

Sprocomm Intelligence Limited

(Incorporated in the Cayman Islands with limited liability | 於開曼群島註冊成立之有限公司)
(Stock Code 股份代號 : 1401)

2021

中報 Interim Report

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CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. Li Chengjun (*Chairman and Chief Executive Officer*)
Mr. Xiong Bin (*Vice Chairman*)
Mr. Li Hongxing (resigned on 1 June 2021)
Mr. Guo Qinglin
Mr. Wen Chuanchuan (appointed on 1 June 2021)

Independent Non-executive Directors

Mr. Hung Wai Man
Mr. Wong Kwan Kit
Mr. Lu Brian Yong Chen
Ms. Tseng Chin I

Committees of the Board

Audit Committee

Mr. Wong Kwan Kit (*Chairman*)
Mr. Lu Brian Yong Chen
Mr. Hung Wai Man

Remuneration Committee

Mr. Hung Wai Man (*Chairman*)
Mr. Wong Kwan Kit
Mr. Lu Brian Yong Chen
Ms. Tseng Chin I

Nomination Committee

Mr. Li Chengjun (*Chairman*)
Mr. Wong Kwan Kit
Mr. Lu Brian Yong Chen
Ms. Tseng Chin I

Company Secretary

Ms. Jian Xuegen

Authorised Representatives

Mr. Xiong Bin
Ms. Jian Xuegen

公司資料

董事會

執行董事

李承軍先生 (*主席兼行政總裁*)
熊彬先生 (*副主席*)
李紅星先生 (於二零二一年六月一日辭任)
郭慶林先生
溫川川先生
(於二零二一年六月一日獲委任)

獨立非執行董事

洪為民先生
黃昆杰先生
呂永琛先生
曾瀾漪女士

董事會委員會

審核委員會

黃昆杰先生 (*主席*)
呂永琛先生
洪為民先生

薪酬委員會

洪為民先生 (*主席*)
黃昆杰先生
呂永琛先生
曾瀾漪女士

提名委員會

李承軍先生 (*主席*)
黃昆杰先生
呂永琛先生
曾瀾漪女士

公司秘書

簡雪良女士

授權代表

熊彬先生
簡雪良女士

Financial Adviser

Dakin Capital Limited
Suites 4505-06, 45/F
Tower 1, Lippo Centre
89 Queensway
Hong Kong

Auditor

SHINEWING (HK) CPA Limited
Certified Public Accountants
43/F, Lee Garden One
33 Hysan Avenue, Causeway Bay
Hong Kong

Registered Office in Cayman Islands

P.O. Box 31119
Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205
Cayman Islands

Principal Place of Business and Headquarters in the PRC

5D-506 F1.6 Block
Tianfa Building
Tianan Chegongmiao Industrial Park
Futian District
Shenzhen, China

Place of Business in Hong Kong

Room A, 12/F
Granville House
41C Granville Road
Tsim Sha Tsui
Kowloon, Hong Kong

Principal Banks

Citibank
ICICI Bank Limited

財務顧問

德健融資有限公司
香港
金鐘道89號
力寶中心第一座
45樓4505-06室

核數師

信永中和(香港)會計師事務所有限公司
執業會計師
香港
銅鑼灣希慎道33號
利園一期43樓

開曼群島註冊辦事處

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Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205
Cayman Islands

中國主要營業地點及總部

中國深圳市
福田區
天安車公廟工業區
天發大廈
F1.6棟5D-506室

香港營業地點

香港九龍
尖沙咀
加連威老道41C號
嘉威大廈
12樓A室

主要銀行

花旗銀行
ICICI Bank Limited

Share Registrars and Transfer Offices

Hong Kong

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Cayman Islands

Tricor Services (Cayman Islands) Limited
2nd Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

Stock Name

SPROCOMM INTEL

Stock Code

1401

Website

www.sprocomm.com

股份過戶登記處

香港

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

開曼群島

Tricor Services (Cayman Islands) Limited
2nd Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

股份名稱

SPROCOMM INTEL

股份代號

1401

公司網站

www.sprocomm.com

BUSINESS REVIEW AND PROSPECTS

The board (the “Board”) of directors (the “Directors”) of Sprocomm Intelligence Limited (the “Company”) announces the unaudited interim consolidated results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2021 to the shareholders of the Company.

Business Review

During the six months ended 30 June 2021, the global economy was gradually recovering from the outbreak of the novel coronavirus. The Group, as one of the leading ODM mobile phone suppliers based in China, continues to focus on the research and development, designing, manufacturing and sale of mobile phones, PCBAs for mobile phones and IoT related products, targeting emerging markets.

The global demand for smartphones and other electronic devices were rising during the six months ended 30 June 2021. The Group’s total revenue for the six months ended 30 June 2021 increased by 6.3% to RMB911.7 million from RMB857.6 million for the six months ended 30 June 2020. However, the rising demand caused a global shortage of electronic components, which significantly increased the Group’s cost of raw materials (in particular mobile chips and screen for the mobile devices). As a result, the Group’s overall gross profit margin for the six months ended 30 June 2021 decreased to approximately 7.4% as compared with approximately 10.1% for the six months ended 30 June 2020. To maintain market competitiveness, the Group devoted more resources into the research and development of own-branded products and IoT related products and the research and development expenses for the six months ended 30 June 2021 increased by 21.7% as compared with the six months ended 30 June 2020. Further, contributions to retirement benefits scheme for the Group’s employees for the six months ended 30 June 2021 significantly increased as micro, small and medium size enterprises enrolled in China Social Security Schemes were exempt from making employer contributions to pension, unemployment and work-related injury insurance schemes between February and June 2020. Overall, the Group recorded a net loss of RMB34.1 million for the six months ended 30 June

業務回顧及前景

Sprocomm Intelligence Limited (「本公司」) 董事(「董事」)會(「董事會」)向本公司股東公佈本公司及其附屬公司(統稱「本集團」)截至二零二一年六月三十日止六個月的未經審核中期綜合業績。

業務回顧

截至二零二一年六月三十日止六個月，全球經濟逐漸從新型冠狀病毒疫情中復甦。本集團作為中國領先的ODM手機供應商之一，一直致力於研發、設計、生產以及銷售手機、手機的印刷電路板組裝以及物聯網相關產品，著力開拓新興市場。

全球對智能手機及其他電子設備的需求於截至二零二一年六月三十日止六個月持續上升。截至二零二一年六月三十日止六個月，本集團的總收益由截至二零二零年六月三十日止六個月的人民幣857.6百萬元增加6.3%至人民幣911.7百萬元。然而，需求上升導致全球電子元件短缺，使本集團的原材料(尤其是手機芯片及移動設備的屏幕)成本大幅上升。因此，本集團截至二零二一年六月三十日止六個月的整體毛利率下降至約7.4%，而截至二零二零年六月三十日止六個月則約為10.1%。為保持市場競爭力，本集團投入更多資源於自有品牌產品及物聯網相關產品的研發，而截至二零二一年六月三十日止六個月的研發開支較截至二零二零年六月三十日止六個月增加21.7%。此外，截至二零二一年六月三十日止六個月本集團僱員的退休福利計劃供款大幅增加，因加入中國社保計劃的中小微企業於二零二零年二月至六月獲減免企業基本養老保險、失業保險及工傷保險單位繳費部分。總體而言，本集

2021. In response to the financial performance for the six months ended 30 June 2021, the Group has taken various corresponding actions, including but not limited to the increase in inventory level of raw materials, cost controls, regular communications with customers to secure the sales orders and confirm the delivery schedule.

Highlights of the unaudited results of the Group for the six months ended 30 June 2021, as compared to the corresponding period in 2020, are shown in the following table:

團於截至二零二一年六月三十日止六個月錄得虧損淨額人民幣34.1百萬元。針對截至二零二一年六月三十日止六個月的財務表現，本集團已採取各種相應行動，包括但不限於增加原材料的庫存水平、成本控制、與客戶定期溝通以取得銷售訂單及確認交付時間表。

本集團截至二零二一年六月三十日止六個月未經審核業績的要點及其與二零二零年同期的對比如下表所示：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2021	2020
		二零二一年	二零二零年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue (RMB'000)	收益(人民幣千元)	911,737	857,580
Net (loss)/profit for the period (RMB'000)	期內(純損)／純利(人民幣千元)	(34,127)	12,596
(Loss)/earnings per share – Basic and diluted (RMB cents)	每股(虧損)／盈利 – 基本及攤薄(人民幣分)	(3.39)	1.27

Outlook and Strategy

Going forward, China's ODM mobile phone market will be filled with challenges and opportunities. The Directors consider that the rapid roll-out of 5G telecommunication network in different parts of the world will drive the demand for smartphones and IoT related products.

In order to capture the potential market opportunities and maximise the interests of the Company and its shareholders, the Group will adopt a prudent approach to develop its business and gradually expand its production capacity, enhance its research and development capability, enrich its product portfolio and increase its sales and marketing effort to diversify its geographical locations.

前景及策略

展望未來，中國的ODM手機市場將會充滿挑戰及機遇。董事認為全球各地迅速推出5G電訊網絡，將帶動智能手機以及物聯網相關產品的需求。

為把握潛在市場機遇及使本公司及其股東的利益最大化，本集團會審慎發展業務以及逐步增加產能，提升研發能力，豐富產品組合及加大銷售及營銷力度，達致地域多元化。

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Revenue

Revenue by product categories

The Group's product portfolio includes smartphones, feature phones, PCBAs for mobile phones and IoT related products. During the six months ended 30 June 2021, the Group mainly derives its revenue from the sales of smartphones and IoT products. Set out below is a breakdown of the Group's total revenue by product categories and the revenue generated from each product category as a percentage of total revenue for the six months ended 30 June 2021 and 2020:

管理層討論及分析

財務回顧

收益

按產品類別劃分的收益

本集團的產品組合包括智能手機、功能型手機、手機的印刷電路板組裝及物聯網相關產品。截至二零二一年六月三十日止六個月，本集團的收益主要來自銷售智能手機及物聯網產品。下表載列截至二零二一年及二零二零年六月三十日止六個月按產品類別劃分的總收益明細及各產品類別產生的收益佔本集團總收益的百分比：

		Six months ended 30 June 截至六月三十日止六個月			
		2021 二零二一年		2020 二零二零年	
		RMB'000	% of total revenue	RMB'000	% of total revenue
		人民幣千元	佔總收益的%	人民幣千元	佔總收益的%
Mobile phones	手機				
- Smartphones	- 智能手機	511,145	56.1	407,425	47.5
- Feature phones	- 功能型手機	94,592	10.3	131,144	15.3
Sub-total:	小計：	605,737	66.4	538,569	62.8
PCBAs	印刷電路板組裝	-	-	58,401	6.8
IoT related products	物聯網相關產品	202,932	22.3	236,975	27.6
Others (Note)	其他(附註)	103,068	11.3	23,635	2.8
Total	合計	911,737	100.0	857,580	100.0

Note: Others mainly include revenue from the sales of mobile device components used for after sales-services and the provision of research and development and technical services for mobile phones, PCBAs and cloud related products.

附註：其他主要包括銷售用於售後服務的移動設備組件的收益以及提供手機、印刷電路板組裝及雲相關產品的研發及技術服務。

The Group's total revenue increased by 6.3% to RMB911.7 million for the six months ended 30 June 2021 from RMB857.6 million for the six months ended 30 June 2020, primarily attributed to the increased sales of mobile phones to India, but partially offset by the decreased sales of IoT related products to the PRC.

本集團的總收益由截至二零二零年六月三十日止六個月的人民幣857.6百萬元增加6.3%至截至二零二一年六月三十日止六個月的人民幣911.7百萬元，主要是由於印度的手機銷售增加，惟部分被中國的物聯網相關產品銷售減少所抵銷所致。

Revenue from mobiles phones increased by 12.5% to RMB605.7 million for the six months ended 30 June 2021 from RMB538.6 million for the six months ended 30 June 2020, primarily attributed to the increase in sales of smartphones to India.

Revenue from PCBAs decreased to nil for the six months ended 30 June 2021 from RMB58.4 million for the six months ended 30 June 2020. During the six months ended 30 June 2021, customers placed orders for mobile phones instead of PCBAs to suit their own needs.

Revenue from IoT related products decreased by 14.4% to RMB202.9 million for the six months ended 30 June 2021 from RMB237.0 million for the six months ended 30 June 2020, primarily because the delivery schedule of IoT related products to some major PRC customers was rescheduled to the second half of 2021.

手機的收益由截至二零二零年六月三十日止六個月的人民幣538.6百萬元增加12.5%至截至二零二一年六月三十日止六個月的人民幣605.7百萬元，主要是由於印度的智能手機銷售增加所致。

印刷電路板組裝的收益由截至二零二零年六月三十日止六個月的人民幣58.4百萬元減少至截至二零二一年六月三十日止六個月的零。截至二零二一年六月三十日止六個月，客戶下訂單購買手機，而非印刷電路板組裝，以滿足彼等自身的需求。

物聯網相關產品的收益由截至二零二零年六月三十日止六個月的人民幣237.0百萬元減少14.4%至截至二零二一年六月三十日止六個月的人民幣202.9百萬元，主要是由於向若干主要中國客戶交付物聯網相關產品的時間表被重新安排至二零二一年下半年所致。

Revenue by geographical regions

The Group's products are mainly sold to emerging markets which have high population and growing demands on mobile phones. Set out below is a breakdown of the Group's total revenue by geographical region and the revenue generated from each region as a percentage of total revenue for the six months ended 30 June 2021 and 2020:

按地理位置劃分的收益

本集團主要向人口眾多且手機需求不斷增長的新興市場銷售產品。下表列載截至二零二一年及二零二零年六月三十日止六個月本集團按地區劃分的總收益明細及各地區產生的收益佔本集團總收益的百分比：

		Six months ended 30 June 截至六月三十日止六個月			
		2021 二零二一年		2020 二零二零年	
		RMB'000	% of total revenue	RMB'000	% of total revenue
		人民幣千元	佔總收益的%	人民幣千元	佔總收益的%
Emerging Asia	亞洲新興國家				
India	印度	481,537	52.8	280,104	32.7
Pakistan	巴基斯坦	1,069	0.1	13,819	1.6
Bangladesh	孟加拉國	107,585	11.8	107,387	12.5
The PRC	中國	304,374	33.4	449,006	52.4
Sub-total:	小計：	894,565	98.1	850,316	99.2
Other regions	其他地區				
Algeria	阿爾及利亞	8,071	0.9	7,003	0.8
Others	其他	9,101	1.0	261	-
Sub-total:	小計：	17,172	1.9	7,264	0.8
Total	合計	911,737	100.0	857,580	100.0

Revenue from India increased by 71.9% to RMB481.5 million for the six months ended 30 June 2021 from RMB280.1 million for the six months ended 30 June 2020 attributed to the combined effects of (i) the outbreak of COVID-19 caused delays in the Group's production schedules and delivery of products to customers in the first half of 2020; (ii) the Group's production schedule and delivery of products to customers in India gradually resumed in the second half of 2020; and (iii) demand for smartphones in India continued to rise in the first half of 2021.

來自印度的收益由截至二零二零年六月三十日止六個月的人民幣280.1百萬元增加71.9%至截至二零二一年六月三十日止六個月的人民幣481.5百萬元，是由於以下各項的綜合影響所致：(i)爆發COVID-19疫情導致本集團於二零二零年上半年的生產時間表及向客戶交付產品延誤；(ii)本集團的生產時間表及向印度客戶交付產品於二零二零年下半年逐漸恢復；及(iii)印度的智能手機需求於二零二一年上半年持續上升。

Revenue from Pakistan decreased by 92.0% to RMB1.1 million for the six months ended 30 June 2021 from RMB13.8 million for the six months ended 30 June 2020, primarily attributed to decrease in purchase orders for smartphones.

來自巴基斯坦的收益由截至二零二零年六月三十日止六個月的人民幣13.8百萬元減少92.0%至截至二零二一年六月三十日止六個月的人民幣1.1百萬元，主要是由於智能手機的採購訂單減少所致。

Revenue from Bangladesh remained stable at RMB107.6 million for the six months ended 30 June 2021 as compared with RMB107.4 million for the six months ended 30 June 2020.

Revenue from the PRC decreased by 32.2% to RMB304.4 million for the six months ended 30 June 2021 from RMB449.0 million for the six months ended 30 June 2020, primarily because the delivery schedule of IoT related products to some major PRC customers was rescheduled to the second half of 2021 and revenue from IoT related products for the six months ended 30 June 2021 decreased accordingly.

Revenue from Algeria increase by 15.7% to RMB8.1 million for the six months ended 30 June 2021 from RMB7.0 million for the six months ended 30 June 2020, primarily attributed to the increase in purchase orders for smartphones.

Gross profit and gross profit margin

Gross profit decreased by 22.4% to RMB67.4 million for the six months ended 30 June 2021 from RMB86.8 million for the six months ended 30 June 2020. Gross profit margin decreased to 7.4% for the six months ended 30 June 2021 from 10.1% for the six months ended 30 June 2020. The decrease in gross profit and gross profit margin was primarily attributed to the increment in the costs of raw materials (in particular mobile chips and screen for the mobile devices) in the first half of 2021 driven by the global shortage of electronic components.

