



2023/24

First Quarterly Report
第一季度業績報告

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)

* 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，確認就其所知及所信，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 2023, together with the comparative unaudited figures of the corresponding period in 2022.

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」)截至二零二三年六月三十日止三個月之未經審核簡明綜合業績，連同二零二二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	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
Revenue	收入	3	219,841
Cost of sales	銷售成本		(173,708)
Gross profit	毛利		420,274
Other income and gains, net	其他收入及收益，淨額		(349,801)
Selling and distribution expenses	銷售及分銷費用		46,133
General and administrative expenses	一般及行政費用		1,030
Operating loss	經營虧損		(36,985)
Finance income	財務收入	4	(43,687)
Finance costs	財務費用	4	(25,795)
Loss before income tax	除所得稅前虧損		(34,072)
Income tax credit	所得稅抵免	5	642
LOSS FOR THE PERIOD	期內虧損		(787)
Loss before income tax	除所得稅前虧損		(32,092)
Income tax credit	所得稅抵免	5	1,844
LOSS FOR THE PERIOD	期內虧損		(26,103)
Loss per share attributable to ordinary shareholders of the Company	本公司普通股股東應佔每股虧損	6	
Basic (HK cents)	基本(港仙)		(5.7)
Diluted (HK cents)	攤薄(港仙)		(5.8)
			(5.7)
			(5.8)

**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

		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period	期內虧損	(26,103)	(24,591)
OTHER COMPREHENSIVE LOSS	其他全面虧損		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	可能於其後期間重新分類至損益之其他全面虧損：		
Currency translation differences of foreign operations	海外業務之貨幣換算差額	(24,148)	(16,597)
OTHER COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX OF NIL	期內其他全面虧損，除零稅項後淨額	(24,148)	(16,597)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	期內全面虧損總額	(50,251)	(41,188)



Notes:

1. GENERAL INFORMATION

North Asia Strategic Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) are principally engaged in the following businesses during the period:

- **hi-tech distribution and services:** trading of surface mount technology (“SMT”) assembly machinery and spare parts and provision of related installation, training, repair and maintenance services for SMT assembly machinery;
- **leasing:** provision of finance to its customers via a wide array of assets under finance lease arrangements and operating lease arrangements, and trading of lease assets;
- **electronic payment solution:** provision of payment solution that bridges online payment acquirers and the merchants; and
- **property 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 Suite 1618, 16th Floor, Jardine House, 1 Connaught Place, 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 9th August 2023.

附註：

1. 一般資料

北亞策略控股有限公司(「本公司」)及其附屬公司(合稱「本集團」)於期內主要從事以下業務：

- **高科技產品分銷及服務：**表面貼裝技術(「SMT」)組裝機器及零部件貿易，以及提供SMT組裝機器之相關安裝、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以及租賃資產貿易；
- **電子支付解決方案：**提供連結網上支付收單機構與商戶之支付解決方案；及
- **物業及投資控股。**

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中環康樂廣場1號怡和大廈16樓1618室。

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。

除另有說明外，本報告以港元(「港元」)呈列，所有價值均調整至最接近千位數。

本報告已於二零二三年八月九日經本公司董事會批准及授權刊發。

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 2023.

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 2023, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") effective as of 1st April 2023.

HKFRS 17	<i>Insurance Contracts</i>
Amendments to HKFRS 17	<i>Insurance Contracts</i>
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information</i>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>

The adoption of the above new and revised HKFRSs has had no significant impact on the Group's result and financial position.

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，故應與本集團截至二零二三年三月三十一日止年度之年度綜合財務報表一併閱覽。

除採納以下自二零二三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」)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二零二三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17號	<i>保險合約</i>
香港財務報告準則第17號修訂本	<i>保險合約</i>
香港財務報告準則第17號修訂本	<i>首次應用香港財務報告準則第17號及香港財務報告準則第9號 – 比較資料</i>
香港會計準則第1號及香港財務報告準則實務報告第2號修訂本	<i>會計政策披露</i>
香港會計準則第8號修訂本	<i>會計估計之定義</i>
香港會計準則第12號修訂本	<i>與一項單一交易產生的資產及負債有關的遞延稅項</i>

採納上述新訂及經修訂香港財務報告準則對本集團之業績及財務狀況並無重大影響。



3. REVENUE

An analysis of revenue is as follows:

3. 收入

收入分析如下：

		For the three months ended 30th June 截至六月三十日止三個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from contracts with customers (note)	來自與客戶合約之收入(附註)		
Recognised at a point in time:	於某一時點確認：		
Sale of goods	銷售貨品	199,103	391,110
Sales support service	銷售支援服務	5,893	5,706
E-payment service income	電子支付服務收入	1,897	—
Recognised over time:	按時間確認：		
Commission and other services income	佣金及其他服務收入	7,336	14,001
		214,229	410,817
Revenue from other sources	來自其他來源之收入		
Income from finance lease arrangements	來自融資租賃安排之收入	1,926	1,806
Income from operating lease arrangements	來自經營租賃安排之收入	3,686	7,651
		219,841	420,274

3. REVENUE (Continued)

3. 收入(續)

		For the three months ended 30th June 截至六月三十日止三個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Note:	附註：		
Disaggregated revenue information	分拆收入資料		
<i>Geographic markets</i>	<i>地區市場</i>		
The PRC including Hong Kong	中國，包括香港	155,613	401,476
Asia — others	亞洲 — 其他	58,616	9,341
Total revenue from contract with customers	來自與客戶合約之總收入	214,229	410,817

4. FINANCE INCOME AND COSTS

4. 財務收入及費用

An analysis of finance income and costs is as follows:

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	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Finance income:	財務收入：		
Interest income from bank deposits	銀行存款之利息收入	2,767	642
Finance costs:	財務費用：		
Interest on bank and other borrowings	銀行及其他借貸之利息	32	157
Interest on lease liabilities	租賃負債之利息	755	1,125
		787	1,282



5. INCOME TAX CREDIT

The Company is exempted from taxation in Bermuda until 2035. Hong Kong profits tax has been calculated at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits for the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2022: HK\$2,000,000) of assessable profits of this subsidiary is taxed at 8.25% (2022: 8.25%) and the remaining assessable profits are taxed at 16.5% (2022: 16.5%).

