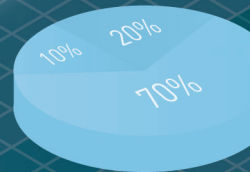
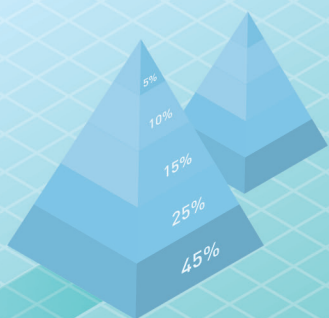


# North Asia Strategic Holdings Limited 北亞策略控股有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 8080)



First Quarterly Report **2019/20**  
第一季度業績報告

\* For identification purpose only 僅供識別

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors (the “Directors” or the “Board”) of North Asia Strategic Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to North Asia Strategic Holdings Limited. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

## 香港聯合交易所有限公司(「聯交所」) GEM 的特色

**GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。**

**由於 GEM 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量的市場。**

*香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。*

*本報告的資料乃遵照聯交所《GEM 證券上市規則》(「GEM 上市規則」)而刊載，旨在提供有關北亞策略控股有限公司的資料；北亞策略控股有限公司的董事(「董事」或「董事會」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。*

## RESULTS

The Board of directors (the "Board") of North Asia Strategic Holdings Limited (the "Company") presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months ended 30th June 2019, together with the comparative unaudited figures of the corresponding period in 2018.

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 業績

北亞策略控股有限公司(「本公司」)董事會(「董事會」)提呈本公司及其附屬公司(合稱「本集團」)截至二零一九年六月三十日止三個月之未經審核簡明綜合業績，連同二零一八年同期之未經審核比較數字。

### 未經審核簡明綜合損益表

		For the three months ended 30th June 截至六月三十日止三個月	
		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
Revenue	收入	3	
Cost of sales	銷售成本	<b>516,593</b>	701,513
		<b>(441,895)</b>	(598,139)
Gross profit	毛利	<b>74,698</b>	103,374
Other income and gains, net	其他收入及收益，淨額	<b>2,163</b>	381
Selling and distribution expenses	銷售及分銷費用	<b>(32,210)</b>	(40,610)
General and administrative expenses	一般及行政費用	<b>(25,488)</b>	(27,455)
Operating profit	經營溢利	<b>19,163</b>	35,690
Finance income	財務收入	4	305
Finance costs	財務費用	4	(3)
Profit before income tax	除所得稅前溢利	<b>20,438</b>	35,992
Income tax expense	所得稅支出	5	(7,230)
<b>PROFIT FOR THE PERIOD</b>	<b>期內溢利</b>	<b>17,579</b>	28,762
			(Restated) (經重列)
Earnings per share attributable to ordinary shareholders of the Company	本公司普通股股東應佔每股盈利	6	
Basic (HK cents)	基本(港仙)	<b>6.4</b>	10.6
Diluted (HK cents)	攤薄(港仙)	<b>6.4</b>	10.5

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 未經審核簡明綜合全面收益表

For the three months ended  
30th June  
截至六月三十日止三個月

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
Profit for the period	期內溢利	17,579	28,762
OTHER COMPREHENSIVE INCOME	其他全面收益		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益之其他全面收益：		
Currency translation differences of foreign operations	海外業務之貨幣換算差額	(8,297)	(7,594)
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX OF NIL	期內其他全面收益，除零稅項後淨額	(8,297)	(7,594)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收益總額	9,282	21,168

### Notes:

#### 1. General information

The Group is principally engaged in the following businesses:

- **hi-tech distribution and services:** trading of surface mount technology ("SMT") assembly equipment, machinery and spare parts and provision of related installation, training, repair and maintenance services for SMT assembly equipment;
- **leasing:** provision of finance to its customers via a wide array of assets under finance lease arrangements and operating lease arrangements; and
- investment holding.

The Company is a limited liability company incorporated in Bermuda as an exempted company under the Bermuda Companies Act 1981 (the "Companies Act"). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and that of its principal place of business is 18th Floor, Shanghai Commercial Bank Tower, 12 Queen's Road Central, Hong Kong.

The Company's ordinary shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

This report is presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

This report has been approved and authorised for issue by the Company's board of directors on 8th August 2019.

### 附註：

#### 1. 一般資料

本集團主要從事以下業務：

- **高科技產品分銷及服務：**表面貼裝技術（「SMT」）組裝設備、機器及零部件貿易，以及提供SMT組裝設備之相關安裝、培訓、維修及保養服務；
- **租賃：**透過融資租賃安排及經營租賃安排下之各種資產向其客戶提供融資；及
- 投資控股。

本公司為根據百慕達一九八一年公司法（「公司法」）於百慕達註冊成立之獲豁免有限公司。其註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而其主要營業地點之地址為香港皇后大道中12號上海商業銀行大廈18樓。

本公司之普通股於香港聯合交易所有限公司（「聯交所」）GEM上市。

除另有指明外，本報告以港元（「港元」）呈列，所有價值均調整至最接近千位數。

本報告已於二零一九年八月八日經本公司董事會批准授權刊發。

## 2. Basis of preparation

This report has been prepared to comply with the disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules").

This report does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31st March 2019.

The accounting policies adopted in the preparation of this unaudited condensed consolidated financial information are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31st March 2019, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") effective as of 1st April 2019.

Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
HKFRS 16	<i>Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements 2015-2017 Cycle</i>	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Other than as explained below regarding the impact of HKFRS 16 *Leases* and HK(IFRIC)-Int 23 *Uncertainty over Income Tax Treatments*, the new and revised standards are not relevant to the preparation of the Group's unaudited condensed consolidated financial information. The nature and impact of the new and revised HKFRSs are described below:

## 2. 編製基準

本報告乃遵照聯交所《GEM證券上市規則》(「GEM上市規則」)之披露規定編製而成。

本報告並不包括年度財務報表之所有資料及披露要求，故應與本集團截至二零一九年三月三十一日止年度之年度綜合財務報表一併閱覽。

除以下於二零一九年四月一日生效之新訂及經修訂香港財務報告準則(「香港財務報告準則」)獲採納外，編製本未經審核簡明綜合財務資料所採納之會計政策與編製本集團截至二零一九年三月三十一日止年度之年度綜合財務報表所依循者相符。

香港財務報告準則第9號 修訂本	附帶負補償的預付款項
香港財務報告準則第16號	租賃
香港會計準則第19號修訂 本	計劃修正、縮減或清償
香港會計準則第28號修訂 本	於聯營公司及合營公司的長期權益
香港(國際財務報告詮釋委員會) — 詮釋第23號 二零一五年至二零一七年 週期之年度改進項目	所得稅處理的不確定性 香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號修訂本

除下文披露有關香港財務報告準則第16號租賃及香港(國際財務報告詮釋委員會) — 詮釋第23號所得稅處理的不確定性之影響外，新訂及經修訂準則與編製本集團未經審核簡明綜合財務資料無關。新訂及經修訂香港財務報告準則之性質及影響說明如下：

## 2. Basis of preparation (Continued)

- (a) HKFRS 16 replaces HKAS 17 Leases, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases - Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. Therefore, HKFRS 16 did not have any financial impact on leases where the Group is the lessor.

The Group adopted HKFRS 16 using the modified retrospective method of adoption with the date of initial application of 1st April 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initial adoption as an adjustment to the opening balance of accumulated losses at 1st April 2019, and the comparative information for 2018 was not restated and continues to be reported under HKAS 17.

### **New definition of a lease**

Under HKFRS 16, a contract is, or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1st April 2019.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their standard-alone prices. A practical expedient is available to a lessee, which the Group has adopted, not to separate non-lease components and to account for the lease and the associated non-lease components (e.g., property management services for leases of properties) as a single lease component.

