 | 10.0 |
| IOT system and O2O business | 156 | 23 | 14.4 | 146 | 18 | 12.3 |
| Intelligent manufacturing business | 90 | 21 | 23.8 | 45 | 15 | 34.9 |
| Total | 1,179 | 123 | 10.4 | 1,362 | 156 | 11.5 |

MANAGEMENT DISCUSSION AND ANALYSIS

Handsets and IOT terminals business

The revenue of handsets and IOT terminals business for 1H-2018 decreased 16.4% to HK\$431.3 million (2017: HK\$ 516.2 million) as compared to that of 1H-2017. The Group has adopted various cost reduction and efficiency measures for the supply chain and its own processing plants. The procurement cost of certain materials and the processing cost of stand-alone equipment have been significantly reduced. In addition, the Group continued to promote automated testing in mobile phones and terminals testing in order to further reduce the cost pressure from growth in labor cost. The gross profit margin for this segment increased to 12.3% in 1H-2018 (2017: 11.1%). The revenue of ODM business contributed to approximately 88% of the revenue of this segment in 1H-2018 (2017: 75%).

Wireless communication modules business

On 21 December 2017, the Group entered into a sale and purchase agreement with an independent third party under which the Group has conditionally agreed to dispose of two wholly-owned subsidiaries, namely Shanghai Simcom Electronic Limited and Simcom Wireless (collectively referred to as the "Target Companies"), in relation to wireless communication modules business (the Disposal as defined below). The disposal was completed in the current interim period, in which the Group lost control in the Target Companies. According to IFRSs, the gain from disposal of subsidiaries is HK\$518.5 million. However, the Group has incurred professional fees of approximately HK\$2.9 million, additional staff bonus of approximately HK\$12.5 million, redundancy cost of approximately HK\$4.1 million, inventories write-off of approximately HK\$71.0 million and EIT on capital gain from the Disposal of approximately HK\$64.4 million. As stated in the circular of the Company dated 18 January 2018, after deduction of these expenses, the actual net gain from the transactions contemplated under the sale and purchase agreement would be approximately HK\$363.6 million. Please refer to the section of "Material Acquisition and Disposal of Subsidiaries and Associated Companies" in this report for further details of the Disposal.

Due to the completion of disposal of wireless communication modules business in 1H-2018, the business nature of this segment was changed from OBM to EMS provider. After the completion of Disposal (as defined below), the Group does not have to bear the R&D and sales expenses of the module business, however the gross profit of EMS is lower than the OBM. In 1H-2018, the revenue of this segment decreased year-on-year by 23.5% and the gross profit margin decreased to 5.2% (2017: 10.0%).

MANAGEMENT DISCUSSION AND ANALYSIS

IOT system and O2O business

During 1H-2018, the expansion of business content of the online and offline service platform of Yunmao vending machine has brought to an increase in segment revenue and gross profit. The revenue of this segment recorded HK\$156.0 million (2017: HK\$145.9 million) and the gross profit margin increased to 14.4% (2017: 12.3%).

Intelligent manufacturing business

During 1H-2018, due to excellent quality, good reputation and reasonable price of the 3C product robot test production line of the first division, favorable comments and large number of orders were received. However, the fierce market competition in the industry reduced the selling price of the products. In addition, the increase in material price and labor costs further reduced the gross profit of the segment. The revenue of this segment increased to HK\$90.3 million (2017: HK\$44.4 million) and the gross profit margin decreased to 23.8% in 1H-2018 (2017: 34.9%).

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Liquidity

As at 30 June 2018, the Group had bank balances and cash of HK\$577.3 million (31 December 2017: HK\$417.1 million), of which 53.1% was held in Renminbi, 46.7% was held in US dollars and the remaining balance was held in Hong Kong dollars. As at 30 June 2018, the Group also had pledged bank deposits of HK\$40.5 million (31 December 2017: HK\$30.1 million) in Renminbi for the purpose of the Group's borrowings. The Group intends to finance its working capital and capital expenditure plans from such bank balances. The Group has pledged certain of its assets (including property, plant and equipment, investment properties land use rights and notes receivables) to secure the bank borrowings. The total bank borrowings of the Group amounted to HK\$61.4 million as at 30 June 2018 (31 December 2017: HK\$84.1 million), all of which was denominated in Renminbi. All of the bank borrowings were at floating interest rates and repayable within one year.

MANAGEMENT DISCUSSION AND ANALYSIS

Operating efficiency

The turnover period of inventory, trade and notes receivables, trade and notes payables of the Group for the core business are presented below:

| | 30 June 2018 Days | 31 December 2017 Days |
|---|-------------------------|-----------------------------|
| Inventory turnover period | 111 | 105 |
| Trade and notes receivables turnover period | 49 | 37 |
| Trade and notes payables turnover period | 69 | 48 |

In the second quarter of 2018, the purchase volume of the Group was large to fulfill the sales orders of third quarter of 2018. The inventory turnover period of 1H-2018 thus increased significantly as compared to that of year 2017.

As the trade receivables for IOT system and O2O business and intelligent manufacturing business, which have longer credit period than other Core Business, increased in 1H-2018, the overall trade and notes receivables turnover period increased for 1H-2018 as compared to that of year 2017.

The trade and note payables turnover period increased for 1H-2018 as compared to that of year 2017 due to the average balance of trade and notes payables increased for 1H-2018.

As at 30 June 2018, the current ratio, calculated as current assets over current liabilities, was 2.5 times (31 December 2017: 1.9 times).

The Group reckons that inventory turnover period, trade and notes receivables turnover period, and trade and notes payables turnover period help the Group to understand its ability to convert inventory into cash and sales cash conversion cycle. Through reviewing the turnover periods, the Group can improve its operational efficiency. The current ratio can help the Group to understand its ability to pay short-term and long-term obligations.

Treasury policies

The Group adopts a prudent approach in its treasury policy. The Group's surplus funds are mainly held under fixed and savings deposits in reputable banks to earn interest income.

MANAGEMENT DISCUSSION AND ANALYSIS

Certain sales and purchases of inventories of the Group are denominated in US dollars. Furthermore, certain trade receivables, trade payables and bank balances are denominated in US dollars, therefore exposing the Group to the currency risk of US dollars. During 1H-2018, the Group did not use any financial instrument for hedging purpose but it will consider entering into non-deliverable foreign exchange forward contracts to eliminate the foreign exchange exposures in US dollars when necessary.

Capital structure

As at 30 June 2018, the Company had 2,559,546,300 ordinary shares of HK\$0.10 each in issue.

No shares of the Company has been issued or repurchased during 1H-2018.

CASH FLOW STATEMENT HIGHLIGHTS

The following is the highlights of the cash flow statement of the Group for 1H-2018 and 1H-2017:

| | 1H-2018 HK\$'M | 1H-2017 HK\$'M |
|---|-------------------|-------------------|
| Net cash from operating activities | 150.3 | 151.8 |
| Capital expenditure | (31.1) | (10.8) |
| Development costs | (108.3) | (110.2) |
| Net decrease in bank borrowings | (22.6) | (106.8) |
| Net decrease in other liabilities | (86.1) | – |
| Net cash inflow from disposal of an associate | – | 10.0 |
| Net cash inflow from disposal of subsidiaries | 407.5 | – |
| Net decrease in entrusted loan receivables | – | 45.6 |
| Dividend paid | (143.3) | – |
| Interest paid | (2.0) | (3.0) |
| Others | 6.2 | 3.3 |
| Net increase (decrease) in cash and cash equivalents (including pledged bank deposits) | 170.6 | (20.1) |

MANAGEMENT DISCUSSION AND ANALYSIS

GEARING RATIO

As at 30 June 2018, the total assets of the Group was HK\$3,440.2 million (31 December 2017: HK\$3,630.4 million) and the bank borrowings was HK\$61.4 million (31 December 2017: HK\$84.1 million). The gearing ratio of the Group, calculated as total bank borrowings over total assets, was 1.8% (31 December 2017: 2.3%).

The Group reviews its gearing ratio on a regular basis. According to the capital plan for the future, the Group tries to maximise revenue for shareholders with capital risk awareness in mind. Capital structure is being constantly adjusted according to changes in the operational environment.

EMPLOYEES

As at 30 June 2018, the Group had approximately 1,900 (31 December 2017: 2,540) employees. The Group operates a mandatory provident fund retirement benefits scheme for all its employees in Hong Kong, and provides its PRC employees with welfare schemes as required by the applicable laws and regulations of the PRC. The Group has a comprehensive training system in place that establishes a network-based career path for employees, including position and ability management, skills enhancement programme, various training opportunities, online learning programme for staff, internal promotion system, key employees development programme, succession plans for key positions and leadership development programme. The Group also offers discretionary bonuses and may grant share options under the share option scheme of the Company to its employees by reference to individual performance and the performance of the Group.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set by the human resources department. The Group seeks to provide remuneration packages on the basis of the merit, qualifications and competence of the employees.

The emoluments of the Directors and senior management of the Company are reviewed by the remuneration committee of the Board, having regard to factors including the Group's operating results, responsibilities of the Directors and senior management and comparable market statistics.

The Company has adopted a share option scheme to motivate the eligible persons referred to in the scheme, which include executive Directors and employees of the Group, to optimise their future contributions to the Group and to reward them for their efforts.

MANAGEMENT DISCUSSION AND ANALYSIS

FUTURE PLANS FOR MATERIAL INVESTMENT

As stated in the circular of the Company dated 18 January 2018, the Group intends to use part of the net proceeds from the Disposal in the following manner:

- as to approximately HK\$201.5 million for purchase of the land for the Group's operations centre in Dongguan, the PRC and the construction of the operation centre; and
- as to approximately HK\$115.1 million for (a) upgrading the production facilities of the Group in Shanghai and the above operations centre and development of an automated intelligent 3D-warehouse; (b) further implementation of the digitizing, networking and intelligent processes by Industry 4.0; and (c) enhancing the competitiveness of the high-end handsets ODM (original design manufacturing) and EMS businesses.

Save as disclosed above, the Group did not have any plans for material investment or capital assets during the 1H-2018.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

On 20 January 2017, SIM Technology Group (BVI) Limited, a wholly-owned subsidiary of the Company and u-blox AG, a wholly-owned subsidiary of u-blox Holding AG (a company listed on the SIX Swiss Exchange), entered into the technology assignment ("Technology Assignment Contract") and the asset purchase agreement ("Asset Purchase Agreement"), pursuant to which the Group has agreed to sell the Group's 2G, 3G, 4G wireless communication module and GNSS module business related technology and assets at the aggregate consideration of US\$52.5 million.

On 21 May 2017, the Group and u-blox AG have mutually agreed not to proceed with the above mentioned proposed disposal. Both parties have therefore decided to amicably terminate the Technology Assignment Contract and Asset Purchase Agreement and all ancillary agreements.

Further details of the above mentioned proposed disposal are disclosed in the announcements of the Company dated 22 January 2017 and 22 May 2017 and the circular of the Company dated 28 February 2017.

MANAGEMENT DISCUSSION AND ANALYSIS

On 22 September 2017, the Company, Simcom International Holdings Limited ("Simcom International"), 上海移為通信技術股份有限公司 (Quealink Wireless Solutions Co., Ltd.) ("Quealink Wireless"), Richjoy Talent Limited ("Richjoy"), Shanghai Simcom Electronic Limited ("Simcom Electronic", together with Simcom Wireless as the "Target Companies") and Simcom Wireless entered into a sale and purchase agreement under which Simcom International has conditionally agreed to sell, and Quealink Wireless and Richjoy have conditionally agreed to purchase the equity interest in the Target Companies at the aggregate consideration of RMB528.0 million.

On 7 December 2017, the Company, Simcom International, Quealink Wireless, Richjoy, the Target Companies, Shenyang SIM Simcom Technology Limited and Shanghai SIM Technology Limited entered into a termination agreement for the above mentioned sale and purchase agreement.

Further details of the above mentioned proposed disposal are disclosed in the announcements of the Company dated 22 September 2017, 24 November 2017 and 7 December 2017.

On 21 December 2017, the Company, Simcom International (an indirect wholly-owned subsidiary of the Company), Shenzhen Sunsea (a company listed on the Shenzhen Stock Exchange), Simcom Electronic and Simcom Wireless entered into the sale and purchase agreement ("Sale and Purchase Agreement") under which Simcom International has conditionally agreed to sell, and Shenzhen Sunsea has conditionally agreed to purchase, 100% of the equity interest of Simcom Wireless ("Disposal"). It is expected that approximately 35% of the actual net gain from the disposal will be used for payment of a special interim dividend.

On 13 February 2018, the Shareholders approved the Sale and Purchase Agreement and the transactions contemplated thereunder. Subsequent to 31 December 2017, the Disposal has been completed and the Group is in the process of assessing the relevant financial impact of the Disposal to the Group.

The transactions as contemplated under the Disposal have been completed during 1H-2018.

MANAGEMENT DISCUSSION AND ANALYSIS

On 23 May 2018, the Board has resolved to declare a special dividend of HK4 cents per Share, amounting to approximately HK\$102.4 million in total, from the net proceeds of the Disposal. It is expected that the Board will declare another special dividend in the aggregate amount of approximately HK\$25.5 million after the full consideration of the Disposal is received by the Company.

Further details of the Disposal are disclosed in the announcements of the Company dated 21 December 2017, 13 February 2018, 10 May 2018 and 23 May 2018 and the circular of the Company dated 18 January 2018. Further details of the amount of another special interim dividend and the record date of the entitlements will be announced by the Company after the full consideration of the Disposal is received by the Company.

Save as disclosed above, during the 1H-2018, the Group did not have any material acquisition or disposal of subsidiaries or associated companies.

SIGNIFICANT INVESTMENT

As at 30 June 2018, the available-for-sale investment represented the Group's investment in 2.73% of the shares in Shanghai Guao Electronic Technology Co., Ltd ("Shanghai Guao") ("Investment") and the Investment cost was approximately HK\$13.5 million. During 2016, Shanghai Guao became listed on the ChiNext of the Shenzhen Stock Exchange. The fair value, based on the quoted market price, of the Investment at 30 June 2018 is approximately HK\$47.9 million (31 December 2017: HK\$80.3 million). HK\$146,000 dividends was received from Shanghai Guao during the 1H-2018. Shanghai Guao specializes in the research and development, manufacturing, marketing and service of innovative financial equipment. The Group noted the development strategy of Shanghai Guao as stated in its annual report for the year 2017 issued on April 2018, that Shanghai Guao will focus on the new financial products based on its existing production system and technology reserve. Shanghai Guao will continue to develop its technology so as to improve its sales and after-sale service. Shanghai Guao will develop projects in relation to automated cash treatment.

CONTINGENT LIABILITIES

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

INTERIM FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS FOR THE SIX MONTHS ENDED 30 JUNE 2018

| | | Six months ended 30 June | |
|---|-------|--------------------------|-------------|
| | | 2018 | 2017 |
| | | HK\$'000 | HK\$'000 |
| | NOTES | (unaudited) | (unaudited) |
| Revenue | 3 | 1,528,556 | 1,429,022 |
| Cost of sales and services | | (1,401,903) | (1,264,547) |
| Gross profit | | 126,653 | 164,475 |
| Other income | 5 | 15,929 | 32,782 |
| Other expenses | 19 | (90,499) | - |
| Other gains and losses | 5 | 512,164 | 17,796 |
| Research and development expenses | | (29,910) | (39,642) |
| Selling and distribution costs | | (71,173) | (63,937) |
| Administrative expenses | | (62,225) | (58,672) |
| Share of results of associates | | (335) | (811) |
| Finance costs | | (2,041) | (2,957) |
| Profit before taxation | | 398,563 | 49,034 |
| Taxation | 6 | (81,479) | (17,262) |
| Profit for the period | 7 | 317,084 | 31,772 |
| Profit/(loss) for the period attributable to: | | | |
| Owners of the Company | | 330,047 | 35,685 |
| Non-controlling interests | | (12,963) | (3,913) |
| | | 317,084 | 31,772 |
| Earnings per share (HK cents) | 9 | | |
| Basic | | 12.9 | 1.4 |
| Diluted | | 12.9 | 1.4 |

INTERIM FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2018

| | | Six months ended 30 June | |
|---|-------|--------------------------|-------------|
| | | 2018 | 2017 |
| | | HK\$'000 | HK\$'000 |
| | NOTES | (unaudited) | (unaudited) |
| Profit for the period | 7 | 317,084 | 31,772 |
| Other comprehensive expense for the period: | | | |
| Items that may be subsequently reclassified to profit or loss during the period: | | | |
| Fair value change on available-for-sale investment | | – | (79,593) |
| Deferred tax relating to items that may be reclassified to profit or loss | | – | 19,898 |
| Items that will not be subsequently reclassified to profit or loss for the period: | | | |
| Surplus on transfer of land use rights and property, plant and equipment to investment properties at fair value | | 6,757 | – |
| Fair value loss on investment in equity instrument at fair value through other comprehensive income | | (18,355) | – |
| Deferred tax relating to items that will not be reclassified to profit or loss | | 2,900 | – |
| Exchange difference arising on translation to presentation currency | | (6,776) | 8,111 |
| Other comprehensive expense for the period | | (15,474) | (51,584) |
| Total comprehensive income (expense) for the period | | 301,610 | (19,812) |
| Total comprehensive income (expense) attributable to: | | | |
| Owners of the Company | | 316,540 | (18,115) |
| Non-controlling interests | | (14,930) | (1,697) |
| | | 301,610 | (19,812) |

INTERIM FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 30 JUNE 2018

| | | 30 June 2018 HK\$'000 (unaudited) | 31 December 2017 HK\$'000 (audited) |
|--|-------|--|--|
| | NOTES | | |
| Non-current assets | | | |
| Investment properties | 10 | 391,655 | 384,949 |
| Property, plant and equipment | 10 | 382,372 | 399,258 |
| Land use rights | | 83,662 | 86,793 |
| Intangible assets | 10 | 142,482 | 188,765 |
| Deferred tax assets | 11 | 46,408 | 47,339 |
| Finance lease receivables | | 473 | 705 |
| Interests in associates | | 1,938 | 2,274 |
| Available-for-sale investments | 23 | – | 80,253 |
| Equity instruments at fair value through other comprehensive income | 23 | 47,883 | – |
| Consideration receivable | 19 | 1,714 | 1,733 |
| | | 1,098,587 | 1,192,069 |
| Current assets | | | |
| Inventories | 14 | 539,183 | 758,531 |
| Finance lease receivables | | 702 | 2,097 |
| Properties held for sale | | 143,537 | 502,998 |
| Trade and notes receivables | 13A | 303,648 | 344,208 |
| Contract assets | 13B | 228,338 | – |
| Other receivables, deposits and prepayments | | 326,298 | 331,579 |
| Amount due from an associate | 16 | 3,800 | 3,200 |
| Amounts due from non-controlling shareholders of subsidiaries | 16 | 4,496 | 11,633 |
| Consideration receivables | 19 | 129,801 | 723 |
| Financial assets at fair value through profit or loss | 23 | 16,574 | – |
| Entrusted loan receivables | 12 | 27,407 | 36,150 |
| Pledged bank deposits | | 40,528 | 30,125 |
| Bank balances and cash | | 577,326 | 417,092 |
| | | 2,341,638 | 2,438,336 |

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| | | 30 June 2018 HK\$'000 (unaudited) | 31 December 2017 HK\$'000 (audited) |
|--|-------|--|--|
| | NOTES | | |
| Current liabilities | | | |
| Trade and notes payables | 15 | 435,968 | 393,750 |
| Contract liabilities | | 234,995 | – |
| Other payables, deposits received and accruals | | 71,239 | 599,012 |
| Other liabilities | | 56,639 | 141,154 |
| Bank borrowings | 17 | 61,388 | 84,104 |
| Tax payable | | 68,445 | 37,992 |
| | | 928,674 | 1,256,012 |
| Net current assets | | 1,412,964 | 1,182,324 |
| Total assets less current liabilities | | 2,511,551 | 2,374,393 |
| Capital and reserves | | | |
| Share capital | 18 | 255,955 | 255,955 |
| Reserves | | 2,033,238 | 1,865,855 |
| Equity attributable to owners of the Company | | 2,289,193 | 2,121,810 |
| Non-controlling interests | | 81,494 | 101,481 |
| Total equity | | 2,370,687 | 2,223,291 |
| Non-current liabilities | | | |
| Deferred tax liabilities | 11 | 91,177 | 99,151 |
| Deferred income | | 49,687 | 51,951 |
| | | 140,864 | 151,102 |
| | | 2,511,551 | 2,374,393 |

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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SIX MONTHS ENDED 30 JUNE 2018

| | Attributable to owners of the Company | | | | | | | | | | | | |
|---|---------------------------------------|---------------------------|---|---------------------------------------|----------------------------------|--|---------------------------------------|--|---------------------------------|---------------------------------|-------------------|---------------------------------------|-------------------|
| | Share capital HK\$'000 | Share premium HK\$'000 | Statutory surplus reserve HK\$'000 (Note c) | Other reserve HK\$'000 (Note b) | Share option reserve HK\$'000 | Properties revaluation reserve HK\$'000 | Asset revaluation reserve HK\$'000 | Capital redemption reserve HK\$'000 | Translation reserve HK\$'000 | Accumulated profits HK\$'000 | Total HK\$'000 | Non-controlling interests HK\$'000 | Total HK\$'000 |
| At 1 January 2017 (audited) | 255,790 | 831,363 | 48,039 | 97,091 | 29,512 | 102,827 | 127,930 | 2,282 | 100,428 | 431,484 | 2,026,746 | 105,801 | 2,132,547 |
| Profit/(loss) for the period | - | - | - | - | - | - | - | - | - | 35,685 | 35,685 | (3,913) | 31,772 |
| Other comprehensive (expense) income for the period | - | - | - | - | - | - | (59,695) | - | 5,895 | - | (53,800) | 2,216 | (51,584) |
| Total comprehensive (expense) income for the period | - | - | - | - | - | - | (59,695) | - | 5,895 | 35,685 | (18,115) | (1,697) | (19,812) |
| Share options lapsed | - | - | - | - | (149) | - | - | - | - | 149 | - | - | - |
| Recognition of equity settled share-based payments | - | - | - | - | 1,282 | - | - | - | - | - | 1,282 | - | 1,282 |
| Acquisition of additional interests in subsidiaries | - | - | - | 13 | - | - | - | - | - | - | 13 | (129) | (116) |
| Disposal of a subsidiary | - | - | - | - | - | - | - | - | - | - | - | (482) | (482) |
| Transfer to statutory surplus reserve | - | - | 2,045 | - | - | - | - | - | - | (2,045) | - | - | - |
| At 30 June 2017 (unaudited) | 255,790 | 831,363 | 50,084 | 97,104 | 30,645 | 102,827 | 68,235 | 2,282 | 106,323 | 465,273 | 2,009,926 | 103,493 | 2,113,419 |
| At 31 December 2017 (audited) | 255,955 | 832,066 | 50,084 | 97,104 | 29,746 | 102,827 | 47,534 | 2,282 | 187,950 | 516,262 | 2,121,810 | 101,481 | 2,223,291 |
| Adjustment (note 2) | - | - | - | - | - | - | - | - | - | (4,000) | (4,000) | - | (4,000) |
| At 1 January 2018 (restated) | 255,955 | 832,066 | 50,084 | 97,104 | 29,746 | 102,827 | 47,534 | 2,282 | 187,950 | 512,262 | 2,117,810 | 101,481 | 2,219,291 |
| Profit/(loss) for the period | - | - | - | - | - | - | - | - | - | 330,047 | 330,047 | (12,963) | 317,084 |
| Other comprehensive income (expense) for the period | - | - | - | - | - | 5,068 | (13,766) | - | (4,809) | - | (13,507) | (1,967) | (15,474) |
| Total comprehensive income (expense) for the period | - | - | - | - | - | 5,068 | (13,766) | - | (4,809) | 330,047 | 316,540 | (14,930) | 301,610 |
| Share options lapsed | - | - | - | - | (2,978) | - | - | - | - | 2,978 | - | - | - |
| Acquisition of additional interests in subsidiaries | - | - | - | (1,822) | - | - | - | - | - | - | (1,822) | (6,148) | (7,970) |
| Disposal of subsidiaries | - | - | - | - | - | - | - | - | (10,975) | 10,975 | - | (97) | (97) |
| Disposal of partial interests in a subsidiary | - | - | - | - | - | - | - | - | - | - | - | 1,188 | 1,188 |
| Transfer to statutory surplus reserve | - | - | 5,876 | - | - | - | - | - | - | (5,876) | - | - | - |
| Dividends paid | - | - | - | - | - | - | - | - | - | (143,335) | (143,335) | - | (143,335) |
| At 30 June 2018 (unaudited) | 255,955 | 832,066 | 55,960 | 95,282 | 26,768 | 107,895 | 33,768 | 2,282 | 172,166 | 707,051 | 2,289,193 | 81,494 | 2,370,687 |

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Notes:

- (a) As stipulated by the relevant laws and regulations of the People's Republic of China ("PRC"), before distribution of the net profit each year, the subsidiaries established in the PRC shall set aside 10% of their net profit after taxation for the statutory surplus reserve fund (except where the reserve has reached 50% of the subsidiaries' registered capital). The reserve fund can only be used, upon approval by the board of directors of the relevant subsidiaries and by the relevant authority, to offset accumulated losses or increase capital.
- (b) Other reserve was arisen from the reorganisation in preparation for the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Movements of other reserve during the periods ended 30 June 2018 and 30 June 2017 were arisen from the effect due to changes in the Group's ownership interests in existing subsidiaries without losing control.