Subsidiaries established in Mainland China are subject to Mainland China corporate income tax at the standard rate of 25% (2022: 25%).

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

5. 所得稅抵免

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%（二零二二年：16.5%）計算，惟本集團根據利得稅率兩級制為合資格實體之一間附屬公司除外。該附屬公司首2,000,000港元（二零二二年：2,000,000港元）之應課稅溢利按稅率8.25%（二零二二年：8.25%）繳稅，而餘下應課稅溢利則按稅率16.5%（二零二二年：16.5%）繳稅。

於中國內地成立之附屬公司須按25%（二零二二年：25%）之標準稅率繳納中國內地企業所得稅。

於未經審核簡明綜合損益表入賬之所得稅抵免金額指：

		For the three months ended 30th June 截至六月三十日止三個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Current taxation	當期稅項		
Hong Kong profits tax	香港利得稅		
— current period	— 本期間	—	—
Mainland China corporate income tax	中國內地企業所得稅		
— current period	— 本期間	39	1,772
— overprovision in prior year	— 過往年度超額撥備	—	(497)
Deferred	遞延	(6,028)	(3,119)
		(5,989)	(1,844)

6. LOSS PER SHARE

Basic loss per share is calculated by dividing the Group's loss attributable to shareholders of the Company of HK\$26,103,000 (2022: HK\$24,591,000) by the weighted average number of 454,509,311 (2022: 425,125,311) ordinary shares in issue during the period.

No adjustment has been made to the basic loss per share amount presented for the three months ended 30th June 2023 and 2022 in respect of a dilution as the impact of the share options had an anti-dilutive effect on the basic loss per share amount presented.

7. DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the three months ended 30th June 2023 (2022: Nil).

8. EQUITY

Movements in unaudited consolidated equity are as follows:

		(Unaudited) (未經審核)			
		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balances as at 1st April 2023	於二零二三年四月一日 之結餘	45,450	1,196,669	193,217	1,435,336
Loss for the period	期內虧損	—	—	(26,103)	(26,103)
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	(24,148)	—	(24,148)
Total comprehensive loss for the period	期內全面虧損總額	—	(24,148)	(26,103)	(50,251)
Balances as at 30th June 2023	於二零二三年六月三十日 之結餘	45,450	1,172,521	167,114	1,385,085

6. 每股虧損

每股基本虧損乃透過將本公司股東應佔本集團之虧損26,103,000港元(二零二二年: 24,591,000港元)除以期內已發行普通股之加權平均數454,509,311股(二零二二年: 425,125,311股)計算。

截至二零二三年及二零二二年六月三十日止三個月,概無就攤薄對呈列之每股基本虧損金額作出調整,乃由於購股權對呈列之每股基本虧損具有反攤薄作用之影響。

7. 股息

董事不建議派付截至二零二三年六月三十日止三個月之中期股息(二零二二年:無)。

8. 權益

未經審核綜合權益變動如下:



8. EQUITY (Continued)

		(Unaudited) (未經審核)			
		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balances as at 1st April 2022	於二零二二年四月一日 之結餘	42,512	1,212,801	192,129	1,447,442
Loss for the period	期內虧損	—	—	(24,591)	(24,591)
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	(16,597)	—	(16,597)
Total comprehensive loss for the period	期內全面虧損總額	—	(16,597)	(24,591)	(41,188)
Balances as at 30th June 2022	於二零二二年六月三十日 之結餘	42,512	1,196,204	167,538	1,406,254

Note:

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, has 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.

8. 權益(續)

		(Unaudited) (未經審核)			
		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balances as at 1st April 2022	於二零二二年四月一日 之結餘	42,512	1,212,801	192,129	1,447,442
Loss for the period	期內虧損	—	—	(24,591)	(24,591)
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	(16,597)	—	(16,597)
Total comprehensive loss for the period	期內全面虧損總額	—	(16,597)	(24,591)	(41,188)
Balances as at 30th June 2022	於二零二二年六月三十日 之結餘	42,512	1,196,204	167,538	1,406,254

附註：

本公司購股權

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，董事會可酌情向本公司或任何附屬公司之任何僱員、代理、顧問或代表，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按其絕對酌情判斷對本集團作出貢獻或將作出貢獻之任何其他人士（「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十年期間內有效及生效。

8. EQUITY (Continued)

Note: (Continued)

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

		Weight average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of share options 購股權 數目
At 1st April 2022 and 30th June 2022	於二零二二年四月一日及 二零二二年六月三十日	0.87	18,928,388
At 31st March 2023, 1st April 2023 and 30th June 2023	於二零二三年三月三十一日、 二零二三年四月一日及 二零二三年六月三十日	0.79	22,196,388

During the three months ended 30th June 2023 and 2022, no share options granted were exercised.