## 2. 編製基準(續)

- (a) 香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會) — 詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會) — 詮釋第15號經營租賃 — 優惠及香港(準則詮釋委員會) — 詮釋第27號評估涉及租賃法律形式交易的內容。該準則載列確認、計量、呈報及披露租賃之原則，並要求承租人在單一資產負債表模式中計算所有租賃。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人之會計處理方式。出租人將繼續使用與香港會計準則第17號類似之原則將租賃分類為經營租賃或融資租賃。因此，香港財務報告準則第16號對本集團(作為出租人)之租賃並無任何財務影響。

本集團使用經修訂追溯法採納香港財務報告準則第16號，初始應用日期為二零一九年四月一日。根據該方法，該準則已獲追溯應用，並將首次採納之累計影響確認為對於二零一九年四月一日之期初結餘之調整，且二零一八年比較資料並無重列，並繼續根據香港會計準則第17號呈報。

### **租賃之新定義**

根據香港財務報告準則第16號，倘合約為換取代價而給予在若干時段內控制使用已識別資產之權利，則該合約為租賃或包含租賃。當客戶有權從使用已識別資產獲得絕大部分經濟利益以及指示使用已識別資產時，即有控制權。本集團選擇使用過渡性實際權宜之方法，以允許該準則僅適用於先前已於首次應用日期根據香港會計準則第17號及香港(國際財務報告詮釋委員會) — 詮釋第4號識別為租賃之合約。根據香港會計準則第17號及香港(國際財務報告詮釋委員會) — 詮釋第4號尚未識別為租賃之合約並無重新評估。因此，香港財務報告準則第16號項下之租賃定義已僅應用於在二零一九年四月一日或之後訂立或更改之合約。

於包含租賃部分之合約開始或獲重新評估時，本集團根據其獨立價格將合約中之代價分配予各租賃及非租賃部分。本集團已採納之承租人可用實際權宜辦法，並不區分非租賃部分及就租賃及相關非租賃部分(例如物業租賃之物業管理服務)入賬作為單一租賃部分。

## 2. Basis of preparation (Continued)

### (a) (Continued)

#### **As a lessee – Leases previously classified as operating leases**

##### *Nature of the effect of adoption of HKFRS 16*

The Group has lease contracts for its office properties and warehouses. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low value assets (elected on a lease by lease basis) and short-term leases (elected by class of underlying asset). The Group has elected not to recognise right-of-use assets and lease liabilities for (i) leases of low-value assets; and (ii) leases, that at the commencement date, have a lease term of 12 months or less. Instead, the Group recognises the lease payments associated with those leases as an expense on a straight-line basis over the lease term.

##### *Impacts on transition*

Lease liabilities at 1st April 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1st April 2019.

The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1st April 2019. All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position.

The Group has used the following elective practical expedients when applying HKFRS 16 at 1st April 2019:

- Applied the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Used a single discount rate to a portfolio of leases with reasonably similar characteristics

## 2. 編製基準(續)

### (a) (續)

#### **作為承租人 — 先前分類為經營租賃之租賃**

##### *採納香港財務報告準則第 16 號之影響性質*

本集團擁有其辦公室物業及倉庫之租賃合約。作為承租人，本集團先前根據有關租賃是否將資產所有權之絕大部分回報及風險轉移至本集團之評估，將租賃分類為融資租賃或經營租賃。根據香港財務報告準則第 16 號，本集團採用單一方法確認及計量所有租賃之使用權資產及租賃負債，惟低價值資產租賃(按個別租賃基準選擇)及短期租賃(按相關資產類別選擇)之兩項選擇性豁免除外。本集團已選擇不就(i)低價值資產租賃；及(ii)於開始日期之租期為 12 個月或以下之租賃確認使用權資產及租賃負債。相反，本集團於租期內以直線法將與該等租賃相關之租賃付款確認為開支。

##### *過渡影響*

於二零一九年四月一日之租賃負債按餘下租賃付款現值確認，使用二零一九年四月一日之增量借貸利率貼現。

使用權資產按租賃負債金額計量，並就與緊接二零一九年四月一日前於財務狀況表確認之租賃相關之任何預付或應計租賃付款金額作出調整。所有該等資產於當日均已根據香港會計準則第 36 號就任何減值作出評估。本集團選擇於財務狀況表中單獨列報使用權資產。

於二零一九年四月一日應用香港財務報告第 16 號時，本集團已使用以下選擇性實際權宜方法：

- 應用租賃期自首次應用日期起 12 個月內終止之短期租賃豁免
- 倘合約包含延期／終止租賃之選擇權，則使用事後方式釐定租賃期
- 對具有相似特徵之租賃組合使用單一貼現率

## 2. Basis of preparation (Continued)

(a) (Continued)

### As a lessee – Leases previously classified as operating leases (Continued)

#### Impacts on transition (Continued)

- Relied on its assessment of whether leases are onerous immediately before the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application

The impacts arising from the adoption of HKFRS 16 as at 1st April 2019 are as follows:

		<b>Increase</b> 增加 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Asset</b>	<b>資產</b>	
Increase in right-of-use assets	使用權資產增加	15,844
<b>Liability</b>	<b>負債</b>	
Increase in lease liabilities	租賃負債增加	15,844

The lease liabilities as at 1st April 2019 reconciled to the operating lease commitments as at 31st March 2019 is as follows:

		HK\$'000 千港元 (Unaudited) (未經審核)
<b>Operating lease commitments as at 31st March 2019</b>	<b>於二零一九年三月三十一日之經營租賃承擔</b>	17,859
Weighted average incremental borrowing rate as at 1st April 2019	於二零一九年四月一日之加權平均增量借貸利率	5.4%
Discounted operating lease commitments as at 1st April 2019	於二零一九年四月一日之已貼現經營租賃承擔	16,714
Less: Commitments relating to short-term leases and those leases with a remaining lease term ending on or before 31st March 2020	減：與短期租賃及餘下租賃期於二零二零年三月三十一日或之前終止之該等租賃相關之承擔	(870)
<b>Lease liabilities as at 1st April 2019</b>	<b>於二零一九年四月一日之租賃負債</b>	15,844

## 2. 編製基準(續)

(a) (續)

### 作為承租人 — 先前分類為經營租賃之租賃(續)

#### 過渡影響(續)

- 依賴其有關租賃於緊接首次應用日期前是否屬虧損之評估
- 於首次應用日期使用權資產之計量不包括初始直接成本

於二零一九年四月一日採納香港財務報告第16號所產生之影響如下：



## 2. Basis of preparation (Continued)

(a) (Continued)

### Summary of new accounting policies

The accounting policy for leases as disclosed in the annual consolidated financial statements for the year ended 31st March 2019 is replaced with the following new accounting policies upon adoption of HKFRS 16 from 1st April 2019:

#### Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term.

#### Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.

## 2. 編製基準(續)

(a) (續)

### 新會計政策概要

截至二零一九年三月三十一日止年度之年度綜合財務報表所披露之租賃會計政策為自二零一九年四月一日起採納香港財務報告準則第16號後之以下新會計政策所取代：

#### 使用權資產

使用權資產於租賃開始日期確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就租賃負債之任何重新計量作出調整。使用權資產之成本包括已確認租賃負債金額、已發生初始直接成本及於開始日期或之前支付之租賃付款減已收取之任何租賃優惠。除非本集團合理確定於租賃期終止時取得租賃資產之所有權，否則已確認使用權資產於估計使用年期及租賃期(以較短者為準)內以直線法折舊。

#### 租賃負債

租賃負債於租賃開始日期按於租賃期內作出之租賃付款現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於某一指數或比率之可變租賃付款及預期根據在剩餘價值擔保之金額。租賃付款亦包括本集團合理確定行使購買選擇權之行使價，並倘租賃期反映了本集團行使終止選擇權，則須就終止租賃支付罰款。並非取決於某一指數或比率之可變租賃付款於觸發付款之事件或狀況出現期間確認為開支。

於計算租賃付款現值時，倘租賃中所隱含之利率不易釐定，本集團則於租賃開始日期使用增量借貸利率。於開始日期後，租賃負債金額增加，以反映利息增加及就所付之租賃付款減少。此外，倘出現修改、指數或比率變動所產生之未來租賃付款變動、租期變動、實質固定租賃付款變動或購買相關資產之評估更改，租賃負債之賬面值將重新計量。

## 2. Basis of preparation (Continued)

(a) (Continued)

### Significant judgement in determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

### Amounts recognised in the condensed consolidated statement of financial position and profit or loss

The carrying amounts of the Group's right-of-use assets and lease liabilities (included within 'interest-bearing bank and other borrowings'), and the movement during the period are as follow:

		Right-of-use assets — Office properties and warehouses 使用權資產 辦公室物業及 倉庫 HK\$'000 千港元 (Unaudited) (未經審核)	Lease liabilities 租賃負債 HK\$'000 千港元 (Unaudited) (未經審核)
<b>As at 1st April 2019</b>	於二零一九年四月一日	15,844	15,844
Additions	添置	19,874	19,874
Depreciation charge	折舊開支	(3,186)	—
Interest expense	利息開支	—	206
Payments	付款	—	(3,390)
Exchange realignment	匯兌調整	(416)	(416)
<b>As at 30th June 2019</b>	於二零一九年六月三十日	32,116	32,118

The Group recognised rental expenses from short-term leases of HK\$294,000 for the three months ended 30th June 2019.