INTERIM FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SIX MONTHS ENDED 30 JUNE 2018

| | Six months ended 30 June 2018 HK\$'000 (unaudited) | 2017 HK\$'000 (unaudited) |
|--|---|---------------------------------|
| OPERATING ACTIVITIES | | |
| Operating cash flows before movements in working capital | 84,922 | 145,023 |
| Decrease (increase) in properties under development for sales and properties held for sales | 335,584 | (1,651) |
| Increase in contract liabilities | (243,808) | - |
| Other movements in working capitals | 34,869 | 7,213 |
| Cash generated from operations | 211,567 | 150,585 |
| Interest received | 2,395 | 5,765 |
| Tax paid | (63,701) | (4,516) |
| NET CASH FROM OPERATING ACTIVITIES | 150,261 | 151,834 |
| INVESTING ACTIVITIES | | |
| Purchase of financial assets at fair value through profit or loss | (16,946) | - |
| Purchase of equity instruments at fair value through other comprehensive income | (2,473) | - |
| Proceeds from disposal of equity instruments at fair value through other comprehensive income | 16,624 | - |
| Purchase of property, plant and equipment | (31,052) | (10,809) |
| Proceeds on disposal of property, plant and equipment | 1,840 | 724 |
| Expenditure paid for intangible assets | (108,318) | (110,259) |
| Consideration received from disposal of an associate | - | 10,059 |
| Net cash inflow (outflow) from disposal of subsidiaries | 407,536 | (54) |
| Investment in entrusted loan receivables | - | (34,230) |
| Receipt of entrusted loan receivables | - | 79,870 |
| Placement of pledged bank deposits | (42,058) | (29,666) |
| Withdrawal of pledged bank deposits | 30,925 | 67,319 |
| Dividend received | 146 | 171 |
| Advance to an associate | (600) | - |
| NET CASH FROM (USED) IN INVESTING ACTIVITIES | 255,624 | (26,875) |

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| | Six months ended 30 June | |
|--|--------------------------|------------------|
| | 2018 | 2017 |
| | HK\$'000 | HK\$'000 |
| | (unaudited) | (unaudited) |
| FINANCING ACTIVITIES | | |
| New bank borrowings raised | – | 117,017 |
| Repayments of bank borrowings | (22,632) | (223,848) |
| Decrease in other liabilities | (86,125) | – |
| Interest paid | (2,041) | (2,957) |
| Dividend paid | (143,335) | – |
| Proceeds from disposal of partial interest in a subsidiary that does not result in losing control | 1,188 | – |
| Net cash used in acquisitions of additional interests in subsidiaries | (833) | (116) |
| NET CASH USED IN FINANCING ACTIVITIES | (253,778) | (109,904) |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 152,107 | 15,055 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD | 417,092 | 249,132 |
| EFFECT OF FOREIGN EXCHANGE RATE CHANGES | 8,127 | 1,004 |
| CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD, REPRESENTED BY BANK BALANCES AND CASH | 577,326 | 265,191 |

INTERIM FINANCIAL STATEMENTS

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 2018

1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company was incorporated in Bermuda as an exempted company under the Companies Act 1981 of Bermuda (as amended) with limited liability.

The Company is an investment holding company. The principal activities of its subsidiaries are the manufacturing, design and development and sale of handsets and internet of things ("IOT") terminals business, carrying out wireless communication modules business, IOT system and online-to-offline ("O2O") business, intelligent manufacturing business, property development and property management in the PRC.

The functional currency of the Company is Renminbi ("RMB"). The condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), as the Directors of the Company consider that it is a more appropriate presentation for a company listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and for the convenience of the shareholders.

The condensed consolidated financial statements of the Group have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting" issued by the International Accounting Standards Board ("IASB") as well as the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2018 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2017.

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Application of new and amendments to IFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to IFRSs which are mandatory effective for the annual period beginning on or after 1 January 2018 for the preparation of the Group's condensed consolidated financial statements:

| | |
|----------------------|---|
| IFRS 9 | Financial Instruments |
| IFRS 15 | Revenue from Contracts with Customers and the related Amendments |
| IFRIC-Int 22 | Foreign Currency Transactions and Advance Consideration |
| Amendments to IFRS 2 | Classification and Measurement of Share-based Payment Transactions |
| Amendments to IFRS 4 | Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts |
| Amendments to IAS 28 | As part of the Annual Improvements to IFRSs 2014-2016 Cycle |
| Amendments to IAS 40 | Transfers of Investment Property |

The new and amendments to IFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which results in changes in accounting policies, amounts reported and/or disclosures as described below.

2.1 Impacts and changes in accounting policies of application on IFRS 15 Revenue from Contracts with Customers

The Group has applied IFRS 15 for the first time in the current interim period. IFRS 15 superseded IAS 18 Revenue, IAS 11 Construction Contracts and the related interpretations.

The Group recognises revenue from the following major sources:

- Sale of handsets and IOT terminals
- Own-branded products manufacturing
- Electronic manufacturing services
- Sale of goods to vending machine customers and franchisee

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- Equipment finance lease service
- Procurement agency service
- Sale of intelligent manufacturing products
- Sale of properties
- Property rental

The revenue sources of equipment finance lease service and property rental are not within the scope of IFRS 15.

The Group has applied IFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening accumulated profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in IFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under IAS 18 Revenue and the related interpretations.

2.1.1 Key changes in accounting policies resulting from application of IFRS 15

IFRS 15 introduces a 5-step approach when recognising revenue:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

Under IFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

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A performance obligation represents a good and service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met as in contracts for electronic manufacturing services:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

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Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Input method

The progress towards complete satisfaction of a performance obligation in electronic manufacturing services contracts is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer, as in contracts for sale of handsets and IOT terminals, own-branded products manufacturing, sale of goods to vending machine customers and franchisee, sale of intelligent manufacturing products and sale of properties.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, as in contracts for electronic manufacturing services and procurement agency services, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

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2.1.2 Summary of effects arising from initial application of IFRS 15

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 January 2018. Line items that were not affected by the changes have not been included.

| | | Carrying amounts previously reported at 31 December 2017 HK\$'000 | Reclassi- fication HK\$'000 | Carrying amounts under IFRS 15 at 1 January 2018 HK\$'000 |
|---|-------|--|-----------------------------------|---|
| | Notes | | | |
| Current assets | | | | |
| Trade and notes receivables | (a) | 344,208 | (19,681) | 324,527 |
| Contract assets | (a) | - | 19,681 | 19,681 |
| Current liabilities | | | | |
| Contract liabilities | (b) | - | 487,668 | 487,668 |
| Other payables, deposits received and accruals | (b) | 599,012 | (487,668) | 111,344 |

- (a) At the date of initial application, unbilled revenue of HK\$19,681,000 arising from the sale of intelligent manufacturing products contracts are conditional on the completion of retention period as stipulated in the contracts, and hence such balance was reclassified from trade and notes receivables to contract assets.
- (b) As at 1 January 2018, deposits received from customers for sales of goods and properties of HK\$487,668,000 in respect of the sale of handsets and IOT terminals, sale of own-branded wireless products, sale of goods to vending machine customers and franchisee and sale of properties contracts previously included in other payables, deposits received and accruals were reclassified to contract liabilities for HK\$487,668,000.

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The following tables summarise the impacts of applying IFRS 15 on the Group's condensed consolidated statement of financial position as at 30 June 2018 and its condensed consolidated statement of profit or loss and other comprehensive income for the current interim period for each of the line items affected. Line items that were not affected by the changes have not been included.

| | Notes | As reported HK\$'000 | Adjustments HK\$'000 | Amounts without application of IFRS 15 HK\$'000 |
|---|-------|-------------------------|-------------------------|--|
| Current assets | | | | |
| Trade and notes receivables | (a) | 303,648 | 228,338 | 531,986 |
| Contract assets | (a) | 228,338 | (228,338) | - |
| Current liabilities | | | | |
| Contract liabilities | (b) | 234,995 | (234,995) | - |
| Other payables, deposits received and accruals | (b) | 71,239 | 234,995 | 306,234 |

- (a) Without application of IFRS 15, i) retention receivables from the sale of intelligent manufacturing products of HK\$29,479,000 would have been classified as trade and notes receivables instead of contract assets as the sale of intelligent manufacturing products has completed in the current interim period; and ii) the purchase of raw materials of HK\$198,859,000 on behalf of customers in electronic manufacturing services would have been classified as trade and notes receivables instead of contract assets as risk and reward on the underlying raw materials have been passed to the customer before physical delivery of relevant finished goods.
- (b) Without application of IFRS 15, deposits received from customers for the sale of goods and properties would have been included in other payables, deposits received and accruals.

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2.2 Impacts and changes in accounting policies of application on IFRS 9 Financial Instruments

In the current period, the Group has applied IFRS 9 Financial Instruments and the related consequential amendments to other IFRSs. IFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit losses ("ECL") for financial assets and other items (for example, contract assets and lease receivables) and 3) general hedge accounting.

The Group has applied IFRS 9 in accordance with the transition provisions set out in IFRS 9, i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under IAS 39 Financial Instruments: Recognition and Measurement.

2.2.1 Key changes in accounting policies resulting from application of IFRS 9

Classification and measurement of financial assets

Trade receivables arising from contracts with customers are initially measured in accordance with IFRS 15.

All recognised financial assets that are within the scope of IFRS 9 are subsequently measured at amortised cost or fair value, including unquoted equity investments measured at cost less impairment under IAS 39.

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Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity instruments designated as at fair value through other comprehensive income ("FVTOCI")

At the date of initial application/initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income ("OCI") and accumulated in the asset revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the asset revaluation reserve.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established in accordance with IFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

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Financial assets at fair value through profit or loss ("FVTPL")

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

Impairment under ECL model

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under IFRS 9 (including trade and notes receivables, other receivables, consideration receivables, entrusted loan receivables, finance lease receivables, contract assets, amounts due from an associate and non-controlling shareholders of subsidiaries, pledged bank deposits and bank balances and cash. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade and notes receivables, contract assets and finance lease receivables. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

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Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

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Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a finance lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with IAS 17 Leases.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and entrusted loan receivables where the corresponding adjustment is recognised through a loss allowance account.

As at 1 January 2018, the directors of the Company reviewed and assessed the Group's existing financial assets, contract assets and finance lease receivables for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of IFRS 9. The results of the assessment and the impact thereof are detailed in Note 2.2.2.

Classification and measurement of financial liabilities

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

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2.2.2 Summary of effects arising from initial application of IFRS 9

The table below illustrates the classification and measurement (including impairment) of financial assets and other items subject to ECL under IFRS 9 and IAS 39 at the date of initial application, 1 January 2018.

| | Note | Available- for-sale investments HK\$'000 | Equity instruments at FVTOCI HK\$'000 | Amortised cost (previously classified as loans and receivables) HK\$'000 | Financial liabilities at amortised cost HK\$'000 | Contract assets HK\$'000 | Deferred tax liabilities HK\$'000 | Assets revaluation reserve HK\$'000 | Accumulated profits HK\$'000 | Non- controlling interests HK\$'000 |
|--|------|---|--|--|---|--------------------------------|--|--|------------------------------------|--|
| Closing balance at 31 December 2017 - IAS 39 | | 80,253 | - | 879,008 | 720,444 | - | 51,812 | 47,534 | 516,262 | 101,481 |
| Effect arising from initial application of IFRS 15 | | - | - | (19,681) | - | 19,681 | - | - | - | - |
| Effect arising from initial application of IFRS 9: | | | | | | | | | | |
| Reclassification from available-for-sale investments | (a) | (80,253) | 80,253 | - | - | - | - | - | - | - |
| Remeasurement of impairment under ECL model | (b) | - | - | (4,000) | - | - | - | - | (4,000) | - |
| Opening balance at 1 January 2018 | | - | 80,253 | 855,327 | 720,444 | 19,681 | 51,812 | 47,534 | 512,262 | 101,481 |

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(a) Available-for-sale investment

From AFS equity investments to FVTOCI

The Group elected to present in OCI for the fair value changes of all its equity investments previously classified as available-for-sale. These investments are not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of IFRS 9, HK\$80,253,000 were reclassified from available-for-sale investments to equity instruments at FVTOCI. The fair value gain of HK\$47,534,000 relating to those investments previously carried at fair value continued to accumulate in asset revaluation reserve.

(b) Impairment under ECL model

The Group applies the IFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all contract assets, trade and notes receivables and finance lease receivables. To measure the ECL, contract assets and trade and notes receivables have been grouped based on shared credit risk characteristics. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for the trade and notes receivables are a reasonable approximation of the loss rates for the contract assets.

Loss allowances for other financial assets at amortised cost are measured on 12m ECL basis and there had been no significant increase in credit risk since initial recognition.

As at 1 January 2018, the additional credit loss allowance of HK\$4,000,000 has been recognised against accumulated profits. The additional loss allowance is charged against the respective asset.

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All loss allowances for financial assets including contract assets, trade and note receivables and other financial assets at amortised cost as at 31 December 2017 reconcile to the opening loss allowance as at 1 January 2018 is as follows:

| | Opening loss allowance of contract assets HK\$'000 | Opening loss allowance of trade and notes receivables HK\$'000 | Opening loss allowance of other financial assets at amortised cost HK\$'000 |
|--|---|---|--|
| At 31 December 2017 | | | |
| – IAS 39 | N/A | 22,455 | – |
| Amounts remeasured through opening accumulated profits | – | 4,000 | – |
| At 1 January 2018 | – | 26,455 | – |

2.3 Impacts and changes in accounting policies of application on Amendments to IAS 40 Transfers of Investment Property

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in IAS 40 may evidence a change in use, and that a change in use is possible for properties under construction (i.e. a change in use is not limited to completed properties).

At the date of initial application, the Group assessed the classification of certain properties based on conditions existed at that date, there is no impact to the classification at 1 January 2018.

Except as described above, the application of other amendments to IFRSs in the current interim period has had no material effect on the amounts reported and/or disclosures set out in these condensed consolidated financial statements.

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3. REVENUE

Disaggregation of revenue

For the six months ended 30 June 2018 (unaudited)

| | Handsets and IOT terminals business HK\$'000 | Wireless communication modules business HK\$'000 | IOT system and O2O business HK\$'000 | Intelligent manufacturing business HK\$'000 | Property development HK\$'000 | Property management HK\$'000 |
|--|--|--|--|--|-------------------------------------|------------------------------------|
| Types of goods or services | | | | | | |
| Sale of handsets and IOT Terminals | 431,349 | - | - | - | - | - |
| Own-branded products manufacturing | - | 154,112 | - | - | - | - |
| Electronic manufacturing services | - | 346,877 | - | - | - | - |
| Sale of goods to vending machine customers and franchisee | - | - | 140,494 | - | - | - |
| Equipment finance lease service | - | - | 154 | - | - | - |
| Procurement agency service | - | - | 15,359 | - | - | - |
| Sale of intelligent manufacturing products | - | - | - | 90,254 | - | - |
| Sale of properties | - | - | - | - | 330,938 | - |
| Property rental | - | - | - | - | - | 19,019 |
| | 431,349 | 500,989 | 156,007 | 90,254 | 330,938 | 19,019 |
| Revenue from contracts with customers and timing of revenue recognition | | | | | | |
| A point in time | 431,349 | 489,259 | 155,853 | 90,254 | 330,938 | N/A |
| Over time | - | 11,730 | - | - | - | N/A |
| Total | 431,349 | 500,989 | 155,853 | 90,254 | 330,938 | N/A |

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Geographical markets

The Group's revenue are substantially generated from the PRC, the country of domicile from which the group entities derive revenue. No further analysis is presented.

4. SEGMENT INFORMATION

Segment information is presented based on internal reports about components of the Group that are regularly reviewed by the chief operating decision maker, being the executive directors, for the purpose of allocating resources to segments and assessing their performance.

During the six-month period ended 30 June 2018, the Group was organised into six (2017: five) reportable and operating segments, being handsets and IOT terminals business, wireless communication modules business, IOT system and O2O business, intelligent manufacturing business, property development and property management. (2017: handsets and IOT terminals business, wireless communication modules business, IOT system and O2O business, intelligent manufacturing business and property development).

During the current interim period, property management has been regarded as a reportable segment of the Group. Property management is principally leasing various investment properties of the Group, including office premises and factories, to customers in the PRC under operating leases.

As a result of the changes to reportable segments and segment presentation, the segment revenue and result for the six months ended 30 June 2017 and segment assets and liabilities as at 31 December 2017 have been re-presented to conform to the revised presentation. Segment profit of the property management segment for the six months ended 30 June 2017 amounting to HK\$11,577,000, including segment revenue amounting to HK\$11,956,000 and changes in fair value of investment properties amounting to HK\$4,051,000 were reclassified from "other income and other gains and losses"; and segment expenses amounting to HK\$4,430,000 in aggregate were reclassified from other reportable segments; segment assets and liabilities under the property management segment as at 31 December 2017 are reclassified from "unallocated assets" and "unallocated liabilities", respectively, under the revised segment reporting.

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The following is an analysis of the Group's revenue and results by reportable and operating segments:

For the six months ended 30 June 2018 (unaudited)

| | Handsets and IOT terminals business HK\$'000 | Wireless communication modules business HK\$'000 | IOT system and O2O business HK\$'000 (Note) | Intelligent manufacturing business HK\$'000 | Property development business HK\$'000 | Property management business HK\$'000 | Consolidated HK\$'000 |
|--|--|--|--|--|---|--|--------------------------|
| Revenue | | | | | | | |
| External sales | 431,349 | 500,989 | 156,007 | 90,254 | 330,938 | 19,019 | 1,528,556 |
| Segment profit (loss) | 9,478 | 429,635 | (4,862) | 1,245 | (14,108) | 15,109 | 436,497 |
| Other income and other gains and losses | | | | | | | (20,245) |
| Share of results of associates | | | | | | | (335) |
| Corporate expenses | | | | | | | (15,313) |
| Finance costs | | | | | | | (2,041) |
| Profit before taxation | | | | | | | 398,563 |

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For the six months ended 30 June 2017 (unaudited) (re-presented)

| | Handsets and IOT terminals business HK\$'000 | Wireless communication modules business HK\$'000 | IOT system and O2O business HK\$'000 | Intelligent manufacturing business HK\$'000 | Property development HK\$'000 | Property management HK\$'000 | Consolidated HK\$'000 |
|---|--|--|---|--|-------------------------------------|------------------------------------|--------------------------|
| | (Note) | | | | | | |
| Revenue | | | | | | | |
| External sales | 516,217 | 655,009 | 145,938 | 44,423 | 67,435 | 11,956 | 1,440,978 |
| Segment profit (loss) | 13,373 | 26,911 | (8,243) | 2,056 | 969 | 11,577 | 46,643 |
| Other income and other gains and losses | | | | | | | 21,810 |
| Share of results of associates | | | | | | | (811) |
| Corporate expenses | | | | | | | (15,651) |
| Finance costs | | | | | | | (2,957) |
| Profit before taxation | | | | | | | 49,034 |

Note: The IOT system and O2O business is still in a developing stage in both periods. The revenue of this segment represents the income generated from equipment finance lease service, sale of goods to vending machine customers and franchisees, and provision of procurement agency service.

Segment result represents the financial result by each segment without allocation of interest income, unallocated foreign exchange (loss) gain, loss on disposal of property, plant and equipment, loss on disposal of a subsidiary, net gain on financial assets at fair value through profit or loss, share of results of associates, certain other income, corporate expenses, finance costs and taxation (six months ended 30 June 2017: without allocation of interest income, unallocated foreign exchange gain, loss on disposal of property, plant and equipment, gain on disposal of an associate, loss on disposal of subsidiaries, fair value change on derivative financial instruments, share of results of associates, certain other income, corporate expenses, finance costs and taxation).