Other gains and income

Other gains and income mainly comprises government subsidies and amortisation of government subsidies, net exchange gain, gain arising from change in fair value of financial assets at fair value through profit and loss, gain on reversal of credit loss for trade and bills receivables, bank interest income and sundry income. The Group's other gains and income decreased by 40.2% to RMB17.4 million for the six months ended 30 June 2021 as compared with RMB29.1 million for the six months ended 30 June 2020, primarily attributed to decrease in government subsidies and gain arising from change in fair value of financial assets at fair value through profit or loss.

來自孟加拉國的收益於截至二零二一年六月三十日止六個月維持穩定，為人民幣107.6百萬元，而截至二零二零年六月三十日止六個月則為人民幣107.4百萬元。

來自中國的收益由截至二零二零年六月三十日止六個月的人民幣449.0百萬元減少32.2%至截至二零二一年六月三十日止六個月的人民幣304.4百萬元，主要是向若干主要中國客戶交付物聯網相關產品的時間表被重新安排至二零二一年下半年及截至二零二一年六月三十日止六個月來自物聯網相關產品的收入相應減少所致。

來自阿爾及利亞的收益由截至二零二零年六月三十日止六個月的人民幣7.0百萬元增加15.7%至截至二零二一年六月三十日止六個月的人民幣8.1百萬元，主要是由於智能手機的購買訂單增加所致。

毛利及毛利率

毛利由截至二零二零年六月三十日止六個月的人民幣86.8百萬元減少22.4%至截至二零二一年六月三十日止六個月的人民幣67.4百萬元。毛利率由截至二零二零年六月三十日止六個月的10.1%減至截至二零二一年六月三十日止六個月的7.4%。毛利及毛利率減少主要是由於全球電子元件短缺推動原材料（尤其是手機芯片及移動設備的屏幕）成本於二零二一年上半年的升幅所致。

其他收益及收入

其他收益及收入主要包括政府補貼及政府補助攤銷、匯兌收益淨額、按公平值計入損益的金融資產的公平值變動產生的收益、貿易應收款項及應收票據信貸虧損撥回收益、銀行利息收入及雜項收入。本集團截至二零二一年六月三十日止六個月的其他收益及收入減少40.2%至人民幣17.4百萬元，維持相對穩定，截至二零二零年六月三十日止六個月的其他收益及收入則為人民幣29.1百萬元，主要是由於政府補貼及按公平值計入損益的金融資產的公平值收益減少所致。

Selling expenses

Selling expenses mainly represent transportation and custom declaration expenses, salaries and employee benefits of our sales and marketing staff, business-related travelling and entertainment expenses. Selling expenses for the six months ended 30 June 2021 increased by 41.7% to RMB20.4 million from RMB14.4 million for the six months ended 30 June 2020 because the higher proportion of sales to India for the six months ended 30 June 2021 increased the transportation and custom declaration expenses incurred by the Group.

Administrative and other expenses

Administrative and other expenses mainly represent salaries and benefits of our administrative and management staff, depreciation, amortisation of intangible assets, general office expenses, legal and professional fees, rental expenses, insurance expenses, bank charges, exchange losses, listing expenses and other miscellaneous administrative expenses. Administrative and other expenses for six months ended 30 June 2021 decreased by 10.3% to RMB31.5 million from RMB35.1 million for the six months ended 30 June 2020. The decrease in administrative and other expenses was primarily attributed to the decrease in impairment loss recognised in respect of trade and bills receivables, but partially offset by the increase in provision for litigation.

Research and development expenses

Research and development expenses for the six months ended 30 June 2021 increased by 21.7% to RMB61.8 million from RMB50.8 million for the six months ended 30 June 2020, primarily attributed to (i) the increase in contributions to retirement benefits scheme for the Group's employees as micro, small and medium size enterprises enrolled in China Social Security Schemes were exempt from making employer contributions to pension, unemployment and work-related injury insurance schemes between February and June 2020; and (ii) more resources devoted into the research and development of own-branded products and IoT related products.

銷售開支

銷售開支主要為運輸及清關費用、我們銷售及市場營銷員工的薪金及僱員福利以及業務相關差旅及酬酢開支。銷售開支由截至二零二零年六月三十日止六個月的人民幣14.4百萬元增加41.7%至截至二零二一年六月三十日止六個月的人民幣20.4百萬元，是由於截至二零二一年六月三十日止六個月來自中國的銷售佔比較高導致本集團產生的運輸及清關費用增加。

行政及其他開支

行政及其他開支主要為我們行政及管理員工的薪金及福利、折舊、無形資產攤銷、一般辦公室開支、法律及專業費用、租金開支、保險開支、銀行費用、匯兌虧損、上市開支及其他雜項行政開支。行政及其他開支由截至二零二零年六月三十日止六個月的人民幣35.1百萬元減少10.3%至截至二零二一年六月三十日止六個月的人民幣31.5百萬元。行政及其他開支減少主要是由於就貿易應收款項及應收票據確認的減值虧損減少所致，惟部分被訴訟撥備增加抵銷。

研發開支

研發開支由截至二零二零年六月三十日止六個月的人民幣50.8百萬元增加21.7%至截至二零二一年六月三十日止六個月的人民幣61.8百萬元，主要是由於(i)參加中國社會保障計劃的中小微企業於二零二零年二月至六月期間豁免向養老金、失業及工傷保險計劃繳納僱主供款，導致本集團員工的退休福利計劃供款增加；及(ii)投入更多資源於自有品牌產品及物聯網相關產品的研發所致。

Finance costs

Finance costs mainly represent interests on discounted bills, interest portion of lease liabilities, bank borrowings and factoring loans. The Group's finance costs increased by 14.8% to RMB3.1 million for the six months ended 30 June 2021 from RMB2.7 million for the six months ended 30 June 2020, primarily attributed to increase in interest on discounted bills financing and factoring loans.

Income tax expenses

For the six months ended 30 June 2021, the Group's income tax expenses increased to RMB2.2 million from RMB0.3 million for the six months ended 30 June 2020, primarily attributed to increase in Hong Kong profits tax and decrease in over provision of income tax expenses in prior years.

Loss/profit for the period

As a result of the above factors, the Group recorded a net loss of RMB34.1 million for the six months ended 30 June 2021 (six months ended 30 June 2020: net profit of RMB12.6 million).

Dividend

The Board does not recommend the payment of dividend for the six months ended 30 June 2021 (six months ended 30 June 2020: nil).

Trade and bills receivables

As at 30 June 2021, the Group's trade and bills receivables amounted to RMB211.3 million (31 December 2020: RMB339.2 million). The Group generally grants credit period ranging from 30 to 90 days to its customers and allows its PRC customers to settle their purchases by way of bills with maturity period ranging from three to six months.

In order to minimise credit risk, the Group carefully assesses the background information and credit worthiness of its customers before it decides to grant them credit periods. Further, the Group also closely monitors the payment record of its customers and regularly reviews the credit terms granted to them. The Group's credit assessment is based on various factors, including but not limited to the financial strength, size of the business and payment history of customers and length of their business relationship with the Group.

融資成本

融資成本主要為貼現票據、租賃負債的利息部分、銀行借貸及保理貸款利息。本集團的融資成本由截至二零二零年六月三十日止六個月的人民幣2.7百萬元增加14.8%至截至二零二一年六月三十日止六個月的人民幣3.1百萬元，主要是由於貼現票據融資及保理貸款的利息增加所致。

所得稅開支

本集團的所得稅開支由截至二零二零年六月三十日止六個月的人民幣0.3百萬元增至截至二零二一年六月三十日止六個月的人民幣2.2百萬元，主要因為香港利得稅增加及過往年度所得稅開支超額撥備減少。

期內虧損／溢利

由於上述各項因素，本集團於截至二零二一年六月三十日止六個月錄得虧損淨額人民幣34.1百萬元（截至二零二零年六月三十日止六個月：純利人民幣12.6百萬元）。

股息

董事會不建議派付截至二零二一年六月三十日止六個月的股息（截至二零二零年六月三十日止六個月：零）。

貿易應收款項及應收票據

於二零二一年六月三十日，本集團的貿易應收款項及應收票據為人民幣211.3百萬元（二零二零年十二月三十一日：人民幣339.2百萬元）。本集團通常向客戶授出介乎30至90天的信貸期，並容許中國客戶以到期期限介乎三至六個月的票據結付彼等之採購款。

為盡量降低信貸風險，本集團於決定向客戶授出信貸期前謹慎評估其背景資料及信譽。此外，本集團亦密切監測客戶的支付紀錄，定期審閱我們向彼等授出的信貸期。本集團的信貸評估乃基於多項因素，包括但不限於客戶的財務實力、業務規模及支付紀錄以及彼等與本集團業務關係的年期。

The decrease in the Group's trade and bills receivables as at 30 June 2021 was primarily attributed to (i) the decrease in sales during the six months ended 30 June 2021; and (ii) the settlement from customers. Based on the dates of the relevant sales invoices, 86.6% of the Group's trade and bills receivables as at 30 June 2021 aged within 90 days and the Group did not notice any substantial long outstanding balances.

Trade and bills payables

As at 30 June 2021, the Group's trade and bills payables amounted to RMB482.5 million (31 December 2020: RMB592.0 million). Suppliers generally grant the Group credit period ranging from 30 to 60 days, with certain suppliers require the Group to make advance payment before product delivery. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe. Certain suppliers allow the Group to settle its purchases by way of bank acceptance bills and the Group may also endorse certain bills receivables to its suppliers in order to settle the trade payable due to them.

Capital Structure, Liquidity, Financial Resources and Gearing

The Company's shares were successfully listed on the Main Board of the Stock Exchange on 13 November 2019. There has been no change in the capital structure of the Group since then. The Group mainly funds its business and working capital requirements by using a balanced mix of internal resources, borrowings and funds from the global offering.

The funding mix will be adjusted depending on the costs of funding and the actual needs of the Group. As at 30 June 2021, the Group had net current assets of RMB204.7 million (31 December 2020: RMB232.1 million), cash and cash equivalents amounted to RMB51.3 million (31 December 2020: RMB26.3 million), pledged bank deposits of RMB232.0 million (31 December 2020: RMB251.1 million) and borrowings amounted to RMB106.8 million (31 December 2020: RMB53.5 million). The Group's cash and cash equivalents and borrowings as at 30 June 2021 were mainly denominated in RMB. As at 30 June 2021, the Group had borrowings of RMB86.2 million (31 December 2020: RMB31.4 million) subject to fixed interest rates and borrowings of RMB20.6 million (31 December 2020: RMB22.1 million) subject to variable

本集團於二零二一年六月三十日的貿易應收款項及應收票據減少主要是由於(i)截至二零二一年六月三十日止六個月的銷售減少；及(ii)客戶結算所致。根據相關銷售發票日期，截至二零二一年六月三十日，本集團86.6%的貿易應收款項及應收票據於90日內到期，本集團並未發現任何重大長期未付結餘。

貿易應付款項及應付票據

於二零二一年六月三十日，本集團的貿易應付款項及應付票據為人民幣482.5百萬元（二零二零年十二月三十一日：人民幣592.0百萬元）。供應商通常授予本集團介乎30至60日的信貸期，其中若干供應商要求本集團於交付產品前提前付款。本集團訂有財務風險管理政策以確保所有應付款項於信貸期限內結清。若干供應商允許本集團以銀行承兌票據的方式結算採購款。本集團亦向若干供應商背書若干應收票據，以償付結欠彼等之貿易應付款項。

資本架構、流動資金、財務資源及資本負債

本公司股份於二零一九年十一月十三日成功於聯交所主板上市。本集團的資本架構自此並無變動。本集團主要透過平衡地動用內部資源、借款及全球發售所得資金撥付業務及營運資金需求。

資金組合將根據資金成本及本集團實際需求進行調整。於二零二一年六月三十日，本集團的流動資產淨值為人民幣204.7百萬元（二零二零年十二月三十一日：人民幣232.1百萬元），現金及現金等價物為人民幣51.3百萬元（二零二零年十二月三十一日：人民幣26.3百萬元），已抵押銀行存款為人民幣232.0百萬元（二零二零年十二月三十一日：人民幣251.1百萬元）及借款為人民幣106.8百萬元（二零二零年十二月三十一日：人民幣53.5百萬元）。本集團於二零二一年六月三十日的現金及現金等價物和借款主要以人民幣計值。於二零二一年六月三十日，本集團的定息借款為人民幣86.2百萬元（二零二零年十二月三十一日：人民幣31.4百萬元）及浮息

interest rates. As at 30 June 2021, the Group had a current ratio of 1.2 times (31 December 2020: 1.3 times) and gearing ratio of 0.4 (calculated by dividing total debt by total equity) (31 December 2020: 0.2).

As at 30 June 2021, the Group's unutilised borrowing facilities amounted to RMB102 million (31 December 2020: RMB148.7 million).

Capital Commitments

As at 30 June 2021, the Group did not have capital commitments (31 December 2020: nil).

Contingent Liabilities

As at 30 June 2021, the Group did not have any material contingent liabilities or guarantees (31 December 2020: nil).

Pledge of Assets and Restricted Deposit

As at 30 June 2021, the Group pledged trade and bills receivables with carrying amount of RMB70.6 million (31 December 2020: RMB29.4 million), bank deposits with carrying amount of RMB232.0 million (31 December 2020: RMB251.1 million) and land and building with carrying amount of RMB55.3 million (31 December 2020: RMB56.8 million) to secure its borrowings and banking facilities.

As at 30 June 2021, the Group had restricted deposit of RMB16.2 million (31 December 2020: RMB16.2 million), representing bank balances frozen by banks that had received notice from court with regard to the litigation claim detailed in note 24 of this report.

Material Acquisitions and Disposals of subsidiaries, Associates and Joint Ventures

During the six months ended 30 June 2021 and 2020, the Group did not have any material acquisitions and disposals of subsidiaries, associates or joint ventures.

借款為人民幣20.6百萬元(二零二零年十二月三十一日:人民幣22.1百萬元)。於二零二一年六月三十日,本集團流動比率為1.2倍(二零二零年十二月三十一日:1.3倍),而資本負債比率(按總債務除以總權益計算得出)為0.4(二零二零年十二月三十一日:0.2)。

於二零二一年六月三十日,本集團的未動用借貸融資為人民幣102百萬元(二零二零年十二月三十一日:人民幣148.7百萬元)。

資本承擔

於二零二一年六月三十日,本集團並無資本承擔(二零二零年十二月三十一日:零)。

或然負債

於二零二一年六月三十日,本集團並無任何重大或然負債或擔保(二零二零年十二月三十一日:零)。

資產抵押及受限制存款

於二零二一年六月三十日,為取得借款及銀行融資,本集團已抵押賬面值為人民幣70.6百萬元的貿易應收款項及應收票據(二零二零年十二月三十一日:人民幣29.4百萬元)、賬面值為人民幣232.0百萬元的銀行存款(二零二零年十二月三十一日:人民幣251.1百萬元)及賬面值為人民幣55.3百萬元的土地及樓宇(二零二零年十二月三十一日:人民幣56.8百萬元)。

於二零二一年六月三十日,本集團的受限制存款為人民幣16.2百萬元(二零二零年十二月三十一日:人民幣16.2百萬元),屬於已收到法院關於訴訟請求的通知(詳述於本報告附註24)的銀行所凍結的銀行結餘。

重大收購及出售附屬公司、聯營公司及合資企業

截至二零二一年及二零二零年六月三十日止六個月,本集團並無任何重大收購及出售附屬公司、聯營公司或合資企業。

Significant Investments Held by the Group

Saved as disclosed herein, the Group did not make any other significant investments during the six months ended 30 June 2021.

Future Plan for Material Investments and Capital Assets

The Group set out its future plans in its prospectus dated 30 October 2019 (the "Prospectus"). As part of its future plans, the Group will also devote more resources into research and development to enrich its product offering on both mobile phone related products and IoT related products. These future plans will be funded by a balanced mix of internal resources, borrowings and proceeds from the global offering. To further enhance the value the Group and its shareholders, the Group will also consider potential investment opportunities when they arise.

On 26 November 2020, Shanghai Hemiao Chuangxian Intelligent Technology Co., Ltd. (formerly known as Sprocomm Intelligence Technology Limited) ("Sprocomm Hemiao"), an indirect wholly-owned subsidiary of the Company, entered into an investment agreement with the Management Committee of New Lingang Area of PRC (Shanghai) Pilot Free Trade Zone* (中國(上海)自由貿易試驗區臨港新片區管理委員會) (the "Lingang Committee"), pursuant to which, among others, (i) Sprocomm Hemiao agreed to set up a smart device R&D headquarters at New Lingang Area with an investment of fixed assets of not less than RMB120 million (equivalent to approximately HK\$142 million); and (ii) Lingang Committee agreed to provide various kinds of support and subsidy to Sprocomm Hemiao. As at 30 June 2021, the aforesaid investment was still in a preliminary planning stage and it is expected that the public bidding for the relevant land parcel will take place in the first half of 2022. For the investment amount and schedule and other details of this investment agreement, please refer to the Company's announcement dated 26 November 2020.