## 2. 編製基準(續)

(a) (續)

### 釐定續租選擇權合約租賃期之重大判斷

本集團釐定租賃期及選擇權涵蓋之任何期間(倘合理確定予行使)或終止租賃選擇權涵蓋之任何期間(倘合理確定不予行使)為不可撤銷租賃年期。

### 於簡明綜合財務狀況及損益表中確認之金額

本集團使用權資產及租賃負債(計入計息銀行及其他借貸內)之賬面值及期內變動如下:

截至二零一九年六月三十日止三個月,本集團自短期租賃294,000港元確認租金開支。

## 2. Basis of preparation (Continued)

- (b) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation did not have any significant impact on the Group's unaudited condensed consolidated financial information.

## 3. Revenue

An analysis of revenue is as follows:

## 2. 編製基準(續)

- (b) 香港(國際財務報告詮釋委員會) – 詮釋第23號於稅項處理涉及影響應用香港會計準則第12號之不確定性(多指為「不確定稅務狀況」)時,處理所得稅之會計方法。有關詮釋並不應用於香港會計準則第12號範疇外之稅項或徵費,且特別不包括與有關不確定稅項處理之利息及罰款相關之規定。有關詮釋特別強調(i)實體是否獨立考慮不穩定稅項;(ii)實體對稅務機關之稅項處理檢查所作之假設;(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅收抵免及稅率;及(iv)實體如何考慮事實及情況變動。有關詮釋對本集團未經審核簡明綜合財務資料並無任何重大影響。

## 3. 收入

下文載列本集團收入之分列賬款:

		For the three months ended 30th June 截至六月三十日止三個月	
		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
<b>Revenue from contracts with customers (note)</b>	<b>來自與客戶合約之收入(附註)</b>		
Recognised at a point in time:	於某一時點確認:		
Sale of goods	出售貨品	498,250	673,196
Recognised over time:	按時間確認:		
Commission and other service income	佣金及其他服務收入	3,716	16,933
		<b>501,966</b>	690,129
<b>Revenue from other source</b>	<b>來自其他來源之收入</b>		
Income from leasing arrangements	來自租賃安排之收入	14,627	11,384
		<b>516,593</b>	701,513
<i>Note:</i>	<i>附註:</i>		
<u>Disaggregated revenue information</u>	<u>分拆收入資料</u>		
<u>Geographic markets</u>	<u>地區市場</u>		
The PRC including Hong Kong	中國, 包括香港	492,302	680,636
Asia — others	亞洲 — 其他	9,664	9,493
Total revenue from contract with customers	來自與客戶合約之收入總額	<b>501,966</b>	690,129

#### 4. Finance income and costs

An analysis of finance income and costs is as follows:

		For the three months ended 30th June 截至六月三十日止三個月	
		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
<b>Finance income:</b>	<b>財務收入：</b>		
Interest income from bank deposits	銀行存款之利息收入	1,629	305
<b>Finance costs:</b>	<b>財務費用：</b>		
Interest on bank loans	銀行貸款利息	354	3

#### 5. Income tax expense

The Company is exempted from taxation in Bermuda until 2035. Hong Kong profits tax has been calculated at the rate of 16.5% (2018: 16.5%) on the estimated assessable profit for the period.

Subsidiaries established in Mainland China are subject to the Mainland China corporate income tax at the standard rate of 25% (2018: 25%). NAS American Tec (Shenzhen) Co. Limited\*, a subsidiary of the Company, is entitled to a preferential tax rate of 15% as it is recognised as a high technology enterprise.

The amounts of income tax expense recorded in the unaudited condensed consolidated statement of profit or loss represent:

#### 4. 財務收入及費用

財務收入及費用分析如下：

For the three months ended  
30th June  
截至六月三十日止三個月

2019 二零一九年	2018 二零一八年
HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
1,629	305
354	3

#### 5. 所得稅支出

本公司獲豁免繳納百慕達稅項直至二零三五年。香港利得稅就期內估計應課稅溢利按稅率16.5% (二零一八年：16.5%)計算。

於中國內地成立之附屬公司須按25% (二零一八年：25%)之標準稅率繳納中國內地企業所得稅。由於本公司附屬公司比亞美亞電子科技(深圳)有限公司(NAS American Tec (Shenzhen) Co. Limited\*)獲確認為高新技術企業，故其享有15%稅率優惠。

記錄於未經審核簡明綜合損益表中之所得稅支出金額指：

For the three months ended  
30th June  
截至六月三十日止三個月

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
<b>Current taxation</b>	<b>當期稅項</b>		
Hong Kong profits tax	香港利得稅		
— current period	— 本期間	330	2,927
Mainland China corporate income tax	中國內地企業所得稅		
— current period	— 本期間	2,211	4,303
Deferred	遞延	318	—
		<b>2,859</b>	<b>7,230</b>

\* For identification only

\* 僅供識別

## 6. Earnings per share

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

On 26th March 2019, the Company completed the consolidation of every ten issued and unissued ordinary shares of HK\$0.01 each into one consolidated ordinary share of HK\$0.10 each and every ten unissued preference shares of HK\$0.01 each into one preference share of HK\$0.10 each (the "Share Consolidation"). Accordingly, the basic and diluted earnings per share amounts for the period ended 30th June 2018 had been adjusted to reflect the Share Consolidation.

No adjustment had been made to the basic earnings per share amount presented for the three months ended 30th June 2019 in respect of a dilution as the impact of the share options had an anti-dilutive effect in the basic earnings per share amount presented.

The calculation of the diluted earnings per share amounts for the three months ended 30th June 2019 was based on the profit for the period attributable to ordinary shareholders of the Company. The weighted average number of ordinary shares used in the calculation was the total of the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all share options.

The calculation of basic and diluted earnings per share amount are based on:

## 6. 每股盈利

每股基本盈利乃將本公司股東應佔本集團之溢利除以期內已發行普通股之加權平均數計算。

於二零一九年三月二十六日，本公司完成每十股每股面值0.01港元之已發行及未發行普通股合併為一股每股面值0.10港元之合併普通股以及每十股每股面值0.01港元之未發行優先股合併為一股每股面值0.10港元之優先股（「股份合併」）。因此，截至二零一八年六月三十日止期間之每股基本及攤薄盈利金額已經調整，以反映股份合併。

由於購股權對所呈列之每股基本盈利金額有反攤薄影響，因此並無對就截至二零一九年六月三十日止三個月呈列之每股基本盈利金額作出攤薄調整。

截至二零一九年六月三十日止三個月之每股攤薄盈利金額已按本公司普通股股東應佔期內溢利計算。計算所用之普通股加權平均數為用作計算每股基本盈利之期內已發行普通股總數，以及假設視為行使所有購股權而無償發行之普通股加權平均數。

每股基本及攤薄盈利乃按以下各項計算：

		For the three months ended 30th June 截至六月三十日止三個月	
		2019 二零一九年 (Unaudited) (未經審核)	2018 二零一八年 (Unaudited) (未經審核) (Restated) (經重列)
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to shareholders of the Company, used in the basic and diluted earnings per share calculation (HK\$'000)	於計算每股基本及攤薄盈利時使用之本公司股東應佔溢利 (千港元)	17,579	28,762
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue, used in the basic earnings per share calculation	於計算每股基本盈利時使用之已發行普通股加權平均數	272,580,805	272,580,805
Effect of dilution — weighted average number of ordinary shares: Assumed to have been issued at no consideration on deemed exercise of all share options outstanding during the period	攤薄效應 — 普通股加權平均數： 假設期內全部尚未行使購股權行使時被視為已以無償代價發行	—	392,446
Weighted average number of ordinary shares in issue, used in the diluted earnings per share calculation	於計算每股攤薄盈利時使用之已發行普通股加權平均數	272,580,805	272,973,251

## 7. Dividends

The Directors do not recommend the payment of an interim dividend for the three months ended 30th June 2019 (2018: Nil).