截至二零二三年及二零二二年六月三十日止三個月，概無已授出購股權獲行使。

The exercise price and exercise period of the share options outstanding as at the end of the reporting period are as follows:

於報告期末，尚未行使之購股權的行使價及行使期如下：

As at 30th June 2023

於二零二三年六月三十日

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
7,404,388	1.14	16th August 2017 – 15th August 2027 二零一七年八月十六日至二零二七年八月十五日
11,524,000	0.70	24th December 2021 – 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日
3,268,000	0.33	7th November 2022 – 6th November 2032 二零二二年十一月七日至二零三二年十一月六日
22,196,388		

8. 權益 (續)

附註：(續)

尚未行使之購股權數目變動及其有關加權平均行使價如下：



8. EQUITY (Continued)

Note: (Continued)

As at 30th June 2022

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
7,404,388	1.14	16th August 2017 — 15th August 2027 二零一七年八月十六日至二零二七年八月十五日
11,524,000	0.70	24th December 2021 — 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日
<u>18,928,388</u>		

* 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.

No share option was granted during the three months ended 30th June 2023 and 2022.

8. 權益(續)

附註：(續)

於二零二二年六月三十日

* 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。

截至二零二三年及二零二二年六月三十日止三個月並無授出購股權。

BUSINESS REVIEW

Financial and Business Performance

For the three months ended 30th June 2023 (the “quarter”), the Group recorded unaudited consolidated revenue of approximately HK\$219,841,000, representing a decrease of 47.7% from approximately HK\$420,274,000 in the corresponding period last year which is mainly due to significant decrease in revenue of the Group’s hi-tech distribution and services division by 50.1%, compared to corresponding period last year. Such decrease is due to the continued sluggish demand in global mobile phone market which caused the Group’s customers, which are mainly mobile phone manufacturers in China, trimming down their acquisition plans. The leasing division recorded a decrease in revenue of 29.8% compared to corresponding period last year mainly due to significant decrease in operating lease income earned during the quarter. A recent market research report by “Counterpoint” has confirmed the earlier findings by “IDC”, that global smartphone shipments declined from April to June 2023. This marks the eighth consecutive quarter of year-on-year decline, with a year on year decrease of 8% and a quarter to quarter decrease of 5%. Additionally, Counterpoint reported a 15% year on year decline in global PC shipments during April to June 2023.

During the quarter, the Group’s total operating expenses amounted to approximately HK\$82,188,000, representing a decrease of 15.5% from approximately HK\$97,298,000 in the corresponding period last year. The decrease in operating expenses was mainly because of the reduction in net exchange loss from last year’s approximately HK\$17,701,000 to approximately HK\$5,391,000 in the quarter. During the quarter, the Group’s total operating expenses (excluding the exchange loss) to the revenue ratio was increased to 34.9% from approximately 18.9% in corresponding period last year.

During the quarter, the Group recorded an increase in unaudited consolidated net loss from approximately HK\$24,591,000 in the corresponding period last year to approximately HK\$26,103,000 in the quarter. The unaudited basic loss per share in the quarter was approximately HK\$5.7 cents, representing a decrease of HK0.1 cents from approximately HK5.8 cents in the corresponding period last year. Below is a summary of the financial and business highlights of the Group’s business divisions.

業務回顧

財務及業務表現

截至二零二三年六月三十日止三個月（「本季度」），本集團錄得未經審核綜合收入約219,841,000港元，較去年同期約420,274,000港元下跌47.7%，主要由於本集團高科技產品分銷及服務分部之收入較去年同期大幅減少50.1%。有關減少主要由於全球手機市場需求持續低迷，導致本集團客戶（主要為中國手機製造商）縮減其採購計劃。租賃分部錄得收入較去年同期減少29.8%，主要是由於本季度賺取之經營租賃收入大幅減少。Counterpoint最近發佈的市場研究報告證實IDC早前的調查結果，全球智能手機出貨量由二零二三年四月至六月有所下降，為連續第八個季度按年下降，按年下降8%，按季下降5%。此外，Counterpoint報告指，於二零二三年四月至六月期間，全球個人電腦出貨量按年下降15%。

於本季度，本集團經營費用總額約為82,188,000港元，較去年同期約97,298,000港元減少15.5%。經營費用減少主要由於匯兌虧損淨額由去年約17,701,000港元減少至本季度約5,391,000港元。於本季度，本集團經營費用總額（不包括匯兌虧損）佔收入的比例較去年同期約18.9%上升至34.9%。

於本季度，本集團錄得未經審核綜合虧損淨額由去年同期約24,591,000港元增加至本季度約26,103,000港元。本季度未經審核每股基本虧損約為5.7港仙，較去年同期約5.8港仙減少0.1港仙。以下為本集團業務分部之財務及業務摘要。



The profit/loss figures disclosed below do not include any intra-group sales and charges, as they are eliminated upon consolidation.

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 in serving its customers in the hi-technology sector. AMT’s team of more than 290 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\$189,525,000, representing a decrease of 50.1% from approximately HK\$379,798,000 in the corresponding period last year. The significant decrease of revenue was mainly due to continued sluggish demand in global mobile phone market from start of 2022 till now. The division’s customers, mainly mobile phone manufacturers in China, have also been scaling down their manufacturing facilities acquisition plans which contributed to a significant drop in orders placed to the Group during the first three months of 2023 and thereafter. This has led to a reduction in completion of orders during the quarter as compared to the same period last year and consequently a decrease in the revenue of the division.

During the quarter, the division recorded direct machine sales of approximately HK\$154,348,000, representing a decrease of 54.6% from approximately HK\$339,717,000 in the corresponding period last year. It also recorded sales support service, commission and other services income of approximately HK\$13,121,000 representing a decrease of 33.4% from approximately HK\$19,707,000 in the corresponding period last year. Sales of spare parts and software increased by 8.3% in the quarter to approximately HK\$22,056,000 from approximately HK\$20,374,000 in the corresponding period last year.