本集團持有的重大投資

除本文所披露者外，截至二零二一年六月三十日止六個月，本集團並無任何其他重大投資。

重大投資及資本資產的未來計劃

本集團的未來計劃載於本集團日期為二零一九年十月三十日的招股章程（「招股章程」）。根據未來計劃，本集團亦將會投入更多資源進行研發，以豐富手機相關產品及物聯網相關產品的產品供應。本集團將透過平衡地動用內部資源、借款及全球發售所得資金撥付該等未來計劃。為進一步提高本集團及其股東的價值，本集團亦將會在潛在的投資機會出現時考慮有關投資機會。

本公司間接全資附屬公司上海禾苗創先智能科技有限公司（前稱禾苗智能科技有限公司）（「禾苗創先」）於二零二零年十一月二十六日與中國（上海）自由貿易試驗區臨港新片區管理委員會（「臨港管理委員會」）訂立投資協議，其中包括(i)禾苗創先同意於臨港新片區設立智能設備研發總部，固定資產投資額不少於人民幣120百萬元（相當於約142百萬港元）；及(ii)臨港管理委員會同意向禾苗創先提供多方面支援及補貼。於二零二一年六月三十日，上述投資正處於初步規劃階段，預計有關土地的公開競投會於二零二二年上半年舉行。有關投資金額及時間表以及本投資協議的其他詳情，請參閱本公司日期為二零二零年十一月二十六日之公告。

Foreign Exchange Risks

For the six months ended 30 June 2021, the Group derived 66.6% (six months ended 30 June 2020: 47.6%) of its total revenue from export sales and these export sales were principally denominated in USD. As at 30 June 2021, the Group had USD-denominated monetary assets with carrying amount of RMB136.2 million (31 December 2020: RMB201.4 million) and USD-denominated monetary liabilities of RMB64.6 million (31 December 2020: RMB19.1 million). The Group is exposed to foreign exchange risk arising from its export sales, monetary assets and liabilities denominated in foreign currencies. The Group did not enter into any foreign exchange hedging instruments during the six months ended 30 June 2021. Management of the Group regularly reviews the impact of exchange risk exposure on the Group's financial performance and may use foreign exchange hedging instruments to reduce the Group's exchange risk exposure if appropriate.

Employees, Remuneration Policy and Training

As at 30 June 2021, the Group had approximately 1,078 employees (31 December 2020: 1,836 employees), whose remunerations and benefits are determined based on market rates, government policies and individual performance. For the six months ended 30 June 2021, the Group's total staff costs amounted to RMB83.0 million (six months ended 30 June 2020: RMB61.6 million). The Group provides comprehensive training and development opportunities to its employees on a regular basis. The trainings are arranged according to needs of employees, which are identified annually by individual departments.

Use of Proceeds from IPO

Shares of the Company were listed on the Main Board of the Stock Exchange on 13 November 2019. The net proceeds from the IPO, net of underwriting commissions and other relevant expenses, amounted to approximately HK\$84.4 million. The Group will apply such proceeds in accordance with the section headed "Future plans and use of proceeds" set out in the Prospectus.

外匯風險

截至二零二一年六月三十日止六個月，本集團總收益的66.6%乃來自出口銷售，而該等出口銷售主要以美元計值（截至二零二零年六月三十日止六個月：47.6%）。於二零二一年六月三十日，本集團有賬面值為人民幣136.2百萬元的貨幣資產以美元計值（二零二零年十二月三十一日：人民幣201.4百萬元）及賬面值為人民幣64.6百萬元的貨幣負債以美元計值（二零二零年十二月三十一日：人民幣19.1百萬元）。本集團因出口銷售以及以外幣計值的貨幣資產及負債而面臨外匯風險。截至二零二一年六月三十日止六個月，本集團並無訂立任何外匯對沖工具。本集團管理層定期檢討外匯風險敞口對本集團財務表現的影響，並在適當的情況下使用外匯對沖工具降低本集團的外匯風險敞口。

僱員、薪酬政策及培訓

於二零二一年六月三十日，本集團有約1,078名僱員（二零二零年十二月三十一日：約1,836名僱員）。僱員的薪酬及福利乃按市場水平、政府政策及個人表現釐定。截至二零二一年六月三十日止六個月，本集團的總員工成本為人民幣83.0百萬元（截至二零二零年六月三十日止六個月：人民幣61.6百萬元）。本集團定期為僱員提供全面的培訓及發展機會。本集團按僱員需求安排培訓，僱員需求每年由各部門確定。

首次公開發售所得款項用途

本公司股份於二零一九年十一月十三日於聯交所主板上市。經扣除包銷佣金及其他相關開支，首次公開發售所得款項淨額約為84.4百萬港元。本集團將按招股章程「未來計劃及所得款項用途」一節所述動用該等所得款項。

The use of the net proceeds from the Listing Date up to 30 June 2021 had been applied as follows:

自上市日期至二零二一年六月三十日，所得款項淨額的使用情況如下：

	Planned use of net proceeds (approximately)	Utilised net proceeds from IPO as at 30 June 2021 (approximately) 截至二零二一年六月三十日 已動用之首次 公開發售所得 款項淨額 (概約)	Unutilised net proceeds from IPO as at 30 June 2021 (approximately) 截至二零二一年六月三十日 未動用之首次 公開發售所得 款項淨額 (概約)	Expected timeline for unutilised net proceeds from IPO 動用首次公開發售 未動用所得款項 淨額的預期時間
Enhance SMT production capacity 提升貼片產能	HK\$38.8 million 38.8百萬港元	HK\$38.8 million 38.8百萬港元	-	N/A 不適用
Enhance research and development capabilities 增強研發能力	HK\$14.2 million 14.2百萬港元	HK\$14.2 million 14.2百萬港元	-	N/A 不適用
Enhance sales and marketing force to diversify customer base 加大銷售及市場推廣力度以多樣化客戶基礎	HK\$8.6 million 8.6百萬港元	HK\$8.6 million 8.6百萬港元	-	N/A 不適用
Upgrade enterprise planning resource system 升級企業計劃資源系統	HK\$5.7 million 5.7百萬港元	HK\$5.7 million 5.7百萬港元	-	N/A 不適用
Repayment of bank loans 償還銀行貸款	HK\$8.8 million 8.8百萬港元	HK\$8.8 million 8.8百萬港元	-	N/A 不適用
General working capital 一般營運資金	HK\$8.3 million 8.3百萬港元	HK\$8.3 million 8.3百萬港元	-	N/A 不適用
Total 總計	HK\$84.4 million 84.4百萬港元	HK\$84.4 million 84.4百萬港元	-	-

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

TO THE BOARD OF DIRECTORS OF SPROCComm INTELLIGENCE LIMITED

(Incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the condensed consolidated financial statements of SprocComm Intelligence Limited (the "Company") and its subsidiaries (the "Group") set out on pages 20 to 48, which comprise the condensed consolidated statement of financial position as of 30 June 2021 and the related condensed consolidated statement of profit or loss, the condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and other explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

簡明綜合財務報表審閱報告

致 SPROCComm INTELLIGENCE LIMITED 董事會

(於開曼群島註冊成立之有限公司)

引言

吾等已審閱載於第20至48頁SprocComm Intelligence Limited (「貴公司」，連同其附屬公司稱為「貴集團」)的簡明綜合財務報表，此簡明綜合財務報表包括於二零二一年六月三十日的簡明綜合財務狀況表及截至該日止六個月的簡明綜合損益表、簡明綜合損益及其他全面收益表、簡明綜合權益變動表和簡明綜合現金流量表以及其他附註。根據香港聯合交易所有限公司主板證券上市規則規定，編製中期財務資料報告須按照其相關條文規定及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34條「中期財務報告」。貴公司董事負責根據香港會計準則第34號編製及呈報該等簡明綜合財務報表。吾等之責任為根據約定的委聘條款基於我們的審閱就該等簡明綜合財務報表發表結論，並僅向全體股東報告有關結論，除此之外別無其他目的。吾等不會就本報告的內容對任何其他人士負責或承擔責任。

Scope of Review

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

Conclusion

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

SHINEWING (HK) CPA Limited

Certified Public Accountants

Wong Chuen Fai

Practising Certificate Number: P05589

Hong Kong
27 August 2021

審閱範圍

吾等已根據香港會計師公會頒佈的香港審閱聘用準則第2410號「公司獨立核數師審閱中期財務資料」進行審閱。該等簡明綜合財務報表的審閱工作包括主要向負責財務會計事項的人員作出查詢，並進行分析及其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，所以不能保證吾等會注意到在審核中可能會被發現的所有重大事項。因此，吾等不會發表任何審核意見。

結論

我們審閱後並無發現任何事項，令我們認為簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

信永中和(香港)會計師事務所有限公司

執業會計師

黃銓輝

執業證書編號：P05589

香港
二零二一年八月二十七日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月		
		Notes 附註	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue	收益	4	911,737	857,580
Cost of sales	銷售成本		(844,301)	(770,740)
Gross profit	毛利		67,436	86,840
Other gains and income	其他收益及收入	6	17,405	29,110
Selling expenses	銷售開支		(20,365)	(14,396)
Administrative and other expenses	行政及其他開支		(31,528)	(35,110)
Research and development expenses	研發開支		(61,799)	(50,804)
Finance costs	財務費用	7	(3,058)	(2,740)
(Loss) profit before tax	除稅前(虧損)溢利		(31,909)	12,900
Income tax expenses	所得稅開支	8	(2,218)	(304)
(Loss) profit for the period	期內(虧損)溢利	9	(34,127)	12,596
Other comprehensive expense for the period:	期內其他全面開支：			
<i>Item that may be reclassified subsequently to profit or loss</i>	<i>其後可能重新分類至損益的項目</i>			
Exchange difference arising on translation of foreign operations	換算海外業務產生的匯兌差額		316	(1,278)
Total comprehensive (loss) income for the period	期內全面(虧損)收益總額		(33,811)	11,318

**CONDENSED CONSOLIDATED
STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME
(CONTINUED)**

**簡明綜合損益及其他全面收益表
(續)**

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2021	2020
		二零二一年	二零二零年
Notes		RMB'000	RMB'000
附註		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
(Loss) profit attributable to:	以下各方應佔(虧損)		
	溢利：		
Owners of the Company	本公司擁有人	(33,922)	12,655
Non-controlling interests	非控股權益	(205)	(59)
		(34,127)	12,596
Total comprehensive (expenses)	以下各方應佔全面(開支)		
income attributable to:	收益總額：		
Owners of the Company	本公司擁有人	(33,606)	11,377
Non-controlling interests	非控股權益	(205)	(59)
		(33,811)	11,318
(Loss) earnings per share	每股(虧損)盈利		
Basic and diluted (RMB cents)	基本及攤薄(人民幣分)	(3.39)	1.27

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2021

簡明綜合財務狀況表

於二零二一年六月三十日

			30 June 2021	31 December 2020
			二零二一年 六月三十日	二零二零年 十二月 三十一日
		Notes 附註	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Audited) (經審核)
Non-current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	131,294	139,564
Right-of-use assets	使用權資產		23,143	7,007
Intangible assets	無形資產	13	5,761	6,233
Deferred tax asset	遞延稅項資產		404	795
			160,602	153,599
Current Assets	流動資產			
Inventories	存貨		367,813	319,386
Trade and bills receivables	貿易應收款項及 應收票據	14	211,318	339,218
Prepayments and other receivables	預付款項及其他 應收款項	15	153,710	101,673
Pledged bank deposits	已質押銀行存款	16	231,986	251,071
Restricted deposits	受限制存款	17	16,201	16,210
Bank balances and cash	銀行結餘及現金		51,301	26,327
			1,032,329	1,053,885
Current Liabilities	流動負債			
Trade and bills payables	貿易應付款項及 應付票據	18	482,483	591,972
Accruals and other payables	應計費用及其他 應付款項		81,563	84,585
Contract liabilities	合約負債	19	151,121	93,317
Borrowings	借款	20	89,243	34,463
Lease liabilities	租賃負債		9,921	6,484
Deferred income	遞延收入		6,180	6,012
Income tax payable	應付所得稅		7,126	4,907
			827,637	821,740
Net current assets	流動資產淨值		204,692	232,145
Total assets less current liabilities	總資產減流動負債		365,294	385,744

**CONDENSED CONSOLIDATED
STATEMENT OF FINANCIAL POSITION
(CONTINUED)**

簡明綜合財務狀況表 (續)

At 30 June 2021

於二零二一年六月三十日

		30 June 2021	31 December 2020
		二零二一年 六月三十日	二零二零年 十二月 三十一日
	Notes 附註	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Audited) (經審核)
Capital and Reserves	資本及儲備		
Share capital	股本	8,945	8,945
Reserves	儲備	290,785	324,391
Equity attributable to owners of the Company	本公司擁有人 應佔權益	299,730	333,336
Non-controlling interests	非控股權益	1,606	1,811
Total Equity	權益總額	301,336	335,147
Non-current liabilities	非流動負債		
Deferred income	遞延收入	19,783	16,777
Deferred tax liability	遞延稅項負債	14,270	14,596
Lease liabilities	租賃負債	12,375	169
Borrowings	借款	17,530	19,055
	20	63,958	50,597
		365,294	385,744

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital 股本	Share premium 股份溢價	Statutory reserve 法定儲備	Translation reserve 換算儲備	Merger reserve 合併儲備	Other reserves 其他儲備	Retained profits 保留溢利	Sub-total 小計	Non-controlling interests 非控股權益	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	8,945	89,439	22,538	(3,157)	(26,744)	86,138	156,177	333,336	1,811	335,147
Loss for the period	期內虧損	-	-	-	-	-	-	(33,922)	(33,922)	(205)	(34,127)
Exchange difference arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	316	-	-	-	316	-	316
Total comprehensive (expense) income for the period	期內全面(開支)收益總額	-	-	-	316	-	-	(33,922)	(33,606)	(205)	(33,811)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	255	-	-	-	(255)	-	-	-
At 30 June 2021 (Unaudited)	於二零二一年六月三十日 (未經審核)	8,945	89,439	22,793	(2,841)	(26,744)	86,138	122,000	299,730	1,606	301,336

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

簡明綜合權益變動表(續)

For the six months ended 30 June 2020

截至二零二零年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital 股本	Share premium 股份溢價	Statutory reserve 法定儲備	Translation reserve 換算儲備	Merger reserve 合併儲備	Other reserves 其他儲備	Retained profits 保留溢利	Sub-total 小計	Non- controlling interests 非控股權益	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2020	於二零二零年 一月一日	8,945	89,439	16,226	(4,627)	(26,744)	86,138	131,610	300,987	2,006	302,993
Profit (loss) for the period	期內溢利(虧損)	-	-	-	-	-	-	12,655	12,655	(59)	12,596
Exchange difference arising on translation of foreign operations	換算海外業務 產生的匯兌 差額	-	-	-	(1,278)	-	-	-	(1,278)	-	(1,278)
Total comprehensive (expense) income for the period	期內全面(開支) 收益總額	-	-	-	(1,278)	-	-	12,655	11,377	(59)	11,318
Share-based payment (note 21)	以股份支付的支出 (附註21)	-	-	-	-	-	700	-	700	-	700
At 30 June 2020 (Unaudited)	於二零二零年 六月三十日 (未經審核)	8,945	89,439	16,226	(5,905)	(26,744)	86,838	144,265	313,064	1,947	315,011

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2021

簡明綜合現金流量表

截至二零二一年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額	(41,925)	(61,867)
INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipments	就物業、廠房及設備付款	(2,345)	-
Payments for intangible assets	就無形資產付款	-	(774)
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益的金融資產	-	(31,380)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益的金融資產所得款項	-	301,662
Placement in time deposit	存入定期存款	-	(49,278)
Withdrawal of restricted deposits	提取受限制存款	102	-
Placement in restricted deposit	存入受限制存款	(93)	(1,723)
Placement in pledged bank deposits	存入已質押銀行存款	(228,872)	(178,814)
Withdrawal of pledged bank deposits	提取已質押銀行存款	247,926	145,796
Interest received	已收利息	2,746	2,907
NET CASH GENERATED FROM INVESTING ACTIVITIES	投資活動所得現金淨額	19,464	188,396
FINANCING ACTIVITIES	融資活動		
Government subsidies received	已收政府補貼	15,223	16,017
New borrowings raised	新籌集借款	104,068	73,278
Repayment of borrowings	償還借款	(60,401)	(211,331)
Payments of lease liabilities	租賃負債的付款	(6,936)	(5,803)
Interest paid	已付利息	(3,058)	(2,740)
NET CASH FROM (USED IN) FINANCING ACTIVITIES	融資活動所得(所用)現金淨額	48,896	(130,579)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加(減少)淨額	26,435	(4,050)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	期初現金及現金等價物	26,327	126,682
Effect of foreign exchange rate changes	匯率變動的影響	(1,461)	1,086
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末現金及現金等價物	51,301	123,718

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

1. GENERAL INFORMATION

Sprocomm Intelligence Limited (the “Company”) was incorporated in the Cayman Islands under the Companies Law, Chapter 22 (Law 3 of 1961, as combined and revised) of the Cayman Islands as an exempted company with limited liability on 15 August 2018 and its shares have been listed on Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 13 November 2019 (the “Listing Date”). The ultimate controlling parties are Mr. Li Chengjun and Mr. Xiong Bin (the “Controlling Shareholders”).

The Company is an investment holding company. The Company and its subsidiaries are collectively referred to as the “Group”. The principal activities of its subsidiaries are designing, manufacturing and sales of mobile phones and printed circuit board assembly (“PCBA”) and Internet of things (“IoT”) related products and investment holding.

The condensed consolidated financial statements are presented in RMB which is also the functional currency of the Company, and all values are rounded to the nearest thousands, except when otherwise indicated.