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The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

| | 30 June 2018 HK\$'000 (unaudited) | 31 December 2017 HK\$'000 (audited) (re-presented) |
|---|--|--|
| Segment assets | | |
| Handsets and IOT terminals business | 955,865 | 891,788 |
| Wireless communication modules business | 406,401 | 653,297 |
| IOT system and O2O business | 201,154 | 153,196 |
| Intelligent manufacturing business | 278,112 | 214,891 |
| Property development | 186,392 | 554,350 |
| Property management | 391,655 | 384,949 |
| Total segment assets | 2,419,579 | 2,852,471 |
| Unallocated assets | 1,020,646 | 777,934 |
| Total assets | 3,440,225 | 3,630,405 |
| Segment liabilities | | |
| Handsets and IOT terminals business | 431,102 | 506,278 |
| Wireless communication modules business | 84,725 | 174,713 |
| IOT system and O2O business | 55,823 | 15,699 |
| Intelligent manufacturing business | 101,473 | 84,328 |
| Property development | 103,343 | 397,630 |
| Property management | 4,412 | 4,362 |
| Total segment liabilities | 780,878 | 1,183,010 |
| Unallocated liabilities | 288,660 | 224,104 |
| Total liabilities | 1,069,538 | 1,407,114 |

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For the purposes of monitoring segment performances and allocating resources between segments, all assets are allocated to reportable and operating segments other than certain property, plant and equipment, certain land use rights, interests in associates, entrusted loan receivables, consideration receivables, amounts due from non-controlling shareholders of subsidiaries, pledged bank deposits, bank balances and cash, equity instruments at fair value through other comprehensive income, financial assets at fair value through profit or loss, deferred tax assets, certain other receivables, deposits and prepayments and amount due from an associate (31 December 2017: other than certain property, plant and equipment, certain land use rights, interests in associates, entrusted loan receivables, consideration receivable, amounts due from non-controlling shareholders of subsidiaries, pledged bank deposits, bank balances and cash, available-for-sale investments, deferred tax assets, certain other receivables, deposits and prepayments, and amount due from an associate). Assets used jointly by operating segments are allocated on the basis of the revenues earned by individual operating segments.

For the purposes of monitoring segment performances and allocating resources between segments, all liabilities are allocated to reportable and operating segments other than certain other payables, accruals, tax payable, other liabilities, bank borrowings and deferred tax liabilities (31 December 2017: other than certain other payables, accruals, tax payable, other liabilities, bank borrowings and deferred tax liabilities).

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5. OTHER INCOME/OTHER GAINS AND LOSSES

| | Six months ended 30 June | |
|--|--------------------------|---------------|
| | 2018 | 2017 |
| | HK\$'000 | HK\$'000 |
| | (unaudited) | (unaudited) |
| Other income | | |
| Refund of Value Added Tax ("VAT") (Note i) | 3,015 | 5,876 |
| Government grants (Note ii) | 8,526 | 8,850 |
| Dividend income from available-for-sale investment | – | 171 |
| Dividend income from equity investments at fair value through other comprehensive income | 146 | – |
| Interest income earned on bank balances | 2,271 | 1,082 |
| Interest income earned on entrusted loan receivables | 907 | 4,683 |
| Rental income (Less: outgoings of Nil (six months ended 30 June 2017: HK\$1,103,000)) | – | 11,956 |
| Others | 1,064 | 164 |
| | 15,929 | 32,782 |
| Other gains and losses | | |
| Loss on disposal of property, plant and equipment | (2,469) | (256) |
| Net foreign exchange (loss) gain | (5,458) | 12,865 |
| Changes in fair values of investment properties | 3,154 | 4,051 |
| Gain on disposal of an associate | – | 8,736 |
| Net gain/(loss) on disposal of subsidiaries (Note 19) | 518,223 | (8) |
| Fair value change on derivative financial instruments | – | (7,588) |
| Net allowance for bad and doubtful debts | (11,929) | (4) |
| Net loss on financial assets at fair value through profit or loss | (372) | – |
| Others | 11,015 | – |
| | 512,164 | 17,796 |

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Notes:

- (i) Shanghai Simcom Limited ("Shanghai Simcom") and Shanghai Simcom Wireless Solutions Limited ("Simcom Wireless") are engaged in the business of distribution of self-developed and produced software and the development of automated test equipment and software. Under the current PRC tax regulation, they are entitled to a refund of VAT paid for sales of self-developed and produced software and the development of automated test software in the PRC.
- (ii) During the six months ended 30 June 2018, the amount includes HK\$7,816,000 (six months ended 30 June 2017: HK\$3,203,000) unconditional government grants received during the period which was granted to encourage for the Group's research and developments activities in the PRC.

As at 30 June 2018, an amount of HK\$54,162,000 (31 December 2017: HK\$55,445,000) remained to be amortised and is included in other payables (for current portion) and deferred income (for non-current portion).

6. TAXATION

| | Six months ended 30 June | |
|---|--------------------------|-------------|
| | 2018 | 2017 |
| | HK\$'000 | HK\$'000 |
| | (unaudited) | (unaudited) |
| Taxation comprises: | | |
| PRC Enterprise Income Tax ("EIT") | (83,206) | (9,698) |
| PRC Land Appreciation Tax ("LAT") | 1,557 | (1,320) |
| Overprovisions on PRC EIT in previous years | 553 | 692 |
| Deferred tax charge (<i>Note 11</i>) | (383) | (6,936) |
| Taxation for the period | (81,479) | (17,262) |

No provision for Hong Kong Profits Tax has been made for both periods as the Group has no assessable profits arising in Hong Kong.

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EIT is calculated at the rates prevailing in the relevant districts of the PRC taking relevant tax incentives into account. Shanghai Simcom, Simcom Wireless, Shenyang SIM Simcom Technology Limited and Shanghai Sunrise Simcom Limited are classified as New and High Technology Enterprise and is entitled to adopt a tax rate of 15%. The relevant annual tax rate used for EIT for the Group's subsidiaries ranged from 15% to 25% (six months ended 30 June 2017: 15% to 25%).

In respect of capital gain from the Disposal (as defined in note 19), capital gain for EIT purpose is the difference between the consideration received and receivable from the equity transfer and the net value of equity of the transferred entities. The tax rate used for EIT on capital gain is 10%.

The provision of LAT is estimated according to the requirements set forth in the relevant tax laws and regulations of the PRC, which is charged at progressive rates ranging from 30% to 60% (six months ended 30 June 2017: 30% to 60%) of the appreciation value, with certain allowable deductions.

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7. PROFIT FOR THE PERIOD

| | Six months ended 30 June | |
|---|--------------------------|---------------|
| | 2018 | 2017 |
| | HK\$'000 | HK\$'000 |
| | (unaudited) | (unaudited) |
| Profit for the period is arrived at after charging: | | |
| Amortisation of intangible assets (included in cost of sales) | 81,716 | 88,651 |
| Less: Amount capitalised in development costs | (3,842) | (455) |
| Less: Amount capitalised in inventories | (77,874) | (88,196) |
| | — | — |
| Amortisation of land use rights | 1,639 | 1,524 |
| Depreciation of property, plant and equipment | 32,722 | 29,983 |
| Less: Amount capitalised in development costs | (1,424) | (1,610) |
| Less: Amount capitalised in inventories | (14,635) | (15,678) |
| | 16,663 | 12,695 |
| Staff costs including directors' emoluments | 137,030 | 137,314 |
| Share-based payments | — | 1,282 |
| Less: Amount capitalised in development costs | (38,373) | (80,461) |
| Less: Amount capitalised in inventories | (7,859) | (8,778) |
| | 90,798 | 49,357 |
| Redundancy costs | 4,090 | — |
| Costs of inventories recognised as an expense (included in cost of sales and services) | 1,050,102 | 1,205,543 |
| Costs of properties sold (included in cost of sales and services) | 344,600 | 59,004 |

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8. DIVIDENDS

During the current interim period, (i) a final dividend of HK1.6 cents per share in respect of the year ended 31 December 2017 (six months ended 30 June 2017: Nil); and (ii) a special dividend of HK4 cents per share were declared and paid to the owners of the Company. The aggregate amount of the final and special dividends declared and paid in the interim period amounted to HK\$143,335,000 (six months ended 30 June 2017: Nil).

Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2018 (six months ended 30 June 2017: Nil).

9. EARNINGS PER SHARE

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

| | Six months ended 30 June | |
|---|--------------------------|-------------|
| | 2018 | 2017 |
| | HK\$'000 | HK\$'000 |
| | (unaudited) | (unaudited) |
| Earnings | | |
| Earnings for the purposes of basic and diluted earnings per share (profit for the period attributable to the owners of the Company) | 330,047 | 35,685 |
| | '000 | '000 |
| Number of shares | | |
| Weighted average number of ordinary shares for the purpose of basic earnings per share | 2,559,546 | 2,557,897 |
| Effect of dilutive potential ordinary shares – share options | 1,138 | – |
| Weighted average number of ordinary shares for the propose of diluted earnings per share | 2,560,684 | 2,557,897 |

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For the six months ended 30 June 2018, the computation of diluted earnings per share does not assume the exercise of certain of the Company's outstanding share options because the exercise prices of those share options were higher than the average market price of the shares of the Company for the period.

For the six months ended 30 June 2017, the computation of diluted earnings per share does not assume the exercise of the Company's outstanding share options because the exercise prices of these share options were higher than the average market price of the shares of the Company for the period.

10. MOVEMENTS IN INVESTMENT PROPERTIES, PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Investment properties

The fair value of the Group's investment properties at 30 June 2018 and 31 December 2017 have been arrived at on the basis of a valuation carried out on that date by Vigers Appraisal & Consulting Limited, an independent qualified professional valuer not related to the Group.

The fair value was determined based on the income capitalisation approach, where the market rentals of all lettable units of the properties are assessed and discounted at the market yield expected by investors for this type of properties. The market rentals are assessed based on estimates of future cash flows, supported by the terms of existing lease and reasonable and supportable assumptions that represent what knowledgeable willing parties would assume about rental income for future leases in the light of current conditions. The rate is determined by reference to the yields derived from analysing the sales transactions of similar commercial properties in Shanghai. There has been no change from the valuation technique used in the prior year.

In estimating the fair value of the properties, the highest and best use of the properties is their current use. At the end of the reporting period, the chief financial officer of the Group works closely with the independent qualified professional valuer to establish and determine the appropriate valuation techniques and inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the management of the Group.

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During the current interim period, the Group has transferred certain buildings and land use rights with aggregate carrying amount of HK\$1,074,000 to investment properties because its use has changed as evidenced by the end of owner-occupation. The difference between the carrying amounts and the fair value of the relevant properties at the date of transfer amounts to HK\$6,757,000 and is recognised in other comprehensive income.

The fair value of investment properties as at 30 June 2018 is HK\$391,655,000 (31 December 2017: HK\$384,949,000) and a fair value gain of HK\$3,154,000 (six months ended 30 June 2017: HK\$4,051,000) have been recognised directly in profit or loss for the six months ended 30 June 2018.

Property, plant and equipment

During the current interim period, additions to the Group's property, plant and equipment amounted to HK\$31,052,000 (six months ended 30 June 2017: HK\$10,809,000).

During the current interim period, the Group disposed of certain property, plant and equipment with an aggregate carrying amount of HK\$4,309,000 (six months ended 30 June 2017: HK\$980,000) for cash proceeds of HK\$1,840,000 (six months ended 30 June 2017: HK\$724,000), resulting in a loss on disposal of HK\$2,469,000 (six months ended 30 June 2017: HK\$256,000).

Intangible assets

During the current interim period, additions to the Group's intangible assets amounted to HK\$108,318,000 (six months ended 30 June 2017: HK\$113,603,000) including addition to development costs of HK\$81,378,000 (six months ended 30 June 2017: HK\$112,038,000) for development projects on the products.

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11. DEFERRED TAXATION

The followings are the major deferred tax (liabilities) assets recognised by the Group and the movement thereon during the current period:

| | Revaluation of available-for-sale investment/equity instruments at fair value through other comprehensive income HK\$'000 | Development cost capitalised HK\$'000 | Write-down of inventories and trade receivables HK\$'000 | Impairment of property, plant and equipment HK\$'000 | Revaluation of investment properties HK\$'000 | Total HK\$'000 |
|--|---|--|---|---|---|-------------------|
| At 31 December 2017 (audited) | (15,552) | (19,981) | 29,667 | 14,369 | (60,315) | (51,812) |
| Exchange differences | (293) | (2,992) | 3,162 | (155) | 681 | 403 |
| (Charge) credit to profit or loss (Note 6) | - | (619) | 1,025 | - | (789) | (383) |
| Credit (charge) to other comprehensive income | 4,589 | - | - | - | (1,689) | 2,900 |
| Disposal of subsidiaries | - | 5,783 | (1,660) | - | - | 4,123 |
| At 30 June 2018 (unaudited) | (11,256) | (17,809) | 32,194 | 14,214 | (62,112) | (44,769) |

The following is the analysis of the deferred tax balances for financial reporting purposes:

| | 30 June 2018 HK\$'000 (unaudited) | 31 December 2017 HK\$'000 (audited) |
|--------------------------|--|--|
| Deferred tax assets | 46,408 | 47,339 |
| Deferred tax liabilities | (91,177) | (99,151) |
| | (44,769) | (51,812) |

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12. ENTRUSTED LOAN RECEIVABLE

| | 30 June 2018 HK\$'000 (unaudited) | 31 December 2017 HK\$'000 (audited) |
|---|--|--|
| Carrying amount receivable based on maturity set out in the loan agreement | | |
| Within one year | 35,760 | 36,150 |
| Less: | | |
| Allowance | (8,353) | – |
| | <u>27,407</u> | <u>36,150</u> |

As at 30 June 2018 and 31 December 2017, the Group's wholly owned subsidiary, Shanghai Suncom Logistics Limited ("Suncom Logistics") had an entrusted loan agreement with Bank of Communications. Pursuant to the agreement, Suncom Logistics entrusted an aggregated amount of RMB30,000,000 (equivalent to approximately HK\$35,760,000 (31 December 2017: HK\$36,150,000)) to a specific corporate borrower at an interest rate of 10% per annum. The entrusted loan receivable is guaranteed. Bank of Communications acted as the trustee of this entrusted loan. Trustee fee of 0.1% per month is charged. This entrusted loan has matured in March 2018.

For the six months ended 30 June 2018, interest income generated from entrusted loans receivable amounted to HK\$907,000 (six months ended 30 June 2017: HK\$4,683,000) and was recognised as other income.

As at 30 June 2018, the entrusted loan receivable was past due. Allowance on bad and doubtful debt of HK\$8,353,000 was recognised on the entrusted loan receivable and HK\$3,576,000 was recognised on interest receivable in current interim period.

The Group's entrusted loan receivable is denominated in RMB, which is the functional currency of the group company.

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13A. TRADE AND NOTES RECEIVABLES

The normal credit period given on sale of goods and services relating to handsets and IOT terminals business, wireless communication modules business, IOT system and O2O business and intelligent manufacturing business is 0-90 days. A longer period is granted to a few customers with whom the Group has a good business relationship and which are in sound financial condition. There is no credit given to sales of properties.

The following is an aged analysis of trade receivables, net of allowance for bad and doubtful debts, as well as notes receivables presented based on the invoice dates at the end of the reporting period, which approximated the revenue recognition dates:

| | 30 June 2018 HK\$'000 (unaudited) | 31 December 2017 HK\$'000 (audited) |
|-----------------------------------|--|--|
| Trade receivables | | |
| 0-30 days | 164,780 | 181,821 |
| 31-60 days | 19,327 | 55,644 |
| 61-90 days | 22,467 | 25,079 |
| 91-180 days | 33,880 | 14,633 |
| Over 180 days | 45,510 | 47,859 |
| | 285,964 | 325,036 |
| Less: Accumulated allowances | (26,213) | (22,455) |
| | 259,751 | 302,581 |
| Notes receivables (<i>Note</i>) | | |
| 0-30 days | 13,073 | 35,172 |
| 61-90 days | 9,453 | 1,514 |
| 91-180 days | 21,133 | 4,941 |
| Over 180 days | 238 | - |
| | 43,897 | 41,627 |
| Trade and notes receivables | 303,648 | 344,208 |

Note: Notes receivables represent the promissory notes issued by banks received from the customers.

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13B. CONTRACT ASSETS

| | 30 June 2018 HK\$'000 (unaudited) |
|--|--|
| Current: | |
| Sale of intelligent manufacturing products | 29,479 |
| Electronic manufacturing services | 198,859 |
| | 228,338 |

The contract assets primarily related to the Group's right to consideration for work completed and not billed because the rights are conditioned on i) the completion of retention period at the reporting date on the sale of intelligent manufacturing products; and ii) the delivery of finished goods at the reporting date on the electronic manufacturing services. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfers contract assets to trade receivables within 12 months.

14. INVENTORIES

| | 30 June 2018 HK\$'000 (unaudited) | 31 December 2017 HK\$'000 (audited) |
|------------------|--|--|
| Raw materials | 339,804 | 518,252 |
| Work in progress | 129,150 | 108,453 |
| Finished goods | 70,229 | 131,826 |
| | 539,183 | 758,531 |

15. TRADE AND NOTES PAYABLES

Trade and notes payables (other than for the construction of properties held for sale) principally comprise amounts outstanding for trade purchases. The normal credit period taken for trade purchases is 30-90 days.

Payables and accrued expenditure on construction of properties held for sale comprise construction costs and other project-related expenses which are payable based on project progress measured by the Group.

INTERIM FINANCIAL STATEMENTS

An aged analysis of the Group's trade and notes payables at the end of the reporting period presented based on the invoice dates for trade payables or dates of issuance for notes payables is as follows:

| | 30 June 2018 HK\$'000 (unaudited) | 31 December 2017 HK\$'000 (audited) |
|--------------------------|--|--|
| 0-30 days | 356,961 | 279,846 |
| 31-60 days | 18,650 | 9,114 |
| 61-90 days | 3,515 | 2,076 |
| Over 90 days | 41,360 | 63,551 |
| | 420,486 | 354,587 |
| Note payables | | |
| 0-30 days | 5,956 | 39,163 |
| 31-60 days | 3,570 | – |
| 61-90 days | 5,956 | – |
| | 15,482 | 39,163 |
| Trade and notes payables | 435,968 | 393,750 |

16. AMOUNTS DUE FROM NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES AND AN ASSOCIATE

Amounts due from non-controlling shareholders of subsidiaries and an associate are unsecured, interest-free and repayable on demand.

17. BANK BORROWINGS

During the current period, the Group did not obtain any new bank borrowings (six months ended 30 June 2017: HK\$117,017,000). The bank borrowings carry variable interest at Loan Prime Rate ("LPR") plus a spread ranging from 4.4% to 5.8% per annum (six months ended 30 June 2017: London Interbank Offered Rate or LPR plus a spread ranged from 1.8% to 5.6% per annum) and are repayable within one year. Pursuant to the loan agreements, the bank borrowings were secured by investment properties, property, plant and equipment, land use rights and notes receivables.

INTERIM FINANCIAL STATEMENTS

18. SHARE CAPITAL

| | Number of shares '000 | Share capital HK\$'000 |
|------------------------------------|-----------------------------|------------------------------|
| Ordinary shares of HK\$0.1 each | | |
| Authorised: | | |
| At 1 January 2018 and 30 June 2018 | 3,000,000 | 300,000 |
| Issued: | | |
| At 1 January 2018 and 30 June 2018 | 2,559,546 | 255,955 |

19. DISPOSAL OF SUBSIDIARIES

- (a) During the year ended 31 December 2015, the Group disposed of its 60% equity interest in 上海鼎希物聯網科技有限公司 Shanghai Dingxi Internet of Things Technology Limited ("Shanghai Dingxi") at a total consideration of RMB4,000,000 to the non-controlling shareholder ("Purchaser") of Shanghai Dingxi (the "Dingxi Disposal"). The consideration was to be satisfied by cash, of which (i) the first instalment of RMB1,200,000 to be settled at the date of the completion of the Dingxi Disposal; (ii) the second instalment of RMB600,000 to be settled on the 90th day of the date of the completion of the Dingxi Disposal; and (iii) the final instalment of RMB2,200,000 to be settled at the third anniversary date of the date of completion of the Dingxi Disposal. The settlement date of final instalment of RMB2,200,000 could be delayed to the sixth anniversary date of the date of completion of the Dingxi Disposal at the discretion of the Purchaser. Fair value of the consideration receivable is estimated by using discounted cash flow method with imputed interest rate of 7.345% per annum at initial recognition and subsequently measured at amortised cost. As at 30 June 2018, the unsettled consideration of RMB2,038,000 (equivalent to approximately HK\$2,429,000,) (31 December 2017: RMB2,038,000 equivalent to approximately HK\$2,456,000) was recorded as consideration receivable in the condensed consolidated statement of financial position.

INTERIM FINANCIAL STATEMENTS

- (b) On 21 December 2017, the Group entered into a sale and purchase agreement with an independent third party under which the Group has conditionally agreed to dispose of two wholly-owned subsidiaries, namely Shanghai Simcom Electronic Limited and Simcom Wireless (collectively referred to as the "Target Companies") in relation to wireless communication modules business at a total consideration of approximately RMB518,000,000 (equivalent to approximately HK\$644,664,000) (the "Disposal"). The Disposal was completed in the current interim period in which the Group lost controls in the Target Companies.

| | HK\$'000 |
|---------------------------------|----------------|
| Considerations | |
| Cash received | 515,578 |
| Consideration receivable (note) | 129,086 |
| | <u>644,664</u> |

Note: The consideration receivable will be received after 270 days from the completion of the Disposal.

| | HK\$'000 |
|--|------------------|
| Gain on disposal of subsidiaries | |
| Considerations | 644,664 |
| Net assets of the Target Companies disposal of | <u>(126,171)</u> |
| | <u>518,493</u> |
| Net cash inflow arising on disposal: | |
| Cash received | 515,578 |
| Less: Bank balances and cash disposed of | (45,742) |
| Deposit received in prior year | <u>(62,419)</u> |
| | <u>407,417</u> |

INTERIM FINANCIAL STATEMENTS

During the current interim period, the Group has incurred professional fees of approximately HK\$2,927,000, additional staff bonus of approximately HK\$12,460,000, redundancy cost of approximately HK\$4,090,000 and inventories write off of approximately HK\$71,022,000, which are included in other expenses. EIT on capital gain from the Disposal was approximately HK\$64,395,000. In the opinion of the directors, these expenses are in relation to the Disposal.

- (c) On 28 January 2018, the Group entered into a sale and purchase agreement with an independent third party under which the Group has disposed of a subsidiary, 杭州卡沃自动化科技有限公司 Hangzhou Kawo Automation Technology Co., Limited at a consideration of RMB100,000 (equivalent to approximately HK\$119,000) and resulted in a loss on disposal of a subsidiary of approximately HK\$270,000 in the current interim period.