由於集團內公司間之銷售及費用已於綜合入賬時對銷，故以下披露之溢利／虧損數字並不包括任何該等款項。

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290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189,525,000港元，較去年同期約379,798,000港元減少50.1%。收入大幅減少主要由於自二零二年初至今全球手機市場需求持續低迷。該分部客戶（主要為中國手機製造商）亦縮減其製造設施採購計劃，導致本集團在二零二三年前三個月及其後的訂單大幅下降。此繼而導致本季度的完成訂單較去年同期減少，因此該分部的收入有所下降。

於本季度，該分部之直接機器銷售錄得約154,348,000港元，較去年同期約339,717,000港元減少54.6%。銷售支援服務、佣金及其他服務收入亦錄得約13,121,000港元，較去年同期約19,707,000港元減少33.4%。零部件及軟件銷售於本季度約為22,056,000港元，較去年同期約20,374,000港元上升8.3%。

During the quarter, the division recorded an unaudited net loss of approximately HK\$15,034,000, representing an increase of 73.8% from approximately HK\$8,650,000 in the corresponding period last year.

Leasing Division

The Group conducts its leasing business through its wholly-owned subsidiaries, North Asia Financial Leasing (Shanghai) Co., Ltd. ("NAFL") in China Shanghai Pilot Free Trade Zone and Fuji 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.

Throughout the quarter, the market for consumer electronics products continued to be significantly weak and showed no signs of improvement. The leasing business is still encountering numerous challenges that persist from the market conditions of last year.

Given the challenging market conditions, the division generated unaudited revenue of approximately HK\$28,419,000 during the quarter, representing a decrease of 29.8%, as compared with same period last year of approximately HK\$40,476,000. Due to weakening demand of SMT machines, high volume of idle machines from other leasing business competitors and second-hand machine dealers were flooding the market which caused keen price competition. As a result, the division recorded revenue of approximately HK\$3,686,000 from operating lease arrangements during the quarter, decreased by 51.8% from approximately HK\$7,651,000 in same period last year. Consistent with the goal to minimize exposure to longer-term financing to ensure sustainable and stable growth, the division continued to diversify its customer base to high-tech products with substantial growth potential and offer short-term (6-12 months) financing option to its customers. As of 30th June 2023, the division's financing lease business has shown slight growth that the principal amount of finance lease receivables increased by 11.4% to approximately HK\$66,801,000 from approximately HK\$59,961,000 at of 30th June 2022. During the quarter, the finance lease income increased by approximately 6.6% to approximately HK\$1,926,000, as compared with same period last year of approximately HK\$1,806,000.

於本季度，該分部錄得未經審核虧損淨額約15,034,000港元，較去年同期約8,650,000港元增加73.8%。

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，消費電子產品市場持續顯著疲軟且未見好轉跡象，租賃業務仍面臨去年市場狀況延續的諸多挑戰。

鑑於市場環境充滿挑戰，該分部於本季度錄得未經審核收入約28,419,000港元，較去年同期約40,476,000港元減少29.8%。由於SMT機器需求減弱，大量來自其他租賃業務競爭對手及二手機器交易商之間置機器湧入市場，導致價格競爭激烈。因此，該分部於本季度錄得來自經營租賃安排的收入由去年同期約7,651,000港元減少51.8%至約3,686,000港元。該分部持續分散客戶群，以納入具龐大增長潛力之高科技產品，並向客戶提供短期(六至十二個月)融資選項，與盡量減少所面臨長期融資之風險以確保可持續及穩定增長的目標一致。於二零二三年六月三十日，該分部之融資租賃業務顯示輕微增長，融資租賃應收款項本金額由二零二二年六月三十日約59,961,000港元增長11.4%至約66,801,000港元。於本季度，融資租賃收入較去年同期約1,806,000港元增加約6.6%至約1,926,000港元。



Despite the challenges from market instability, the division continues to strengthen its customer base through various channels to broaden revenue streams, including the sale of machines related to the semiconductor industry and the addition of new brands to our portfolio. The division recorded revenue from sales of machines at approximately HK\$22,807,000 during the quarter, representing a 26.5% decrease from approximately HK\$31,019,000 in the same period last year.

The division has made persistent effort in leveraging the resources of the market to generate revenue and implemented cost-saving measures under unfavourable market conditions. During the quarter, the division managed to record an unaudited net profit of approximately HK\$1,987,000 as compared to an unaudited net loss of approximately HK\$875,000 in the same period last year.

Electronic Payment Solution Division

The Group conducted its payment business through its wholly-owned subsidiaries, Jarvix (Hong Kong) Limited (“Jarvix”). Jarvix is principally engaged in operating the payment business which provide a payment solution to local merchants such that they can accept wide range of electronic payment methods.

Over the past few years, the pandemic had caused changes in people's consumption patterns that online shopping was preferred in prioritizing health and safety. Jarvix has been focusing on various industries such as fitness and beauty and sports. Jarvix offers tailored market analysis and solutions to help local merchants effectively respond to market changes and capitalize on business opportunities.

Following the Hong Kong government's announcement of the resumption of normal travel policy with Mainland China and other countries, the fitness and beauty and sports market in Hong Kong has been gradually regaining its vitality and consumption patterns of customers in these industries has been recovered gradually.

During the quarter, Jarvix maintained its excellent competitive advantages by providing the fastest and most caring services, adapting competitive pricing strategies to the local merchants. As a result, the client base was increased and sales volume of Jarvix's local merchant customers has remained stable and even showed positive growth. The market still holds significant potential for future development.