## 8. Equity

Movements in unaudited consolidated equity are as follows:

		(Unaudited) (未經審核)			
		Share capital 股本	Other reserves 其他儲備	Accumulated losses 累計虧損	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balances at 1st April 2019	於二零一九年四月一日之結餘	27,258	1,097,445	(135,903)	988,800
Profit for the period	期內溢利	—	—	17,579	17,579
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	(8,297)	—	(8,297)
Total comprehensive income for the period	期內全面收益總額	—	(8,297)	17,579	9,282
Equity-settled share-based transactions (note (a))	以股份為基礎之股權結算交易(附註(a))	—	3,433	—	3,433
Balances at 30th June 2019	於二零一九年六月三十日之結餘	27,258	1,092,581	(118,324)	1,001,515

		(Unaudited) (未經審核)			
		Share capital 股本	Other reserves 其他儲備	Accumulated losses 累計虧損	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Previously reported balances at 1st April 2018	先前報告於二零一八年四月一日之結餘	27,258	1,121,483	(221,901)	926,840
Effect of adoption of HKFRS 15	採納香港財務報告準則第15號之影響	—	—	(15,100)	(15,100)
Restated balances at 1st April 2018	於二零一八年四月一日之經重列結餘	27,258	1,121,483	(237,001)	911,740
Profit for the period	期內溢利	—	—	28,762	28,762
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	(7,594)	—	(7,594)
Total comprehensive income for the period	期內全面收益總額	—	(7,594)	28,762	21,168
Balances at 30th June 2018	於二零一八年六月三十日之結餘	27,258	1,113,889	(208,239)	932,908

## 7. 股息

董事不建議派付截至二零一九年六月三十日止三個月之中期股息(二零一八年:無)。

## 8. 權益

未經審核綜合權益變動如下:

## 8. Equity (Continued)

Note:

### (a) Share options of the Company

On 4th September 2014, the shareholders of the Company approved the adoption of a share option scheme (the "2014 Scheme"). Under the terms of the 2014 Scheme, the Board may at its discretion offer share options to any employee, agent, consultant or representative of the Company or any subsidiary, including any executive or non-executive director of the Company or any subsidiary or any other person whom the Board considers in its sole discretion, have contributed or will contribute to the Group (the "Participants"). The principal purpose of the 2014 Scheme is to reward the Participants who have contributed or will contribute to the Group and to encourage the Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The 2014 Scheme shall be valid and effective for a period of ten years commencing on the adoption date.

The movement in the number of share options outstanding and their related weighted average exercise price are as follows:

		<b>Weighted average exercise price per share</b> 每股加權平均行使價 HK\$ 港元	<b>Number of share options</b> 購股權數目
As at 1st April 2018	於二零一八年四月一日	0.115	73,232,000
Adjustment as a result of Share Consolidation	因股份合併而作出之調整	—	(65,908,800)
As at 31st March 2019	於二零一九年三月三十一日	1.15	7,323,200
Granted during the period	期內授出	0.82	7,608,000
As at 30th June 2019	於二零一九年六月三十日	0.98	14,931,200

The share options are exercisable commencing on the date of grant with a validity period of 10 years from the dates of grant (i.e. 7,323,200 and 7,608,000 share options granted on 16th August 2017 and 26th June 2019, respectively). As at 30th June 2019, none of the share options granted have been exercised.

購股權自授出日期起計可予行使，有效期為自授出日期起10年(即於二零一七年八月十六日及二零一九年六月二十六日分別授出之7,323,200份及7,608,000份購股權)。於二零一九年六月三十日，概無授出之購股權已獲行使。

## 8. 權益(續)

附註：

### (a) 本公司之購股權

於二零一四年九月四日，本公司股東批准採納購股權計劃(「二零一四年計劃」)。根據二零一四年計劃之條款，董事會可酌情向任何僱員、代理、顧問或本公司或任何附屬公司之代表(包括本公司或任何附屬公司之任何執行或非執行董事或董事會全權酌情認為對本集團已作出貢獻或將作出貢獻之任何其他人士(「參與者」))。二零一四年計劃主要旨在獎勵對本集團已作出貢獻或將作出貢獻之參與者，並鼓勵參與者以本公司及其股東之整體利益為目標，努力提升本公司及其股份之價值。二零一四年計劃由採納日期起計，有效期為十年。

尚未行使之購股權數目變動及其相關加權平均行使價如下：

## 8. Equity (Continued)

### (a) Share options of the Company (Continued)

The fair value of the share options granted during the three months ended 30th June 2019, determined using a binomial model, was approximately HK\$3,433,000. The Group had recognised a share option expense of HK\$3,433,000 during the three months ended 30th June 2019.

The fair value of equity-settled share options granted during the three months ended 30th June 2019 was determined as at the date of grant using a binomial model, taking into account the terms and conditions upon which the share options were granted. The following table lists the inputs to the model used:

Expected dividend yield (%)	0.000
Expected volatility (%)	74.808
Risk-free interest rate (%)	1.830
Expected life of share options (year)	10.000

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the share options granted was incorporated into the measurement of fair value.

## 8. 權益(續)

### (a) 本公司之購股權(續)

以二項式模式釐定於截至二零一九年六月三十日止三個月授出之購股權公允值約為3,433,000港元。本集團於截至二零一九年六月三十日止三個月確認購股權開支為3,433,000港元。

於授出日期，於截至二零一九年六月三十日止三個月授出以權益結算之購股權公允值使用二項式模式並經考慮已授出購股權之條款及條件後釐定。下表列示使用該模式之輸入數據：

預期股息收益率(%)	0.000
預期波幅(%)	74.808
無風險利率(%)	1.830
預期購股權年期(年)	10.000

預期波幅反映過往波幅為未來趨勢之指標之假設，亦可能不一定為實際結果。

於進行公允值計量時，並無計及已授出購股權之其他特點。





## BUSINESS REVIEW

### Financial and Business Performance

For the three months ended 30th June 2019 (the “quarter”), the Group recorded an unaudited consolidated revenue of approximately HK\$516,593,000, representing a 26.4% decline from approximately HK\$701,513,000 in the corresponding period last year. During the quarter, the revenue from the hi-tech distribution and services division was decreased by 27.3% compared with the corresponding period last year and the leasing division was increased by 28.5% compared with the corresponding period last year. As affected by the trade war between the United States and China, our customers were more cautious in purchasing SMT equipment for expansion and some of them opt for the leasing instead of buying the machines. This causes the decline in revenue from the hi-tech distribution and services division in the quarter and an increase in revenue from leasing business.

During the quarter, the Group's operating expenditures amounted to approximately HK\$57,698,000, representing a decrease of 15.2% from approximately HK\$68,065,000 in the corresponding period last year. The decrease in operating expenditures was mainly due to a decrease in selling and distribution expenses which were in line with revenue. During the quarter, the Group recorded an unaudited consolidated net profit of approximately HK\$17,579,000, representing a decrease of 38.9% from HK\$28,762,000 in the corresponding period last year. The decrease was mainly due to the decrease of revenue from the hi-tech distribution and services division and the increase in staff costs of the Group arising from granting of share options during the quarter.

Furthermore, the unaudited basic earnings per share in the quarter was approximately HK6.4 cents, representing a decrease of 39.6% from approximately HK10.6 cents in the corresponding period last year. As at 30th June 2019, the unaudited consolidated net asset value of the Company per ordinary share was approximately HK\$3.7, which was increased by HK\$0.1 from approximately HK\$3.6 as at 31st March 2019.