20. OPERATING LEASE ARRANGEMENTS

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

| | 30 June 2018 HK\$'000 (unaudited) | 31 December 2017 HK\$'000 (audited) |
|---------------------------------------|--|--|
| Within one year | 7,778 | 6,697 |
| In the second to fifth year inclusive | 9,027 | 6,364 |
| | 16,805 | 13,061 |

INTERIM FINANCIAL STATEMENTS

The Group as lessor

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

| | 30 June 2018 HK\$'000 (unaudited) | 31 December 2017 HK\$'000 (audited) |
|---------------------------------------|--|--|
| Within one year | 28,534 | 25,241 |
| In the second to fifth year inclusive | 28,478 | 18,591 |
| After five years | 45 | 72 |
| | 57,057 | 43,904 |

21. COMMITMENTS

| | 30 June 2018 HK\$'000 (unaudited) | 31 December 2017 HK\$'000 (audited) |
|---|--|--|
| Expenditure in respect of investment in an associate contracted for but not provided in the condensed consolidated financial statements | 4,768 | 4,820 |

INTERIM FINANCIAL STATEMENTS

22. RELATED PARTY TRANSACTIONS

The remuneration of key management during the period was as follows:

| | Six months ended 30 June | |
|--------------------------|--------------------------|--------------|
| | 2018 | 2017 |
| | HK\$'000 | HK\$'000 |
| | (unaudited) | (unaudited) |
| Short term benefits | 2,377 | 2,859 |
| Post-employment benefits | 104 | 143 |
| | 2,481 | 3,002 |

23. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets that are measured at fair value on a recurring basis.

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

INTERIM FINANCIAL STATEMENTS

| | Fair value as at | | Fair value hierarchy | Valuation techniques and key input(s) |
|---|--------------------------------------|-------------------------------------|----------------------|--|
| | 30.6.2018 HK\$'000 (unaudited) | 31.12.2017 HK\$'000 (audited) | | |
| Financial assets: | | | | |
| Available-for-sale investments | – | 80,253 | Level 1 | Quoted bid prices in an active market. |
| Equity instruments at fair value through other comprehensive income | 47,883 | – | Level 1 | Quoted bid prices in an active market. |
| Financial assets at fair value through profit or loss | 16,574 | – | Level 1 | Quoted bid prices in an active market. |

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis.

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated statement of financial position approximate their fair values.

OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES

At 30 June 2018, 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 corporation (within the meaning of Part XV of the Securities and Future Ordinance (CAP 571, Laws of Hong Kong) ("SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

Long position in the shares of the Company

| Name of director | Nature of interest | Total number of ordinary shares of the Company | Underlying shares of the Company | Total | Approximate percentage of interest in the Company (note 3) |
|--------------------------|-----------------------------|--|--|---------------|--|
| Mr Wong Cho Tung | Corporate interest (note 1) | 1,209,084,000 | | 1,209,084,000 | 47.24% |
| | Personal interest | 3,098,000 | | 3,098,000 | 0.12% |
| | Total | | | 1,212,182,000 | 47.36% |
| Ms Yeung Man Ying | Corporate interest (note 2) | 734,857,000 | | 734,857,000 | 28.71% |
| | Personal interest | 3,418,000 | | 3,418,000 | 0.13% |
| | Total | | | 738,275,000 | 28.84% |
| Ms Tang Rongrong | Personal interest | - | 3,510,000 | 3,510,000 | 0.14% |
| Mr Chan Tat Wing Richard | Personal interest | - | 3,510,000 | 3,510,000 | 0.14% |
| Mr Liu Jun | Personal interest | 1,000,000 | 936,000 | 1,936,000 | 0.08% |

OTHER INFORMATION

Notes:

1. Mr Wong Cho Tung ("Mr Wong") controls more than one-third of the voting power of Info Dynasty Group Limited ("Info Dynasty"). Mr Wong is therefore deemed to be interested in all the 734,857,000 shares held by Info Dynasty in the Company by virtue of Part XV of the SFO. Mr Wong is the sole director of Intellipower Investments Limited ("Intellipower") and Simcom Limited ("Simcom (BVI)") is wholly-owned by Mr Wong. Therefore, Mr Wong is deemed to be interested in all the 454,227,000 shares and 20,000,000 shares held by Intellipower and Simcom (BVI) respectively in the Company by virtue of Part XV of the SFO respectively.
2. Ms Yeung Man Ying ("Mrs Wong"), the spouse of Mr Wong, controls more than one-third of the voting power of Info Dynasty. Mrs Wong is therefore deemed to be interested in all the 734,857,000 shares held by Info Dynasty by virtue of Part XV of the SFO.
3. Calculation of percentage of interest in the Company is based on the issued share capital of 2,559,546,300 shares of the Company as at 30 June 2018.

As at 30 June 2018, save as disclosed above, none of the Directors, chief executives of the Company or their associates had any interests or short positions, whether beneficial or non-beneficial, in the shares, underlying shares or debentures of the Company or any of its associated corporations as 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.

OTHER INFORMATION

SUBSTANTIAL SHAREHOLDERS' OR OTHERS' INTERSETS IN THE SECURITIES OF THE COMPANY

As at 30 June 2018, the interests of the substantial Shareholders and other persons (other than Directors or chief executives of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

| Name of shareholder | Nature of interest | Total number of ordinary shares of the Company | Approximate percentage of interest in the Company (note 1) |
|-----------------------|--------------------|--|--|
| Info Dynasty (note 2) | Personal interest | 734,857,000 | 28.71% |
| Intellipower (note 3) | Personal interest | 454,227,000 | 17.75% |

Notes:

1. Calculation of percentage of interest in the Company is based on the issued share capital of 2,559,546,300 shares of the Company as at 30 June 2018.
2. The relationship between Info Dynasty and Mr Wong and the relationship between Info Dynasty and Mrs Wong is disclosed under the paragraph headed "Directors and Chief Executives' Interests and Short Position in Shares" above.
3. The relationship between Intellipower and Mr Wong is disclosed under the paragraph headed "Directors and Chief Executives' Interests and Short Position in Shares"

Save as disclosed above, as at 30 June 2018, there is no other substantial Shareholders or persons had any interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under the section 336 of the SFO.

OTHER INFORMATION

SHARE OPTIONS

The Company has granted share options under its share option scheme adopted in accordance with Chapter 17 of the Listing Rules. Details of outstanding share options and the movements during the six months ended 30 June 2018 are as follows:

| Category of participants | Date of grant | Outstanding at 1 January 2018 | Exercised during the period | Lapsed/ expired during the period | Outstanding at 30 June 2018 |
|-------------------------------|---------------|-------------------------------|-----------------------------|-----------------------------------|-----------------------------|
| Directors | | | | | |
| Ms Tang Rongrong | 28.3.2008 | 936,000 | - | (936,000) | - |
| | 3.9.2009 | 3,510,000 | - | - | 3,510,000 |
| Mr Chan Tat Wing Richard | 28.3.2008 | 1,872,000 | - | (1,872,000) | - |
| | 3.9.2009 | 3,510,000 | - | - | 3,510,000 |
| Mr Liu Jun | 3.9.2009 | 936,000 | - | - | 936,000 |
| Sub-total | | 10,764,000 | - | (2,808,000) | 7,956,000 |
| Employees of the Group | | | | | |
| | 28.3.2008 | 12,277,395 | - | (12,277,395) | - |
| | 3.9.2009 | 38,360,520 | - | (6,170,580) | 32,189,940 |
| | 19.7.2013 | 15,263,000 | - | (1,063,000) | 14,200,000 |
| Consultants | 19.7.2013 | 45,400,000 | - | - | 45,400,000 |
| Sub-total | | 111,300,915 | - | (19,510,975) | 91,789,940 |
| Total | | 122,064,915 | - | (22,318,975) | 99,745,940 |

Notes:

1. In relation to each grantee of the options granted on 28 March 2008, 25% of the options will vest in each of the four calendar years from 15 April 2009. The exercise price per share is HK\$0.69 and the exercise period is 15 April 2009 to 27 March 2018.
2. In relation to each grantee of the options granted on 3 September 2009, 25% of the options will vest in each of the four calendar years from 15 April 2010. The exercise price per share is HK\$0.68 and the exercise period is 15 April 2010 to 2 September 2019.

OTHER INFORMATION

3. In relation to each grantee of options granted on 19 July 2013, 25% of options will vest in each of the four years from 15 April 2014. The exercise price per share is HK\$0.346 and the exercise period is 15 April 2014 to 18 July 2023.
4. There was no share options granted during the six months ended 30 June 2018.

Save as disclosed above, at no time during 1H-2018 was the Company or any of its subsidiaries a party to any arrangements that enable the Directors or the chief executive of the Company to acquire benefits by means of acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate and save as disclosed in this report, none of the Directors, the chief executive, their spouses or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such right during 1H-2018.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During 1H-2018, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

CORPORATE GOVERNANCE CODE

Save as mentioned below, the Company has complied with the code provisions laid down in the Corporate Governance Code ("Corporate Governance Code") as set out in Appendix 14 to the Rules ("Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") for 1H-2018.

Code provision A2.7 of the Corporate Governance Code requires the chairman of the Board to hold meetings at least annually with the non-executive Directors (including independent non-executive Directors) without the executive Directors present. As Ms Yeung Man Ying, the chairman of the Board, is also an executive Director, the Company has deviated from this code provision as it is not applicable. Currently, the chairman of the Board may communicate with the non-executive Directors on a one-to-one or group basis periodically to understand their concerns, to discuss pertinent issues and to ensure that there is access to adequate and complete information.

OTHER INFORMATION

In respect of code provisions A.5.1 to A.5.4 of the Corporate Governance Code, the Company does not have a nomination committee. At present, the Company does not consider it necessary to have a nomination committee as the full Board is responsible for reviewing the structure, size and composition of the Board and the appointment of new Directors from time to time to ensure that it has a balanced composition of skills and experience appropriate for the requirements of the businesses of the Company, and the Board as a whole is also responsible for assessing the independence of the independent non-executive Directors and reviewing the succession plan for the Directors, in particular the chairman of the Board.

According to the code provision E.1.2 of the Corporate Governance Code, the chairman of the Board shall attend the annual general meeting of the Company and arrange for the chairmen of the audit, remuneration and nomination committees (as appropriate) or in the absence of the chairman of such committees, another member of the committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting.

At the annual general meeting of the Company held on 7 June 2018 ("2018 AGM"), Ms Yeung Man Ying, the chairman of the Board, was unable to attend due to an unexpected business engagement. Mr Chan Tat Wing, Richard, an executive Director and the chief finance officer of the Group, chaired the 2018 AGM pursuant to the bye-laws of the Company and was available to answer questions. Mr Liu Hing Hung, an independent non-executive Director and the chairman of the remuneration committee of the Board and the audit committee of the Board ("Audit Committee"), was also available at the 2018 AGM to answer questions from Shareholders.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules as its own code for securities transactions. All Directors have confirmed, following specific enquiry by the Company with all Directors, that each of them has fully complied with the required standard as set out in the Model Code during 1H-2018.

AUDIT COMMITTEE

The Audit Committee has reviewed with the management of the Company the accounting principles and practice adopted by the Group and reviewed the unaudited condensed consolidated interim financial information of the Group for 1H-2018. In addition, the unaudited condensed consolidated interim financial information of the Group for 1H-2018 have been reviewed by our auditor, Messrs. Deloitte Touche Tohmatsu. The Audit Committee comprises all three independent non-executive Directors.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Ms YEUNG Man Ying (*Chairman*)

Mr WONG Cho Tung (*President*)

Ms TANG Rongrong

Mr CHAN Tat Wing, Richard

Mr LIU Jun (*Chief executive officer*)

Independent non-executive Directors

Mr LIU Hing Hung

Mr WANG Tianmiao

Mr WU Zhe

AUDIT COMMITTEE

Mr LIU Hing Hung (*Chairman*)

Mr WANG Tianmiao

Mr WU Zhe

REMUNERATION COMMITTEE

Mr LIU Hing Hung (*Chairman*)

Mr WANG Tianmiao

Mr WU Zhe

Mr WONG Cho Tung

COMPANY SECRETARY

Ms CHAN Chi Yin

AUDITORS

Deloitte Touche Tohmatsu

LEGAL ADVISER AS TO HONG KONG LAW

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Bank of Communications

Shanghai Pudong Development Bank

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STOCK CODE

2000

簡明綜合財務報表審閱報告
致晨訊科技集團有限公司董事會

緒言

我們已審閱載於第17至第63頁之晨訊科技集團有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）之簡明綜合財務報表，包括於二零一八年六月三十日之簡明綜合財務狀況表及截至該日止六個月期間有關簡明綜合損益表、損益及其他全面收益表、權益變動表及現金流量表以及若干解釋性附註。香港聯合交易所有限公司證券上市規則規定，必須按照其相關條文及國際會計準則委員會頒佈之國際會計準則第34號「中期財務報告」（「國際會計準則第34號」）之規定，就中期財務資料編製報告。根據國際會計準則第34號，貴公司董事有責任編製及呈報此等簡明綜合財務報表。我們之責任是根據審閱工作，對此等簡明綜合財務報表作出結論，並按照雙方協定之委聘條款，僅向閣下（作為一個團體）呈報，除此以外，我們之報告不可作其他用途。我們概不會就本報告之內容對任何其他人士負責或承擔任何責任。

審閱範圍

我們已根據國際審核與鑒證準則理事會頒佈之國際審閱委聘準則第2410號「由實體獨立核數師審閱中期財務資料」進行審閱。此等簡明綜合財務報表之審閱工作主要包括向負責財務及會計事宜之人員作出查詢，並進行分析及其他審閱程序。由於審閱之範圍遠較按照國際審核準則進行審核之範圍為小，故我們不能保證將注意到在審核中可能會被發現之所有重大事項。因此我們不會發表任何審核意見。

結論

根據我們之審閱工作，我們並無發現有任何事項導致我們相信簡明綜合財務報表在各重大方面未有按照國際會計準則第34號編製。

德勤·關黃陳方會計師行

執業會計師

香港

二零一八年八月二十三日



晨訊科技集團有限公司*

(於百慕達註冊成立之有限公司)

(股份代號：2000)

中期報告 **2018**

* 僅供識別

主席報告書

本人謹代表晨訊科技集團有限公司(「本公司」)董事(「董事」)會(「董事會」)提呈本公司及其附屬公司(統稱「本集團」)截至二零一八年六月三十日止六個月之中期業績報告。

業務回顧

2018年上半年，是對本集團轉型發展意義深遠的一個階段。首先，在手機及物聯網終端業務發展中，本集團堅定不移地向物聯網／行業應用終端業務轉型。隨著通用無線通訊模塊的研發和銷售業務出售予深圳日海通訊技術股份有限公司(「深圳日海」)，本集團模塊業務成功轉型成為模塊電子製造服務供應商(EMS)。智能製造業務經過多年的努力和耕耘，已初見成效，銷售額和毛利較之前有大幅度提高。最後，物聯網系統及運營業務的發展模式仍在探索。

在外部經濟環境，面對匯率大幅波動及市場競爭日益激烈等因素影響，本集團仍保持穩健的發展態勢，2018年上半年營業額與去年相若，毛利稍微減少。由於模塊業務由自有品牌產品製造商(OBM)轉為電子代工製造服務供應商(EMS)，業務轉型調整期間，營業額和毛利均無可避免有所下降，但新業務和其他業務的發展一定程度彌補了由於模塊業務轉型所帶來的營業額和毛利的下降，整體業務仍健康發展。

手機及物聯網終端業務

2018年上半年，消費類手機市場呈現品牌和機型集中的態勢，國內外主流品牌和機型的市場佔有率進一步提高，而國內二三線品牌的市場空間被進一步壓縮。與此同時，國內主流品牌在海外市場推廣力度的加大，海外市場的競爭也同樣激烈。隨著消費類手機市場的日趨飽和，各種細分行業終端的消費市場逐漸出現，包括三防、輕奢、保密等特殊功能的市場需求越來越強烈。同時窄帶物聯網(NB-IOT)網路普及以及預計5G網路的正式商用後，全球物聯網將迎來急速發展，而車聯網終端、智能硬件、可穿戴／佩戴設備，如智能手環和手錶、擴增實境(AR)及虛擬實境(VR)等設備的終端市場，也將隨之爆發式增長。

該業務板塊上半年實現營業額431,300,000港元，較去年同期減少16.4%，毛利率較去年稍微上升至12.3%。營業額的下降由於中高單價消費類手機的佔比進一步減少，以及物聯網／行業應用終端及一些差異化的高端手機產品因市場競爭因素，售價較同期下降。成本控制方面，本集團對供應鏈和自身的加工廠採取了多種降本增效措施，某些物料的採購成本和單機的加工成本明顯下降。此外，本集團在手機和終端生產測試上繼續推進自動化測試，進一步減少人工成本增長帶來的成本壓力。但是2018年以來美元匯率大幅上升，以美元計價的電子物料導致成本增加，抵消了降本成效，使毛利率維持在與去年同期相若的水平。

主席報告書

無線通訊模塊業務

本集團與深圳日海關於通用無線通訊模塊研發和銷售業務的出售事項已於2018年上半年完成。該業務出售前後性質不同。出售前集團旗下芯訊通無線科技(上海)有限公司承擔了通用的2G、3G、4G無線通訊模塊及衛星導航系統(GNSS)模塊業務，出售后，集團由OBM轉變為EMS，並僅對外提供上述各種模塊的EMS服務。

該板塊2018年上半年實現營業額501,000,000港元，毛利為26,000,000港元，分別較去年同期減少23.5%及60.3%。考慮到出售后不用承擔模塊業務的研發和銷售費用，所以EMS模式的毛利水平偏低是合理的。模塊業務毛利本來就不高，而且今年市場競爭空前激烈，加上美元匯率急升使以美元計價的進口材料成本上升，而以人民幣計價的成品銷售價未能及時調高，進一步加劇了毛利的下降。面對艱難的經營環境，本集團的EMS客戶要求大幅度降低成本亦對業務之毛利受影響。本集團將與客戶持續溝通，探索優化雙方合作模式，以達到雙贏的目標。

物聯網系統及運營業務

該板塊業務包括兩大部分：第一部分是向各行業提供以後台軟件系統為核心的各種「雲+端」系統級解決方案。第二部分是向售賣機運營商提供線上線下服務(O2O)的雲質平台。(本板塊不含物聯網純終端業務。)

該板塊2018年上半年營業額較去年增加6.9%，毛利增加25.6%，雖仍處於虧損，但虧損較去年同期有較大幅度的減少。本集團加強了數據平台的設計與研發，為客戶提供基於「雲+端」系統級解決方案和雲計算大數據服務。由於近幾年國內物聯網業務的快速發展，集團開始探索多個包括售貨機運營、車輛防盜、健康監護、學童安全管理等細分市場的新客戶。

雲貿自動售貨機O2O平台，業務擴展帶來了營業額和毛利的增長。2018年上半年，本集團減少自動售貨機自主運營業務的規模，包括減少融資租賃及控制固定資產投入。但相應加大了與飲料商及銀聯商務的合作規模，陸續開展不同的營銷活動，增加廣告收入，以提升整體效益。言而，線下服務競爭激烈，本集團正繼續思考，探索這一板塊的發展模式。

智能製造業務

目前本集團的智能製造業務分三個事業部。第一事業部是：以機器人集成應用為主的自動化成套設備用來代替生產線上的大量的操作工，這是集團進入智能製造的切入點。第二事業部是：以機器視覺和人工智能技術集成的視覺系統代替生產線上大量的目測檢查工。第三事業部是：發展工業互聯網用之製造執行系統(MES)及倉庫管理系統(WMS)以取代或者幫助企業白領如計劃員、倉管員在電腦前簡單乏味的操作。

主席報告書

該板塊2018年上半年實現營業額90,300,000港元，毛利為21,500,000港元，分別較去年同期增加103.2%和38.4%。營業額和利潤主要來自第一事業部3C產品機器人測試生產線的銷售。該產品由於良好的質量和口碑以及相對合理的售價，獲得客戶一致好評並獲得大量訂單，目前市場上佔有絕對份額。言而，由於行業競爭日趨激烈，批量導入後產品售價下跌、原材料價格上漲及人力成本增加等因素進一步壓縮了板塊的毛利水平。

本集團認為智能製造具有可觀的發展前景，亦是本集團著重發展的一項業務。為了穩定核心管理團隊和骨幹技術人員，提高競爭實力，本集團正計劃在第一事業部加入員工持股計劃。部分核心員工將持有該板塊某子公司的部分股權，該計劃的目的是將員工利益和公司利益緊密連繫，激發員工的工作熱情，同時亦能發揮更大效益。對於該計劃的進行，員工普遍反映積極，刺激2018年上半年該事業部的營業額及利潤大幅提升。該計劃擬在2018年下半年正式實施後，將於適當的時候推廣至其他兩個事業部。

物業發展

截至二零一八年六月三十日，位於中國瀋陽的「晨興•翰林水郡」項目，四期共有1,842個住宅單位，其中已出售了共1,670個住宅單位。

截至二零一八年六月三十日，位於中國泰州的「七里香溪」項目，二期共完成748個住宅單位、9個商鋪及22個商業單位，其中747個住宅單位、7個商鋪及22個商業單位已出售及交付給買家。

於二零一八年上半年，大部分上述物業已出售及交付給買家，導致銷售額比去年同期大幅上升至330,900,000港元(二零一七年：67,400,000港元)。雖然毛利率下跌至-4.1%(二零一七年：12.5%)，有很大部分的退稅將於2018年下半年申請及確認。

物業租賃管理

截至二零一八年六月三十日六個月止，物業租賃管理的收入主要來自於出租上海晨訊科技大樓A、B棟。出租單位總面積約為16,000平方米。為了令公司的資源帶來更大的效益，集團將持續出租一些已騰出的大樓或廠房用於發展物業租賃管理業務。

二零一八年上半年物業租賃管理的收入為19,000,000港元，而租賃的毛利率為91.8%。

展望

模塊業務的出售會在短期內對本集團營業額和毛利產生一定影響，但對集團整體利潤額的影響不會很大。出售所獲得的部分資金將用於建設東莞運營中心及改造手機終端製造工廠，東莞運營中心的建立使集團能直接對接珠三角供應鏈，提高效率，降低成本，提升集團整體盈利能力。

本集團持續「保留高端手機ODM業務的同時，大力發展物聯網／行業應用終端」的發展策略。在特高端消費類手機、行業定製手持終端、車聯網終端、智能硬件和核心板、可穿戴或／佩戴設備，IoT終端等幾個產品線，積累了不少國內外優質客戶。本集團將會繼續深耕這些目標市場，一方面為長期客戶推薦一些新的產品，另一方面為現有的成功產品開拓新的客戶。我們深信隨著國內產業升級和消費升級的社會發展形態，以及物聯網和工業互聯網在全球的蓬勃發展，市場對新形態和差異化終端的需求殷切，本集團將充分發揮在移動通訊和物聯網方面長期積累的產品設計和生產優勢，為更多的行業客戶提供「雲+端」一站式服務。

主席報告書

物聯網系統及運營業務，隨著移動互聯網、大數據、雲計算等新興技術快速滲透，社會形態和經濟模式都面臨巨大變化。物聯網市場較為分散，本集團的策略是廣泛關注各細分市場的機會，若某一細分市場爆發，集團必須在爆發初期搶佔市場，掌握市場契機。

智能製造有著巨大的發展潛能。經過數年努力，三個產品線中，機器人自動化生產線已經在手機製造業中搶佔了一定市場份額。視覺技術產品已經在客戶端證明了該產品可以為客戶帶來的巨大價值。與此同時，工業互聯網的產品也已開始交付客戶使用。對於該板塊，本集團的發展思維是：改變激勵機制以優化管理模式；選擇合作夥伴以彌補自身短板。下半年，第一事業部要力爭保持競爭優勢，擴大市場份額，第二、第三事業部要實現扭虧為盈。