儘管面臨市場不穩定的挑戰，該分部繼續通過各種渠道加強其客戶基礎，以擴大收入來源，包括與半導體行業相關的機器銷售及於我們產品組合中增加新品牌。該分部於本季度錄得來自機器銷售的收入約22,807,000港元，較去年同期約31,019,000港元減少26.5%。

在市場環境不利的情況下，該分部不斷努力利用市場資源產生收入及實施成本節約措施。於本季度，該分部實現未經審核純利約1,987,000港元，相比去年同期則錄得未經審核虧損淨額約875,000港元。

電子支付解決方案分部

本集團透過其全資附屬公司Jarvix (Hong Kong) Limited (「Jarvix」)經營支付業務。Jarvix主要從事營運支付業務，為本地商戶提供支付解決方案，使該等商戶能夠接受多種電子支付方式。

過去數年間，疫情導致人們的消費模式出現改變。許多人偏好網上購物，優先考慮健康及安全。Jarvix一直專注於健身、美容及體育等各個行業。Jarvix提供量身定製的市場分析及解決方案，協助本地商戶有效應對市場變化並把握商機。

隨著香港政府宣佈向中國大陸及其他國家恢復全面通關的政策，香港健身、美容及體育市場逐漸回復生機，而該等行業的客戶亦逐漸恢復以往的消費模式。

於本季度，Jarvix透過提供最快捷及最貼心的服務，向本地商戶採用具競爭力的定價策略，保持其優秀的競爭優勢。因此，客戶群增加及Jarvix本地商戶客戶的銷售額保持穩定，甚至出現正增長。該市場仍具有重大的未來發展潛力。

During the quarter, the electronic payment solution division recorded unaudited revenue of approximately HK\$1,897,000 and unaudited net profit of approximately HK\$32,000.

OUTLOOK

General

Following the earlier than expected reopening of China, we saw a rebound in first quarter of 2023. However, industrial and commercial activities did not rebound sharply as expected but remained sluggish and rebounded weakly. In particular, the sales of consumer electronics products such as mobile phones, home appliances and computers continued to shrink without obvious improvement; and the situation remained unchanged from April to June 2023. Furthermore, the geo-political and economic impact of the ongoing Russia-Ukraine military conflict, and stress on financial institution caused by debt default by giant China real estate companies may further dampen consumer confidence and economic activities. In response to the US-China decoupling and other geopolitical risks, we saw a trend of diversification of manufacturing bases outside China amongst our customers. In order to serve our customer, management has also diversified and expanded its operations in Thailand and Vietnam.

In its latest Global Economic Prospect report in June 2023, the World Bank projected that the global economic growth rate will slow substantially from 3.1% in 2022 to 2.1% in 2023 and economic growth in China is projected to rebound to 5.6%. However, the recovery in China is expected to be led by services activity and therefore industrial recovery is weaker than expected. According to the National Bureau of Statistics of China's preliminary estimate in July 2023, the gross domestic product (GDP) in the first half year of 2023 up by 5.5 percent year on year, or 1.0 percentage point faster than that in the first quarter of 2023. But the total value added of industrial enterprises grew by only 3.8 percent year on year in the first half year of 2023, or 0.8 percentage points faster than that in the first quarter of 2023. Therefore, the Group is still facing challenges and uncertainty in market recovery in the coming quarters given the pessimistic outlook of electronic manufacturing and smartphone industry in China.

於本季度，電子支付解決方案分部錄得未經審核收入約1,897,000港元及未經審核純利約32,000港元。

展望

整體

隨著中國較預期提早重新開放，二零二三年第一季度出現反彈。然而，工商業活動並未出現最初預期的大幅反彈，反而持續疲軟，反彈乏力，特別是消費電子產品如手機、家電及電腦的銷售持續萎縮，未有明顯好轉，且二零二三年四至六月份情況依舊。此外，俄烏軍事衝突的地緣政治及經濟影響以及大型中國房地產開發商出現債務違約對金融機構造成的壓力或會進一步抑制消費者信心及經濟活動。為應對中美脫鉤及其他地緣政治風險，我們看到我們的客戶間出現將生產基地分散至中國以外的趨勢。為服務我們的客戶，管理層亦已將其業務分散及擴展至泰國及越南。

世界銀行於其二零二三年六月的最新《全球經濟展望》報告中預測，全球經濟增長率將由二零二二年的3.1%大幅放緩至二零二三年的2.1%，中國經濟增長則預計反彈至5.6%。然而，預計中國的復甦將由服務業活動主導，因此工業復甦弱於預期。根據中國國家統計局於二零二三年七月的初步估計，二零二三年上半年本地生產總值按年上升5.5個百分點，或較二零二三年第一季度高出1.0個百分點。然而工業企業總增加值於二零二三年上半年僅按年上升3.8個百分點，或較二零二三年第一季度高出0.8個百分點。因此，鑑於中國電子製造及智能手機行業前景悲觀，未來幾個季度本集團仍面臨市場復甦的挑戰及不確定性。



In late July 2023, the Chinese government promulgated 31 preferential policies to increase support for revitalization of the private economy that the economy could recover from the second half of 2023. If in absence of major international and external unfavourable factors, the leasing market should recover to a certain extent.

The Greater Bay Area blue print by President Xi outlines the future for growth and development for Hong Kong. Since the Group is motivated and optimistic about the future of Hong Kong and its role in the Greater Bay Area initiative, the Group will seek to continue to emphasize its business in Hong Kong and the Greater Bay Area and to enhance the operational efficiency of its various business divisions to improve their profitability and increase shareholders' value.