2. BASIS OF PREPARATION

The condensed consolidated financial statements of the Group for the six months ended 30 June 2021 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure provisions of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

簡明綜合財務報表附註

截至二零二一年六月三十日止六個月

1. 一般資料

Sprocomm Intelligence Limited (「本公司」) 於二零一八年八月十五日根據開曼群島法律第22章公司法(一九六一年法例三, 經合併及修訂)在開曼群島註冊成立為獲豁免有限公司, 其股份於二零一九年十一月十三日(「上市日期」)在香港聯合交易所有限公司(「聯交所」)主板上市。最終控股方為李承軍先生及熊彬先生(「控股股東」)。

本公司為一間投資控股公司。本公司及其附屬公司統稱為「本集團」。其附屬公司的主要業務活動為設計、製造及銷售手機、印刷電路板組裝(「印刷電路板組裝」)及物聯網(「物聯網」)相關產品以及投資控股。

除另有註明者外, 簡明綜合財務報表乃以本公司功能貨幣呈列及所有數值均調整至最接近的千元人民幣。

2. 編製基準

本集團截至二零二一年六月三十日止六個月的簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」編製以及香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十六的適用披露規定。

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as appropriate.

Other than changes in accounting policies resulting from the application of new amendments to Hong Kong Financial Reporting Standards and application of the accounting policies which become relevant to the Group, the accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2020.

Application of new and amendments to Hong Kong Financial Reporting Standards

In the current interim period, the Group has applied the amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatory effective for the annual period beginning on or after 1 January 2021 for the preparation of the Group's condensed consolidated financial statements:

Amendment to HKFRS 16	COVID-19 Related Rent Concessions
Amendments to HKFRS 9, HKAS 39 and HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2

The application of the amendments to HKFRSs in the current interim period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

3. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製，惟若干按公平值（倘適用）計量之金融工具除外。

除因採用香港財務報告準則的新修訂及採用與本集團相關的會計政策而導致的會計政策變動外，簡明綜合財務報表所採用的會計政策乃與編製本集團截至二零二零年十二月三十一日止年度的年度綜合財務報表所採用者一致。

採用新訂及經修訂香港財務報告準則

於本中期內，本集團於編製本集團的簡明綜合財務報表時首次採納香港會計師公會頒佈的香港財務報告準則修訂本，乃於二零二一年一月一日或之後開始的年度期間強制生效：

香港財務報告準則第16號（修訂本）	COVID-19相關租金寬減
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號（修訂本）	利率基準改革—第二階段

於本中期採納香港財務報告準則之修訂對本集團本期間及過往期間及／或於有關簡明綜合財務報表所披露的財務狀況及表現並無任何重大影響。

4. REVENUE

Revenue represents revenue arising on sales of goods in the normal course of business, net of discounts and sales related taxes. The Group's revenue for the year is recognised at a point in time.

An analysis of revenue from contracts with customer disaggregated by major product types is as follows:

4. 收益

收益指於一般業務過程中銷售貨品產生之收益(經扣除折讓及銷售相關稅項)。本集團的年內收益於某一時間點確認。

按主要產品類型分列的客戶合約收益分析如下：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Mobile phone	手機	605,737	538,569
PCBAs	印刷電路板組裝	-	58,401
IOT related products	物聯網相關產品	202,932	236,975
Others	其他	103,068	23,635
		911,737	857,580

5. SEGMENT INFORMATION

The executive directors of the Company, being the chief operating decision makers, review the Group's internal reporting in order to assess performance and allocate resource. The Group is principally engaged in designing, manufacturing and sales of mobile phones and IOT related Products. Information reported to the chief operating decision makers, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Company as a whole as the Group's resources are integrated and no discrete operating segment financial information is available. Accordingly, no operating segment information is presented.

Geographical information

Information about the Group's revenue from external customers presented based on the location of customers is as follows:

5. 分部資料

本公司執行董事(即主要營運決策者)審閱本集團的內部報告以評估表現及分配資源。本集團主要從事設計、製造及銷售手機及物聯網相關產品。向主要營運決策者呈報以供資源分配及表現評估之資料專注於本公司整體經營業績，因為本集團之資源已作整合，並無獨立之經營分部財務資料。因此，並無呈列經營分部資料。

地域資料

按客戶位置呈列的本集團外部客戶收益資料如下：

		Revenue from external customers	
		外部客戶收益	
		Six months ended 30 June	
		截至六月三十日止六個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
India	印度	481,537	280,104
Algeria	阿爾及利亞	8,071	7,003
The People's Republic of China (the "PRC")	中華人民共和國 (「中國」)	304,374	449,006
Pakistan	巴基斯坦	1,069	13,819
People's Republic of Bangladesh	孟加拉人民共和國	107,585	107,387
Other regions	其他地區	9,101	261
		911,737	857,580

6. OTHER GAINS AND INCOME

6. 其他收益及收入

		Six months ended 30 June	
		截至六月三十日止六個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Bank interest income	銀行利息收入	2,746	2,907
Gain arising from change in fair value of financial assets at fair value through profit or loss	按公平值計入損益的金融資產公平值變動產生之收益	-	5,542
Reversal of credit loss for trade and bills receivables	貿易應收款項及應收票據信貸虧損撥回	2,587	-
Government subsidies (Note)	政府補貼(附註)	8,611	14,613
Amortisation of government grants	政府補助攤銷	3,438	3,067
Sundry income	雜項收入	23	2,981
		17,405	29,110

Note: The government subsidies represent the one-off government grants that were received from local government authorities of which the entitlements were unconditional and were therefore immediately recognised as other income.

附註：政府補貼指來自多個地方政府機關的一次性政府補助金，有關補貼為無條件，因此即時確認為其他收入。

7. FINANCE COSTS

7. 融資成本

		Six months ended 30 June	
		截至六月三十日止六個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest on:	以下各項的利息：		
Lease liabilities	租賃負債	491	400
Discounted bills financing and factoring loans	貼現票據融資及保理貸款	1,982	1,662
Borrowings	借貸	585	678
		3,058	2,740

8. INCOME TAX EXPENSES

8. 所得稅開支

		Six months ended 30 June	
		截至六月三十日止六個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current Tax:	即期稅項：		
Hong Kong profits tax	香港利得稅	1,621	-
PRC enterprise income tax ("EIT")	中國企業所得稅	523	79
Under (over)provision in prior years:	過往年度撥備不足(超額撥備)：		
EIT	企業所得稅	9	(1,630)
		2,153	(1,551)
Deferred tax:	遞延稅項：		
Charge to current period	於本期間扣除	65	1,855
Income tax expenses	所得稅開支	2,218	304

9. (LOSS) PROFIT FOR THE PERIOD

9. 期內(虧損)溢利

		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
(Loss) profit for the period has been arrived at after charging (crediting):	期內(虧損)溢利經扣除(計入)下列各項後達致：		
Directors' emoluments	董事酬金	1,321	1,025
Salaries, allowances and other benefits (excluding directors' emoluments)	薪金、津貼及其他福利(不包括董事酬金)	70,043	57,057
Share-based payment expenses granted to employees (Note 21)	授予僱員的股份支付開支(附註21)	-	573
Contributions to retirement benefits scheme (excluding directors' emoluments)	退休福利計劃供款(不包括董事酬金)	11,604	2,956
Total staff costs	員工成本總額	82,968	61,611
Auditors' remuneration	核數師薪酬	264	227
Amortisation of intangible assets	無形資產攤銷	472	459
Amount of inventories recognised as an expense	已確認為開支的存貨金額	844,301	770,740
Net foreign exchange losses	匯兌虧損淨額	2,001	3,619
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10,600	5,526
Depreciation of right-of-use assets	使用權資產折舊	6,443	5,694
(Reversal of) impairment loss recognised in respect of trade and bills receivables	就貿易應收款項及應收票據確認的(撥回)減值虧損	(2,587)	6,583
Provision for litigation	法律訴訟之撥備	3,459	327

Note: According to the policies on reduction of social insurance fees announced by the Ministry of Human Resources and Social Security of the PRC during the six months ended 30 June 2020, the Company's PRC subsidiaries were entitled to waivers of certain social insurance fees during February to June 2020.

附註：根據中國人力資源和社會保障部在截至二零二零年六月三十日止六個月內公佈的降低社會保險費政策，本公司的中國附屬公司在二零二零年二月至六月期間可獲豁免繳交若干社會保險費。

10. DIVIDENDS

No dividend was paid or proposed during the six months ended 30 June 2021 and 2020, nor has any dividend been proposed since the end of the reporting period.

11. (LOSS) EARNINGS PER SHARE

The calculation of the basic (loss) earnings per share attributable to the owners of the Company is based on the following data:

10. 股息

截至二零二一年及二零二零年六月三十日止六個月，概無支付或建議宣派任何股息，自報告期末起亦無建議宣派任何股息。

11. 每股(虧損)盈利

本公司擁有人應佔每股基本(虧損)盈利之計算乃基於以下數據：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(Loss) earnings	(虧損) 盈利		
(Loss) earnings for the period attributable to owners of the Company for the purpose of calculating basic (loss) earnings per share	用於計算每股基本(虧損)盈利的本公司擁有人應佔期內(虧損)盈利		
		(33,922)	12,655
		'000	'000
		千股	千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	用於計算每股基本(虧損)盈利的普通股加權平均數		
		1,000,000	1,000,000

(a) Basic (loss) earnings per share

The number of shares used for the purpose of calculating basic earnings per share for the six months ended 30 June 2021 and 2020 is calculated on the basis of the weighted average number of ordinary shares of the Company in issue during the interim period.

(b) Diluted (loss) earnings per share

As at 30 June 2021 and 30 June 2020, none of the performance conditions of the share options were met, and thus the dilutive potential ordinary shares are not included in the calculation of diluted (loss) earnings per share. As a result, diluted earnings per share is the same as basic earnings per share for the periods ended 30 June 2021 and 30 June 2020.

(a) 每股基本(虧損)盈利

截至二零二一年及二零二零年六月三十日止六個月，用於計算每股基本盈利的股份數目乃基於本公司已發行普通股的加權平均數目計算。

(b) 每股攤薄(虧損)盈利

於二零二一年六月三十日及二零二零年六月三十日，並無導致任何購股權的績效條件，故於計算每股攤薄(虧損)盈利時並無計及潛在攤薄普通股。因此，截至二零二一年六月三十日及二零二零年六月三十日止期間的每股攤薄盈利與每股基本盈利相同。

12. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2021, the Group has an addition and disposal of approximately RMB2,345,000 and RMB306,000 of property, plant and equipment respectively (six months ended 30 June 2020: Nil and nil).

13. MOVEMENTS IN INTANGIBLE ASSETS

During the six months ended 30 June 2021, the Group has no addition of intangible assets (six months ended 30 June 2020: RMB774,000).

14. TRADE AND BILLS RECEIVABLES

12. 物業、廠房及設備變動

截至二零二一年六月三十日止六個月，本集團分別添置及出售物業、廠房及設備約人民幣2,345,000元及人民幣306,000元（截至二零二零年六月三十日止六個月：零及零）。

13. 無形資產變動

截至二零二一年六月三十日止六個月，本集團並無添置無形資產（截至二零二零年六月三十日止六個月：人民幣774,000元）。

14. 貿易應收款項及應收票據

		30 June 2021 二零二一年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2020 二零二零年 十二月 三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade receivables	貿易應收款項	206,863	333,696
Bills receivables	應收票據	6,867	10,521
Less: Loss allowance for trade and bills receivables	減：貿易應收款項及應收票 據的虧損撥備	(2,412)	(4,999)
Trade and bills receivables	貿易應收款項及應收票據	211,318	339,218

The gross amount of trade and bills receivables arising from contracts with customers amounted to approximately RMB213,730,000 as at 30 June 2021 (31 December 2020: RMB344,217,000).

於二零二一年六月三十日，客戶合約產生的貿易應收款項及應收票據總額約為人民幣213,730,000元（二零二零年十二月三十一日：人民幣344,217,000元）。

14. TRADE AND BILLS RECEIVABLES (CONTINUED)

The Group allows credit period of 30–90 days to its trade customers depending on creditability of the customers. The Group does not hold any collateral over its trade and bills receivables. The following is an aged analysis of trade and bills receivables, presented based on invoice dates, which approximates the respective revenue recognition dates, at the end of the reporting period.

14. 貿易應收款項及應收票據(續)

本集團基於客戶的信用度向其貿易客戶授出30至90天的信貸期。本集團並無就其貿易應收款項及應收票據持有任何抵押品。下表載列於報告期末根據發票日期(與各自收益確認日期相若)呈列的貿易應收款項及應收票據的賬齡分析。

		30 June 2021	31 December 2020
		二零二一年 六月三十日	二零二零年 十二月 三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Within 30 days	30天以內	132,861	261,873
31 to 60 days	31至60天	28,215	34,177
61 to 90 days	61至90天	21,970	24,672
Over 90 days	90天以上	28,272	18,496
Total	總計	211,318	339,218

No interest is charged on the trade and bills receivables.

概無就貿易應收款項及應收票據收取利息。

14. TRADE AND BILLS RECEIVABLES (CONTINUED)

As part of the Group's credit risk management, the Group applies internal credit rating for its customers. The debtors are grouped under a provision matrix into three internal credit rating buckets (namely: low risk, medium risk and high risk) based on shared credit risk characteristic by reference to past due exposure of the debtor, and an analysis of the debtor's current financial position. There has been no change in the estimation techniques or significant assumptions made during the both periods. The Group recognised lifetime ECL for trade and bills receivables individually and/or collectively as follows:

		Average expected loss rate	Gross carrying amount	Loss allowance
		平均預期虧損率	總賬面值	虧損撥備
		%	RMB'000	RMB'000
		%	人民幣千元	人民幣千元
As at 30 June 2021	於二零二一年六月三十日			
Low risk (Unaudited)	低風險 (未經審核)	1.13%	213,730	2,412
As at 31 December 2020	於二零二零年十二月三十一日			
Low risk	低風險	1.45%	344,217	4,999

The estimated loss rate are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information (for example, the current and forecasted economic growth rates in PRC, India and other countries, which reflect the general economic conditions of the industry in which the debtors operate) that is available without undue cost or effort. Such forward-looking information is used by the management of the Group to assess both the current as well as the forecast direction of conditions at the reporting date. The grouping is regularly reviewed by the management of the Group to ensure relevant information about specific debtors is updated.

14. 貿易應收款項及應收票據(續)

作為本集團信貸風險管理的一部分，本集團對客戶進行內部信貸評級。我們按共同信貸風險特徵參考債務人過往逾期資料及債務人當前財務狀況分析，根據撥備矩陣將債務人分為三個內部信用等級組別（即：低風險、中風險和高風險）。估計技術或兩個期間作出的重大假設並無變更。本集團個別及／或共同確認貿易應收款項及應收票據的全期預期信貸虧損如下：

估計虧損率乃根據債務人預計年期內觀察到的過往違約率估算，並就無需耗費過多成本或精力獲得的前瞻性資料進行調整（例如，反映債務人經營所處行業整體經濟狀況的中國、印度等國家當前及預期經濟增長率）。報告日期，本集團管理層使用該等前瞻性資料分析當前及未來變化趨勢。本集團管理層會定期審查有關組別，確保特定債務人的相關資料為最新。

14. TRADE AND BILLS RECEIVABLES (CONTINUED)

Movement of impairment loss allowances of trade and bills receivables is as follows:

		RMB'000 人民幣千元
As at 1 January 2020	於二零二零年一月一日	2,829
ECL Impairment loss allowance	預期信貸虧損減值虧損撥備	2,170
As at 31 December 2020	於二零二零年十二月三十一日	4,999
Reversal of credit loss for trade and bills receivables	貿易應收款項及應收票據信貸虧損撥回	(2,587)
As at 30 June 2021 (Unaudited)	於二零二一年六月三十日 (未經審核)	2,412

During six months ended 30 June 2021, the decrease in ECL impairment loss allowance is due to the Group's recovery of trade and bills receivables.

As at 30 June 2021, the Group discounted and factored trade and bills receivables in aggregate amounts of approximately RMB70,625,000 (31 December 2020: RMB29,361,000) to banks and factoring company for short term financing.

Transfers of financial assets

The following were the Group's trade and bills receivables as at 30 June 2021 and 31 December 2020 that were transferred to banks and factoring company by discounting those trade and bills receivables on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these trade and bills receivables, it continues to recognise the full carrying amount of the trade and bills receivables and has recognised the cash received on the transfer as secured borrowings. These trade and bills receivables are carried at amortised cost in the condensed consolidated statements of financial position.