管理層認為，本集團轉型的方向是正確的，雖然轉型道路佈滿荊棘，但前方已現曙光，相信集團的明天會更好。

致謝

董事會感謝本集團之股東、客戶、供應商、往來銀行及專業顧問對本集團給予支持，本人並為本公司所有員工於本年度內盡忠職守作出貢獻致謝。

楊文瑛
主席

香港，二零一八年八月二十三日

管理層討論及分析

財務回顧

截至二零一八年上半年，本集團之收入為1,528,600,000港元(二零一七年：1,429,000,000港元)，其中來自手機及物聯網終端、無線通訊模塊業務、物聯網系統及運營業務及智能製造業務(統稱「主營業務」)之收入較二零一七年上半年(「二零一七年上半年」)減少13.4%至1,178,600,000港元(二零一七年：1,361,600,000港元)。二零一八年上半年，於中國瀋陽及泰州銷售的住宅物業之收入為330,900,000港元(二零一七年：67,400,000港元)。於二零一八年上半年，本集團有一個名為物業租賃管理的新可呈報及營運分類，此分類的收入為來自租賃物業。於二零一八年上半年，於中國上海及瀋陽的租賃物業收入為19,000,000港元。

本集團二零一八年上半年主營業務的毛利減少21.3%至122,900,000港元(二零一七年：156,000,000港元)，主營業務之毛利率減少至10.4%(二零一七年：11.5%)。二零一八年上半年本集團整體毛利率為8.3%(二零一七年：11.5%)。

在二零一八年上半年的收入增加及得益於出售子公司之收益增加下，本集團錄得本公司擁有人應佔溢利為330,000,000港元(二零一七年：35,700,000港元)，二零一八年上半年之每股基本盈利為12.9港仙(二零一七年：1.4港仙)。

核心業務的分類業績

| | 截至二零一八年 | | | 截至二零一七年 | | |
|------------|-----------|------|------|-----------|------|------|
| | 六月三十日止六個月 | | | 六月三十日止六個月 | | |
| | 收入 | 毛利 | 毛利率 | 收入 | 毛利 | 毛利率 |
| | 百萬港元 | 百萬港元 | % | 百萬港元 | 百萬港元 | % |
| 手機及物聯網終端業務 | 432 | 53 | 12.3 | 516 | 57 | 11.1 |
| 無線通訊模塊業務 | 501 | 26 | 5.2 | 655 | 66 | 10.0 |
| 物聯網系統及運營業務 | 156 | 23 | 14.4 | 146 | 18 | 12.3 |
| 智能製造業務 | 90 | 21 | 23.8 | 45 | 15 | 34.9 |
| 總計 | 1,179 | 123 | 10.4 | 1,362 | 156 | 11.5 |

管理層討論及分析

手機及物聯網終端業務

手機及物聯網終端二零一八年上半年的分類之收入較二零一七年上半年下降16.4%至431,300,000港元(二零一七年：516,200,000港元)。本集團對供應鏈和自身的加工廠採取了多種降本增效措施，部分物料的採購成本和單機加工成本明顯減少。此外本集團在手機和終端測試上繼續推進自動化測試，進一步減低人力成本增長帶來的成本壓力。本分類之毛利率於二零一八年上半年增加至12.3%(二零一七年：11.1%)。於二零一八年上半年，ODM業務收入佔本分類收入約88%(二零一七年：75%)。

無線通訊模塊業務

於二零一七年十二月二十一日，本集團與一名獨立第三方訂立買賣協議，據此，本集團已有條件同意出售有關無線通訊模塊業務的兩間全資附屬公司的控制權，分別是上海芯通電子有限公司及芯訊通無線(統稱為「標的公司」)(出售如下定義)。出售於本中期期間完成，本集團失去對標的公司的控制權。根據國際財務報告準則，出售附屬公司之收益為518,500,000港元。然而，本集團的專業費用約2,900,000港元，額外員工花紅約12,500,000港元，冗餘成本約4,100,000港元，存貨撇減約71,000,000港元及出售事項之資本收益其企業所得稅約64,400,000港元。誠如本公司日期為二零一八年一月十八日的通函所述，扣除這些費用後，買賣協議項下擬進行交易的實際收益淨額約363,600,000港元。有關出售事項的進一步詳情，請參閱本報告「重大收購及出售附屬公司及聯營公司」一節。

由於出售無線通訊模塊業務已於二零一八年上半年完成，此分類的業務性質已由OBM轉為EMS。出售(如下定義)完成後，本集團無需再承擔模塊業務的研發和銷售費用，然而EMS模式的毛利比OBM模式低。二零一八年上半年，此業務的分類收入比去年同期減少23.5%，毛利率下降至5.2%(二零一七年：10.0%)。

物聯網系統及運營業務

於二零一八年上半年，雲貿自動售貨機線上線下服務平台業務內容的擴展帶來了分類收入和毛利的增加。此分類上半年錄得156,000,000港元(二零一七年：145,900,000港元)的收入，同時毛利率上升至14.4%(二零一七年：12.3%)。

智能製造業務

於二零一八年上半年，由於第一事業部3C產品機器人測試生產線的產品有優良的質量、良好的口碑及合理的價錢，獲得客戶一致好評並收獲了大量訂單。但是，行業的競爭日趨激烈，批量導入後產品售價有所降低，原材料價格的上漲及人力成本的提高等因素進一步壓縮了板塊的毛利水平。於二零一八年上半年，本分類的收入增加至90,300,000港元(二零一七年：44,400,000港元)而毛利率則減少至23.8%(二零一七年：34.9%)。

流動資金、財務資源及資本結構

流動資金

於二零一八年六月三十日，本集團的銀行結餘及現金為577,300,000港元(二零一七年十二月三十一日：417,100,000港元)，其中53.1%以人民幣持有，46.7%以美元持有，其餘則以港元持有。於二零一八年六月三十日，本集團亦就其借貸抵押以人民幣計值的銀行存款為40,500,000港元(二零一七年十二月三十一日：30,100,000港元)。本集團擬以該等銀行結餘撥付本集團的營運資金及資本開支計劃所需的資金。本集團已抵押若干資產(包括物業、廠房及設備，投資物業以及土地使用權及應收票據)，作為獲得銀行借貸之擔保。於二零一八年六月三十日，本集團之總銀行借貸為61,400,000港元(二零一七年十二月三十一日：84,100,000港元)，均以人民幣計值，該借貸全部以浮動利率計息及於一年內償還。

管理層討論及分析

營運效率

本集團主營業務之存貨、應收貿易賬款及票據、應付貿易賬款及票據的週轉期呈列如下：

| | 二零一八年 六月三十日 天 | 二零一七年 十二月三十一日 天 |
|--------------|---------------------|-----------------------|
| 存貨週轉期 | 111 | 105 |
| 應收貿易賬款及票據週轉期 | 49 | 37 |
| 應付貿易賬款及票據週轉期 | 69 | 48 |

為滿足二零一八年第三季的銷售訂單，於二零一八年第二季本集團的採購量很大，二零一八年上半年的存貨週轉率因此比二零一七年明顯增加。

由於二零一八年上半年物聯網系統及運營業務和智能製造業務之應收貿易賬款(其放賬期比其他主營業務長)比二零一七年增加，整體應收貿易賬款及票據之週轉期因此比二零一七年增加。

由於應付貿易賬款及票據於二零一七年上半年之平均餘額增加，因此，二零一七年上半年之應付貿易賬款及票據週轉期比二零一七年增加。

於二零一八年六月三十日，流動比率(按流動資產對流動負債計算)為2.5倍(二零一七年十二月三十一日：1.9倍)。

本集團認為存貨週轉期、應收貿易賬款及票據週轉期、及應付貿易賬款及票據週轉期有助本集團瞭解存貨變現能力的效率，銷售與現金周轉週期。透過審視週轉天數將可改善本集團的營運效率。流動比率可幫助本集團瞭解其短期及長期償債能力。

庫務政策

本集團採納審慎之庫務政策。本集團之盈餘資金主要存入聲譽良好之銀行作為定期及活期存款，以賺取利息收入。

管理層討論及分析

本集團若干銷售及購買存貨以美元計值，另本集團若干應收貿易賬款、應付貿易賬款及銀行結餘以美元計值，本集團因此承受美元貨幣風險。於二零一八年上半年，本集團無使用任何金融工具作對沖用途，但在需要時會考慮簽訂不交割遠期外匯合約抵銷以美元計值的外匯風險。

資本結構

截至二零一八年六月三十日，本公司已發行2,559,546,300股每股面值0.10港元之普通股。

於二零一八年上半年，概無發行或回購本公司之股票。

現金流量表摘要

以下為本集團二零一八年上半年及二零一七年上半年的現金流量表摘要：

| | 二零一八年 上半年 百萬港元 | 二零一七年 上半年 百萬港元 |
|----------------------------------|----------------------|----------------------|
| 來自經營活動之現金淨額 | 150.3 | 151.8 |
| 資本開支 | (31.1) | (10.8) |
| 開發成本 | (108.3) | (110.2) |
| 銀行借貸減少淨額 | (22.6) | (106.8) |
| 其他負債減少淨額 | (86.1) | - |
| 就出售一家聯營公司收取之淨額 | - | 10.0 |
| 就出售附屬子公司收取之淨額 | 407.5 | - |
| 應收信託貸款減少淨額 | - | 45.6 |
| 已付股息 | (143.3) | - |
| 支付利息 | (2.0) | (3.0) |
| 其他 | 6.2 | 3.3 |
| 現金及現金等值項目增加(減少)淨額 (包括已抵押銀行存款) | 170.6 | (20.1) |

管理層討論及分析

負債比率

於二零一八年六月三十日，本集團之資產總值為3,440,200,000港元(二零一七年十二月三十一日：3,630,400,000港元)，銀行借貸為61,400,000港元(二零一七年十二月三十一日：84,100,000港元)。本集團之負債比率(按銀行借貸總額除以資產總值計算)為1.8%(二零一七年十二月三十一日：2.3%)。

本集團透過定期審視資本負債比率，依據未來資金規劃需求，於股東回報及資金安全之間取得平衡，並且因應經營環境的變化調整資本結構。

僱員

於二零一八年六月三十日，本集團共有約1,900名(二零一七年十二月三十一日：2,540名)僱員。本集團為其所有香港僱員設立一項強制性公積金退休福利計劃，並根據中國適用法律及法規之規定向中國僱員提供福利。本集團設有全面的培訓系統，為僱員建立基於網絡的職業道路，包括職位及能力管理、技巧提升項目、各式培訓機會、僱員在線學習項目、內部提升機制、主要僱員發展項目、主要職位繼任計劃及領導力發展計劃。本集團亦根據僱員個別表現及本集團之表現向僱員提供酌情花紅及根據本公司之購股權計劃授予股權。

薪酬政策

本集團之僱員薪酬政策由人力資源部釐定。本集團根據僱員之功績、資格及能力而提供薪酬待遇。

董事及高級管理層之酬金會由董事會薪酬委員會參考本集團經營業績、董事及高級管理層所承擔之責任及可作比較之市場統計數據後進行審閱。

本公司已採納一項購股權計劃主要目的為鼓勵計劃所述包括本集團執行董事及僱員在內的合資格人士於日後為本集團帶來最大貢獻，並回報彼等所作出的努力。

未來重大投資計劃

在公司於二零一八年一月十八日之通函所載，本集團擬按以下方式使用出售事項之部份所得款項：

- 約201,500,000港元用作購買位於中國東莞的用於興建本集團營運中心的土地及用於該營運中心的建造；及
- 約115,100,000港元用作(a)更新本集團於上海的生產設備及上述營運中心，以及發展自動化智能3D倉庫；(b)進一步實施產業4.0數碼化；及(c)提高高端手機原始設計製造(ODM)及EMS業務的競爭力。

除上述披露者外，本集團於二零一八上半年並無任何未來重大投資或資本資產之計劃。

重大收購及出售附屬公司及聯營公司

於二零一七年一月二十日，SIM Technology Group (BVI) Limited (本公司之全資附屬公司)與u-blox Holding AG (一間於瑞士證券交易所上市的公司)之全資附屬公司u-blox AG訂立技術轉讓(「技術轉讓合約」)及資產購買協議(「資產購買協議」)，據此，本集團已同意出售本集團之2G、3G、4G無線通訊模塊及GNSS模塊業務相關之技術及資產，總代價為52,500,000美元。

於二零一七年五月二十一日，本集團與u-blox AG已相互同意不進行上述建議的出售事項。雙方因而決定友好地終止技術轉讓合約、資產購買協議及所有附屬協議。

上述建議的出售事項之進一步詳情披露於本公司日期為二零一七年一月二十二日及日期為二零一七年五月二十二日之公告及本公司日期為二零一七年二月二十八日之通函。

管理層討論及分析

於二零一七年九月二十二日，本公司、Simcom International Holdings Limited(「Simcom International」)上海移為通信技術股份有限公司(Queclink Wireless Solutions Co., Ltd.)(「移為通信」)、日領有限公司(「日領」)、上海芯通電子有限公司(「芯通電子」與芯訊通無線科技統稱為「標的公司」)與芯訊通無線科技訂立買賣協議，據此，Simcom International已有條件同意出售而移為通信及日領已有條件同意購買標的公司的股本權益，總代價為人民幣528,000,000元。

於二零一七年十二月七日，本公司、Simcom International、移為通信、日領、標的公司、瀋陽晨訊希姆通科技有限公司及晨訊科技(上海)有限公司就上述買賣協議訂立終止協議。

上述建議的出售事項之進一步詳情披露於本公司日期為二零一七年九月二十二日、日期為二零一七年十一月二十四日及二零一七年十二月七日之公告。

於二零一七年十二月二十一日，本公司、Simcom International(本公司之間接全資附屬公司)、深圳日海(一間於深圳證券交易所上市之公司)、芯通電子及芯訊通無線科技訂立買賣協議(「買賣協議」)，據此，Simcom International已有條件出售而深圳日海已有條件同意購買芯訊通無線科技的100%股本權益(「出售事項」)。預期買賣協議項下擬進行之交易之實際收益淨額約35%將用於支付特別中期股息。

於二零一八年二月十三日，股東已批准該買賣協議及根據其進行之交易。於二零一七年十二月三十一日後，該出售事項已完成，本集團正評估該出售對本集團的相關財務影響。

根據出售事項擬進行的交易已於二零一八年上半年完成。

於二零一八年五月二十三日，董事會已通過自出售事項之所得款項中宣派每股4港仙總數約102,400,000港元的特別股息。預期董事會將會於本公司收取全數出售代價後宣派另一總數約25,500,000港元的特別股息。

該出售事項之詳情載於本公司日期為二零一七年十二月二十一日、日期為二零一八年二月十三日、二零一八年五月十日及二零一八年五月二十三日之公告及本公司日期為二零一八年一月十八日之通函。另一特別中期股息金額及收取股息資格的記錄日期詳情將於本公司收取全數出售代價後由本公司公佈。

除上述披露者外，於二零一八年上半年，本集團並無任何重大收購或出售附屬或聯營公司。

重大投資

於二零一八年六月三十日，可供出售投資指本集團持有上海古鰲電子科技股份有限公司（「上海古鰲」）2.73%股權（「該投資」）。該投資之成本約為13,500,000港元。上海古鰲於2016年在深圳證券交易所創業板上市。該投資於二零一八年六月三十日之公平值（按市場價釐定）約為47,900,000港元（二零一七年十二月三十一日：80,300,000港元）。於二零一八年上半年從上海古鰲收取之股息為146,000港元。上海古鰲是從事創新之金融設備的研發、生產、銷售與服務。本集團注意到於二零一八年四月刊發的上海古鰲二零一七年年報中所述，其發展戰略將為根據其現有生產系統及技術儲備集中發展新金融產品。上海古鰲將繼續發展其技術以改善銷售及售後服務。上海古鰲將發展與自動現金處理有關的項目。

或然負債

於二零一八年六月三十日，本集團並無任何重大或然負債。

中期財務報表

簡明綜合損益表

截至二零一八年六月三十日止六個月

| | | 截至六月三十日止六個月 | |
|-----------------|----|-------------|-------------|
| | | 二零一八年 | 二零一七年 |
| | | 千港元 | 千港元 |
| | 附註 | (未經審核) | (未經審核) |
| 收入 | 3 | 1,528,556 | 1,429,022 |
| 銷售及服務成本 | | (1,401,903) | (1,264,547) |
| 毛利 | | 126,653 | 164,475 |
| 其他收入 | 5 | 15,929 | 32,782 |
| 其他支出 | 19 | (90,499) | - |
| 其他收益及虧損 | 5 | 512,164 | 17,796 |
| 研究及開發費用 | | (29,910) | (39,642) |
| 銷售及分銷成本 | | (71,173) | (63,937) |
| 行政開支 | | (62,225) | (58,672) |
| 分佔聯營公司業績 | | (335) | (811) |
| 融資成本 | | (2,041) | (2,957) |
| 除稅前盈利 | | 398,563 | 49,034 |
| 稅項 | 6 | (81,479) | (17,262) |
| 本期盈利 | 7 | 317,084 | 31,772 |
| 下列各項應佔本期盈利(虧損)： | | | |
| 本公司擁有人 | | 330,047 | 35,685 |
| 非控股權益 | | (12,963) | (3,913) |
| | | 317,084 | 31,772 |
| 每股盈利(港仙) | 9 | | |
| 基本 | | 12.9 | 1.4 |
| 攤薄 | | 12.9 | 1.4 |

中期財務報表

簡明綜合損益及其他全面收益表 截至二零一八年六月三十日止六個月

| | | 截至六月三十日止六個月 二零一八年 千港元 (未經審核) | 二零一七年 千港元 (未經審核) |
|-------------------|----|---------------------------------------|------------------------|
| | 附註 | | |
| 本期盈利 | 7 | 317,084 | 31,772 |
| 本期其他全面開支： | | | |
| 其後可重新分類至本期損益之項目： | | | |
| 可供出售投資公平值變動 | | - | (79,593) |
| 與可能重新分類至損益的 | | | |
| 項目有關之遞延稅項 | | - | 19,898 |
| 其後將不可重新分類至本期損益之 | | | |
| 項目： | | | |
| 將土地使用權以及物業、廠房及 | | | |
| 設備轉撥至按公平值入賬之 | | | |
| 投資物業之盈餘 | | 6,757 | - |
| 投資於按公平值計入其他全面 | | | |
| 收益的股本工具之公平值虧損 | | (18,355) | - |
| 與不可重新分類至損益的項目 | | | |
| 有關之遞延稅項 | | 2,900 | - |
| 換算至呈列貨幣產生之匯兌差額 | | (6,776) | 8,111 |
| 本期其他全面開支 | | (15,474) | (51,584) |
| 本期全面收益(開支)總額 | | 301,610 | (19,812) |
| 下列各項應佔全面收益(開支)總額： | | | |
| 本公司擁有人 | | 316,540 | (18,115) |
| 非控股權益 | | (14,930) | (1,697) |
| | | 301,610 | (19,812) |

中期財務報表

簡明綜合財務狀況表

於二零一八年六月三十日

| | | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) |
|-----------------------|-----|---------------------------------|----------------------------------|
| | 附註 | | |
| 非流動資產 | | | |
| 投資物業 | 10 | 391,655 | 384,949 |
| 物業、廠房及設備 | 10 | 382,372 | 399,258 |
| 土地使用權 | | 83,662 | 86,793 |
| 無形資產 | 10 | 142,482 | 188,765 |
| 遞延稅項資產 | 11 | 46,408 | 47,339 |
| 應收融資租賃 | | 473 | 705 |
| 於聯營公司之權益 | | 1,938 | 2,274 |
| 可供出售投資 | 23 | - | 80,253 |
| 按公平值計入其他全面收益之 股本工具 | 23 | 47,883 | - |
| 應收代價 | 19 | 1,714 | 1,733 |
| | | 1,098,587 | 1,192,069 |
| 流動資產 | | | |
| 存貨 | 14 | 539,183 | 758,531 |
| 應收融資租賃 | | 702 | 2,097 |
| 持作銷售物業 | | 143,537 | 502,998 |
| 應收貿易賬款及票據 | 13A | 303,648 | 344,208 |
| 合約資產 | 13B | 228,338 | - |
| 其他應收賬款、按金及預付款項 | | 326,298 | 331,579 |
| 應收一間聯營公司款項 | 16 | 3,800 | 3,200 |
| 應收附屬公司非控股股東款項 | 16 | 4,496 | 11,633 |
| 應收代價 | 19 | 129,801 | 723 |
| 按公平值計入損益賬之金融資產 | 23 | 16,574 | - |
| 應收委託貸款 | 12 | 27,407 | 36,150 |
| 已抵押銀行存款 | | 40,528 | 30,125 |
| 銀行結餘及現金 | | 577,326 | 417,092 |
| | | 2,341,638 | 2,438,336 |

中期財務報表

| | | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) |
|------------------|----|---------------------------------|----------------------------------|
| | 附註 | | |
| 流動負債 | | | |
| 應付貿易賬款及票據 | 15 | 435,968 | 393,750 |
| 合約負債 | | 234,995 | - |
| 其他應付賬款、已收按金及應計款項 | | 71,239 | 599,012 |
| 其他負債 | | 56,639 | 141,154 |
| 銀行借貸 | 17 | 61,388 | 84,104 |
| 應付稅項 | | 68,445 | 37,992 |
| | | 928,674 | 1,256,012 |
| 流動資產淨值 | | 1,412,964 | 1,182,324 |
| 總資產減流動負債 | | 2,511,551 | 2,374,393 |
| 資本及儲備 | | | |
| 股本 | 18 | 255,955 | 255,955 |
| 儲備 | | 2,033,238 | 1,865,855 |
| 本公司擁有人應佔權益 | | 2,289,193 | 2,121,810 |
| 非控股權益 | | 81,494 | 101,481 |
| 權益總額 | | 2,370,687 | 2,223,291 |
| 非流動負債 | | | |
| 遞延稅項負債 | 11 | 91,177 | 99,151 |
| 遞延收入 | | 49,687 | 51,951 |
| | | 140,864 | 151,102 |
| | | 2,511,551 | 2,374,393 |