Hi-tech Distribution and Services Division

IDC International Data Corporation ("IDC") has predicted in March 2023 that the worldwide smartphone market will decline by 1.1% in 2023 to 1.19 billion units from 2022 shipments of 1.21 billion units. According to IDC's latest Worldwide Quarterly Mobile Phone Tracker forecast published in July 2023, it reported that the worldwide shipments of smartphones decline 6.7% in Q2 2023 while China shipments of smartphones decline 2.1% in Q2 2023. IDC expects the smartphone market to return to growth by the end of 2023.

According to the orders received by the division during and after the quarter, the amount of orders received was significantly reduced. The division's customers, which are mainly mobile phone manufacturers in China, become very cautious in acquiring new manufacturing facilities under current operating environment. As a result, revenue to be recognised upon completion of orders in the coming quarters may be significantly declined.

Besides, in response to net-zero emissions target by 2030 set by most countries, the Group expects to see the continued replacement of petroleum fuelled vehicles with electric vehicles. The emerging electric vehicle manufacturing industry creates new opportunities for the Group since some of the Group's major customers are repositioning themselves as electric vehicle manufacturers.

於二零二三年七月下旬，中國政府公佈的加大扶持民營經濟振興的31條優惠政策出台，經濟可自二零二三年下半年起回暖。如果沒有重大的國際形勢和外來不利因素影響，租賃市場應該會有一定程度的復甦。

大灣區由習近平主席謀劃，概述了香港的未來增長及發展。由於本集團對香港的未來充滿信心，對其在大灣區計劃中的角色滿懷動力及熱情，本集團將繼續努力加強於香港及大灣區的業務，同時亦會提高不同業務分部之營運效率，力求改善其盈利能力及提升股東價值。

高科技產品分銷及服務分部

國際數據資訊有限公司("IDC")曾在二零二三年三月進行預測，二零二三年全球智能手機市場的出貨量將從二零二二年的12.1億部的下降1.1%至11.9億部。根據IDC於二零二三年七月最新發佈的《全球季度手機追蹤器預測》，二零二三年第二季度全球智能手機出貨量下降6.7%，而中國智能手機出貨量在二零二三年第二季度下降2.1%。IDC預計智能手機市場將在二零二三年底恢復增長。

根據該分部在季度期間及之後收到的訂單，收到的訂單數量大幅減少。該分部的客戶(主要是中國的手機製造商)在目前的營運環境下購置新製造設施時變得非常審慎。因此，在未來幾個季度完成訂單後所確認的收入可能會大幅下降。

此外，為響應大多數國家設立的二零三零年淨零排放的目標，本集團預計電動汽車將繼續取代以石油為燃料的汽車。由於本集團的一些主要客戶正重新定位其為電動汽車製造商，此等新興的電動汽車製造業為本集團創造了新的機遇。

With the emergence of ChatGPT (AI Chatbot by OpenAI), many other AI alternatives such as Copilot by Microsoft, Bard by Google and Ernie Bot by Baidu also rolled out service contributing to a new wave of growth of the demand for AI Cloud server built on GPU platform. The integration of generative AI and metaverse may accelerate the metaverse development and bring user experience of virtual interaction in the 3D world in social networking, entertainment, gaming, education and commerce to next level. The management expects to see more investments on cloud infrastructures such as cloud server hardware and hard disk storage from which some of the Group's customers may benefit and their demand for SMT and semiconductor manufacturing facilities will increase.

Facing the contracted smartphone market, and unfavourable macro-environment, AMT will continue to monitor the latest development and closely monitor its working capital, gross margin, operating costs and industry developments with a view to maintaining adequate cash flow, improving the Group's results and achieving long-term sustainability and growth of our business.

Leasing Division

The leasing industry and some domestic enterprises under high financial pressure often resort to exchanging prices for volume or disposing of assets to recover funds, resulting in a sharp drop in rental unit prices. The development of the industry is facing severe challenges.

In the face of a market full of challenges and great uncertainties, we provide more flexible and diverse operating leasing solutions through vigorous promotion, fully support customers' needs in terms of mechanical and technical issues or parts, and maintain a good rental rate of machinery. We also provide customers with value-added services and establish a better corporate image through independent research and development as well as customization. In terms of direct financing lease operation, for the new CNC digital control system we developed last year, there was an obvious decrease in the repeat customer rate this year, demonstrating a greater difficulty in acquiring new customers.

隨著 ChatGPT (OpenAI 之人工智能聊天機械人) 的出現，微軟的 Copilot、谷歌的 Bard、百度的「文心一言」等其他人工智能選擇亦相繼推出，推動了對建於 GPU 平台上的人工智能雲端服務器需求的新一輪增長。生成式人工智能及元宇宙的融合，可能會加速元宇宙的發展，並將社交網絡、娛樂、遊戲、教育及商業領域的 3D 世界虛擬互動的用戶體驗更進一步。管理層預計將在雲服務器硬件及硬碟存儲等雲端基礎設施上進行更多投資，而本集團的部分客戶可能從中受益，並將增加其對 SMT 及半導體製造設施的需求。

面對收縮中的智能手機市場以及不利的宏觀環境，美亞科技將繼續監察最新發展，密切關注其營運資金、毛利率、營運成本及行業發展，以期保持充足的現金流，改善本集團的業績，實現業務的長期可持續性及增長。

租賃分部

租賃行業及國內一些資金壓力大的企業，多採取以價換量，或處置資產回籠資金，導致租賃單價出現大幅下跌，行業發展正面臨嚴峻挑戰。

面對充滿挑戰和嚴重不確定的市場，我們通過大力推廣，提供更靈活多樣的經營租賃方案，全力支持客戶在機械技術問題或配件方面的需求，及維持較好的機械出租率。我們也通過自主研發，定制化改造等，給客戶提供有附加值的服務並樹立更好的企業形象。融資直租營運方面，就我們去年開發的新 CNC 數控系統領域，今年明顯存在客戶回頭單頻率降低，新客戶開發難度加大。



Electronic Payment Solution Division

The Hong Kong Monetary Authority has released data showing that the total value of credit card transactions in the first quarter of 2023 increased by 7.4% compared to the previous quarter and by 34.7% compared to the same period last year. These figures indicate that there is increasing use of credit cards for transaction in the Hong Kong market. Additionally, the total number of credit cards in circulation is also continuing to increase, with a quarter to quarter rise of 1.1% and an year-on-year rise of 2.8%.