14. 貿易應收款項及應收票據(續)

貿易應收款項及應收票據的減值虧損撥備變動如下：

		RMB'000 人民幣千元
As at 1 January 2020	於二零二零年一月一日	2,829
ECL Impairment loss allowance	預期信貸虧損減值虧損撥備	2,170
As at 31 December 2020	於二零二零年十二月三十一日	4,999
Reversal of credit loss for trade and bills receivables	貿易應收款項及應收票據信貸虧損撥回	(2,587)
As at 30 June 2021 (Unaudited)	於二零二一年六月三十日 (未經審核)	2,412

截至二零二一年六月三十日止六個月內，預期信貸虧損減值虧損撥備減少是由於本集團收回貿易應收款項及應收票據。

於二零二一年六月三十日，本集團就短期融資向銀行及保理公司貼現及保理總額為約人民幣70,625,000元(二零二零年十二月三十一日：人民幣29,361,000元)的貿易應收款項及應收票據。

金融資產轉讓

下文載列本集團於二零二一年六月三十日及二零二零年十二月三十一日的貿易應收款項及應收票據，而該等貿易應收款項及應收票據透過按全面追索權基準貼現已轉讓予銀行及保理公司。由於本集團並無轉讓該等貿易應收款項及應收票據相關的重大風險及回報，其繼續確認該等貿易應收款項及應收票據的賬面總值，並已將因轉讓而收到的現金確認為有抵押借貸。該等貿易應收款項及應收票據於簡明綜合財務狀況表按攤銷成本列賬。

14. TRADE AND BILLS RECEIVABLES (CONTINUED)

Transfers of financial assets (Continued)

The trade and bills receivables discounted and factored to banks and a factoring company with full recourse is as follows:

		30 June 2021	31 December 2020
		二零二一年 六月三十日	二零二零年 十二月 三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Carrying amount of transferred assets	已轉讓資產的賬面值	70,625	29,361
Carrying amount of associated liabilities	相關負債的賬面值	(70,625)	(29,361)
Net position	淨額	-	-

15. PREPAYMENTS AND OTHER RECEIVABLES

15. 貿易應收款項及應收票據(續)

金融資產轉讓(續)

已向銀行及保理公司貼現及保理且具全面追索權的貿易應收款項及應收票據如下：

		30 June 2021	31 December 2020
		二零二一年 六月三十日	二零二零年 十二月 三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Prepayments	預付款項	73,014	36,664
Deposit	按金	2,328	1,776
Other tax recoverable	其他可收回稅項	74,946	59,343
Others	其他	3,422	3,890
		153,710	101,673

Note: Included in prepayments and other receivables are other receivables and refundable deposits of approximately RMB5,750,000 as at 30 June 2021 (31 December 2020: RMB5,666,000). These balances have low risk of default or have not been a significant increase in credit risk since initial recognition and no impairment loss is recognised.

附註：預付款項及其他應收款項之計入款項為於二零二一年六月三十日之其他應收款項及可退還按金約人民幣5,750,000元(二零二零年十二月三十一日：人民幣5,666,000元)。該等結餘違約風險低或自初始確認以來信貸風險並無顯著增加及未確認減值虧損。

16. PLEDGED BANK DEPOSITS

As at 30 June 2021, bank deposits of approximately RMB231,986,000 (31 December 2020: RMB251,071,000) were pledged by the Group for the purpose of securing discounted bills loans and general banking facility granted to the Group. The deposits carried fixed interest at 1% to 1.95% per annum (31 December 2020: RMB62,768,000 at fixed rate of 4% per annum and RMB188,303,000 carried floating interest rate).

17. RESTRICTED DEPOSITS

As at 30 June 2021, bank deposits of approximately RMB16,201,000 in Shenzhen Sprocomm were being frozen by banks as the respective banks had received notice from court with regard to the litigation claim as disclosed in note 24 (31 December 2020: RMB16,210,000).

18. TRADE AND BILLS PAYABLES

16. 已抵押銀行存款

於二零二一年六月三十日，本集團已質押約人民幣231,986,000元（二零二零年十二月三十一日：人民幣251,071,000元）的銀行存款作為本集團獲授貼現票據貸款及一般銀行融資的抵押。存款按固定年利率1%至1.95%計息（二零二零年十二月三十一日：人民幣62,768,000元按固定年利率4%計息，人民幣188,303,000元按浮動利率計息）。

17. 受限制存款

於二零二一年六月三十日，深圳禾苗銀行存款約人民幣16,201,000元被銀行凍結，是由於有關銀行已收到法院關於訴訟請求的通知（如附註24所披露）（二零二零年十二月三十一日：人民幣16,210,000元）。

18. 貿易應付款項及應付票據

		30 June 2021	31 December 2020
		二零二一年 六月三十日	二零二零年 十二月 三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade payables	貿易應付款項	230,780	333,546
Bills payables	應付票據	251,703	258,426
Trade and bills payables	貿易應付款項及應付票據	482,483	591,972

18. TRADE AND BILLS PAYABLES (CONTINUED)

The following is an aged analysis of trade and bills payables presented based on invoice date at the end of the reporting period.

		30 June 2021	31 December 2020
		二零二一年 六月三十日	二零二零年 十二月 三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Within 30 days	30天內	141,949	286,118
31 to 60 days	31至60天	121,447	158,663
61 to 90 days	61至90天	105,506	53,480
Over 90 days	90天以上	113,581	93,711
Total	總計	482,483	591,972

The average credit period on purchases of goods is ranging from 30 to 60 days.

19. MOVEMENTS IN CONTRACT LIABILITIES

During the current interim period, the Group received approximately RMB121,106,000 advance from customers. The significant increase is due to increased advance payments for IOT products (six months ended 30 June 2020: RMB79,052,000).

20. MOVEMENTS IN BORROWINGS

During the current interim period, the Group raised borrowings of approximately RMB104,068,000 (six months ended 30 June 2020 approximately RMB73,278,000) and repaid borrowings of approximately RMB60,401,000 (six months ended 30 June 2020 approximately RMB211,331,000). In addition, increase in borrowing of approximately RMB9,732,000 in the current interim period represents the increase in estimated liability based on legal opinion as set out in note 24.

The weighted average effective interest rate of borrowings for the six months ended 30 June 2021 was 4% per annum (six months ended 30 June 2020: 4% per annum).

18. 貿易應付款項及應付票據(續)

於報告期末，貿易應付款項及應付票據按發票日期呈列的賬齡分析如下。

		30 June 2021	31 December 2020
		二零二一年 六月三十日	二零二零年 十二月 三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Within 30 days	30天內	141,949	286,118
31 to 60 days	31至60天	121,447	158,663
61 to 90 days	61至90天	105,506	53,480
Over 90 days	90天以上	113,581	93,711
Total	總計	482,483	591,972

採購貨品的平均信貸期介乎30至60天。

19. 合約負債變動

於本中期，由於接獲新訂單，本集團收到來自客戶的墊款約人民幣121,106,000元。大幅增加乃由於物聯網產品的墊付付款額增加(截至二零二零年六月三十日止六個月：人民幣79,052,000元)。

20. 借款變動

於本中期，本集團籌集借款約人民幣104,068,000元(截至二零二零年六月三十日止六個月：約人民幣73,278,000元)及償還借款約人民幣60,401,000元(截至二零二零年六月三十日止六個月：約人民幣211,331,000元)。此外，本中期期間由於法律意見(見附註24)預計負債增加，本集團所需承擔的借款按法律意見增加約人民幣9,732,000元。

截至二零二一年六月三十日止六個月，借款的加權平均實際利率為每年4%(截至二零二零年六月三十日止六個月：每年4%)。

21. SHARE-BASED PAYMENT TRANSACTIONS

Share-option scheme

Pursuant to the Share Option Scheme of the Company adopted in 2019, the Company granted share options to subscribe for an aggregate of 69,100,000 shares (the "Share Options") on 14 April 2020 to certain directors and employees. The options have a validity period of five years from the date of grant. The Group has no legal or constructive obligations to repurchase or settle the options in cash. These options vest in tranches over a period of up to 3 years.

The options are to be vested in three tranches, subject to the Group achieving its profit target and the directors and employees meeting their service conditions as well (the "Performance Conditions"). The directors and employees should remain in the Group's employment until those Performance Conditions are satisfied. Subject to the fulfillment of the certain financial performance targets by the Group, the three tranches of options are exercisable in the following manner:

- (i) 30% of the Share Options will be exercisable commencing from 1 July 2021;
- (ii) 30% of the Share Options will be exercisable commencing from 1 July 2022;
- (iii) the remaining 40% of the Share Options will be exercisable commencing from 1 July 2023.

21. 股份支付交易

購股權計劃

根據本公司於二零一九年採納的購股權計劃，本公司已於二零二零年四月十四日向若干董事及僱員授出可認購合共69,100,000股股份的購股權（「購股權」）。購股權的有效期限自授出日期起計為期五年。本集團並無法定或推定責任以現金購回或結清購股權。該等購股權於不多於三年的期間內分期歸屬。

購股權將分三期歸屬，惟須待本集團達成溢利目標及董事與僱員達成服務條件（「表現條件」）後方可作實。董事及僱員須受僱於本集團直至該等表現條件達成。該三期購股權可以下述方式行使（惟須滿足本集團若干財務表現目標）：

- (i) 30%的購股權可自二零二一年七月一日起行使；
- (ii) 30%的購股權可自二零二二年七月一日起行使；
- (iii) 餘下的40%購股權可自二零二三年七月一日起行使。

21. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

Share-option scheme (Continued)

The following table discloses movements of the Company's share options held by directors and employees during the period ended 30 June 2021:

Grantee:		Outstanding at 1 January 2021 於 二零二一年 一月一日 尚未行使	Granted during the period 期內已授出	Lapsed during the period 期內已失效	Outstanding at 30 June 2021 於 二零二一年 六月三十日 尚未行使
Directors	董事				
14 April 2020	二零二零年四月十四日	16,000,000	-	9,000,000	7,000,000
Employees	僱員				
14 April 2020	二零二零年四月十四日	49,800,000	-	8,300,000	41,500,000
		65,800,000	-	17,300,000	48,500,000
Exercisable at the end of the period	期末可行使	-	-	-	-
Exercise price	行使價	HK\$0.51 0.51港元	-	HK\$0.51 0.51港元	HK\$0.51 0.51港元

21. 股份支付交易(續)

購股權計劃(續)

下表載列截至二零二一年六月三十日止期間董事及僱員持有本公司購股權的變動：

21. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

Share-option scheme (Continued)

The total fair value, which was determined by using Binomial option price model, of the options granted under the share-option scheme as at the grant date are approximately RMB13,812,000 on 14 April 2020. The significant inputs into the Binomial Model are as follows:

		Tranche 1 第一批	Tranche 2 第二批	Tranche 3 第三批
Date of grant	授出日期	14 April 2020 二零二零年 四月十四日	14 April 2020 二零二零年 四月十四日	14 April 2020 二零二零年 四月十四日
Exercisable period (subject to vesting conditions being fulfilled)	可行使期間 (惟須符合 歸屬條件)	1 July 2021 to 13 April 2025 二零二一年 七月一日至 二零二五年 四月十三日	1 July 2022 to 13 April 2025 二零二二年 七月一日至 二零二五年 四月十三日	1 July 2023 to 13 April 2025 二零二三年 七月一日至 二零二五年 四月十三日
Share price at the grant date	授出日期股價	HK\$0.51 0.51 港元	HK\$0.51 0.51 港元	HK\$0.51 0.51 港元
Exercise price per share	每股行使價	HK\$0.51 0.51 港元	HK\$0.51 0.51 港元	HK\$0.51 0.51 港元
Expected volatility	預期波幅	53.00%	53.00%	53.00%
Expected life of options	購股權預計年期	5 years 五年	5 years 五年	5 years 五年
Expected dividend yield	預計股息率	0%	0%	0%
Annual risk-free interest rate	無風險年利率	0.58%	0.58%	0.60%

The expected volatility is determined by calculating the historical volatility of the price of listed companies with businesses similar to the Group. The expected dividend yield is determined by the directors based on the expected future performance and dividend policy of the Group.

The Binomial Model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the director's best estimate. The value of an option varies with different variables of certain subjective assumptions.

21. 股份支付交易(續)

購股權計劃(續)

於二零二零年四月十四日，根據購股權計劃於授出日期授出的購股權之公平值(採用二項式期權定價模型釐定)約為人民幣13,812,000元。二項式模型的主要輸入數據如下：

預計波幅乃透過計算與本集團業務相似的上市公司的過往價格波幅釐定。預計股息率乃由董事根據預期未來表現及本集團股息政策釐定。

購股權的公平值乃使用二項式模式估計得出。計算購股權公平值所用的變量及假設乃基於董事的最佳估計。購股權的價值會因若干主觀假設的不同變量而有所不同。

21. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

Share-option scheme (Continued)

During the six months ended 30 June 2021, no share-based payment expenses were recognised (six months ended 30 June 2020: RMB700,000) based on the management's best available estimate of the number of share options expected to vest.

22. PLEDGE OF ASSETS

At 30 June 2021, the Group had pledged or discounted the following assets to secure banking and borrowing facilities and factoring loan granted to the Group:

21. 股份支付交易(續)

購股權計劃(續)

截至二零二一年六月三十日止六個月，基於管理層對預期歸屬的購股權數量的可得最佳估計，概無確認股份支付開支(截至二零二零年六月三十日止六個月：人民幣700,000元)。

22. 資產抵押

於二零二一年六月三十日，為取得授予本集團銀行及借款融資以及保理貸款，本集團已抵押或折現以下資產：

		30 June 2021	31 December 2020
		二零二一年 六月三十日	二零二零年 十二月 三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade and bills receivables	貿易應收款項及應收票據	70,625	29,361
Pledged bank deposits	已抵押銀行存款	231,986	251,071
Ownership interests in land and building	土地及樓宇所有權權益	55,347	56,792
Total	總計	357,958	337,224

23. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The remuneration of directors of the Company and other members of key management during the year was as follows:

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Short-term benefits	短期福利	1,542	1,309
Post-employment benefits	離職後福利	232	101
Share-based payment	股份支付	-	193
		1,774	1,603

24. LITIGATIONS

During the reporting period, there were legal claims arising from the normal course of business being lodged against the Group and no specific claim amount has been specified in the applications of these claims except as detailed below. In the opinion of the directors of the Company and after consulting the legal professional advice, the ultimate liability under these claims would not have a material adverse impact on the financial position or results of the Group.

On 7 May 2019, an independent factoring company (the "Plaintiff") filed a lawsuit at Beijing Haidian District People's Court (the "District Court") against Shenzhen Sprocomm Technology Co., (Sprocomm Limited) and a customer of Shenzhen Sprocomm owing the factored accounts receivable (the "First Defendant") for the repayment of the outstanding accounts receivable under the factoring agreement in the amount of RMB29,200,000 (the "Relevant Sum") and the relevant interests.

23. 關聯方交易

主要管理人員之薪酬

本公司董事及其他主要管理人員於本年度的薪酬如下：

For the six months ended 30 June

截至六月三十日止六個月

2021 2020

二零二一年 二零二零年

RMB'000 RMB'000

人民幣千元 人民幣千元

(Unaudited) (Unaudited)

(未經審核) (未經審核)

24. 訴訟

於報告期間，本集團於一般業務過程中涉入一項法律索償，除下文詳述者外，該等索償申請中無指明具體索償金額。本公司董事經諮詢法律專業意見後認為，該等索償之最終責任將不會對本集團之財務狀況或業績造成重大不利影響。

於二零一九年五月七日，一間獨立保理公司（「原告」）於北京市海淀區人民法院（「地區法院」）就償還保理協議項下未償還應收賬款人民幣29,200,000元（「相關款項」）及相關利息針對深圳禾苗通信科技有限公司（「深圳禾苗」）及一名結欠保理應收賬款的深圳禾苗客戶（「第一被告」）提起訴訟。

24. LITIGATIONS (CONTINUED)

In December 2020, Shenzhen Sprocomm has received the judgement of the first trial from the District Court ruling it to repay the factored loan amount at approximately RMB26,805,000 and the relevant interest at approximately RMB3,303,000. In February 2021, Shenzhen Sprocomm filed an appeal (the "Appeal") to the First Intermediate People's Court of Beijing Municipality (the "First Intermediate Court").

During the six months ended 30 June 2021, the legal proceeding was still in progress and additional provision of approximately RMB3,459,000 (six months ended 30 June 2020: RMB327,000) was made by the directors of the Company with reference to legal opinion obtained and available information. The provision was recognised in the administrative expenses in the consolidated statements of profit or loss and other comprehensive income and other payable in the consolidated statements of financial position.

As at 30 June 2021, the Group had provision for litigation (the "Provision") of approximately RMB5,552,000 (31 December 2020: RMB2,093,000) included in other payables in the consolidated statement of financial position.

Based on the legal opinion from the PRC lawyer which considered the Relevant Sum and previous payments from First Defendant to the Plaintiff, the directors of the Company estimated that the outstanding liability of Shenzhen Sprocomm amounted to be RMB26,805,000 (which is included in borrowings in the consolidated statement of financial position) plus the relevant interest, legal costs and court fees (31 December 2020: RMB17,073,000).

24. 訴訟(續)

於二零二零年十二月，深圳禾苗已收到區法院一審判決書，裁定其須償還保理貸款金額約人民幣26,805,000元及相關利息約人民幣3,303,000元。於二零二一年二月，深圳禾苗向北京市第一中級人民法院（「第一中級法院」）提起上訴（「上訴」）。

截至二零二一年六月三十日止六個月，法律程序仍在進行中，本公司董事參考已取得的法律意見及現有資料，額外計提撥備約人民幣3,459,000元（截至二零二零年六月三十日止六個月：人民幣327,000元）。該項撥備已在綜合損益表的行政開支及綜合財務狀況表的其他綜合收入及其他應付款項中確認。

於二零二一年六月三十日，本集團法律訴訟之撥備（「撥備」）為約人民幣5,552,000元（二零二零年十二月三十一日：人民幣2,093,000元），計入綜合財務狀況表的其他應付款項內。

根據中國律師出具的法律意見，考慮到相關款項及第一被告先前向原告支付的款項，本公司董事估計深圳禾苗的未清償負債為人民幣26,805,000元（已計入綜合財務狀況表的借款），加上相關利息、法律成本及法院開支（二零二零年十二月三十一日：人民幣17,073,000元）。

24. LITIGATIONS (CONTINUED)

As at 30 June 2021, aggregate bank balances of approximately RMB16,201,000 (31 December 2020: RMB16,210,000) in Shenzhen Sprocomm were being frozen by banks as the respective banks had received notice from court with regard to the litigation claim. Such bank balances were included in restricted deposits in the consolidated statement of financial position.