中期財務報表

簡明綜合權益變動表

截至二零一八年六月三十日止六個月

| | 本公司擁有人應佔 | | | | | | | | | | | | |
|------------------------|-----------|-------------|----------------------------|----------------------|------------------|-------------------|-------------------|-------------------|-------------------|-------------|-----------|------------------|-----------|
| | 股本 千港元 | 股份溢價 千港元 | 法定 盈餘儲備 千港元 (附註a) | 其他儲備 千港元 (附註b) | 購股權 儲備 千港元 | 物業重 估儲備 千港元 | 資產 重估儲備 千港元 | 資本 贖回儲備 千港元 | 資本 換算儲備 千港元 | 累計溢利 千港元 | 合計 千港元 | 非控股 權益 千港元 | 合計 千港元 |
| 於二零一七年一月一日 (經審核) | 255,790 | 831,363 | 48,039 | 97,091 | 29,512 | 102,827 | 127,930 | 2,282 | 100,428 | 431,484 | 2,026,746 | 105,801 | 2,132,547 |
| 本期盈利(虧損) | - | - | - | - | - | - | - | - | - | 35,685 | 35,685 | (3,913) | 31,772 |
| 本期間其他全面收益(開支) | - | - | - | - | - | - | (59,695) | - | 5,895 | - | (53,800) | 2,216 | (51,584) |
| 本期間其他全面收益(開支)總額 | - | - | - | - | - | - | (59,695) | - | 5,895 | 35,685 | (18,115) | (1,697) | (19,812) |
| 購股權失效 | - | - | - | - | (149) | - | - | - | - | 149 | - | - | - |
| 確認以權益結算之股份付款 | - | - | - | - | 1,282 | - | - | - | - | - | 1,282 | - | 1,282 |
| 收購子公司之額外股權 | - | - | - | 13 | - | - | - | - | - | - | 13 | (129) | (116) |
| 出售子公司 | - | - | - | - | - | - | - | - | - | - | - | (482) | (482) |
| 轉撥至法定盈餘儲備 | - | - | 2,045 | - | - | - | - | - | - | (2,045) | - | - | - |
| 於二零一七年六月三十日 (未經審核) | 255,790 | 831,363 | 50,084 | 97,104 | 30,645 | 102,827 | 68,235 | 2,282 | 106,323 | 465,273 | 2,009,926 | 103,493 | 2,113,419 |
| 於二零一七年十二月三十一日 (經審核) | 255,955 | 832,066 | 50,084 | 97,104 | 29,746 | 102,827 | 47,534 | 2,282 | 187,950 | 516,262 | 2,121,810 | 101,481 | 2,223,291 |
| 調整(附註2) | - | - | - | - | - | - | - | - | - | (4,000) | (4,000) | - | (4,000) |
| 於二零一八年一月一日(重述) | 255,955 | 832,066 | 50,084 | 97,104 | 29,746 | 102,827 | 47,534 | 2,282 | 187,950 | 512,262 | 2,117,810 | 101,481 | 2,219,291 |
| 本期盈利(虧損) | - | - | - | - | - | - | - | - | - | 330,047 | 330,047 | (12,963) | 317,084 |
| 本期間其他全面收益(開支) | - | - | - | - | - | 5,068 | (13,766) | - | (4,809) | - | (13,507) | (1,967) | (15,474) |
| 本期間其他全面收益(開支)總額 | - | - | - | - | - | 5,068 | (13,766) | - | (4,809) | 330,047 | 316,540 | (14,930) | 301,610 |
| 購股權失效 | - | - | - | - | (2,978) | - | - | - | - | 2,978 | - | - | - |
| 收購子公司之額外股權 | - | - | - | (1,822) | - | - | - | - | - | - | (1,822) | (6,148) | (7,970) |
| 出售子公司 | - | - | - | - | - | - | - | - | (10,975) | 10,975 | - | (97) | (97) |
| 出售子公司的部分利益 | - | - | - | - | - | - | - | - | - | - | - | 1,188 | 1,188 |
| 轉撥至法定盈餘儲備 | - | - | 5,876 | - | - | - | - | - | - | (5,876) | - | - | - |
| 已付股息 | - | - | - | - | - | - | - | - | - | (143,335) | (143,335) | - | (143,335) |
| 於二零一八年六月三十日 (未經審核) | 255,955 | 832,066 | 55,960 | 95,282 | 26,768 | 107,895 | 33,768 | 2,282 | 172,166 | 707,051 | 2,289,193 | 81,494 | 2,370,687 |

中期財務報表

附註：

- (a) 誠如中華人民共和國(「中國」)法律及法規之規定，於中國成立之附屬公司每年須於派發淨盈利之前撥出其稅後淨盈利10%作為法定盈餘儲備金(儲備達致附屬公司註冊資本50%情況下除外)。該等儲備金僅可用於抵銷累計虧損或增加資本，惟須獲得相關附屬公司董事會及相關主管機構之批准。
- (b) 為籌備本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市而進行重組產生之其他儲備。

在二零一八年六月三十日及二零一七年六月三十日期間其他儲備的變動是由於集團在不失控制下對子公司所有權益變動而產生。

中期財務報表

簡明綜合現金流量表

截至二零一八年六月三十日止六個月

截至六月三十日止六個月
二零一八年 二零一七年
千港元 千港元
(未經審核) (未經審核)

經營活動

| | | |
|---------------------------|-----------|---------|
| 營運資金變動前之經營現金流量 | 84,922 | 145,023 |
| 發展中的銷售物業及持作銷售物業 減少(增加) | 335,584 | (1,651) |
| 合約負債增加 | (243,808) | - |
| 營運資金之其他變動 | 34,869 | 7,213 |

| | | |
|---------|----------|---------|
| 來自經營之現金 | 211,567 | 150,585 |
| 已收利息 | 2,395 | 5,765 |
| 已付稅項 | (63,701) | (4,516) |

| | | |
|-------------|---------|---------|
| 來自經營活動之現金淨額 | 150,261 | 151,834 |
|-------------|---------|---------|

投資活動

| | | |
|------------------------------|-----------|-----------|
| 購買按公平值計入損益賬之金融資產 | (16,946) | - |
| 購買按公平值計入其他全面收益之 股本工具 | (2,473) | - |
| 出售按公平值計入其他全面收益之 股本工具之所得款項 | 16,624 | - |
| 購買物業、廠房及設備 | (31,052) | (10,809) |
| 出售物業、廠房及設備之所得款項 | 1,840 | 724 |
| 已付無形資產支出 | (108,318) | (110,259) |
| 已收出售一間聯營公司之淨額 | - | 10,059 |
| 出售一間附屬公司之現金流入(支出)淨額 | 407,536 | (54) |
| 於應收委託貸款之投資 | - | (34,230) |
| 已收應收委託貸款 | - | 79,870 |
| 存入已抵押銀行存款 | (42,058) | (29,666) |
| 提取已抵押銀行存款 | 30,925 | 67,319 |
| 已收股息 | 146 | 171 |
| 墊付一間聯營公司之款項 | (600) | - |

| | | |
|-----------------|---------|----------|
| 來自(用於)投資活動之現金淨額 | 255,624 | (26,875) |
|-----------------|---------|----------|

中期財務報表

截至六月三十日止六個月
二零一八年 二零一七年
千港元 千港元
(未經審核) (未經審核)

融資活動

| | | |
|-------------------------------|-----------|-----------|
| 新造銀行借貸 | - | 117,017 |
| 償還銀行借貸 | (22,632) | (223,848) |
| 其他負債的減少 | (86,125) | - |
| 已付利息 | (2,041) | (2,957) |
| 股息支付 | (143,335) | - |
| 出售部分附屬公司權益而不會導致 失去控制權之所得款項 | 1,188 | - |
| 用於收購附屬公司額外股權之現金淨額 | (833) | (116) |
| 用於融資活動之現金淨額 | (253,778) | (109,904) |
| 現金及現金等值項目增加淨額 | 152,107 | 15,055 |
| 期初現金及現金等值項目 | 417,092 | 249,132 |
| 匯率變動之影響 | 8,127 | 1,004 |
| 期終現金及現金等值項目， 即銀行結餘及現金 | 577,326 | 265,191 |

中期財務報表

簡明綜合財務報表附註

截至二零一八年六月三十日止六個月

1. 一般資料及編製基準

本公司乃根據百慕達一九八一年公司法(經修訂)於百慕達註冊成立為獲豁免有限公司。

本公司為一間投資控股公司。其附屬公司之主要業務為手機和物聯網終端之製造、設計、開發及銷售，進行無線通訊模塊業務，物聯網系統及運營業務、智能製造業務，以及在中國從事物業發展及物業租賃管理。

本公司之功能貨幣為人民幣(「人民幣」)。本簡明綜合財務報表以港元(「港元」)呈列，乃因董事認為作為一間香港聯合交易所有限公司(「聯交所」)的上市公司和方便股東，財務報表以港元呈列更為恰當。

本集團之簡明綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈之國際會計準則(「國際會計準則」)第34號「中期財務報告」以及聯交所證券上市規則附錄十六之適用披露規定編製。

2. 主要會計政策

除投資物業及若干金融工具按各報告期末之公平值計算外，簡明綜合財務報表以歷史成本基準編製。

除下列所述者外，截至二零一八年六月三十日止六個月之簡明綜合財務報表中採納之會計政策及計算方法與本集團編製截至二零一七年十二月三十一日止年度之年度財務報表所採納者相同。

應用新訂國際財務報告準則及其修訂

於本中期期間，本集團已就編製本集團之簡明綜合財務報表，首次應用以下於二零一八年一月一日或之後開始之年度期間強制生效的國際財務報告準則之若干修訂：

| | |
|-------------------|---------------------------------------|
| 國際會計準則第9號 | 金融工具 |
| 國際財務報告準則第15號 | 客戶合約收益及相關修訂 |
| 國際財務報告詮釋委員會詮釋第22號 | 外幣交易及預付代價 |
| 國際財務報告準則第2號之修訂 | 以股份為基礎之支付交易的分類及計量 |
| 國際財務報告準則第4號之修訂 | 應用國際財務報告準則第9號「金融工具」及國際財務報告準則第4號「保險合約」 |
| 國際會計準則第28號之修訂 | 為國際財務報告準則二零一四年至二零一六年週期之年度改進之一部分 |
| 國際會計準則第40號之修訂 | 投資物業之轉化 |

新訂國際財務報告準則及其修訂已按照相應準則及修訂之相關過渡條文應用，導致下文所述之會計政策、報告金額及／或披露。

2.1 應用國際財務報告準則第15號「客戶合約收益」之影響及造成的會計政策變動

本集團於本中期期間首次應用國際財務報告準則第15號。國際財務報告準則第15號已取代國際會計準則第18號「收益」、國際會計準則第11號「建築合約」及相關詮釋。

本集團由以下主要來源確認收益：

- 銷售手機及物聯網終端
- 自有品牌產品製造
- 電子代工製造服務供應商
- 向售賣機客戶及特許經營商銷售貨品

中期財務報表

- 設備融資租賃服務
- 採購代理服務
- 銷售智能製造產品
- 銷售住宅物業
- 物業出租

設備融資租賃服務及物業租賃之收入來源並不包括在國際財務報告準則第15號之範圍內。

本集團已追溯應用國際財務報告準則第15號，而首次應用是項準則的累計影響於首次應用日期二零一八年一月一日確認。於首次應用日期的任何差額均會於期初保留溢利(或其他權益部件，如適用)中確認，惟並無對比較資料進行重列。此外，根據國際財務報告準則第15號的過渡條文，本集團已選擇僅對於二零一八年一月一日尚未完成的合約追溯應用本準則。因此，若干比較資料可能未必能夠與根據國際會計準則第18號「收益」及相關詮釋所編製之比較資料進行比較。

2.1.1 應用國際財務報告準則第15號導致的主要會計政策變動

國際財務報告準則第15號引入確認收益的五個步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：於(或當)本集團完成履約責任時確認收益

根據國際財務報告準則第15號，本集團於完成履約責任時(或就此)確認收益，即於特定履約責任相關之商品或服務的「控制權」轉讓予客戶時。

中期財務報表

履約責任指一項明確貨品及服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

倘於電子代工製造服務供應商合同中符合以下其中一項條件，則控制權為隨時間轉移，而收益則參考相關履約責任的完成進度隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創建及增強客戶於本集團履約時控制的資產；或
- 本集團的履約未創造對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約部分的款項。

否則，收益於客戶獲得明確商品或服務控制權時確認。

合約資產指本集團對交換已轉移至客戶的貨品或服務而尚未成為無條件的代價的權利，其乃根據國際財務報告準則第9號進行減值評估。相對而言，應收款項指本集團對代價的無條件權利，即支付該代價僅須經過時間流逝方會到期。

合約負債指本集團就本集團經已自客戶收取的代價(或到期的代價金額)而向該客戶轉移貨品或服務的責任。

中期財務報表

隨時間確認收入：計量完全達成履約責任之進度

投入法

在電子製造服務合約中，完全達成履約責任之進度乃按投入法計量，即根據本集團對達成履約責任所作付出或投入（相對於預期對達成履約責任的總投入）確認收入，是描述本集團履行轉移貨品或服務控制權的最佳方式。

委託人與代理

當另一方從事向客戶提供貨品或服務，本集團釐定其承諾之性質是否為提供指定貨品或服務本身之履約義務（即本集團為委託人）或安排由另一方提供該等貨品或服務（即本集團為代理）。

倘本集團於銷售手機及物聯網終端，自有品牌產品製造，向售賣機客戶及特許經營商銷售貨品，銷售智能製造產品及銷售住宅物業的合同中向客戶轉讓貨品或服務之前控制指定貨品或服務，則本集團為委託人。

倘本集團之履行義務為安排另一方提供指定的貨品或服務，則本集團為代理。在此情況下，在將貨品或服務轉讓予客戶之前，本集團不控制另一方提供的指定貨品或服務。當本集團於電子代工製造服務供應商及採購代理服務合同中為代理時，應就為換取另一方安排提供的指定貨品或服務預期有權取得之任何收費或佣金之金額確認收益。

中期財務報表

2.1.2 首次應用國際財務報告準則第15號產生的影響概要

以下調整乃就於二零一八年一月一日之簡明綜合財務狀況表所確認之金額而作出。無受變動影響之項目未有包括在內。

| | | 先於 二零一七年 十二月 三十一日 報告之 賬面值 千港元 | 重新分類 千港元 | 於 二零一八年 一月一日 根據國際 財務報告 準則第15號 之賬面值 千港元 |
|------------------|-----|---|-------------|---|
| | 附註 | | | |
| 流動資產 | | | | |
| 應收貿易賬款及票據 | (a) | 344,208 | (19,681) | 324,527 |
| 合約資產 | (a) | - | 19,681 | 19,681 |
| 流動負債 | | | | |
| 合約負債 | (b) | - | 487,668 | 487,668 |
| 其他應付賬款、已收按金及應計款項 | (b) | 599,012 | (487,668) | 111,344 |

(a) 於首次應用日期，來自銷售智能製造產品合約之未開單收入19,681,000港元須於合約內訂明之保留期限完結時始能入賬，因此，有關結餘獲重新分類為合約資產之應收貿易賬款及票據。

(b) 於二零一八年一月一日，就銷售手機及物聯網終端、銷售自家品牌無線產品、向售賣機客戶及特許經營商銷售貨物以及銷售物業合約而向客戶收取之銷售貨物及物業按金487,668,000港元，已從過往計入其他應付賬款、已收按金及應計款項重新分類至合約負債487,668,000港元。

中期財務報表

下表概述於本集團二零一八年六月三十日之簡明綜合財務狀況表以及本中期期間其簡明綜合損益及其他全面收益表應用國際財務報告準則第15號對各受影響項目之影響。不受改變影響之項目並不包括在內。

| | 附註 | 經報告 千港元 | 調整 千港元 | 並無應用國際 財務報告準則 第15號之金額 千港元 |
|----------------------|-----|------------|-----------|------------------------------------|
| 流動資產 | | | | |
| 應收貿易賬款及票據 | (a) | 303,648 | 228,338 | 531,986 |
| 合約資產 | (a) | 228,338 | (228,338) | - |
| 流動負債 | | | | |
| 合約負債 | (b) | 234,995 | (234,995) | - |
| 其他應付賬款、已收 按金及應計款項 | (b) | 71,239 | 234,995 | 306,234 |

(a) 如沒有應用國際財務報告準則第15號，則i)來自銷售智能製造產品之應收保留金29,479,000港元會被分類為應收貿易賬款及票據，而非合約資產，此乃由於銷售智能製造產品已在本中期期間內完成；及ii)代電子製造服務客戶購買原材料之198,859,000港元會被分類為應收貿易賬款及票據，而非合約資產，此乃由於相關原材料之風險及回報已在相關完成品之實物付運前轉嫁予客戶。

(b) 如沒有應用國際財務報告準則第15號，則向客戶收取之銷售貨物及物業按金會計入其他應付賬款、已收按金及應計款項。

2.2 應用國際財務報告準則第9號「金融工具」之影響及造成的會計政策變動

於本期間，本集團已應用國際財務報告準則第9號「金融工具」，並對其他國際財務報告準則作出相關的相應修訂。國際財務報告準則第9號就下列各項引入新規定：1)金融資產及金融負債的分類及計量；2)金融資產的預期信貸虧損；及3)一般對沖會計處理方法。

本集團已按照國際財務報告準則第9號所載的過渡條文應用國際財務報告準則第9號，即對於二零一八年一月一日(首次應用日期)尚未取消確認的工具追溯應用有關分類及計量規定(包括減值)，以及無對於二零一八年一月一日已取消確認的工具應用該等規定。二零一七年十二月三十一日之賬面值與二零一八年一月一日之賬面值間的差額於期初保留溢利及權益的其他部份中確認，並無對比較資料進行重列。

因此，由於比較資料乃根據國際會計準則第39號「金融工具：確認及計量」編製，若干比較資料未必可作比較。

2.2.1 應用國際財務報告準則第9號「金融工具」造成的主要會計政策變動

金融資產之分類及計量

來自客戶合約的應收貿易賬款最初按照國際財務報告準則第15號計量。

於國際財務報告準則第9號範圍內之所有已確認金融資產其後按攤銷成本或公平值計量，當中包括根據國際會計準則第39號按成本扣除減值計量的無報價股權投資。

中期財務報表

符合下列條件的股本工具其後按攤銷成本計量：

- 金融資產乃於一項目標為持有金融資產以收取合約現金流的業務模式中持有；及
- 金融資產合約條款會導致於指定日期產生純為支付本金及未償還本金的利息。

指定為按公平值計入其他全面收益的股本工具

於首次應用／首次確認日期，本集團可以不可撤回地選擇(按每項工具)將於股本工具的投資指定為按公平值計入其他全面收益。

於按公平值計入其他全面收益的股本工具的投資初步按公平值加交易成本計量。其後，彼等按公平值計量，而公平值變動所產生之損益則於其他全面收益中確認，並於按公平值計入資產重估儲備中累計；且毋須作減值評估。累計收益或虧損將不會重新分類至出售權益投資的溢利或虧損，並將繼續於按公平值計入資產重估儲備中持有。

根據國際財務報告準則第9號，該等於股本工具之投資之股息於本集團收取股息之權利獲確立時在損益中確認，除非該等股息明顯為就投資所收回的部份成本。股息計入損益中「其他收入」一項。

按公平值計入損益的金融資產

並不符合按攤銷成本或按公平值計入其他全面收益計量或指定按公平值計入其他全面收益計量的金融資產乃按公平值計入損益計量。

按公平值計入損益的金融資產按於各報告期末的公平值計量，而任何公平值收益或虧損均於損益內確認。於損益內確認的淨收益或虧損包括就金融資產賺取的任何股息或利息，並計入「其他收益及虧損」項目內。

預期信貸虧損模式項下之減值

本集團就金融資產的預期信貸虧損確認虧損撥備，其受國際財務報告準則第9號所規限(包括應收貿易賬款及票據、其他應收、應收代價、應收委託貸款、應收融資租賃、合約資產、應收一間聯營公司及附屬公司非控股股東款項、已抵押銀行存款及銀行結餘及現金)。預期信貸虧損金額於各報告日期更新，以反映信貸風險自首次確認以來的變動。

生命週期預期信貸虧損指在相關工具預期年內所有可能出現的違約事件所產生的預期信貸虧損。相反，12個月預期信貸虧損指預期自可能於報告日期後12個月內出現的違約事件所產生的生命週期預期信貸虧損的部份。有關評估乃根據本集團過往的信用損失經驗作出，並就債務人的特定因素、整體經濟環境，以及對於報告日期的當前情況及未來情況的預測所作出的評估作出調整。

本集團一直就應收貿易賬款及票據、合約資產及應收融資租賃確認生命週期預期信貸虧損。該等資產的預期信貸虧損會個別就款額重大的應收款項及／或在合適分類下共同利用撥備矩陣進行評估。

至於所有其他工具，本集團計算的虧損撥備與12個月預期信貸虧損相同，除非自首次確認以來信用風險大幅增加，則本集團會確認生命週期預期信貸虧損。是否需要確認生命週期預期信貸虧損乃以自首次確認以來出現違約的可能性或風險是否大幅上升而定。

中期財務報表

信貸風險大幅增加

於評估信貸風險自首次確認以來是否大幅增加時，本集團會將報告日期金融工具的違約風險與首次確認日期金融工具的違約風險進行比較。於作出有關評估時，本集團會考慮合理及有理據支持的定量及定性資料，包括無須繁苛成本或工作即可獲得的過往經驗及前瞻性資料。

此外，於評估信貸風險是否已大幅增加時，會考慮下列資料：

- 金融工具的外部(如有)或內部信用評級出現或預期出現重大惡化；
- 外部市場的信貸風險指標重大惡化，如信用息差大幅擴大、應收款項的信用違約掉期價格大幅上升；
- 業務、財務或經濟狀況現時或預期的不利變動，預期會令債務人履行其債務責任的能力大幅下跌；
- 債務人的營運業績出現或預期出現重大惡化；
- 債務人所在的監管、經濟或科技環境出現或預期出現重大不利變動，導致債務人履行其債務責任的能力大幅下跌。

不論上述評估的結果，當合約付款已逾期超過30日，本集團會假定信用風險自首次確認以來已大幅增加，除非本集團具有合理及有理據支持的資料顯示情況並非如此。

本集團認為，在工具逾期超過90日的情況下即屬發生違約，除非本集團具有合理及有理支持的資料顯示更為滯後的違約準則更為合適。

預期信貸虧損的計量及確認

預期信貸虧損的計量為違約可能性、違約損失率(即出現違約時的損失幅度)及違約風險的函數。違約可能性及違約損失率乃根據歷史數據進行評估，並就前瞻性資料作出調整。

一般而言，所估算的預期信貸虧損為根據合約到期支付予本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差額，再按首次確認時釐定的實際利率折現得出的數額。就應收融資租賃而言，釐定預期信貸虧損所用的現金流量與根據國際會計準則第17號「租賃」計量應收租賃所用的現金流量一致。

利息收入按金融資產的總賬面值計算，惟金融資產錄得信用減值則除外，而在該情況下，利息收入乃按金融資產的攤銷成本計算。

本集團藉調整所有金融工具的賬面值於損益確認有關工具的減值收益或虧損，惟應收貿易賬款及應收委託貸款除外，其透過虧損撥備賬確認相應調整。

於二零一八年一月一日，本公司董事根據國際財務報告準則第9號的規定，利用毋須繁苛成本或工作即可取得的合理及有理據支持的資料檢討並評估本集團現有金融資產的減值。評估結果及有關影響詳載於附註2.2.2。