Furthermore, the Hong Kong Government also plans to issue retail central bank digital currency (e-HKD) in the future, which can provide the division ample business opportunities from popularisation of electronic payments. The management is optimistic about the future prospects of electronic payment in retail market. The Group is committed to providing high-quality and competitive service to local merchants and introducing new mobile application to expand our service to the consumer side. We are confident that these initiatives will enable us to gain a larger market share within the industry.

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

As at 30th June 2023, 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:

電子支付解決方案分部

香港金融管理局公佈的數據顯示，二零二三年第一季度的信用卡交易總額較上一季度增加7.4%，與去年同期比較增加34.7%。該等數字顯示，在香港市場使用信用卡進行交易的情況有所增加。此外，在市面流通的信用卡總數亦持續增加，按季上升1.1%，按年上升2.8%。

此外，香港政府未來亦計劃發行零售層面央行數碼貨幣（數碼港元），能為該分部在電子支付變得普及時提供充裕商機。管理層對零售市場電子支付的未來前景感到樂觀。本集團致力向本地商戶提供高質素且具競爭力的服務，並推出全新手機應用程式，以擴展我們的服務至消費者端。我們相信，這些舉措將使我們能在行業內獲得更大的市場份額。

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零二三年六月三十日，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聯法團（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：

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：

Name of Director	Capacity	Number of ordinary shares held	Number of underlying shares held (Share Options)	Approximate percentage of shares and underlying shares held
董事姓名	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)
Zhang Yifan 張一帆	Beneficial owner 實益擁有人	3,268,000	7,003,817	24.54%
	Interest of controlled corporation (Note b) 受控法團權益 (附註b)	101,272,000	—	
Pierre Tsui Kwong Ming 徐廣明	Beneficial owner 實益擁有人	—	1,182,217	0.26%
Kenneth Kon Hiu King 干曉勁	Beneficial owner 實益擁有人	—	4,450,217	0.97%
Joseph Liang Hsien Tse 梁顯治	Beneficial owner 實益擁有人	—	626,217	0.13%
Joseph Chan Nap Kee 陳立基	Beneficial owner 實益擁有人	—	626,217	0.13%

Notes:

附註：

(a) The above approximate percentages of the shareholdings are based on 454,509,311 ordinary shares in issue as at 30th June 2023.

(a) 上述持股之概約百分比乃根據於二零二三年六月三十日已發行之 454,509,311 股普通股而計算。

(b) Sky Virtue Holdings Limited is wholly owned by Ms. Zhang Yifan. By virtue of Part XV of the SFO, Ms. Zhang Yifan is deemed to be interested in the shares held by Sky Virtue Holdings Limited.

(b) Sky Virtue Holdings Limited 由張一帆女士全資擁有。根據證券及期貨條例第 XV 部，張一帆女士被視為於 Sky Virtue Holdings Limited 所持有之股份中擁有權益。



Save as disclosed above, as at 30th June 2023, 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.

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

As at 30th June 2023, 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:

除上文所披露者外，於二零二三年六月三十日，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。

其他人士於股份及相關股份之權益及淡倉

於二零二三年六月三十日，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：

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：

Name of Shareholder	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／名稱	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	—	699,016	39.54%
	Interest of controlled corporation (Note b) 受控法團權益 (附註b)	179,014,812	—	
Sincere Ardent Limited	Beneficial owner (Note b) 實益擁有人 (附註b)	179,014,812	—	39.38%
Sun Ciyang 孫慈穎	Beneficial owner 實益擁有人	39,861,357	—	8.77%
Sky Virtue Holdings Limited	Beneficial owner (Note c) 實益擁有人 (附註c)	101,272,000	—	22.28%

Notes:

附註：

- (a) The above approximate percentages of the shareholdings are based on 454,509,311 ordinary shares in issue as at 30th June 2023.
- (b) Sincere Ardent Limited is wholly owned by Ms. Lu Ying. By virtue of Part XV of the SFO, Ms. Lu Ying is deemed to be interested in the shares held by Sincere Ardent Limited.
- (c) Sky Virtue Holdings Limited is wholly owned by Ms. Zhang Yifan, the Chairlady and an executive Director of the Company. By virtue of Part XV of the SFO, Ms. Zhang Yifan is deemed to be interested in the shares held by Sky Virtue Holdings Limited.

- (a) 上述持股之概約百分比乃根據於二零二三年六月三十日已發行之454,509,311股普通股而計算。
- (b) Sincere Ardent Limited由陸穎女士全資擁有。根據證券及期貨條例第XV部，陸穎女士被視為於Sincere Ardent Limited所持有之股份中擁有權益。
- (c) Sky Virtue Holdings Limited由本公司主席兼執行董事張一帆女士全資擁有。根據證券及期貨條例第XV部，張一帆女士被視為於Sky Virtue Holdings Limited所持有之股份中擁有權益。



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 2023.

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.