Subsequent to the end of the reporting period, on 6 August 2021, Shenzhen Sprocomm received the judgement of the second trial from the First Intermediate Court which dismissed the Appeal and ruled that the District Court's decision remains effective. The Group is now preparing a further appeal to the First Intermediate Court. The directors of the Company, with reference to the legal opinion obtained and available information, considered that the Provision has adequately covered the maximum exposure including of total claims and legal cost of the case. In addition, in connection with the listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited, a deed of indemnity was signed on 18 October 2019, pursuant to which the Controlling Shareholders, irrecoverably and unconditionally undertakes to jointly pay up the entire sum or the shortfall and other costs and expenses which may be made, suffered, or incurred in relation to this litigation in progress.

24. 訴訟(續)

於二零二一年六月三十日，由於各銀行已收到法院有關訴訟索賠的通知，深圳禾苗的銀行結餘總額約人民幣16,201,000元(二零二零年十二月三十一日：人民幣16,210,000元)已被銀行凍結。該等銀行餘額已計入綜合財務狀況表的受限制存款中。

在報告期結束後，於二零二一年八月六日，深圳禾苗收到第一中級法院的二審判決書，其駁回上訴，並裁定區法院的判決仍然有效。本集團現正準備向第一中級法院提出進一步上訴。本公司董事經參考已獲取之法律意見及可用資料認為，撥備已足以覆蓋該案件最高風險(包括總索償及法律成本)。此外，就本公司在香港聯合交易所有限公司主板上市，一份彌償契據已於二零一九年十月十八日簽署，據此控股股東不可撤回及無條件承諾共同支付因此項仍在推進的訴訟而可能作出、遭受或產生的全部款項或差額及其他費用及開支。

OTHER INFORMATION

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

As at 30 June 2021, interests and short positions of the Directors and chief executive of the Company in the shares and underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO, which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transaction By Directors of Listed Issuers (the "Model Code") are as follows:

Interest in the Company

Name of Director 董事姓名	Capacity/nature of interest 身份／權益性質	Number of shares/underlying shares held 所持股份／ 相關股份數目 (Note 1) (附註1)	Percentage of shareholding in the Company 於本公司持股 百分比 (Approximate) (概約)
Mr. Li Chengjun (Note 2) 李承軍先生(附註2)	Founder of a discretionary trust 全權信託創辦人	369,967,204 (L)	37.0%
Mr. Xiong Bin (Note 3) 熊彬先生(附註3)	Founder of a discretionary trust 全權信託創辦人	305,032,256 (L)	30.5%
Mr. Guo Qinglin (Note 4) 郭慶林先生(附註4)	Share option 購股權	3,500,000 (L)	0.35%
Mr. Wen Chuanchuan (Note 5) 溫川川先生(附註5)	Share option 購股權	3,500,000 (L)	0.35%

其他資料

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債券之權益及淡倉

於二零二一年六月三十日，董事及最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文被當作或視為擁有之權益及淡倉)或根據證券及期貨條例第352條須載入本公司存置的登記冊的權益及淡倉，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

於本公司權益

Notes:

1. The letter "L" denotes long position of the shares.
2. Leap Elite Limited is legally owned as to 100% by Mr. Li Chengjun for the benefit of the beneficiaries of the family trust found by himself. Accordingly, Mr. Li Chengjun is deemed to be interested in the shares held by Leap Elite Limited pursuant to the SFO.
3. Beyond Innovation Limited is legally owned as to 100% by Mr. Xiong Bin for the benefit of the beneficiaries of the family trust found by himself. Accordingly, Mr. Xiong Bin is deemed to be interested in the shares held by Beyond Innovation Limited pursuant to the SFO.
4. The personal interest of Mr. Guo Qinglin represents the interest in 3,500,000 underlying shares in respect of the share options granted by the Company, the details of which are stated in the section headed "Share option scheme" below.
5. The personal interest of Mr. Wen Chuanchuan represents the interest in 3,500,000 underlying shares in respect of the share options granted by the Company, the details of which are stated in the section headed "Share option scheme" below.

Save as disclosed above, none of the Directors or chief executive of the Company had registered any interests or short positions in any shares and underlying shares in, and debentures of, the Company or any associated corporations as at 30 June 2021, as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code.

Arrangement for Directors to Purchase Shares or Debentures

Saved as disclosed in this report, at no time during the six months ended 30 June 2021 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director of the Company or their respective spouses or minor children, or were such rights exercised by them, or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

附註：

1. 字母「L」代表於股份中的好倉。
2. 立堅有限公司由李承軍先生為其建立的家族信託受益人的利益而合法擁有100%權益。因此，根據證券及期貨條例，李承軍先生被視為於立堅有限公司所持股份中擁有權益。
3. 超新有限公司由熊彬先生為其建立的家族信託受益人的利益而合法擁有100%權益。因此，根據證券及期貨條例，熊彬先生被視為於超新有限公司所持股份中擁有權益。
4. 郭慶林先生的個人權益為本公司所授出購股權所涉的3,500,000股相關股份的權益，詳情載於下文「購股權計劃」一節。
5. 溫川川先生的個人權益為本公司所授出購股權所涉的3,500,000股相關股份的權益，詳情載於下文「購股權計劃」一節。

除上文所披露者外，於二零二一年六月三十日，概無本公司董事或最高行政人員於本公司或任何相聯法團的任何股份、相關股份及債券中，擁有記入本公司根據證券及期貨條例第352條須存置的登記冊或根據證券及期貨條例第XV部或標準守則須另行知會本公司及聯交所的任何權益或淡倉。

董事購買股份或債券安排

除本報告所披露者外，截至二零二一年六月三十日止六個月任何時間，概無向本公司任何董事或彼等各自之配偶或未成年子女授出任何可藉收購本公司股份或債券而獲得利益之權利，彼等亦無行使任何該等權利，且本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使本公司董事可藉收購本公司或任何其他法團股份或債務證券（包括債券）而獲得利益。

Substantial Shareholders' and Others' Interests and Short Positions in Shares and Underlying Shares of the Company

So far as is known to the Directors, as at 30 June 2021, the following corporation/persons (other than the interests of the Directors or chief executives of the Company as disclosed above) had interests of 5% or more in the issued shares which fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

主要股東及其他人士於本公司股份及相關股份中擁有的權益及淡倉

就董事所知，於二零二一年六月三十日，下列法團／人士（上文所披露之本公司董事或最高行政人員權益除外）擁有本公司已發行股份中5%或以上的權益且根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露或須記入本公司根據證券及期貨條例第336條須存置的登記冊：

Name	Capacity/nature of interest	Number of shares held	Percentage of shareholding in the Company
名稱	身份／權益性質	持股數目 (Note 1) (附註1)	於本公司 持股百分比 (Approximate) (概約)
Leap Elite Limited 立堅有限公司	Beneficial owner 實益權益	369,967,204 (L)	37.0%
Beyond Innovation Limited 超新有限公司	Beneficial owner 實益權益	305,032,256 (L)	30.5%
Ms. Sui Rongmei (Note 2) 隋榮梅女士(附註2)	Interest of spouse 配偶權益	369,967,204 (L)	37.0%
Ms. Yan Xue (Note 3) 鄢雪女士(附註3)	Interest of spouse 配偶權益	305,032,256 (L)	30.5%
JZ Capital Limited (Note 4) JZ Capital Limited (附註4)	Beneficial owner 實益權益	75,000,540 (L)	7.5%
Mr. Ko Hin Ting, James (Note 4) 高軒庭先生(附註4)	Interest in a controlled corporation 受控法團權益	75,000,540 (L)	7.5%
Ms. Chu Wing Yee, Vaneese (Note 5) 朱詠儀女士(附註5)	Interest of spouse 配偶權益	75,000,540 (L)	7.5%

Notes:

1. The letter "L" denotes long position of the shares.
2. Ms. Sui Rongmei is the spouse of Mr. Li Chengjun. By virtue of the SFO, she is deemed to be interested in the same number of shares held by Mr. Li Chengjun.
3. Ms. Yan Xue is the spouse of Mr. Xiong Bin. By virtue of the SFO, she is deemed to be interested in the same number of shares held by Mr. Xiong Bin.
4. JZ Capital Limited is owned as to 99% by Mr. Ko Hin Ting, James. As such, Mr. Ko Hin Ting, James is deemed to be interested in the shares held by JZ Capital Limited pursuant to the SFO.
5. Ms. Chu Wing Yee, Vaneese is the spouse of Mr. Ko Hin Ting, James. By virtue of the SFO, she is deemed to be interested in the same number of shares held by Mr. Ko Hin Ting, James.

Save as disclosed above, as at 30 June 2021, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

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 six months ended 30 June 2021.

Directors' and Controlling Shareholders' Interest in Competing Business

Apart from the Group's business, none of the Directors, the Controlling Shareholders (including Mr. Li Chengjun, Leap Elite Limited, Mr. Xiong Bin and Beyond Innovation Limited) or any of their respective close associates was engaged in or had any interest in any business that competes or may compete with the principal business of the Group, which would require disclosure under Rule 8.10 of the Listing Rules, or has any other conflict of interest with the Group during the six months ended 30 June 2021 and up to the date of this report.

附註：

1. 字母「L」代表於股份中的好倉。
2. 隋榮梅女士為李承軍先生之配偶。根據證券及期貨條例，彼被視為為李承軍先生所持相同數目股份中擁有權益。
3. 鄒雪女士為熊彬先生之配偶。根據證券及期貨條例，彼被視為為熊彬先生所持相同數目股份中擁有權益。
4. JZ Capital Limited 由高軒庭先生擁有 99% 權益。因此，根據證券及期貨條例，高軒庭先生被視為為 JZ Capital Limited 所持股份中擁有權益。
5. 朱詠儀女士為高軒庭先生之配偶。根據證券及期貨條例，彼被視為為高軒庭先生所持相同數目股份中擁有權益。

除上文所披露者外，於二零二一年六月三十日，本公司概無獲悉本公司已發行股本中根據證券及期貨條例第 XV 部第 2 及 3 分部條文須向本公司披露之任何相關權益或淡倉，或須記入本公司根據證券及期貨條例第 336 條須存置的登記冊之任何相關權益或淡倉。

購買、出售或贖回本公司上市證券

截至二零二一年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

董事及控股股東於競爭業務的權益

除本集團業務外，截至二零二一年六月三十日止六個月內及截至本報告日期，概無董事、控股股東（包括李承軍先生、立堅有限公司、熊彬先生及超新有限公司）或任何彼等各自緊密聯繫人從事根據上市規則第 8.10 條須予披露與本集團主要業務競爭或可能競爭的任何業務或於其中擁有利益，或與本集團有任何其他利益衝突。

Disclosure of Directors' information pursuant to Rule 13.51B(1) of the Listing Rules

Pursuant to Rule 13.51B(1) of the Listing Rules, the information of Directors of the Company subsequent to the publication of the Company's annual report for the year ended 31 December 2020 and up to the date of this report, are updated as follows:

Executive Directors

Mr. Li Chengjun (李承軍), aged 48, is an executive Director, the chief executive officer and the chairman of the Board and is mainly responsible for corporate strategic planning, overseeing the overall operations, day-to-day management and business development of the Group. Mr. Li established Shenzhen Sprocomm Telecommunication Technology Co., Ltd.* (深圳禾苗通信科技有限公司) ("Shenzhen Sprocomm"), the main operating subsidiary of the Group, with Mr. Xiong Bin on 16 September 2009. He is also currently the director of the Company's subsidiaries, namely Shenzhen Sprocomm, Sprocomm Intelligence (HK) Holdings Limited (禾苗智能控股有限公司), Sprocomm Technologies Co., Ltd. (禾苗通信科技有限公司), Guizhou Sprocomm Telecommunication Technology Co., Ltd.* (貴州禾苗通信科技有限公司), Chengdu Sprocomm Cloud Technology Co., Ltd.* (成都禾苗雲科技有限公司), Guizhou Mars Exploration Technology Co., Ltd.* (貴州火星探索科技有 限公司), Grace Kirin Limited (俊麟有限公司) and Sprocomm Hemiao (禾苗創先). Mr. Li is a director of Leap Elite Limited, a controlling Shareholder of the Company.

根據上市規則第13.51B(1)條披露董事資料

根據上市規則第13.51B(1)條，於本公司截至二零二零年十二月三十一日止年度的年報刊發後及直至本報告日期，本公司董事的資料更新如下：

執行董事

李承軍先生，48歲，為執行董事、行政總裁及董事會主席，主要負責本集團的公司策略規劃、監管整體營運、日常管理及業務發展。李先生於二零零九年九月十六日與熊彬先生共同成立本集團主要營運附屬公司深圳禾苗通信科技有限公司（「深圳禾苗」）。彼現亦為本公司附屬公司深圳禾苗、禾苗智能控股有限公司、禾苗通信科技有限公司、貴州禾苗通信科技有限公司、成都禾苗雲科技有限公司、貴州火星探索科技有限公司及俊麟有限公司及禾苗創先的董事。李先生為本公司控股股東立堅有限公司的董事。

Mr. Li has more than 20 years of relevant experience in the mobile communications industry. Prior to joining the Group, Mr. Li held a senior management position in the wireless network department and terminal department of Shenzhen Huawei Technologies Co., Ltd* (深圳華為技術有限公司), a company principally engaged in the telecommunication equipment business from April 1997 to February 2007, where he was mainly responsible for the research and development of communication terminal and sales and marketing. From August 2007 to June 2009, Mr. Li served as the chief executive officer of the business operation headquarters of SIM Technology Group Limited (晨訊科技集團有限公司) (stock code of Stock Exchange: 02000) ("SIM Technology"), a company whose shares are listed on the Stock Exchange and is principally engaged in the manufacturing, design and development and sale of liquid crystal display modules, mobile handset solutions, and wireless communication module solutions, where he was mainly responsible for overseeing its PRC operation and management. Mr. Li graduated from Beihang University (北京航空航天大學) in July 1994 with a bachelor degree majoring in electrical technology, and then, graduated with a master degree of engineering in March 1997.

Mr. XIONG Bin (熊彬), aged 43, is an executive Director and vice chairman of the Board and is mainly responsible for overseeing the sales and marketing of the Group. Mr. Xiong is one of the founders of Shenzhen Sprocomm on 16 September 2009. He is also currently the director and vice general manager of Shenzhen Sprocomm and the supervisor of Shanghai Sprocomm Telecommunication Technology Co., Ltd.* (上海禾苗通信科技有限公司), Guizhou Sprocomm Telecommunication Technology Co., Ltd.* (貴州禾苗通信科技有限公司), Guizhou Mars Exploration Technology Co., Ltd.* (貴州火星探索科技有限公司) and Luzhou Sipukang Technology Co., Ltd.* (瀘州思普康科技有限公司). Mr. Xiong is a director of Beyond Innovation Limited, a controlling Shareholder of the Company. Mr. Xiong has over 15 years of relevant experience in the mobile communications industry. Prior to joining the Group, Mr. Xiong served in Amoi Electronics Co., Ltd. (夏新電子股份有限公司) ("Amoi Electronics") from July 1999 to May 2008, where he first served as the vice general manager of finance department responsible for handling the export business and finance work of the overseas subsidiaries

李先生擁有逾20年的移動通訊行業相關經驗。於加入本集團之前，李先生於一九九七年四月至二零零七年二月曾擔任深圳華為技術有限公司(一間主要從事電訊設備業務的公司)無線網絡部及終端部的高級管理職位，主要負責通訊終端的研發及銷售與營銷。於二零零七年八月至二零零九年六月，李先生曾擔任晨訊科技集團有限公司(聯交所股份代號：02000)〔晨訊科技〕，其股份於聯交所上市並主要從事液晶顯示模塊、手機解決方案及無線通訊模塊解決方案的製造、設計與開發及銷售)業務營運總部的行政總裁，主要負責監督其中國的營運及管理。李先生於一九九四年七月畢業於北京航空航天大學，獲得電子技術專業學士學位，其後於一九九七年三月獲得工程碩士學位。

熊彬先生，43歲，為執行董事及董事會副主席，主要負責監管本集團的銷售及市場推廣。熊先生於二零零九年九月十六日成為深圳禾苗創辦人之一。彼現亦為深圳禾苗的董事兼副總經理和上海禾苗通信科技有限公司、貴州禾苗通信科技有限公司、貴州火星探索科技有限公司及瀘州思普康科技有限公司的監事。熊先生為本公司控股股東超新有限公司的董事。熊先生擁有逾15年的移動通訊行業相關經驗。於加入本集團之前，自一九九九年七月至二零零八年五月，熊先生曾任職於夏新電子股份有限公司(〔夏新電子〕)，首先擔任財務部副總經理，負責處理出口業務及海外附屬公司的財務工作，其後擔任海外銷售部副總經理，負責智能手機產品的海外銷售。夏新電子主要從事智能手機及其他電子產

and later as the vice general manager of the overseas sales department responsible for overseas sales of smartphone products. Amoi Electronics is principally engaged in research, manufacturing and sales of smartphone and other electronic products. From May 2008 to August 2009, Mr. Xiong served as the general manager of the overseas sales department of SIM Technology, where he was mainly responsible for marketing and sales of the overseas smartphone ODM business. Mr. Xiong graduated from Huazhong University of Science and Technology (華中理工大學) in June 1999 and obtained a bachelor degree of economics majoring in taxation. Mr. Xiong also obtained the qualification of Certified Public Accountant (non-practising) in the PRC in December 2004.