金融負債的分類及計量

就並無導致終止確認的金融負債不重大修改而言，相關金融負債的賬面值將按以金融負債原實際利率折現的經修改合約現金流量現值計算。所產生的交易成本或費用乃調整至經修改金融負債的賬面值，並於剩餘年期內攤銷。對金融負債賬面值的任何調整均於修改日期於損益內確認。

中期財務報表

2.2.2 首次應用國際財務報告準則第9號的影響概要

下表闡述根據國際財務報告準則第9號及國際會計準則第39號適用於預期信貸虧損的金融資產及金融負債以及其他項目於二零一八年一月一日(即首次應用日期)的分類及計量。

| | 附註 | 可供出售 投資 千港元 | 透過其他 全面收益 按公平值 列賬的 股本工具 千港元 | 攤銷成本 (先前 分類為 貸款及 應收 賬款) 千港元 | 按成本 攤銷的 金融負債 千港元 | 合約資產 千港元 | 遞延稅項 負債 千港元 | 資產 重估儲備 千港元 | 累計收益 千港元 | 非控股 權益 千港元 |
|---|-----|-------------------|--|---|---------------------------|-------------|-------------------|-------------------|-------------|------------------|
| 於二零一七年 十二月三十一日 之年末結餘— 國際會計準則 第39號 | | 80,253 | - | 879,008 | 720,444 | - | 51,812 | 47,534 | 516,262 | 101,481 |
| 初始應用國際財務 報告準則第15號 所產生的影響 | | - | - | (19,681) | - | 19,681 | - | - | - | - |
| 初始應用國際財務 報告準則第9號 所產生的影響 | | | | | | | | | | |
| 重新分類 自可供出售投資 | (a) | (80,253) | 80,253 | - | - | - | - | - | - | - |
| 預期信貸虧損 模式項下之減值重估 | (b) | - | - | (4,000) | - | - | - | - | (4,000) | - |
| 於二零一八年 一月一日之 年初結餘 | | - | 80,253 | 855,327 | 720,444 | 19,681 | 51,812 | 47,534 | 512,262 | 101,481 |

(a) 可供出售的投資

自可供出售的股本投資至透過其他全面收益按公平值列賬

本集團選擇按公平值計入其他全面收益呈列先前分類為可供出售的股本投資。該等投資並非持作買賣用途，在可見將來不會出售。於首次採納國際財務報告準則第9號當日，80,253,000港元將會由可供出售股本投資重新分類為按公平值計入其他全面收益的股本投資。有關該等投資先前按公平值計值的公平值收益47,534,000港元繼續於資產重估儲備累計。

(b) 根據預期信貸虧損模式的減值

本集團應用國際財務報告準則第9號簡化方法，就所有合約資產、應收貿易賬款及票據及應收融資租賃使用生命週期的預期信貸虧損計量預期信貸虧損。為計量預期信貸虧損，合約資產及應收貿易賬款及票據已根據攤佔信貸風險特點分類。合約資產涉及未入賬在製品，且與相同類型合約的應收貿易賬款及票據具有大致相同的風險特徵。因此，本集團認為，應收貿易賬款及票據預期虧損率為合約資產虧損率的合理概約。

其他按攤銷成本計量金融資產的損失撥備主要按12個月預期信貸虧損基準計量，且信貸風險自首次確認起並無大幅增加。

於二零一八年一月一日，額外信貸虧損撥備4,000,000港元已於累計溢利確認。額外虧損撥備透過相應資產計入。

中期財務報表

就金融資產包括合約資產及應收貿易賬款及票據及其他金融資產按攤銷成本計量的虧損撥備於二零一七年十二月三十一日的虧損與二零一八年一月一日的期初虧損對賬如下：

| | 合約資產的 期初損失撥備 千港元 | 應收貿易 賬款及 票據的 期初 損失撥備 千港元 | 按成本 攤銷 的其他 金融資產 的期初 損失撥備 千港元 |
|-----------------|------------------------|---|--|
| 於二零一七年十二月三十一日 | | | |
| —國際會計準則第39號 | 不適用 | 22,455 | - |
| 透過期初累計溢利重新計量之款項 | - | 4,000 | - |
| 於二零一八年一月一日 | - | 26,455 | - |

2.3 應用國際會計準則第40號之修訂「投資物業之轉化」之影響及造成的會計政策變動

該等修訂澄清，轉化為投資物業或由投資物業轉化需要評估物業是否符合或已不再符合投資物業之定義，並須以可觀察的憑證支持用途已改變。該等修訂進一步澄清，國際會計準則第40號所列情況外之情況或可證實為用途改變，而建造中物業亦可能出現用途改變(即指用途改變非只限於已完成物業)。

於首次應用日期，本集團根據當天已有條件評估若干物業之分類，於二零一八年一月一日概無對分類之影響。

除上文所述外，於本中期中間應用其他國際財務報告準則修訂本對該等簡明綜合財務報表所呈列的金額及／或披露資料並無重大影響。

中期財務報表

3. 收入

收入分解

截至二零一八年六月三十日止六個月(未經審核)

| | 手機及 物聯網 終端業務 千港元 | 無線通訊 模塊業務 千港元 | 物聯網 系統及 運營業務 千港元 | 智能製造 業務 千港元 | 物業發展 千港元 | 物業租賃 管理 千港元 |
|---------------------|---------------------------|---------------------|---------------------------|-------------------|-------------|-------------------|
| 商品或服務類型 | | | | | | |
| 銷售手機及物聯網終端 | 431,349 | - | - | - | - | - |
| 自有品牌產品製造商 | - | 154,112 | - | - | - | - |
| 電子代工製造服務供應商 | - | 346,877 | - | - | - | - |
| 向售賣機客戶及特許經營銷售貨品 | - | - | 140,494 | - | - | - |
| 設備融資租賃 | - | - | 154 | - | - | - |
| 提供代理服務 | - | - | 15,359 | - | - | - |
| 銷售智能製造產品 | - | - | - | 90,254 | - | - |
| 銷售物業 | - | - | - | - | 330,938 | - |
| 物業租賃管理 | - | - | - | - | - | 19,019 |
| | 431,349 | 500,989 | 156,007 | 90,254 | 330,938 | 19,019 |
| 與客戶合同的收入 及收入確認時間 | | | | | | |
| 某一時間點 | 431,349 | 489,259 | 155,853 | 90,254 | 330,938 | 不適用 |
| 隨時間 | - | 11,730 | - | - | - | 不適用 |
| 總計 | 431,349 | 500,989 | 155,853 | 90,254 | 330,938 | 不適用 |

中期財務報表

地區市場

本集團收入主要來自及位於中國，即本集團實體產生收入之所在國。無呈列進一步分析。

4. 分類資料

分類資料按主要營運決策者(即執行董事)定期審閱有關本集團構成部分之內部報告而呈列，以分配資源予分類及評估其表現。

截至二零一八年六月三十日止六個月期間，本集團已分有六個(二零一七年：五個)可呈報及營運分類，即手機及物聯網終端業務、無線通訊模塊業務、物聯網系統及運營業務、智能製造業務、物業發展及物業租賃管理。(二零一七年：手機及物聯網終端業務、無線通訊模塊業務、物聯網系統及運營業務、智能製造業務及物業發展)。

於本中期期間，物業租賃管理被視為本集團的一個可呈報分類。物業租賃管理主要是透過經營租賃向中國客戶租賃本集團的各項投資物業(包括辦公室物業及工廠)。

由於可呈報分類及分類呈列之改變，截至二零一七年六月三十日止六個月的分類收入及業績及截至二零一七年十二月三十一日的分類資產及負債已重新呈列以符合更改後之呈列。截至二零一七年六月三十日止六個月，物業租賃管理分類的溢利為11,577,000港元，包括從「其他收入及其他收益及虧損」重新分類的分類收入11,956,000港元及投資物業公平值變動4,051,000港元；以及由其他可呈報分類合併並重新分類的分類支出總額為4,430,000港元。於經修訂之分類呈報內，物業租賃管理分類於二零一七年十二月三十一日的分類資產及負債分別由「未分配資產」及「未分配負債」重新分類。

中期財務報表

下表載列本集團按可呈報及營運分類劃分的收入及業績分析：

截至二零一八年六月三十日止六個月(未經審核)

| | 手機及 物聯網 終端業務 千港元 | 無線通訊 模塊業務 千港元 | 物聯網 系統及 運營業務 千港元 (附註) | 智能 製造業務 千港元 | 物業發展 千港元 | 物業 租賃管理 千港元 | 綜合 千港元 |
|--------------|---------------------------|---------------------|-----------------------------------|-------------------|-------------|-------------------|-----------|
| 收入 | | | | | | | |
| 對外銷售 | 431,349 | 500,989 | 156,007 | 90,254 | 330,938 | 19,019 | 1,528,556 |
| 分類溢利(虧損) | 9,478 | 429,635 | (4,862) | 1,245 | (14,108) | 15,109 | 436,497 |
| 其他收入及其他收益及虧損 | | | | | | | (20,245) |
| 分佔聯營公司業績 | | | | | | | (335) |
| 公司開支 | | | | | | | (15,313) |
| 融資成本 | | | | | | | (2,041) |
| 除稅前溢利 | | | | | | | 398,563 |

中期財務報表

截至二零一七年六月三十日止六個月(未經審核)(重新呈列)

| | 手機及 物聯網 終端業務 千港元 | 無線通訊 模塊業務 千港元 | 物聯網 系統及 運營業務 千港元 (附註) | 智能 製造業務 千港元 | 物業發展 千港元 | 物業 租賃管理 千港元 | 綜合 千港元 |
|------------------|---------------------------|---------------------|-----------------------------------|-------------------|-------------|-------------------|-----------|
| 收入 | | | | | | | |
| 對外銷售 | 516,217 | 655,009 | 145,938 | 44,423 | 67,435 | 11,956 | 1,440,978 |
| 分類溢利(虧損) | 13,373 | 26,911 | (8,243) | 2,056 | 969 | 11,577 | 46,643 |
| 其他收入及其他收益 及虧損 | | | | | | | 21,810 |
| 分佔聯營公司業績 | | | | | | | (811) |
| 公司開支 | | | | | | | (15,651) |
| 融資成本 | | | | | | | (2,957) |
| 除稅前溢利 | | | | | | | 49,034 |

附註：於兩期間，物聯網系統及運營業務仍處於發展階段。該分類的收入指設備融資租賃服務及向售賣機客戶及特許經營商銷售貨品，以及提供採購代理服務所產生的收入。

分類業績代表每一分類在未分配利息收入、未分配匯兌(虧損)收益、出售物業、廠房及設備之虧損、出售一間附屬公司之虧損、按公平值計入損益賬之金融資產之淨收益、分佔聯營公司業績、若干其他收入、公司開支、融資成本及稅項(截至二零一七年六月三十日止六個月：無分配利息收入、未分配外匯收益、出售物業、廠房及設備之虧損、出售一間聯營公司之收益、出售附屬公司之虧損、衍生金融工具之公平值變動、分佔聯營公司業績、若干其他收入、公司開支、融資成本及稅項)的情況下的財務業績。

中期財務報表

下表載列本集團按可呈報及營運分類劃分的資產及負債分析：

| | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) (重新呈列) |
|-------------|---------------------------------|--|
| 分類資產 | | |
| 手機及物聯網終端業務 | 955,865 | 891,788 |
| 無線通訊模塊業務 | 406,401 | 653,297 |
| 物聯網系統及運營業務 | 201,154 | 153,196 |
| 智能製造業務 | 278,112 | 214,891 |
| 物業發展 | 186,392 | 554,350 |
| 物業租賃管理 | 391,655 | 384,949 |
| 分類資產總額 | 2,419,579 | 2,852,471 |
| 未分配資產 | 1,020,646 | 777,934 |
| 總資產 | 3,440,225 | 3,630,405 |
| 分類負債 | | |
| 手機及物聯網終端業務 | 431,102 | 506,278 |
| 無線通訊模塊業務 | 84,725 | 174,713 |
| 物聯網系統及運營業務 | 55,823 | 15,699 |
| 智能製造業務 | 101,473 | 84,328 |
| 物業發展 | 103,343 | 397,630 |
| 物業租賃管理 | 4,412 | 4,362 |
| 分類負債總額 | 780,878 | 1,183,010 |
| 未分配負債 | 288,660 | 224,104 |
| 總負債 | 1,069,538 | 1,407,114 |

中期財務報表

為監控分類表現及在各分類間分配資源，除若干物業、廠房及設備、若干土地使用權、於聯營公司之權益、應收委託貸款、應收代價、應收附屬公司非控股股東款項、已抵押銀行存款、銀行結餘及現金、按公平值計入其他全面收益之股本工具、按公平值計入損益賬之金融資產、遞延稅項資產、若干其他應收賬款、按金及預付款項及應收一間聯營公司款項(二零一七年十二月三十一日：除若干物業、廠房及設備、若干土地使用權、應收委託貸款、應收代價、應收附屬公司非控股股東款項、已抵押銀行存款、銀行結餘及現金、可供出售投資、遞延稅項資產、若干其他應收賬款、按金及預付款項、應收一間聯營公司款項外)，所有資產均分配至可呈報及營運分類。營運分類共同使用的資產按各營運分類所賺取的收入分配。

為監控分類表現及在分類間分配資源，除若干其他應付款項、應計款項、應付稅項、其他負債、銀行借貸及遞延稅項負債(二零一七年十二月三十一日：除若干其他應付賬款、應計款項、應付稅項、其他負債、銀行借貸及遞延稅項負債外)所有負債在可呈報及營運分部之間作出分配。

中期財務報表

5. 其他收入／其他收益及虧損

| | 截至六月三十日止六個月 | |
|---|----------------|---------------|
| | 二零一八年 | 二零一七年 |
| | 千港元 | 千港元 |
| | (未經審核) | (未經審核) |
| 其他收入 | | |
| 增值稅(「增值稅」)退稅(附註i) | 3,015 | 5,876 |
| 政府項目收入(附註ii) | 8,526 | 8,850 |
| 可供出售投資之股息收入 | — | 171 |
| 按公平值計入其他全面收益 的股本工具之股息收入 | 146 | — |
| 銀行結餘賺取之利息收入 | 2,271 | 1,082 |
| 應收委託貸款賺取之利息收入 | 907 | 4,683 |
| 租金收入(減：支出零港元 (截至二零一七年六月三十日 止六個月：1,103,000港元)) | — | 11,956 |
| 其他 | 1,064 | 164 |
| | 15,929 | 32,782 |
| 其他收益及虧損 | | |
| 出售物業、廠房及設備之虧損 | (2,469) | (256) |
| 外匯(虧損)收益淨額 | (5,458) | 12,865 |
| 投資物業公平值變動 | 3,154 | 4,051 |
| 出售一間聯營公司之收益 | — | 8,736 |
| 出售附屬公司之淨收益(虧損)(附註19) | 518,223 | (8) |
| 衍生金融工具公平值變動 | — | (7,588) |
| 呆壞賬撥備淨額 | (11,929) | (4) |
| 按公平值計入損益賬之 股本投資公平值虧損淨額 | (372) | — |
| 其他 | 11,015 | — |
| | 512,164 | 17,796 |

中期財務報表

附註：

- (i) 希姆通信息技術(上海)有限公司(「上海希姆通」)及芯訊通無線科技(上海)有限公司(「芯訊通無線」)均從事分銷自行開發及生產之軟件，以及開發自動化檢測設備及軟件之業務。根據中國現行之稅務法規，在中國就銷售自行開發及生產之軟件以及開發自動化檢測軟件已繳付之增值稅可享有退稅。
- (ii) 截至二零一八年六月三十日止六個月此金額包括於本期間收到之無條件政府項目收入7,816,000港元(截至二零一七年六月三十日止六個月：3,203,000港元)，乃為鼓勵本集團於中國的研發活動而授出。

於二零一八年六月三十日，一筆54,162,000港元(二零一七年十二月三十一日：55,445,000港元)的款項仍然未攤銷並已計入其他應付賬款(就即期部分而言)及遞延收入(就非即期部分而言)。

6. 稅項

截至六月三十日止六個月
二零一八年 二零一七年
千港元 千港元
(未經審核) (未經審核)

稅項包括：

| | | |
|-----------------|----------|----------|
| 中國企業所得稅 | (83,206) | (9,698) |
| 中國土地增值稅 | 1,557 | (1,320) |
| 過往年度中國企業所得稅超額撥備 | 553 | 692 |
| 遞延稅項扣除(附註11) | (383) | (6,936) |
| 本期間稅項 | (81,479) | (17,262) |

由於本集團在香港並無產生應課稅溢利，於兩段期間均無作出香港利得稅撥備。

中期財務報表

企業所得稅於計及相關稅務優惠後，按中國有關地區之現行稅率計算。上海希姆通、芯訊通無線、瀋陽晨訊希姆通科技有限公司及上海晨興希姆通電子科技有限公司被評為「高新技術企業」，並有權採用15%的稅率。本集團附屬公司採用之企業所得稅相關年度稅率介乎15%至25%之間(截至二零一七年六月三十日止六個月：15%至25%)。

就出售事項之資本收益而言(於附註19中定義)，就企業所得稅目的之資本收益為已收代價與股權轉撥之應收款項之差額以及轉撥實體股權之淨值。資本收益之企業所得稅所採用的稅率為10%。

土地增值稅撥備乃根據中國有關的稅務法律和法規所載的規定估計作出，有關稅項就增值部分按漸進稅率30%至60%(截至二零一七年六月三十日止六個月：30%至60%)計算，並可作若干扣減。

中期財務報表

7. 本期盈利

截至六月三十日止六個月
二零一八年 二零一七年
千港元 千港元
(未經審核) (未經審核)

本期盈利已扣除：

無形資產攤銷(計入銷售成本)

減：已資本化之開發成本

減：已資本化的存貨

| | |
|----------|----------|
| 81,716 | 88,651 |
| (3,842) | (455) |
| (77,874) | (88,196) |
| - | - |

土地使用權攤銷

物業、廠房及設備折舊

減：已資本化之開發成本

減：已資本化的存貨

| | |
|----------|----------|
| 1,639 | 1,524 |
| 32,722 | 29,983 |
| (1,424) | (1,610) |
| (14,635) | (15,678) |
| 16,663 | 12,695 |

員工成本，包括董事酬金

以股份付款

減：已資本化之開發成本

減：已資本化的存貨

| | |
|----------|----------|
| 137,030 | 137,314 |
| - | 1,282 |
| (38,373) | (80,461) |
| (7,859) | (8,778) |
| 90,798 | 49,357 |

冗餘成本

確認為開支的存貨成本(計入銷售及

服務成本)

已售物業的成本(計入銷售及服務成本)

| | |
|-----------|-----------|
| 4,090 | - |
| 1,050,102 | 1,205,543 |
| 344,600 | 59,004 |

8. 股息

於本中期期間，已宣派及派付(i)就截至二零一七年十二月三十一日止年度之末期股息每股1.6港仙(截至二零一七年六月三十日止六個月：無)；及(ii)特別股息每股4港仙予本公司擁有人。於中期期間已宣派及派付之末期股息及特別股息之總額為143,335,000港元(截至二零一七年六月三十日止六個月：零)。

本公司董事並不建議就截至二零一八年六月三十日止六個月派付中期股息(二零一七年六月三十日止六個月：零)

9. 每股盈利

本公司擁有人應佔之每股基本及攤薄盈利乃按以下數據計算：

| | 截至六月三十日止六個月 | |
|-----------------------------------|-------------|-----------|
| | 二零一八年 | 二零一七年 |
| | 千港元 | 千港元 |
| | (未經審核) | (未經審核) |
| 盈利 | | |
| 計算每股基本及攤薄盈利之盈利 (本公司擁有人應佔本期盈利) | 330,047 | 35,685 |
| | 千股 | 千股 |
| 股份數目 | | |
| 計算每股基本盈利之普通股加權平均數 具攤薄潛力之普通股的影響 | 2,559,546 | 2,557,897 |
| 一購股權 | 1,138 | - |
| 計算每股攤薄盈利之普通股加權平均數 | 2,560,684 | 2,557,897 |

中期財務報表

截至二零一八年六月三十日止六個月，計算每股攤薄盈利並無假設已行使本公司的尚未行使之購股權，因為該等購股權的行使價高於本期本公司股份的平均市價。

截至二零一七年六月三十日止六個月，計算每股攤薄盈利並無假設本公司的購股權獲行使，因為該等購股權的行使價高於本期間本公司股票的平均市價。

10. 投資物業、物業、廠房及設備及無形資產之變動

投資物業

本集團投資物業於二零一八年六月三十日及二零一七年十二月三十一日之公平值，乃以與本集團並無關連之獨立合資格專業估值師威格斯資產評估顧問有限公司於該日進行之估值為依據得出。

公平值乃根據收入資本化法釐定，據此，物業的所有可出租單位之市場租金將獲評估，並按此類物業投資者所預期之市場回報率貼現。市場租金乃根據未來現金流的估算作評估，並以現有租期及合理及有力之假設（即知情自願各方在現行情況下對未來租金所出之假設）作支持。利率則參考分析上海同類商業物業銷售交易之收益率釐定。估值技巧與過往年度所採用者並無不同。

在估計物業之公平值時，物業之最高及最佳用途為其目前用途。於報告期末，本集團財務總監與獨立合資格專業估值師緊密合作，從而確立及釐定合適的估值技巧及輸入數據。倘資產之公平值出現重大變動，將向本集團管理層匯報出現波幅之原因。

中期財務報表

於本中期期間，本集團已轉撥總帳面值1,074,000港元之若干樓宇及土地使用權至投資物業，因為自用結束後已顯示出用途轉變。相關物業於轉撥日期之帳面值及公平值差額6,757,000港元已於其他全面收益中確認。

於二零一八年六月三十日，投資物業之公平值為391,655,000港元(二零一七年十二月三十一日：384,949,000港元)，以及公平值收益3,154,000港元(截至二零一七年六月三十日止六個月：4,051,000港元)已經直接於截至二零一八年六月三十日止六個月之損益內確認。

物業、廠房及設備

於本中期期間，本集團添置31,052,000港元(截至二零一七年六月三十日止六個月：10,809,000港元)之物業、廠房及設備。

於本中期期間，本集團出售賬面總值為4,309,000港元(截至二零一七年六月三十日止六個月：980,000港元)之若干物業、廠房及設備，現金所得款為1,840,000港元(截至二零一七年六月三十日止六個月：724,000港元)，產生出售虧損2,469,000港元(截至二零一七年六月三十日止六個月：256,000港元)。

無形資產

於本中期期間，本集團添置108,318,000港元(截至二零一七年六月三十日止六個月：113,603,000港元)之無形資產，包括為產品開發項目增加開發成本81,378,000港元(截至二零一七年六月三十日止六個月：112,038,000港元)。