除上文所披露者外，於二零二三年六月三十日，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任何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。

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按其絕對酌情判斷對本集團作出貢獻或將作出貢獻之任何其他人士（「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十年期間內有效及生效。

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

下表載列於年內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 ^(a)	Outstanding as at 1st April 2023 於二零二三年四月一日尚未行使	Number of share options 購股權數目				Outstanding as at 30th June 2023 於二零二三年六月三十日尚未行使
					Granted during the period 期內已授出	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	
Executive Directors 執行董事									
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\$1.137 1.137港元	2,755,817	—	—	—	—	2,755,817
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700港元	980,000	—	—	—	—	980,000
	7th November 2022 二零二二年十一月七日	7th November 2022 to 6th November 2032 二零二二年十一月七日至二零三二年十一月六日	HK\$0.325 0.325港元	3,268,000	—	—	—	—	3,268,000
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\$1.137 1.137港元	202,217	—	—	—	—	202,217
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700港元	4,248,000	—	—	—	—	4,248,000
Non-executive Director 非執行董事									
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\$1.137 1.137港元	202,217	—	—	—	—	202,217
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700港元	980,000	—	—	—	—	980,000
Independent non-executive Directors 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\$1.137 1.137港元	202,217	—	—	—	—	202,217
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700港元	424,000	—	—	—	—	424,000
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\$1.137 1.137港元	202,217	—	—	—	—	202,217
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700港元	424,000	—	—	—	—	424,000
Sub-Total 小計				13,888,685	—	—	—	—	13,888,685



Name	Date of grant	Exercise period	Exercise price ⁽¹⁾	Number of share options 購股權數目					Outstanding as at 30th June 2023 於二零二三年六月三十日尚未行使
				Outstanding as at 1st April 2023 於二零二三年四月一日尚未行使	Granted during the period 期內已授出	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	
姓名	授出日期	行使期	行使價 ⁽¹⁾	尚未行使	已授出	已行使	已註銷	已失效	尚未行使
Substantial Shareholder 主要股東									
Lu Ying 陸穎	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\$1.137 1.137港元	275,016	—	—	—	—	275,016
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700港元	424,000	—	—	—	—	424,000
Employees of the Group 本集團僱員									
Other Employees 其他僱員	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\$1.137 1.137港元	3,564,687	—	—	—	—	3,564,687
	24th December 2021 二零二一年十二月二十四日	24th December 2021 to 23rd December 2031 二零二一年十二月二十四日至二零三一年十二月二十三日	HK\$0.700 0.700港元	4,044,000	—	—	—	—	4,044,000
Total 總計				22,196,388	—	—	—	—	22,196,388

Notes:

- (1) The closing price per share immediately before 16th August 2017, 24th December 2021 and 7th November 2022, the dates of grant, were HK\$1.15 (after adjustment of share consolidation on 26th March 2019), HK\$0.70 and HK\$0.325 respectively.
- (2) 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.

The number and the exercise price of share options which remained outstanding on 13th May 2021 have been adjusted due to completion of open offer on 13th May 2021.

- For the share options granted on 16th August 2017, the total number of share options outstanding on 13th May 2021 was adjusted from 7,323,200 to 7,404,388 and the exercise price per share was adjusted from HK\$1.15 to HK\$1.137.

- (3) A total of 9,860,000 share options were granted to four directors and employees of the Group on 6th July 2023, with exercise price of HK\$0.339 per share.

附註：

- (1) 緊接二零一七年八月十六日、二零二一年十二月二十四日及二零二二年十一月七日（授出日期）前之每股收市價分別為1.15港元（經二零一九年三月二十六日股份合併調整後）、0.70港元及0.325港元。

- (2) 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。

由於公開發售已於二零二一年五月十三日完成，故於二零二一年五月十三日未行使的購股權之數目及行使價已作調整。

- 就於二零一七年八月十六日授出之購股權而言，於二零二一年五月十三日未行使之購股權總數由7,323,200份調整至7,404,388份，而行使價則由每股1.15港元調整至1.137港元。

- (3) 於二零二三年七月六日，已向四名董事及本集團僱員授出合共9,860,000份購股權，行使價為每股0.339港元。

COMPETING INTERESTS

As at 30th June 2023, 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 during the three months ended 30th June 2023.

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 2023, acting in compliance with the Code.

Code provision C.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

於二零二三年六月三十日，董事或本公司之主要股東或任何彼等各自之聯繫人概無從事任何與本集團業務構成或可能構成競爭之業務或與本集團產生任何其他利益衝突。

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二零二三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所載之企業管治守則（「守則」）所載原則。除下文所述之偏離情況外，概無董事知悉任何資料足以合理地顯示本公司於截至二零二三年六月三十日止三個月內任何時間內並無遵守守則。

守則條文第C.2.1條訂明，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，由具備豐富經驗及高素質人材組成之董事會及管理層負責運作，足以確保權力平衡及責任分立。



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 2023 of the Company now reported on has been reviewed by the audit committee.

By Order of the Board

North Asia Strategic Holdings Limited

Zhang Yifan

Chairlady and Executive Director

Hong Kong, 9th August 2023

As at the date of this report, the Board comprises Ms. Zhang Yifan (Chairlady and Executive Director); Mr. Kenneth Kon Hiu King (Executive Director); Mr. Pierre Tsui Kwong Ming (Non-executive Director); Mr. Joseph Liang Hsien Tse, Mr. Joseph Chan Nap Kee and Dr. Cai Qing (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二零二三年六月三十日止三個月之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，二零二三年八月九日

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）；干曉勁先生（執行董事）；徐廣明先生（非執行董事）；及梁顯治先生、陳立基先生及蔡青博士（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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