Below is a summary of the financial and business highlights of our business divisions. The profit/loss figures, disclosed below, do not include any intra-group sales and charges, as they are eliminated upon consolidation.

### 業務回顧

#### 財務及業務表現

截至二零一九年六月三十日止三個月（「本季度」），本集團錄得本未經審核綜合收入約516,593,000港元，較去年同期約701,513,000港元下跌26.4%。於本季度，高科技產品分銷及服務分部之收入較去年同期減少27.3%，而租賃分部則較去年同期增加約28.5%。由於受中美貿易戰影響，客戶就擴充而購買SMT設備方面較為審慎，部分客戶選擇租賃，而非購買機器。此導致本季度高科技分銷及服務分部之收入下跌，而租賃分部之收入則增加。

於本季度，本集團經營開支約為57,698,000港元，較去年同期約68,065,000港元減少15.2%。經營開支減少主要由於銷售及分銷開支減少，有關減少與收入相符。於本季度，本集團錄得未經審核綜合純利約17,579,000港元，較去年同期約28,762,000港元減少38.9%。該減少主要由於高科技產品分銷及服務分部之收入減少及於本季度授出購股權產生之本集團員工成本增加所致。

此外，本季度之未經審核每股基本盈利約為6.4港仙，較去年同期約10.6港仙減少39.6%。於二零一九年六月三十日，本公司每股普通股之未經審核綜合資產淨值約為3.7港元，較二零一九年三月三十一日約3.6港元增加0.1港元。

以下為我們業務分部之財務及業務摘要。由於集團內公司間之銷售及費用已於綜合賬目時對銷，故以下披露之溢利／虧損數字並不包括任何該等款項。



## Hi-Tech Distribution and Services Division


The Group conducts its hi-tech distribution and services business through its wholly-owned subsidiary, American Tec Company Limited (“AMT”). AMT is a leader in Asia in the business of distribution, sales and service of SMT equipment, semiconductor manufacturing equipment and software on manufacturing control, with a history of more than 30 years serving its customers in the hi-technology sector. AMT’s team of more than 210 engineers and customer care staff are located in more than 25 cities in China, South-East Asia, Vietnam and India. Customers include most of the major telecom and electronic equipment manufacturers in the world. AMT is especially well positioned with the growing base of Chinese manufacturers. Its suppliers include leading equipment and solutions manufacturers from Asia, the United States and Europe.

During the quarter, the unaudited revenue of the division was approximately HK\$501,966,000 representing a decrease of 27.3% from approximately HK\$690,129,000 in the corresponding period last year. The reason of decrease was mainly due to reducing demand for SMT equipment from our existing customers as they become more cautious in SMT equipment acquisition under current US-China trade war environment. During the quarter, the division’s direct machine sales was approximately HK\$476,007,000 representing a decrease of 27.2% from approximately HK\$654,303,000 in the corresponding period last year, and commission and other services income recorded approximately HK\$3,715,000 representing a decrease of 78.1% from approximately HK\$16,933,000 in the corresponding period last year. The decrease in commission and other services income was mainly because a large amount of commission income was generated from one of the local key customers in last year but no commission income was recorded in the quarter from this customer. The unfavorable sales was mitigated by two-digit increase in spare parts and software sales. During the quarter, the spare parts sales were approximately HK\$21,950,000, representing an increase of 17.8% from the corresponding period last year’s approximately HK\$18,644,000, and the division’s software sales were approximately HK\$294,000, increase by 18.1% from approximately HK\$249,000 in the corresponding period last year.

## 高科技產品分銷及服務分部

本集團透過其全資附屬公司美亞電子科技有限公司(「美亞科技」)經營高科技產品分銷及服務業務。美亞科技為亞洲SMT設備、半導體製造設備及製造過程控制軟件之分銷、銷售及服務業務之領導者，為高科技行業之客戶提供服務逾30年。美亞科技之團隊由逾210名工程師及客戶服務員工組成，分佈於中國、東南亞、越南及印度逾25個城市。客戶包括全球大部分主要電訊及電子設備製造商。隨着中國製造商不斷增加，美亞科技具備之條件尤為有利。其供應商包括來自亞洲、美國及歐洲之領先設備及解決方案製造商。

於本季度，該分部之未經審核收入約為501,966,000港元，較去年同期約690,129,000港元減少27.3%。該減少主要由於我們現有客戶對SMT設備之需求因彼等對目前中美貿易戰環境下SMT設備之收購持審慎態度而減少。於本季度，分部直接機器銷售約為476,007,000港元，較去年同期約654,303,000港元減少27.2%，而佣金及其他服務收入錄得約3,715,000港元，較去年同期約16,933,000港元減少78.1%。佣金及其他服務收入減少主要原因為由一名本地主要客戶去年產生之大額佣金收入於本季度並無自該客戶錄得任何佣金收入所致。銷售未如理想之情況為零部件及軟件銷售增加所緩和。於本季度，零部件銷售約為21,950,000港元，較去年同期約18,644,000港元增加17.8%，而該分部之軟件銷售約為294,000港元，較去年同期約249,000港元增加18.1%。



Our continuous efforts in control operating cost, expanding customer portfolio and market share enabled us to deliver robust financial results. But during the quarter, the division recorded a net profit of approximately HK\$19,619,000, decreased by 19.5% from approximately HK\$24,370,000 in the corresponding period last year. Sales revenues have fallen faster than cost, because main of them is fixed cost, though AMT's management has taken various measures to maintain operating cost efficiency and has achieved expected profitability despite an ever-challenging market.

### Leasing Division

The Group conducts its leasing business through its wholly-owned subsidiary, North Asia Financial Leasing (Shanghai) Co., Ltd. ("NAFL") in China Shanghai Pilot Free Trade Zone and Fujian North Asia Financial Leasing (Shenzhen) Co., Ltd. ("FNAFL") in Qianhai Shenzhen-Hongkong Modern Service Industry Cooperation Zone. The leasing division provides finance and operating lease arrangements to customers of the Group's hi-tech distribution and services division and other projects. During the quarter, the division generated a revenue from the leasing business of approximately HK\$14,627,000, representing an increase of 28.5% from approximately HK\$11,384,000 in the corresponding period last year and recorded a net profit of approximately HK\$5,883,000, representing an increase of 12.6% compared to approximately HK\$5,224,000 in the corresponding period last year. The increase in both of revenue and net profit were mainly due to the growth in the operating lease business. During the quarter, the leasing division engaged more effort and resources in operating lease business since the new customers were cautious on the scale of finance lease arrangements. As at 30th June 2019, the aggregate principal amount of outstanding finance lease loan was HK\$210,902,000, representing a decrease of approximate 31.4% from HK\$307,375,000 as at 30th June 2018 and a decrease of 2.0% from HK\$215,218,000 as at 31st March 2019, respectively.

我們一直致力控制經營成本，擴展客戶組合及市場佔有率，為我們帶來可觀財務業績。然而，於本季度，分部錄得純利約19,619,000港元，較去年同期約24,370,000港元減少19.5%。儘管市場挑戰重重，美亞科技之管理層已採取不同措施，以維持經營成本效益並已達致預期盈利能力，惟銷售收入下跌較成本快，原因為其主要為固定成本。

### 租賃分部

本集團透過其全資附屬公司北亞融資租賃(上海)有限公司(「北亞融資租賃」)於中國上海自由貿易試驗區，及富士北亞融資租賃(深圳)有限公司(「富士北亞融資租賃」)於前海深港現代服務業合作區經營租賃業務。租賃分部為向本集團之高科技產品分銷及服務分部及其他項目之客戶提供融資及經營租賃安排。於本季度，該分部產生來自租賃業務收入約14,627,000港元，較去年同期約11,384,000港元增加28.5%，並錄得純利約5,883,000港元，較去年同期約5,224,000港元增加12.6%。收入及純利均有所增加主要由於經營租賃業務增長。於本季度，由於新客戶對融資租賃安排之規模持審慎態度，故租賃分部投放更多資源至經營租賃業務，並致力經營。於二零一九年六月三十日，未償還融資租賃貸款本金總額為210,902,000港元，分別較二零一八年六月三十日及二零一九年三月三十一日之307,375,000港元及215,218,000港元減少約31.4%及2.0%。



## OUTLOOK

### Overall Summary

Although the Group's results during the quarter recorded a retreat, the management has confidence in the prospects of both the hi-tech distribution and services division and leasing division in the coming quarters. After the banning of Huawei 5G projects in United States, Australia and some European countries, China planned to speed up 5G infrastructure development and commercialisation of 5G. The forthcoming wide range upgrade of mobile devices as well as telecom station equipment from 4G to 5G network offers ultra-fast wireless network speed for future auto pilot vehicle and virtual reality and virtual augmented applications. Our customers including some leading telecommunication companies in China will play a vital role in the 5G transformation and provide immense opportunities to the SMT industry. We will embrace the opportunities offered by 5G transformation and continue to manage cash, cost and risks and, to build our strength by working with our management teams to improve capability and efficiency.