中期財務報表

11. 遞延稅項

以下為於本期間由本集團確認之主要遞延稅項(負債)資產及有關變動：

| | 重估可供 出售投資/ 按公平值計入 其他全面收益 的股本工具 千港元 | 已資本化 開發成本 千港元 | 存貨及 應收貿易 賬款撇減 千港元 | 物業、 廠房 及設備 之減值 千港元 | 重估 投資物業 千港元 | 總計 千港元 |
|----------------|---|---------------------|----------------------------|--------------------------------|-------------------|-----------|
| 於二零一七年十二月 | | | | | | |
| 三十一日(經審核) | (15,552) | (19,981) | 29,667 | 14,369 | (60,315) | (51,812) |
| 匯兌差額 | (293) | (2,992) | 3,162 | (155) | 681 | 403 |
| (扣除)計入損益表(附註6) | - | (619) | 1,025 | - | (789) | (383) |
| 計入(扣除)其他全面收益 | 4,589 | - | - | - | (1,689) | 2,900 |
| 出售子公司 | - | 5,783 | (1,660) | - | - | 4,123 |
| 於二零一八年六月 | | | | | | |
| 三十日(未經審核) | (11,256) | (17,809) | 32,194 | 14,214 | (62,112) | (44,769) |

以下為就財務報告而作出之遞延稅項結餘分析：

| | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) |
|--------|---------------------------------|----------------------------------|
| 遞延稅項資產 | 46,408 | 47,339 |
| 遞延稅項負債 | (91,177) | (99,151) |
| | (44,769) | (51,812) |

12. 應收委託貸款

| | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) |
|-------------------------|---------------------------------|----------------------------------|
| 根據貸款協議所載到期日計算之 應收賬面值 | | |
| 一年內 | 35,760 | 36,150 |
| 減：撥備 | (8,353) | - |
| | 27,407 | 36,150 |

於二零一八年六月三十日及二零一七年十二月三十一日，本集團之全資附屬公司上海羅捷斯迪電子有限公司（「羅捷斯迪」）與交通銀行訂有委託貸款協議。根據該協議，羅捷斯迪按10厘年利率向一名指定公司借款人墊付一筆總額為人民幣30,000,000元（相當於約35,760,000港元）（二零一七年十二月三十一日：36,150,000港元）之款項。應收委託貸款是有保證的。交通銀行作為該委託貸款之受託人，每月收取0.1%託管費。該委託貸款於二零一八年三月到期。

於二零一八年六月三十日止六個月，本集團已收到利息收入907,000港元（二零一七年六月三十日止六個月：4,683,000港元），並將其確認為其他收入。

於二零一八年六月三十日，該應收委託貸款已經逾期。於本中期期間，應收委託貸款及應收利息的呆壞賬撥備金額為8,353,000港元及3,576,000港元。

本集團的應收委託貸款以人民幣計值，而人民幣為集團公司之功能貨幣。

中期財務報表

13A.應收貿易賬款及票據

銷售手機及物聯網終端業務、無線通訊模塊業務、物聯網系統及運營業務及智能製造業務之相關的產品和服務的一般信貸期為零至90天。與本集團有良好業務關係且財務狀況穩健之少數客戶則獲授予較長的信貸期。銷售物業並無設有信貸期。

以下為於報告期末應收貿易賬款(已扣除呆壞賬撥備)及應收票據按發票日期(約為確認收入之日)之賬齡分析：

| | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) |
|-----------|---------------------------------|----------------------------------|
| 應收貿易賬款 | | |
| 零至30天 | 164,780 | 181,821 |
| 31至60天 | 19,327 | 55,644 |
| 61至90天 | 22,467 | 25,079 |
| 91至180天 | 33,880 | 14,633 |
| 超過180天 | 45,510 | 47,859 |
| | 285,964 | 325,036 |
| 減：累計撥備 | (26,213) | (22,455) |
| | 259,751 | 302,581 |
| 應收票據(附註) | | |
| 零至30天 | 13,073 | 35,172 |
| 61至90天 | 9,453 | 1,514 |
| 91至180天 | 21,133 | 4,941 |
| 超過180天 | 238 | - |
| | 43,897 | 41,627 |
| 應收貿易賬款及票據 | 303,648 | 344,208 |

附註：應收票據為向客戶收取由銀行發出之承兌票據。

中期財務報表

13B. 合約資產

二零一八年
六月三十日
千港元
(未經審核)

流動：

銷售智能製造業務產品
電子代工製造服務供應商

29,479
198,859

228,338

合約資產主要與本集團就已完成及未發出帳單的工作收取代價的權利有關，因為該等權利取決於i)銷售智能製造產品於報告日期完成保留期與否；及ii)電子製造服務於報告日期之製成品發貨情況。當肯定享有該等權利時，合約資產轉撥至應收貿易賬款。本集團一般於12個月內將合約資產轉撥至應收貿易賬款。

14. 存貨

| | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) |
|-----|---------------------------------|----------------------------------|
| 原料 | 339,804 | 518,252 |
| 在製品 | 129,150 | 108,453 |
| 製成品 | 70,229 | 131,826 |
| | 539,183 | 758,531 |

15. 應付貿易賬款及票據

應付貿易賬款及票據(不包括興建持作銷售物業)主要包括未償還之貿易採購金額。貿易採購之一般信貸期為30至90天。

興建持作銷售物業之應付款項及應計費用包括建築成本及其他與項目相關之開支，有關款項根據本集團計量之項目進度支付。

中期財務報表

以下為於報告期末本集團應付貿易賬款及票據按應付貿易賬款發票日期或應付票據發行日期之賬齡分析：

| | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) |
|-----------|---------------------------------|----------------------------------|
| 零至30天 | 356,961 | 279,846 |
| 31至60天 | 18,650 | 9,114 |
| 61至90天 | 3,515 | 2,076 |
| 超過90天 | 41,360 | 63,551 |
| | 420,486 | 354,587 |
| 應付票據 | | |
| 零至30天 | 5,956 | 39,163 |
| 31至60天 | 3,570 | - |
| 61至90天 | 5,956 | - |
| | 15,482 | 39,163 |
| 應付貿易賬款及票據 | 435,968 | 393,750 |

16. 應收附屬公司非控股股東及一間聯營公司款項

應收附屬公司非控股股東及一間聯營公司款項為無抵押、免息及需應要求償還。

17. 銀行借貸

於本期間，本集團沒有取得任何新造銀行借貸(截至二零一七年六月三十日止六個月：117,017,000港元)。該銀行借貸按貸款優惠利率加4.4厘至5.8厘之息差(截至二零一七年六月三十日止六個月：按倫敦銀行同業拆息或貸款優惠利率加1.8厘至5.6厘之息差)，並需於一年內償還。根據該等貸款協議，銀行借貸以投資物業、物業、廠房及設備、土地使用權及應收票據作為抵押。

18. 股本

| | 股份 數目 千股 | 已發行 股本 千港元 |
|---------------|----------------|------------------|
| 每股面值0.1港元之普通股 | | |
| 法定： | | |
| 於二零一八年一月一日及 | | |
| 二零一八年六月三十日 | 3,000,000 | 300,000 |
| 已發行： | | |
| 於二零一八年一月一日 | | |
| 及二零一八年六月三十日 | 2,559,546 | 255,955 |

19. 出售附屬公司

- (a) 於截至二零一五年十二月三十一日止，本集團向上海鼎希的非控股股東(「買方」)出售其於上海鼎希物聯網科技有限公司(「上海鼎希」) 60%股權，總代價為人民幣4,000,000元(「出售鼎希」)。有關代價將以現金償付，當中(i)首期人民幣1,200,000元將於出售鼎希完成日期償付；(ii)第二期人民幣600,000元將於出售鼎希完成日期後第90天償付；而(iii)最後一期人民幣2,200,000元將於出售鼎希完成日期後的三周年當日償付。買方可酌情將最後一期人民幣2,200,000元的還款日期延遲至出售鼎希完成日期後的六周年當日。應收代價的公平值乃於初始確認時採用現金流量折現法按估算利率每年7.345厘估計及其後按攤銷成本計量。於二零一八年六月三十日，尚未償付的代價人民幣2,038,000元(相等於約2,429,000港元)(二零一七年十二月三十一日：人民幣2,038,000元相等於約2,456,000港元)於簡明綜合財務狀況表記作應收代價。

中期財務報表

- (b) 於二零一七年十二月二十一日，本集團與一名獨立第三方訂立買賣協議，據此，本集團已有條件同意出售有關無線通訊模塊業務的兩間全資附屬公司的控制權，分別是上海芯通電子有限公司及芯訊通無線(統稱為「標的公司」)，總代價為約人民幣518,000,000元(相當於約644,664,000港元)(「出售」)。出售於本中期期間完成，本集團失去其對標的公司的控制權。

| | 千港元 |
|----------|----------------|
| 代價 | |
| 已收現金 | 515,578 |
| 應收代價(附註) | 129,086 |
| | <u>644,664</u> |

附註：應收代價將於出售完成後270日內收到。

| | 千港元 |
|---------------|----------------|
| 出售附屬公司之收益 | |
| 代價 | 644,664 |
| 出售之目標公司的淨資產 | (126,171) |
| | <u>518,493</u> |
| 出售產生的淨現金收入： | |
| 已收現金 | 515,578 |
| 減：已出售之銀行存款和現金 | (45,742) |
| 於上年度收到的現金 | (62,419) |
| | <u>407,417</u> |

中期財務報表

於本中期期間，本集團的專業費用約2,927,000港元、額外員工花紅約12,460,000港元、冗餘成本約4,090,000港元及存貨撇減約71,022,000港元已計入其他開支。出售事項之資本收益其企業所得稅約64,395,000港元。董事認為，該等開支與出售事項有關。

- (c) 於二零一八年一月二十八日，本集團與一名獨立第三方訂立買賣協議，據此，本集團已出售一間附屬公司，杭州卡沃自動化科技有限公司，代價為人民幣100,000元(相當於約119,000港元)，以及導致於本中期期間約270,000港元之附屬公司虧損。

20. 經營租賃安排

本集團作為承租人

於各報告期末，本集團根據不可撤銷經營租賃支付之未來最低租金款項承擔之到期日如下：

| | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) |
|------------------|---------------------------------|----------------------------------|
| 一年內 | 7,778 | 6,697 |
| 第二至第五年(首尾兩年包括在內) | 9,027 | 6,364 |
| | 16,805 | 13,061 |

中期財務報表

本集團作為出租人

於報告期末，本集團與租客訂約之未來最低租金款項如下：

| | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) |
|----------------|---------------------------------|----------------------------------|
| 一年內 | 28,534 | 25,241 |
| 第二至第五年(包括首尾兩年) | 28,478 | 18,591 |
| 五年後 | 45 | 72 |
| | <u>57,057</u> | <u>43,904</u> |

21. 承擔

| | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) |
|--|---------------------------------|----------------------------------|
| 已訂約但未於簡明綜合財務報表中 撥備之有關於一間聯營公司 之投資開支 | <u>4,768</u> | <u>4,820</u> |

22. 關連人士交易

期內主要管理人員之薪酬如下：

| | 截至六月三十日止六個月 | |
|-------|--------------|--------------|
| | 二零一八年 | 二零一七年 |
| | 千港元 | 千港元 |
| | (未經審核) | (未經審核) |
| 短期福利 | 2,377 | 2,859 |
| 離職後福利 | 104 | 143 |
| | 2,481 | 3,002 |

23. 金融工具之公平值計量

本集團按經常基準以公平值計量之金融資產之公平值。

本集團部份金融資產乃於各報告期末按公平值計量。下表提供釐定該等金融資產及金融負債公平值之方法(尤其為所使用之估值技巧及輸入數據)，以及根據公平值計量輸入數據之可觀察程度將公平值計量分類之公平值架構層級(一至三級)之資料。

- 第一級公平值計量乃以相同資產或負債於活躍市場的報價(未經調整)得出；
- 第二級公平值計量乃以第一級所包括之報價以外，資產或負債可直接(即價格)或間接(即以價格得出)觀察得出之輸入數據；及
- 第三級公平值計量乃以使用估值技巧得出，有關技巧會使用資產或負債並非以可觀察得出之市場數據得出之輸入數據(不可觀察輸入數據)。

中期財務報表

| | 於以下日期之公平值 | | 公平值架構 | 估值技巧及主要輸入數據 |
|--|---------------------------------|----------------------------------|-------|-------------|
| | 二零一八年 六月三十日 千港元 (未經審核) | 二零一七年 十二月三十一日 千港元 (經審核) | | |

金融資產：

| | | | | |
|---------------------------|--------|--------|-----|-----------|
| 可供出售投資 | - | 80,253 | 第一級 | 在一活躍市場中報價 |
| 按公平值計入 其他全面收益 之股本工具 | 47,883 | - | 第一級 | 在一活躍市場中報價 |
| 按公平值計入損 益賬之金融資產 | 16,574 | - | 第一級 | 在一活躍市場中報價 |

本集團並不按經常基準以公平值計量金融資產及金融負債之公平值。

本集團管理層認為簡明綜合財務狀況表內以攤銷成本列賬之金融資產及金融負債之賬面值與彼等之公平值相若。

董事及主要行政人員於股份之權益及淡倉

於二零一八年六月三十日，董事及本公司主要行政人員於本公司或其任何相關法團之股份、相關股份及債券(定義見證券及期貨條例第XV部(香港法例第571章)(「證券及期貨條例」))中擁有根據證券及期貨條例第352條記錄於本公司須予備存之登記冊中，或根據載於香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄10中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：

持有本公司股份之好倉

| 董事姓名 | 權益性質 | 本公司 普通股股數 | 本公司之 相關股份 | 總數 | 佔本公司權益 概約百分比 (附註3) |
|-------|-----------|---------------|--------------|---------------|--------------------------|
| 王祖同先生 | 公司權益(附註1) | 1,209,084,000 | | 1,209,084,000 | 47.24% |
| | 個人權益 | 3,098,000 | | 3,098,000 | 0.12% |
| | 總數 | | | 1,212,182,000 | 47.36% |
| 楊文瑛女士 | 公司權益(附註2) | 734,857,000 | | 734,857,000 | 28.71% |
| | 個人權益 | 3,418,000 | | 3,418,000 | 0.13% |
| | 總數 | | | 738,275,000 | 28.84% |
| 唐融融女士 | 個人權益 | - | 3,510,000 | 3,510,000 | 0.14% |
| 陳達榮先生 | 個人權益 | - | 3,510,000 | 3,510,000 | 0.14% |
| 劉軍先生 | 個人權益 | 1,000,000 | 936,000 | 1,936,000 | 0.08% |

其他資料

附註：

1. 王祖同先生(「王先生」)控制Info Dynasty Group Limited(「Info Dynasty」)三分一以上之投票權，根據證券及期貨條例第XV部，故王先生被視為擁有Info Dynasty所持全部本公司734,857,000股股份之權益。由於王先生是Intellipower Investments Limited(「Intellipower」)的唯一董事及Simcom Limited(「Simcom (BVI)」)由王先生全資擁有，根據證券及期貨條例第XV部，故王先生被視為擁有Intellipower及Simcom (BVI)所持全部本公司分別454,227,000股及20,000,000股股份之權益。
2. 楊文瑛女士(「王太太」)，王先生之配偶，控制Info Dynasty三分一以上之投票權，根據證券及期貨條例第XV部，故王太太被視為擁有Info Dynasty所持全部本公司734,857,000股股份之權益。
3. 根據本公司於二零一八年六月三十日之已發行股本2,559,546,300股股份計算佔公司權益百分比。

於二零一八年六月三十日，除上文所披露者外，並無董事、本公司之主要行政人員或彼等之聯繫人士於本公司或其任何相聯法團之股份、相關股份或債券中，擁有任何根據證券及期貨條例第352條記錄於本公司須予備存之登記冊中，或根據標準守則須知會本公司及聯交所之實益或非實益的權益或淡倉。

主要股東或其他人士於本公司之證券權益

於二零一八年六月三十日，在根據證券及期貨條例第336條本公司須予備存之名冊所記錄，主要股東及其他人士(董事或本公司主要行政人員除外)於本公司股份及相關股份中之權益如下：

| 股東姓名 | 權益性質 | 於本公司之 普通股股份總數 | 佔公司權益之 概約百分比 (附註1) |
|--------------------|------|------------------|--------------------------|
| Info Dynasty (附註2) | 個人權益 | 734,857,000 | 28.71% |
| Intellipower (附註3) | 個人權益 | 454,227,000 | 17.75% |

附註：

1. 根據本公司於二零一八年六月三十日之已發行股本2,559,546,300股股份計算佔本公司權益百分比。
2. Info Dynasty與王先生之關係及Info Dynasty與王太太之關係於以上「董事及主要行政人員於股份之權益及淡倉」一段中披露。
3. Intellipower與王先生之關係於以上「董事及主要行政人員於股份之權益及淡倉」一段中披露。

除上文所披露者外，於二零一八年六月三十日，概無其他主要股東或人士於本公司股份及相關股份中擁有任何根據證券及期貨條例第336條記錄本公司須予備存的登記冊中之權益或淡倉。

其他資料

購股權

本公司根據上市規則第十七章採納之購股權計劃授出購股權。截至二零一八年六月三十日止六個月期間未完成之購股權及其變動的詳情如下：

| 參與者類別 | 授出日期 | 於二零一八年 一月一日 尚未行使 | 本期間行使 | 本期間失效/ 屆滿到期 | 於二零一八年 六月三十日 尚未行使 |
|--------------|-----------|------------------------|-------|----------------|-------------------------|
| 董事 | | | | | |
| 唐融融女士 | 28.3.2008 | 936,000 | - | (936,000) | - |
| | 3.9.2009 | 3,510,000 | - | - | 3,510,000 |
| 陳達榮先生 | 28.3.2008 | 1,872,000 | - | (1,872,000) | - |
| | 3.9.2009 | 3,510,000 | - | - | 3,510,000 |
| 劉軍先生 | 3.9.2009 | 936,000 | - | - | 936,000 |
| 小計 | | 10,764,000 | - | (2,808,000) | 7,956,000 |
| 本集團僱員 | | | | | |
| | 28.3.2008 | 12,277,395 | - | (12,277,395) | - |
| | 3.9.2009 | 38,360,520 | - | (6,170,580) | 32,189,940 |
| | 19.7.2013 | 15,263,000 | - | (1,063,000) | 14,200,000 |
| 顧問 | 19.7.2013 | 45,400,000 | - | - | 45,400,000 |
| 小計 | | 111,300,915 | - | (19,510,975) | 91,789,940 |
| 總計 | | 122,064,915 | - | (22,318,975) | 99,745,940 |

附註：

- 就根據購股權計劃於二零零八年三月二十八日獲授購股權的每名承授人而言，由二零零九年四月十五日起的四個曆年每年分別有25%之購股權歸屬。經調整每股行使價為0.69港元，而行使期為二零零九年四月十五日至二零一八年三月二十七日。
- 就根據購股權計劃於二零零九年九月三日獲授購股權的每名承授人而言，由二零一零年四月十五日起的四個曆年每年分別有25%之購股權歸屬。經調整每股行使價為0.68港元，而行使期為二零一零年四月十五日至二零一九年九月二日。

3. 就根據購股權計劃於二零一三年七月十九日獲授購股權的每名承授人而言，由二零一四年四月十五日起的四個曆年每年分別有25%之購股權歸屬。經調整每股行使價為0.346港元，而行使期為二零一四年四月十五日至二零二三年七月十八日。
4. 於二零一八年六月三十日止六個月內概無購股權授予。

除上文所披露者外，本公司或其任何附屬公司概無於二零一八年上半年內訂立任何安排，致使本公司之董事或主要行政人員可藉買入本公司或任何其他法人團體之股份或債務證券(包括債券)而獲取利益，及除本報告所披露外，亦概無董事、主要行政人員、彼等之配偶或未滿18歲之子女於二零一八年上半年內擁有任何可認購本公司證券之權利或已行使任何該等權利。

購買、出售或贖回本公司上市證券

於截至二零一八年上半年，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

企業管治守則

除下文所述者外，本公司於二零一八年上半年已遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載之企業管治守則(「企業管治守則」)內之守則條文。

企業管治守則之守則條文A2.7規定，董事會主席須至少每年在沒有執行董事出席下與非執行董事(包括獨立非執行董事)會面。由於董事會主席楊文瑛女士亦為執行董事，故本公司已偏離此條並不適用的守則條文。目前，董事會主席可透過單對單或小組會議與非執行董事定期溝通，以了解其關注、討論相關事務及確保可獲得足夠及完備的資料。

其他資料

就企業管治守則之守則條文第A5.1至A5.4條而言，本公司並未設立提名委員會。由於董事會全體成員負責不時審閱董事會之架構、人數及組成，並委任新董事，以確保董事會由具備配合本公司業務所需技能及經驗之人士組成，加上董事會全體共同負責評估獨立非執行董事之獨立性以及審閱董事(尤其是董事會主席)之繼任計劃，因此本公司認為目前不需設立提名委員會。

根據企業管治守則之守則條文第E1.2條，董事會主席須出席本公司之股東週年大會，及安排審核委員會、薪酬委員會及提名委員會(如合適)之主席或(倘該等委員會主席缺席)委員會其他成員(或如其未能出席時，由其正式指定代表)出席該股東週年大會回答提問。

董事會主席楊文瑛女士由於有未能預料之業務事宜，未能出席本公司於二零一八年六月七日舉行之股東週年大會(「二零一八年股東週年大會」)。根據本公司之章程細則，執行董事兼本集團財務總監陳達榮先生，主持二零一八年股東週年大會及回答提問。獨立非執行董事兼董事會轄下之薪酬委員會及董事會轄下之審核委員會(「審核委員會」)主席廖慶雄先生亦出席二零一八年股東週年大會，並回答股東提問。

遵守標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)，作為其進行證券交易的守則條文。本公司在進行具體查詢後，全體董事均確認於二零一八年上半年已遵守標準守則所列明之規定標準。

審核委員會

審核委員會已與管理層審閱本集團所採納之會計原則及常規，並審閱截至二零一八年上半年之本集團未經審核簡明綜合中期財務資料。此外，本集團截至二零一八年上半年之未經審核簡明綜合中期財務資料亦已由本公司核數師德勤•關黃陳方會計師行進行審閱。審核委員會由所有三位獨立非執行董事組成。

董事會

執行董事

楊文瑛女士(主席)
王祖同先生(總裁)
唐融融女士
陳達榮先生
劉軍先生(首席執行官)

獨立非執行董事

廖慶雄先生
王田苗先生
武哲先生

審核委員會

廖慶雄先生(主席)
王田苗先生
武哲先生

薪酬委員會

廖慶雄先生(主席)
王田苗先生
武哲先生
王祖同先生

公司秘書

陳梓妍女士

核數師

德勤•關黃陳方會計師行

香港法律之法律顧問

梁寶儀劉正豪律師行

主要往來銀行

恒生銀行有限公司
交通銀行
上海浦東發展銀行

百慕達註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港註冊辦事處

香港
觀塘
鴻圖道31號
鴻貿中心
12樓1206室

上海總部

上海市
長寧區
金鐘路633號
晨訊科技大樓A樓

股份過戶登記總處

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

香港股份過戶登記分處

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

網址

<http://www.sim.com>

股份編號

2000