Mr. GUO Qinglin (郭慶林), aged 37, is an executive Director and is mainly responsible for managing the operation of supply chain and sales activities of the Group. He is also currently the director of the supply chain operation centre of Shenzhen Sprocomm. Mr. Guo has approximately 13 years of relevant experience in the mobile communications industry. Prior to joining the Group, Mr. Guo served as a manager in the overseas sales department of Amoi Electronics from September 2005 to December 2008, where he was mainly responsible for developing overseas customers, maintaining the customer relationship and sales of the company's main products. From April 2009 to December 2009, Mr. Guo served as sales director in the overseas sales department of Nanjing Wanlida Technology Co., Ltd.* (南靖萬利達科技有限公司), a company principally engaged in the production of computers, mobile phones and projectors, where he was mainly responsible for developing overseas customers, maintaining the customer relationship and sales of the company's main products. Mr. Guo graduated from Jimei University* (集美大學) in July 2005 and obtained a bachelor degree of economics majoring in international economy and trading.

品的研究、製造及銷售。於二零零八年五月至二零零九年八月，熊先生曾擔任晨訊科技的海外銷售部總經理，主要負責海外智能手機ODM業務的營銷與銷售。熊先生於一九九九年六月畢業於華中理工大學，獲得稅務專業經濟學學士學位。此外，熊先生於二零零四年十二月取得中國註冊會計師(非執業)資格。

郭慶林先生，37歲，為執行董事，主要負責管理本集團的供應鏈運作及銷售活動。彼現亦為深圳禾苗供應鏈營運中心總監。郭先生擁有約13年的移動通訊行業相關經驗。於加入本集團之前，郭先生於二零零五年九月至二零零八年十二月曾擔任夏新電子的海外銷售部經理，主要負責發展海外客戶、維持客戶關係及公司主要產品的銷售。於二零零九年四月至二零零九年十二月，郭先生曾擔任南靖萬利達科技有限公司(一間主要從事計算機、手機及投影儀生產的公司)的海外銷售部銷售總監，主要負責開發海外客戶、維護客戶關係及公司主要產品的銷售。郭先生於二零零五年七月畢業於集美大學，獲得國際經濟與貿易專業經濟學學士學位。

Mr. WEN Chuanchuan (溫川川), aged 35, was appointed as an executive Director of the Company with effect from 1 June 2021. Prior to Mr. Wen's appointment as an executive Director, he is a member of the senior management of the Company. Mr. Wen is currently the head of production of the Company. Since 21 September 2016, Mr. Wen has been serving as the director of the manufacturing centre of Shenzhen Sprocomm Telecommunication Technology Co., Ltd.* (深圳禾苗通信科技有限公司), a company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company, and has been responsible for supervising the operation of the production plants of the Group. He is also currently (i) the director of Luzhou Sprocomm Telecommunication Technology Co., Ltd.* (瀘州禾苗通信科技有限公司), formerly known as Luzhou Sipukang Technology Co., Ltd.* (瀘州思普康科技有限公司), a company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company; and (ii) the general manager of Chengdu Sprocomm Cloud Technology Co., Ltd.* (成都禾苗雲科技有限公司), a company established under the laws of the PRC and an indirect non-wholly-owned subsidiary of the Company. Prior to joining the Group, Mr. Wen worked as an assistant engineer of Huawei Machine Company Limited* (華為機器有限公司), a company principally engaged in research, development, manufacturing and sales of communication products from July 2011 to October 2014, where he was mainly responsible for reviewing the manufacturing plan and leading trial verification for new smartphone products. Mr. Wen served as a director of the assembly plant of Shenzhen Andao Yunke Company Limited* (深圳安道雲科技股份有限公司), a company principally engaged in development and manufacturing of smart terminals, capacitive touch screens, machine assembly, metal and glass components and mobile phone accessories from November 2014 to September 2016, where he was responsible for the establishment of machine assembly department and assisting in the operation of the company's departments and subsidiaries.

Mr. Wen graduated from the Northwest A&F University (西北農林科技大學) with a bachelor's degree of management majoring in electronic commerce in the PRC in July 2008. In June 2011, Mr. Wen graduated from the Xi'an Jiaotong University* (西安交通大學管理學院) and obtained a master's degree of engineering majoring in industrial engineering.

溫川川先生，35歲，已獲委任為本公司執行董事，自二零二一年六月一日起生效。委任溫先生為執行董事之前，彼為本公司高級管理層成員。溫先生現時為本公司生產主管。自二零一六年九月二十一日起，溫先生一直擔任深圳禾苗通信科技有限公司（一間根據中國法律成立的公司，並為本公司間接全資附屬公司）之董事，負責監督本集團生產廠房的營運。彼現時亦為(i)瀘州禾苗通信科技有限公司（前稱瀘州思普康科技有限公司）（一間根據中國法律成立的公司，並為本公司間接全資附屬公司）之董事；及(ii)成都禾苗雲科技有限公司（一間根據中國法律成立的公司，並為本公司間接全資附屬公司）之總經理。加入本集團之前，溫先生於二零一一年七月至二零一四年十月為華為機器有限公司（一間主要從事通訊產品的研究、開發、製造及銷售的公司）的助理工程師，主要負責審閱生產計劃及領導新智能手機產品的測試驗證。溫先生於二零一四年十一月至二零一六年九月曾擔任深圳安道雲科技股份有限公司（一間主要從事開發及製造智能終端、電容式觸摸屏、機器組裝、金屬和玻璃組件以及手機配件的公司）的裝配廠廠長，負責組建機器裝配部以及協助公司各部門及附屬公司的運作。

溫先生於二零零八年七月畢業於中國西北農林科技大學，獲電子商務專業管理學學士學位，並於二零一一年六月畢業於西安交通大學管理學院，獲工業工程專業工程碩士學位。

Independent Non-Executive Directors

Mr. HUNG Wai Man JP (洪為民), aged 52, was appointed as an independent non-executive Director on 18 October 2019. Mr. Hung is a Deputy to the 13th National People's Congress, the Principal Liaison Officer for Hong Kong, Shenzhen Qianhai Authority, and Adjunct Professor of the Belt and Road Research Institute of Hainan University.

Mr. Hung is a seasoned ICT professional and angel investor. He has worked in the computer industry for over 30 years. A well-known figure in the industry, Mr. Hung has extensive experience in management consulting, project management and outsourcing services. Mr. Hung is a Chartered Information Technology Professional and a fellow of the British Computer Society, the Hong Kong Institute of Directors, the Hong Kong Computer Society and the Internet Professional Association. He has been appointed as one of the Global Council Members by the World Summit Awards.

Mr. Hung is currently Executive Chairman of Chinese Big Data Society, Vice President of Guangdong's Association For Promotion of Cooperation between Guangdong, Hong Kong and Macao, Chairman of Hong Kong Road Safety Association, Chairman Emeritus of the Y.Elites Association, President Emeritus of Internet Professional Association, Vice Chairman of the Monte Jade Science and Technology Association of Hong Kong, Secretary General of Hong Kong-ASEAN Economic Cooperation Foundation and Council Member of Hong Kong Professionals and Senior Executives Association etc. In 2012 to 2014, he had served as an associate member of the Central Policy Unit of the HKSAR Government. In 2008, Mr. Hung was selected as one of the Ten Outstanding Young Persons of Hong Kong. He was a Standing Committee Member of the 11th All China Youth Federation. In 2015, he was appointed as a Justice of the Peace by the Hong Kong SAR Government. In 2016, he was given the Asia Social Innovation Leadership Award by CMO Asia.

獨立非執行董事

洪為民先生，*太平紳士*，52歲，於二零一九年十月十八日獲委任為獨立非執行董事。洪先生為第十三屆全國人民代表大會代表、深圳市前海管理局香港事務首席聯絡官及海南大學「一帶一路」研究院特聘教授。

洪先生為擁有豐富經驗的資訊通訊科技專家及天使投資者。彼從事電腦行業逾30年。洪先生於業內享負盛名，於管理顧問、項目管理及外判服務方面擁有豐富經驗。洪先生為特許資訊科技專業人士，亦是英國電腦學會、香港董事學會、香港電腦學會及互聯網專業協會資深會員。彼獲世界信息峰會大獎(World Summit Awards)委任為全球委員。

洪先生現為華人大數據學會執行主席、廣東省粵港澳合作促進會副會長、香港交通安全會會長、香港菁英會榮譽主席、互聯網專業協會榮譽會長、香港玉山科技協會副理事長、香港—東盟經濟合作基金會秘書長及香港專業及資深行政人員協會理事等。於二零一二年至二零一四年，彼為香港特區政府中央政策組特邀會員。於二零零八年，洪先生獲選為香港十大傑出青年。彼曾任中華全國青年聯合會第十一屆常務委員會委員。於二零一五年，彼獲香港特區政府委任為太平紳士。於二零一六年，彼獲CMO Asia頒發亞洲社企創新獎。

Mr. Hung graduated from the Hong Kong Polytechnic University with a Higher Diploma in Maths, Statistics and Computing. He then obtained a BA (Hons) from the University of Bolton, MBA from the University of Hull and MA in Public and Comparative History from the Chinese University of Hong Kong. He also obtained a LLM and LLD from the Renmin University of China and PhD in Business Administration from Bulacan State University, the Philippines.

Mr. Hung is currently an independent non-executive director of LH Group Limited (stock code: 01978) and Sino Hotels (Holdings) Limited (stock code: 01221), the shares of which are listed on the Stock Exchange.

Mr. WONG Kwan Kit (黃昆杰), aged 48, was appointed as an independent non-executive Director on 18 October 2019. Mr. Wong has over 19 years of experience in accounting and financial management, mergers and acquisitions gained from certain finance related positions of companies listed in Hong Kong. Mr. Wong is currently an independent non-executive director of Man Sang International Limited (stock code: 00938) and Culturecom Holdings Limited (stock code: 00343), both of companies are listed on the Stock Exchange. Mr. Wong holds a Master of Business Administration degree from the Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Mr. LU Brian Yong Chen (呂永琛), aged 57, was appointed as an independent non-executive Director on 18 October 2019. Mr. Lu has been serving as an independent non-executive Director of InvesTech Holdings Limited (stock code: 1087), a company whose shares are listed on the Stock Exchange and is principally engaged in designs, development and provision of communication system and manufacture and sale of signal transmission and connectivity products since June 2015. Mr. Lu has over 22 years of management experience in Fortune 100 companies in Australia, Hong Kong and the PRC, assisting in their business transformation and growth. Prior to joining the Group, Mr. Lu served as a manager, design/architecture of IBM Australia Limited, a company principally engaged in manufacturing and selling computer hardware and software and providing relevant services from May 1995 to April 2001, where

洪先生畢業於香港理工大學，取得數學、統計及電子計算學高級文憑。彼其後取得英國柏爾頓大學(榮譽)文學士、英國赫爾大學商管碩士及香港中文大學比較及公眾史學文學碩士。彼亦取得中國人民大學法學碩士和法學博士及菲律賓比立勤國立大學工商管理博士。

洪先生現任叙福樓集團有限公司(股份代號：01978)及信和酒店(集團)有限公司(股份代號：01221)的獨立非執行董事，上述公司的股份均在聯交所上市。

黃昆杰先生，48歲，於二零一九年十月十八日獲委任為獨立非執行董事。黃先生曾於香港上市公司擔任若干財務相關職位，累積了逾19年的會計及財務管理、併購經驗。黃先生現任民生國際有限公司(股份代號：00938)及文化傳信集團有限公司(股份代號：00343)的獨立非執行董事，兩間公司均於聯交所上市。黃先生持有香港中文大學工商管理碩士學位。彼為香港會計師公會資深會員。

呂永琛先生，57歲，於二零一九年十月十八日獲委任為獨立非執行董事。呂先生自二零一五年六月起至今擔任威訊控股有限公司(股份代號：1087)的獨立非執行董事，該公司於聯交所上市，主要從事設計、開發及提供通訊系統以及製造及銷售信號傳輸及連接產品。呂先生於澳洲、香港及中國的財富100強公司累積了逾22年的管理經驗，曾協助該等公司實現業務轉型及增長。加入本集團之前，呂先生於一九九五年五月至二零零一年四月擔任IBM Australia Limited(一間主要從事製造及銷售電腦硬件及軟件以及提供相關服務的公司的)的設計/架構經理，負責管理網絡架構。其後於二零零一年四月至二零

he was responsible for managing network architecture. From April 2001 to June 2012, Mr. Lu then served as a client unit executive in the IBM global technology services department of IBM China/Hong Kong Limited, a company principally engaged in manufacturing and selling computer hardware and software and providing relevant services, where he was responsible for the department's strategic planning and execution. Mr. Lu was an industry consultant of IBM (China) Company Limited, a company principally engaged in manufacturing and selling computer hardware and software and providing relevant services from June 2012 to June 2015.

Mr. Lu graduated from South China University of Technology (華南理工大學) with a bachelor degree majoring in engineering in Computer Science in July 1986 and from the University of New South Wales, Australia with a master degree of information science in October 1994.

Ms. TSENG Chin I (曾瀨漪), aged 52, was appointed as an independent non-executive Director on 18 October 2019. Ms. Tseng is a veteran financial programme host with over 25 years of experience in Hong Kong, including hosting, presenting and moderating television programmes and forums in relation to the PRC and international economy and finance. Ms. Tseng has been serving as a presenter in Phoenix Satellite Television Company Limited (鳳凰衛視有限公司), which is an indirectly wholly-owned subsidiary of Phoenix Satellite Television Holdings Limited (currently known as Phoenix Media Investment (Holdings) Limited (stock code: 2008), a company listed on the Main Board of the Stock Exchange, where she is responsible for hosting and presenting television programmes and broadcasts relating to the PRC and international economy and finance. She has also been a standing committee member of Ifeng Finance Institute (鳳凰網財經研究院), a non-profit making research institute focusing on providing financial information via expert interview, conference reports, research reports, financial and wealth management forums since November 2016. She has been a life associate member of the Hong Kong Independent Non-Executive Director Association since January 2017. Ms. Tseng graduated from Fu Jen Catholic University (天主教輔仁大學, formerly known as 私立輔仁大學) with a bachelor degree of arts majoring in mass communication in June 1991.

一二年六月，呂先生擔任 IBM China/Hong Kong Limited (一間主要從事製造及銷售電腦硬件及軟件以及提供相關服務的公司) 的 IBM 全球技術服務部客戶單位主管，負責部門的策略規劃及執行。於二零一二年六月至二零一五年六月，呂先生擔任 IBM (China) Company Limited (一間主要從事製造及銷售電腦硬件及軟件以及提供相關服務的公司) 的行業顧問。

呂先生於一九八六年七月畢業於華南理工大學，獲計算機科學工程學學士學位及於一九九四年十月獲澳洲新南威爾士大學信息科學碩士學位。

曾瀨漪女士，52歲，於二零一九年十月十八日獲委任為獨立非執行董事。曾女士為香港資深財經節目主持，擁有逾25年經驗，包括製作、主持及協調中國及國際財經相關電視節目及論壇。曾女士現擔任鳳凰衛視有限公司的主持人，該公司為鳳凰衛視控股有限公司（現稱鳳凰衛視投資（控股）有限公司，一間於聯交所主板上市之公司）（股份代號：2008）之間接全資附屬公司，曾女士於該公司主要負責製作及主持中國及國際財經相關電視節目廣播。自二零一六年十一月起，彼亦為鳳凰網財經研究院（一間非營利性研究機構，專注透過專家專訪、會議報道、研究報告、財經及財富管理論壇提供財經資訊）的常務委員會成員。彼自二零一七年一月起成為香港獨立非執行董事協會的終身會員。曾女士於一九九一年六月畢業於天主教輔仁大學（前稱私立輔仁大學）並獲得大眾傳媒文學學士學位。

Share Option Scheme

The Company conditionally adopted a share option scheme (the “Share Option Scheme”) on 18 October 2019 (“Adoption Date”), which become effective on the Listing Date. The purpose of which is to motivate the eligible participants to optimise their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group.

The eligible participants include any full-time or part-time employees, executives or officers, directors, advisers, consultants, suppliers, customers and agents of the Company or any of its subsidiaries; and such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Group.

Subject to the terms and conditions of the Share Option Scheme, the maximum numbers of shares in respect of which options may be granted under the Share Option Scheme and any other schemes shall not, in aggregate, exceed 10% of the shares in issue as at the Listing Date (i.e. 100,000,000 shares) unless approved by the shareholders of the Company.