### Hi-tech Distribution and Services Division

Smartphone market, being one of the largest markets of SMT machines, is expecting softening trend in year 2019 but back to modest growth from year 2020. Strategy Analytics in its June 2019 report, "Global Smartphone Shipments Forecast by Vendor by Region by Quarter by Scenario: 2015-2020" predicts global smartphone shipments will maintain the downturn track and the volume will decline by 3% to 5% year-on-year in 2019 under different scenarios and in 2020, will rebound by 2% to 3% year-on-year in different scenarios. Huawei's smartphone shipment would experience big volatility under the US ban. Samsung, Xiaomi, OPPO, vivo, HMD (Nokia), Lenovo-Motorola, Google and some other smartphone vendors might be able to fill in the vacuum from the withdrawal of Huawei from selected overseas markets.

## 展望

### 整體摘要

儘管本集團於本季度錄得業績倒退，惟管理層對未來季度之高科技產品分銷及服務分部以及租賃分部之前景充滿信心。於美國、澳洲及若干歐洲國家禁止華為5G項目後，中國計劃加快5G基礎建設開發及5G商業化。未來流動設備及電訊站設備由4G廣泛升級至5G網絡（5G網絡為未來自動駕駛汽車及虛擬現實及虛擬擴增應用提供超高速度無線網速）。我們的客戶（包括中國若干領先電訊公司）將於5G轉型中擔當重要角色，並為SMT行業提供龐大機遇。我們將把握由5G轉型帶來之機遇，並繼續管理現金、成本及風險，以及透過與我們之管理層團隊合作提高我們之能力及效率，從而增強我們之實力。

### 高科技產品分銷及服務分部

智能手機市場（為SMT機器最大市場之一），預期於二零一九年走勢偏軟，惟自二零二零年起將回復至輕微增長。Strategy Analytics於其二零一九年六月之報告「二零一五年至二零二零年按情況、季度、地區、賣方之全球智能手機付運量預測」中預測，全球智能手機付運量將於二零一九年維持下滑趨勢及付運量將在不同情況下按年下降3%至5%，並將於二零二零年於不同情況下按年反彈2%至3%。華為之智能手機付運量於美國禁令下經歷較大波動。三星、小米、OPPO、vivo、HMD（諾基亞）、聯想 — 摩托羅拉、谷歌及若干其他智能手機供貨商可能填補華為撤離選定海外市場之真空位置。



SMT equipment market is expecting modest growth between 2018-2026. According to a new market report published by Transparency Market Research titled “Surface Mount Technology Equipment Market — Global Industry Analysis, Size, Share, Growth, Trends and Forecast, 2018 — 2026”, the global SMT equipment market is expected to expand at a CAGR of 4.5% and reach US\$8,014.8 million by 2026. In terms of volume, the market is expected to grow at a CAGR of over 4% and reach 208.8 thousand units by 2025. Asia Pacific SMT equipment market is projected to have the highest growth during forecast period.


The lack of concrete progress on US-China trade negotiations continuously heightens global economic uncertainty and hurts international trade. There is an increasing evidence that global economy, at least Asia, is being negatively hit by the US-China trade war. BBC News on 18th July 2019 titled “New Cracks in the Global Economy as Export Tumble” reported that Singapore experienced negative quarter growth of 3.4% against first quarter 2019 and Singapore, India, Indonesia and South Korea experienced export fall of percentage between 9.0% to 13.5%. In July 2019, China posted the lowest quarterly growth of 6.2% since 1990.

We will continue to monitor the latest development and work closely with our partners to come up with competitive and innovative solution. As a leading SMT distributor and related service provider in Asia, we will continue to invest in our service and support infrastructure to meet the customer satisfaction. At the same time, we will continue to closely monitor our working capital, gross margin, operating cost and industry developments with a view to maintain our cash flow and profitability, as well as the long-term sustainability and growth of our business.

SMT 設備市場預期於二零一八年至二零二六年間將出現穩定增長。根據 Transparency Market Research 刊發之最新市場報告「二零一八年至二零二六年表面貼裝技術設備市場 — 全球行業分析，規模、股份、增長、趨勢及預測」，全球 SMT 設備市場預期於二零二六年前按複合年增長率 4.5% 拓展並達到 8,014,800,000 美元。就付運量而言，預期市場將於二零二五年前按複合年增長率 4% 以上增長並達到 208,800 部。亞太區 SMT 設備市場反映於預測期間出現最高增長。

中美貿易戰磋商並無具體進展，以致全球經濟不確定因素持續增加，並損害國際貿易。有更多證據顯示，全球經濟（最少亞洲）正受中美貿易戰負面影響所打擊。於二零一九年七月十八日，BBC 新聞「出口崩塌導致全球經濟出現新裂縫 (New Cracks in the Global Economy as Exports Tumble)」報導指，新加坡於二零一九年第一季度經歷負季度增長 3.4%，而新加坡、印度、印尼及南韓經歷出口下跌 9.0% 至 13.5%。於二零一九年七月，中國發表自一九九零年以來最低季度增長 6.2%。

我們將繼續監察最新發展，並與合作夥伴緊密合作，整合出具競爭力之創新解決方案。作為亞洲領先 SMT 分銷商及相關服務供應商，我們將繼續投資於我們之服務及支持基礎設施，以滿足客戶需求。與此同時，我們將繼續密切監察我們之營運資金、毛利率、經營成本及行業發展，以維持現金流量、盈利能力以及業務長期可持續發展及增長。



## Leasing Division

Benefiting from the extensive promotion of 5G communication technologies conducted in China and the trade dispute between the United States and China, which caused the combined effects of changes and uncertainties in customers from SMT OEM industry, the leasing business in which the Group is engaged underwent a more favorable development. In addition to repeated orders from certain existing customers with recurring financing needs, the number of new leasing customers also shot up, thereby becoming the main driving force of our business growth. For risk management purposes, customers became more cautious in purchasing equipment and turned to purchase by way of leasing mainly due to the uncertainties over future policies and development. With the introduction of 5G communication base stations to the market, new 5G consumer electronic products have been gradually provided to consumers. Based on our projection, leasing in SMT, semi-conductor packaging and testing will continue its growth in 2020. With the Group's financial platform in Hong Kong and abundant industry experience, especially in hi-tech manufacturing equipment, the Group's finance and operating lease businesses will remain focus on SMT and semi-conductor packaging equipment leasing to provide our customers with diversified solutions and services. Furthermore, the Group will closely monitor other different equipment leasing demands to achieve a solid and rapid expansion in new business and income.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30th June 2019, the Directors and chief executive of the Company and their respective associates had the following interests or short positions in the shares and/or underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) 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 rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by Directors:

## 租賃分部

受惠於5G通訊技術在中國開始大面積推廣，以及中美貿易爭端，引起SMT代工行業客戶的變動和不確定性的雙重作用，本集團從事之租賃業務得到了更有利的發展。在部分現有客戶重複訂單之經常性融資需求外，新租賃客戶數目亦大幅增加，成為我們業務增長之主要動力，主要是因為對未來政策和發展的不確定性，讓客戶對於購買設備更為謹慎，轉而尋求租賃方式控制風險。隨著5G通訊基站開始投放市場，新5G消費電子產品也陸續提供給消費者，我們預測SMT、半導體封裝及檢測之租賃將於二零二零年將表現為持續增長。憑藉本集團於香港之金融平台及豐富行業經驗(尤其是在高科技產品製造設備範疇)，本集團之融資及經營租賃業務將繼續集中於SMT及半導體封裝設備租賃，務求為客戶提供多元化解決方案及服務。此外，本集團將密切關注其他不同設備租賃之需求，以達致新業務及收入以穩健而快速方式增長。

## 董事及最高行政人員於股份及相關股份之權益及淡倉

於二零一九年六月三十日，董事及本公司最高行政人員以及彼等各自之聯繫人於本公司或其相關法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份及／或相關股份中擁有以下已列入根據證券及期貨條例第352條須存置之登記冊內，或根據GEM上市規則第5.46條至第5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉：

**Long positions in the shares and/or underlying shares of the Company:**

於本公司股份及／或相關股份之好倉：

<b>Name of Director</b>	<b>Capacity</b>	<b>Number of underlying shares held (Share Options)</b>	<b>Approximate percentage of underlying shares held</b>
<b>董事姓名</b>	<b>身份</b>	<b>所持相關股份數目 (購股權)</b>	<b>所持相關股份之概約百分比</b>
Zhang Yifan 張一帆	Beneficial owner 實益擁有人	5,449,600	1.99%
Pierre Tsui Kwong Ming 徐廣明	Beneficial owner 實益擁有人	472,000	0.17%
Joseph Liang Hsien Tse 梁顯治	Beneficial owner 實益擁有人	472,000	0.17%
Joseph Chan Nap Kee 陳立基	Beneficial owner 實益擁有人	472,000	0.17%
Kenneth Kon Hiu King 干曉勁	Beneficial owner 實益擁有人	472,000	0.17%

*Note:*

(a) The above approximate percentages of the shareholdings are based on 272,580,805 ordinary shares in issue as at 30th June 2019.

Save as disclosed above, as at 30th June 2019, none of the Directors and chief executive of the Company or their respective associates had any interests or short positions in the securities of the Company or its associated corporations (within the meaning of Part XV of the SFO) 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 rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors.

*附註：*

(a) 上述持股之概約百分比乃根據於二零一九年六月三十日已發行之272,580,805股普通股而計算。

除上文所披露者外，於二零一九年六月三十日，董事及本公司最高行政人員或彼等各自之聯繫人概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)之證券中擁有任何已列入根據證券及期貨條例第352條須予存置之登記冊內，或根據GEM上市規則第5.46條至第5.67條有關董事進行證券交易之規定已知會本公司及聯交所之權益或淡倉。

## OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30th June 2019, so far as is known to the Directors and chief executive of the Company, the following persons (other than the Directors and chief executive of the Company whose interests were disclosed above) had interests or short positions in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

### Long positions in the shares and/or underlying shares of the Company

Name of Shareholders	Capacity	Number of ordinary shares held	Number of underlying shares held (Share Options)	Approximate percentage of shares and underlying shares held
股東姓名	身份	所持普通股數目	所持相關股份數目 (購股權)	所持股份及相關股份之概約百分比 (Note a) (附註a)
Lu Ying 陸穎	Beneficial owner 實益擁有人	182,768,723	544,000	67.25%

Note:

(a) The above approximate percentage of the shareholdings is based on 272,580,805 ordinary shares in issue as at 30th June 2019.

Save as disclosed above, the Directors and the chief executive of the Company were not aware of any person (other than the Directors or chief executive of the Company the interests of which were disclosed above) who has any interests or short positions in the securities of the Company that were required to be entered in the register of the Company pursuant to Section 336 of the SFO as at 30th June 2019.

## 其他人士於股份及相關股份之權益及淡倉

於二零一九年六月三十日，就董事及本公司最高行政人員所知，下列人士(已於上文披露權益之董事及本公司最高行政人員除外)於本公司股份及/或相關股份中擁有已列入本公司根據證券及期貨條例第336條須予存置之登記冊內之權益或淡倉：

### 於本公司股份及/或相關股份之好倉

Name of Shareholders	Capacity	Number of ordinary shares held	Number of underlying shares held (Share Options)	Approximate percentage of shares and underlying shares held
股東姓名	身份	所持普通股數目	所持相關股份數目 (購股權)	所持股份及相關股份之概約百分比 (Note a) (附註a)
Lu Ying 陸穎	Beneficial owner 實益擁有人	182,768,723	544,000	67.25%

附註：

(a) 上述持股之概約百分比乃根據於二零一九年六月三十日已發行之272,580,805股普通股而計算。

除上文所披露者外，於二零一九年六月三十日，就董事及本公司最高行政人員所知，概無任何人士(已於上文披露權益之董事或本公司最高行政人員除外)於本公司證券中擁有須列入根據證券及期貨條例第336條予以存置之本公司登記冊內之權益或淡倉。



## SHARE OPTION SCHEME

On 4th September 2014, the shareholders of the Company approved the adoption of a share option scheme (the "2014 Scheme"). Under the terms of the 2014 Scheme, the Board may at its discretion offer share options to any employee, agent, consultant or representative of the Company or any subsidiary, including any executive or non-executive director of the Company or any subsidiary or any other person whom the Board considers in its sole discretion, have contributed or will contribute to the Group (the "Participants"). The principal purpose of the 2014 Scheme is to reward the Participants who have contributed or will contribute to the Group and to encourage the Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The 2014 Scheme shall be valid and effective for a period of ten years commencing on the adoption date.

The following table sets out the movements in the Company's share options under the 2014 Scheme during the year:

## 購股權計劃

於二零一四年九月四日，本公司股東批准採納購股權計劃（「二零一四年計劃」）。根據二零一四年計劃之條款，董事會可酌情向本公司或任何附屬公司之任何僱員、代理、顧問或代表，包括董事會按其絕對酌情判斷對本集團作出貢獻或將作出貢獻之本公司或任何附屬公司之任何執行或非執行董事或任何其他人士（「參與者」）授出購股權。二零一四年計劃主要旨在獎勵對本集團作出貢獻或將作出貢獻之參與者，並鼓勵參與者以本公司及其股東之整體利益為目標，努力提升本公司及其股份之價值。二零一四年計劃由採納日期起計，有效期為十年。

下表載列於本年度根據二零一四年計劃本公司購股權之變動：

Name	Date of grant	Exercise period	Exercise price*	Number of share options 購股權數目					Outstanding as at 30th June 2019 於二零一九年六月三十日 尚未行使
				Outstanding as at 1st April 2019 於二零一九年四月一日 尚未行使	Granted during the period 期內 已授出 (Note) (附註)	Exercised during the period 期內 已行使	Cancelled during the period 期內 已註銷	Lapsed during the period 期內 已失效	
<b>Executive Directors</b> <b>執行董事</b>									
Zhang Yifan 張一帆	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日 至二零二七年八月十五日	HK\$1.15 1.15港元	2,725,600	—	—	—	—	2,725,600
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至 二零二九年六月二十五日	HK\$0.82 0.82港元	—	2,724,000	—	—	—	2,724,000
Pierre Tsui Kwong Ming 徐廣明	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日 至二零二七年八月十五日	HK\$1.15 1.15港元	200,000	—	—	—	—	200,000
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至 二零二九年六月二十五日	HK\$0.82 0.82港元	—	272,000	—	—	—	272,000



Number of share options  
購股權數目

Name	Date of grant	Exercise period	Exercise price*	Outstanding as at 1st April 2019 於二零一九年四月一日尚未行使	Granted during the period 期內已授出 (Note) (附註)	Exercised during the period 期內已行使	Cancelled during the period 期內已註銷	Lapsed during the period 期內已失效	Outstanding as at 30th June 2019 於二零一九年六月三十日尚未行使
<b>Independent non-executive Directors</b> 獨立非執行董事									
Joseph Liang Hsien Tse 梁顯治	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	HK\$1.15 1.15 港元	200,000	—	—	—	—	200,000
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至二零二九年六月二十五日	HK\$0.82 0.82 港元	—	272,000	—	—	—	272,000
Joseph Chan Nap Kee 陳立基	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	HK\$1.15 1.15 港元	200,000	—	—	—	—	200,000
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至二零二九年六月二十五日	HK\$0.82 0.82 港元	—	272,000	—	—	—	272,000
Kenneth Kon Hiu King 干曉勁	16th August 2017 二零一七年八月十六日	16th August 2017 to 15th August 2027 二零一七年八月十六日至二零二七年八月十五日	HK\$1.15 1.15 港元	200,000	—	—	—	—	200,000
	26th June 2019 二零一九年六月二十六日	26th June 2019 to 25th June 2029 二零一九年六月二十六日至二零二九年六月二十五日	HK\$0.82 0.82 港元	—	272,000	—	—	—	272,000
<b>Sub-Total</b>	小計			3,525,600	3,812,000	—	—	—	7,337,600

Number of share options  
購股權數目

Name	Date of grant	Exercise period	Exercise price*	Outstanding	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	Outstanding
				as at 1st April 2019					as at 30th June 2019
姓名	授出日期	行使期	行使價*	於二零一九年四月一日尚未行使	期內已授出 (Note) (附註)	期內已行使	期內已註銷	期內已失效	於二零一九年六月三十日尚未行使
<b>Substantial Shareholder</b>									
<b>主要股東</b>									
Lu Ying	16th August 2017	16th August 2017 to 15th August 2027	HK\$1.15	272,000	—	—	—	—	272,000
陸穎	二零一七年八月十六日	二零一七年八月十六日至二零二七年八月十五日	1.15 港元						
	26th June 2019	26th June 2019 to 25th June 2029	HK\$0.82	—	272,000	—	—	—	272,000
	二零一九年六月二十六日	二零一九年六月二十六日至二零二九年六月二十五日	0.82 港元						
<b>Employees of the Group</b>									
<b>本集團僱員</b>									
Employees	16th August 2017	16th August 2017 to 15th August 2027	HK\$1.15	3,525,600	—	—	—	—	3,525,600
僱員	二零一七年八月十六日	二零一七年八月十六日至二零二七年八月十五日	1.15 港元						
	26th June 2019	26th June 2019 to 25th June 2029	HK\$0.82	—	3,524,000	—	—	—	3,524,000
	二零一九年六月二十六日	二零一九年六月二十六日至二零二九年六月二十五日	0.82 港元						
<b>Total</b>	<b>總額</b>			<b>7,323,200</b>	<b>7,608,000</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>14,931,200</b>

Note:

The closing price per share immediately before 26th June 2019, the date of grant, was HK\$0.82.

\* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

附註：

緊接二零一九年六月二十六日之前之授出日期前，每股收市價為0.82港元。

\* 購股權之行使價可因供股或紅股發行或本公司股本之其他類似變動而調整。



## COMPETING INTERESTS

As at 30th June 2019, none of the Directors or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the three months ended 30th June 2019.

## CORPORATE GOVERNANCE CODE

The Company endeavours to maintain high standards of corporate governance in the interests of shareholders, and follows the principles set out in the Corporate Governance Code (the "Code") contained in Appendix 15 of the GEM Listing Rules. Except for the deviations described below, no Director is aware of any information which would reasonably indicate that the Company is not, or was not at any time during the three months ended 30th June 2019, acting in compliance with the Code.

Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. However, the Board's decisions are implemented under the leadership of the Chairlady with the involvement and support of the chief executive officer(s) and general manager(s) of the Company's operating companies. The Board believes that the balance of authority and division of responsibility are adequately ensured by the operations of the Board and management which comprise experienced and high calibre individuals.

## 競爭權益

於二零一九年六月三十日，董事或本公司主要股東或任何彼等各自之聯繫人概無從事與任何本集團業務構成或可能構成競爭之業務或對本集團構成任何其他利益衝突。

## 購入、售出或贖回本公司之上市證券

本公司或其任何附屬公司概無於截至二零一九年六月三十日止三個月內購入、售出或贖回本公司任何上市證券。

## 企業管治守則

本公司致力保持高水平之企業管治，以符合股東之利益，並遵守GEM上市規則附錄15所載企業管治守則（「守則」）所載原則。除下文所述偏離情況外，概無董事知悉任何資料足以合理地顯示本公司於截至二零一九年六月三十日止三個月內任何時間內沒有遵守守則。

根據守則條文第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。然而，董事會之決策在主席之領導下，以及本公司營運公司之行政總裁及總經理之參與及支持下獲執行。董事會相信，董事會之運作及由具備經驗豐富及高質素人材組成之管理層足以確保權力及責任分立之平衡。



## AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference that set out the authorities and duties of the committee adopted by the Board. The committee comprises three independent non-executive Directors and is chaired by Mr. Joseph Liang Hsien Tse who has appropriate professional qualifications and experience in financial matters. The terms of reference of the audit committee are aligned with the provisions set out in the Code. The committee's principal duties are to ensure the adequacy and effectiveness of the accounting and financial controls of the Group, oversee the performance of internal control systems, risk management and financial reporting process, monitor the integrity of the financial statements and compliance with statutory and listing requirements and to oversee independence and qualifications of the external auditors.

The unaudited condensed consolidated financial information for the three months ended 30th June 2019 of the Company now reported on have been reviewed by the audit committee.

By Order of the Board

**North Asia Strategic Holdings Limited**

**Zhang Yifan**

*Chairlady and Executive Director*

Hong Kong, 8th August 2019

*As at the date of this report, the Board comprises Ms. Zhang Yifan (Chairlady and Executive Director) and Mr. Pierre Tsui Kwong Ming (Executive Director); Mr. Joseph Liang Hsien Tse, Mr. Joseph Chan Nap Kee and Mr. Kenneth Kon Hiu King (being Independent Non-executive Directors).*

## 審核委員會

本公司已成立審核委員會，並已書面訂明職權範圍，載有董事會採納之委員會權限及職責。委員會由三名獨立非執行董事組成，委員會主席為梁顯治先生，彼具備適當之專業資格及財務事宜經驗。審核委員會之職權範圍與守則所載條文相符一致。委員會之主要職責為確保本集團之會計及財務監控足夠及有效、監察內部監控制度、風險管理及財務申報程序之表現、監控財務報表之完整性及符合法定及上市規定之情況以及監察外聘核數師之獨立性及資格。

本公司現正提呈之截至二零一九年六月三十日止三個月本公司未經審核簡明綜合財務資料已經由審核委員會審閱。

承董事會命

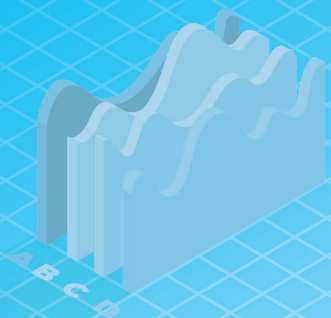
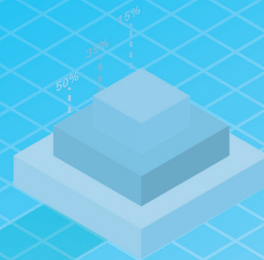
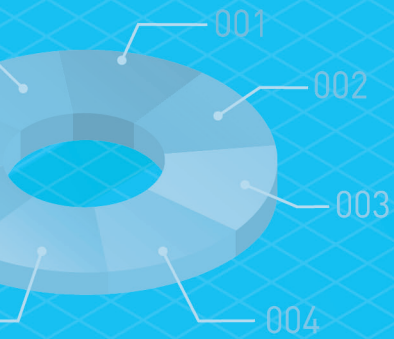
**北亞策略控股有限公司**

**主席兼執行董事**

**張一帆**

香港，二零一九年八月八日

於本報告日期，董事會成員包括張一帆女士(主席兼執行董事)及徐廣明先生(執行董事)；及梁顯治先生、陳立基先生及干曉勁先生(獨立非執行董事)。



## North Asia Strategic Holdings Limited 北亞策略控股有限公司\*

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### 主要營業地點

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