As at 30 June 2021, the number of shares of the Company available for issue under the Share Option Scheme upon the exercise of all above outstanding share options was 48,500,000, representing 4.85% of the total issued shares of the Company.

Unless approved by shareholders of the Company in general meeting in the manner stipulated in the Listing Rules, the maximum entitlement for each eligible participant (including both exercised and outstanding options) under the Share Option Scheme or any other share option schemes of the Company in any 12-month period up to the date of grant shall not exceed 1% of the total number of shares in issue as at the date of grant.

購股權計劃

本公司已於二零一九年十月十八日（「採納日期」）有條件採納購股權計劃（「購股權計劃」），於上市日期生效。購股權計劃的目的為激勵合資格參與者，令其竭力提升對本集團的未來貢獻及／或獎勵彼等過往的貢獻，以吸引及挽留對本集團的表現、成長或成功而言極為重要及／或其貢獻對該等方面有利或將會有利的參與者或與彼等維持持續關係。

合資格參與者包括本公司或其任何附屬公司任何全職或兼職僱員、行政人員或高級職員、董事、顧問、諮詢人、供應商、客戶及代理，及董事會全權認為將會或已對本集團作出貢獻的其他人士。

根據購股權計劃的條款及條件，除非經本公司股東批准，否則根據購股權計劃及任何其他計劃可能授出的購股權所涉的股份數目上限合共不得超過上市日期已發行股份的10%（即100,000,000股股份）。

於二零二一年六月三十日，上述所有尚未行使的購股權獲行使後，本公司於購股權計劃項下可發行的股份數目為48,500,000股，相當於本公司已發行股份總數4.85%。

除非經本公司股東在股東大會按聯交所證券上市規則（「上市規則」）規定的方式批准，於任何12個月期間直至授出日期，各合資格參與者根據本公司購股權計劃或任何其他購股權計劃獲授的配額上限（包括已行使及尚未行使的購股權）不得超過授出日期已發行股份總數的1%。

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptance of the options duly signed by the grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of ten years from that date. The minimum period for which an option must be held before it can be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than ten years after it has been granted.

The exercise price of share option granted under the Share Option Scheme shall be a price solely determined by the Board and shall be at least highest of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant of the option; (b) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the option; and (c) the nominal value of a share.

Subject to earlier termination by the Company in general meeting or by the Directors, the Share Option Scheme shall be valid and effective for a period of ten years from the Adoption Date. As at 30 June 2021, the remaining life of the Share Option Scheme is approximately eight years and 3.5 months.

For further details on the principal terms of the Share Option Scheme, please refer to the paragraph headed "Statutory and General Information – Other Information – 1. Share Option Scheme" in Appendix IV to the Prospectus.

本公司於有關接納日期或之前一經收到經承授人正式簽署構成接納購股權的要約文件副本，連同付予本公司1.00港元的款項作為授出購股權的代價後，購股權即被視為已授出及獲承授人接納並已生效。

購股權可根據購股權計劃的條款於購股權被視為已授出並獲接納當日之後及自該日起計十年屆滿前隨時行使。購股權可行使前必須持有的最短期限將由董事會全權酌情釐定，惟於授出購股權起計十年後，不得行使購股權。

根據購股權計劃授出的購股權行使價須由董事會全權酌情釐定，且須至少為下列各項當中的最高者：(a) 股份於授出購股權日期於聯交所每日報價表所報的收市價；(b) 緊接授出日期前五個營業日股份於聯交所每日報價表所報的平均收市價；及(c) 股份面值。

除非本公司經由股東大會或經由董事提前終止，否則購股權計劃自採納日期起10年期間內合法及有效。於二零二一年六月三十日，購股權計劃的餘下年期約為八年及3.5個月。

有關購股權計劃主要條款的詳情，請參閱招股章程附錄四「法定及一般資料—其他資料—1. 購股權計劃」一段。

(i) **Outstanding options**

During the six months ended 30 June 2021, the Company did not grant share options and no share options were exercised and 17,300,000 share options lapsed. Details of the Company's share options from 1 January 2021 to 30 June 2021 are as follows:

(i) **尚未行使的購股權**

截至二零二一年六月三十日止六個月，本公司並無授出購股權，概無購股權獲行使及17,300,000份購股權失效。二零二一年一月一日至二零二一年六月三十日的本公司購股權的詳情載列如下：

	Date of grant	Exercise price	Vesting period	Exercise period	Outstanding as at 1 January 2021	Number of share options granted	Number of share options exercised	Number of share options lapsed	Outstanding as at 30 June 2021
	授出日期	行使價	歸屬期	行使期	於二零二一年一月一日尚未行使	已授出購股權數目	已行使購股權數目	已失效購股權數目	於二零二一年六月三十日尚未行使
Category 1: Directors									
類別 1：董事									
Mr. Li Hongxing									
李紅星先生									
Tranche 1	14 April 2020	HK\$0.51	14 April 2020 to 30 June 2021	1 July 2021 to 13 April 2025	2,700,000	-	-	(2,700,000)	-
第一期	二零二零年四月十四日	0.51港元	二零二零年四月十四日至二零二一年六月三十日	二零二一年七月一日至二零二五年四月十三日					
Tranche 2	14 April 2020	HK\$0.51	14 April 2020 to 30 June 2022	1 July 2022 to 13 April 2025	2,700,000	-	-	(2,700,000)	-
第二期	二零二零年四月十四日	0.51港元	二零二零年四月十四日至二零二二年六月三十日	二零二二年七月一日至二零二五年四月十三日					
Tranche 3	14 April 2020	HK\$0.51	14 April 2020 to 30 June 2023	1 July 2023 to 13 April 2025	3,600,000	-	-	(3,600,000)	-
第三期	二零二零年四月十四日	0.51港元	二零二零年四月十四日至二零二三年六月三十日	二零二三年七月一日至二零二五年四月十三日					
Subtotal					9,000,000	-	-	(9,000,000)	-
小計									

	Date of grant	Exercise price	Vesting period	Exercise period	Outstanding as at 1 January 2021 於 二零二一年一月一日 尚未行使	Number of share options granted 已授出 購股權 數目	Number of share options exercised 已行使 購股權 數目	Number of share options lapsed 已失效 購股權 數目	Outstanding as at 30 June 2021 於 二零二一年六月三十日 尚未行使
	授出日期	行使價	歸屬期	行使期					
Mr. Guo Qinglin 郭慶林先生									
Tranche 1 第一期	14 April 2020 二零二零年 四月十四日	HK\$0.51 0.51港元	14 April 2020 to 30 June 2021 二零二零年四月 十四日至 二零二一年 六月三十日	1 July 2021 to 13 April 2025 二零二一年七月 一日至 二零二五年 四月十三日	1,050,000	-	-	-	1,050,000
Tranche 2 第二期	14 April 2020 二零二零年 四月十四日	HK\$0.51 0.51港元	14 April 2020 to 30 June 2022 二零二零年四月 十四日至 二零二二年 六月三十日	1 July 2022 to 13 April 2025 二零二二年七月 一日至 二零二五年 四月十三日	1,050,000	-	-	-	1,050,000
Tranche 3 第三期	14 April 2020 二零二零年 四月十四日	HK\$0.51 0.51港元	14 April 2020 to 30 June 2023 二零二零年四月 十四日至 二零二三年 六月三十日	1 July 2023 to 13 April 2025 二零二三年七月 一日至 二零二五年 四月十三日	1,400,000	-	-	-	1,400,000
Subtotal 小計					3,500,000	-	-	-	3,500,000

	Date of grant	Exercise price	Vesting period	Exercise period	Outstanding as at 1 January 2021 於 二零二一年一月一日 尚未行使	Number of share options granted 已授出 購股權 數目	Number of share options exercised 已行使 購股權 數目	Number of share options lapsed 已失效 購股權 數目	Outstanding as at 30 June 2021 於 二零二一年六月三十日 尚未行使
	授出日期	行使價	歸屬期	行使期					
Mr. WEN Chuanchuan 溫川川先生									
Tranche 1 第一期	14 April 2020 二零二零年 四月十四日	HK\$0.51 0.51港元	14 April 2020 to 30 June 2021 二零二零年四月 十四日至 二零二一年 六月三十日	1 July 2021 to 13 April 2025 二零二一年七月 一日至 二零二五年四 月十三日	1,050,000	-	-	-	1,050,000
Tranche 2 第二期	14 April 2020 二零二零年 四月十四日	HK\$0.51 0.51港元	14 April 2020 to 30 June 2022 二零二零年四月 十四日至 二零二二年 六月三十日	1 July 2022 to 13 April 2025 二零二二年七月 一日至 二零二五年四 月十三日	1,050,000	-	-	-	1,050,000
Tranche 3 第三期	14 April 2020 二零二零年 四月十四日	HK\$0.51 0.51港元	14 April 2020 to 30 June 2023 二零二零年四月 十四日至 二零二三年 六月三十日	1 July 2023 to 13 April 2025 二零二三年七月 一日至 二零二五年四 月十三日	1,400,000	-	-	-	1,400,000
Subtotal 小計					3,500,000	-	-	-	3,500,000

	Date of grant	Exercise price	Vesting period	Exercise period	Outstanding as at 1 January 2021 於 二零二一年一月一日 尚未行使	Number of share options granted 已授出 購股權 數目	Number of share options exercised 已行使 購股權 數目	Number of share options lapsed 已失效 購股權 數目	Outstanding as at 30 June 2021 於 二零二一年六月三十日 尚未行使
	授出日期	行使價	歸屬期	行使期					
Category 2: Employees									
類別2：僱員									
Tranche 1	14 April 2020	HK\$0.51	14 April 2020 to 30 June 2021	1 July 2021 to 13 April 2025	14,940,000	-	-	(2,490,000)	12,450,000
第一期	二零二零年 四月十四日	0.51港元	二零二零年四月 十四日至 二零二一年 六月三十日	二零二一年 七月 一日至 二零二五年 四月十三日					
Tranche 2	14 April 2020	HK\$0.51	14 April 2020 to 30 June 2022	1 July 2022 to 13 April 2025	14,940,000	-	-	(2,490,000)	12,450,000
第二期	二零二零年 四月十四日	0.51港元	二零二零年四月 十四日至 二零二二年 六月三十日	二零二二年 七月 一日至 二零二五年 四月十三日					
Tranche 3	14 April 2020	HK\$0.51	14 April 2020 to 30 June 2023	1 July 2023 to 13 April 2025	19,920,000	-	-	(3,320,000)	16,600,000
第三期	二零二零年 四月十四日	0.51港元	二零二零年四月 十四日至 二零二三年 六月三十日	二零二三年 七月 一日至 二零二五年 四月十三日					
Subtotal 小計					49,800,000	-	-	(8,300,000)	41,500,000
Total 總計					65,800,000	-	-	(17,300,000)	48,500,000

(ii) Valuation of share options

- (1) The following significant assumptions were used to derive the fair value using the Binomial Options pricing model of the share options:

	Tranche 1 第一期	Tranche 2 第二期	Tranche 3 第三期
Date of grant 授出日期	14 April 2020 二零二零年 四月十四日	14 April 2020 二零二零年 四月十四日	14 April 2020 二零二零年 四月十四日
Fair value at grant date 於授出日期公平值	HK\$0.211 0.211 港元	HK\$0.220 0.220 港元	HK\$0.227 0.227 港元
Share price 股價	HK\$0.51 0.51 港元	HK\$0.51 0.51 港元	HK\$0.51 0.51 港元
Exercise price 行使價	HK\$0.51 0.51 港元	HK\$0.51 0.51 港元	HK\$0.51 0.51 港元
Expected volatility 預期波幅	53.00%	53.00%	53.00%
Expected life 預計年期	5 years 5 年	5 years 5 年	5 years 5 年
Exercise period 行使期	1 July 2021 to 13 April 2025 二零二一年 七月一日至 二零二五年 四月十三日	1 July 2022 to 13 April 2025 二零二二年 七月一日至 二零二五年 四月十三日	1 July 2023 to 13 April 2025 二零二三年 七月一日至 二零二五年 四月十三日
Risk-free rate 無風險息率	0.58%	0.58%	0.60%
Expected dividend yield 預計股息率	-	-	-

- (2) Expected volatility was determined by calculating the historical volatility of the price of listed companies with businesses similar to the Group. The expected dividend yield is determined by the directors based on the expected future performance and dividend policy of the Group.
- (3) The Group did not recognise share-based payment expenses for the six months ended 30 June 2021 (2020: RMB0.7 million) in relation to share options granted by the Company.

(ii) 購股權的估值

- (1) 該購股權之公平值乃採用二項式期權定價模式，並使用下列主要假設得出：

- (2) 預計波幅乃透過計算與本集團業務相似的上市公司的過往價格波幅釐定。預計股息率乃由董事根據預期未來表現及本集團股息政策釐定。

- (3) 本集團並無就本公司授出之購股權於截至二零二一年六月三十日止六個月確認股份支付開支(二零二零年：人民幣0.7百萬元)。

Review of Interim Financial Statements

The unaudited interim results for the six months ended 30 June 2021 have been reviewed in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants, by the Company's auditor, whose independent review report is included in this interim report. The Company's interim results for the six months ended 30 June 2021 have also been reviewed by the Audit Committee and the Audit Committee have also discussed the related financial matters with the Board.

Model Code for Directors' Securities Transactions

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its code of conduct regarding directors' securities transactions. All Directors of the Company have confirmed that, following specific enquiry by the Company, they have complied with the required standard set out in the Model Code for the six months ended 30 June 2021 and up to the date of the report.

Corporate Governance

The Company has adopted a set of corporate governance practices which aligns with the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules since the Listing Date. Except for code provision A.2.1, the Company has complied with the code provisions set out in the CG Code for the six months ended 30 June 2021.

Code provision A.2.1 of the CG Code states that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Under the current organisation structure of the Company, Mr. Li Chengjun is the Group's chief executive officer, and he also performs as the chairman of the Board as he has considerable experience in the mobile communication industry. The Board believes that vesting the roles of both the chairman of our Board and the chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning of the Group.

審閱中期財務報表

本公司核數師信已按照香港會計師公會頒佈的香港審閱聘用準則第2410號「公司獨立核數師審閱中期財務資料」的規定對截至二零二一年六月三十日止六個月的未經審核中期業績進行審閱，其獨立審閱報告載於本中期報告。本公司截至二零二一年六月三十日止六個月的中期業績亦已經審核委員會審閱，且審核委員會已與董事會討論相關財務事宜。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之標準守則，作為其有關董事進行證券交易之行為守則。經本公司作出具體查詢後，所有本公司董事確認彼等於截至二零二一年六月三十日止六個月及直至報告日期一直遵守標準守則所載之規定準則。

企業管治

自上市日期，本公司已採納一套企業管治常規，符合上市規則附錄十四所載之企業管治守則（「企業管治守則」）的守則條文。除守則條文第A.2.1條外，本公司於截至二零二一年六月三十日止六個月已遵守企業管治守則所載的守則條文。

企業管治守則條文第A.2.1條列明，主席與行政總裁的角色應予區分，不應由同一人兼任。根據本公司目前組織架構，李承軍先生為本集團行政總裁兼董事會主席，彼於移動通信行業擁有大量經驗。董事會相信，由同一人擔任董事會主席和行政總裁的角色，有利於確保本集團內部領導貫徹一致，並為本集團提供更有效及高效的整體戰略規劃。

Although Mr. Li Chengjun performs both the roles of chairman of the board and chief executive officer, the division of responsibilities between the chairman of the board and chief executive officer is clearly established. In general, the chairman of the board is responsible for supervising the functions and performance of the Board, while the chief executive officer is responsible for the management of the Group's businesses. The two roles are performed by Mr. Li Chengjun distinctly. Further, the current structure does not impair the balance of power and authority between the Board and management of the Company given the appropriate delegation of the power of the Board and the effective functions of the independent non-executive Directors.

Public Float

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Company has maintained a public float of no less than 25% of the issued shares for the six months ended 30 June 2021 and up to the date of this report.

Event After the Reporting Period

On 6 August 2021, the Group received a judgement on its litigation. For details of this litigation, please refer to note 24 of this report. Other than that, no significant events affecting the Group have occurred after the reporting period.

Publication

This interim report is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sprocomm.com) respectively.

儘管李承軍先生同時擔任董事會主席兼行政總裁，但董事會主席及行政總裁職責的分工已清楚界定。總體而言，董事會主席負責監察董事會職能及表現，而行政總裁則負責管理本集團業務，兩個職位均由李承軍先生分別擔任。再者，由於董事會已有適當的權力分配，且獨立非執行董事亦能有效發揮職能，故目前的架構不會削弱董事會與本公司管理層之間的權力及權限制衡。

公眾持股量

根據本公司經公開可得資料及就董事所知，於截至二零二一年六月三十日止六個月及直至本報告日期，本公司已維持不少於已發行股份25%的公眾持股量。

報告期後事項

於二零二一年八月六日，本集團收到訴訟的判決書。有關該訴訟的詳情，請參閱本報告附註24。除此之外，於報告期後，並無發生影響本集團的重大事件。

刊發

本中期報告分別刊載於聯交所網站 (www.hkexnews.hk) 及本公司網站 (www.sprocomm.com)。

By order of the Board
Sprocomm Intelligence Limited
Mr. Li Chengjun
Chairman

承董事會命
Sprocomm Intelligence Limited
主席
李承軍先生

Hong Kong, 27 August 2021

香港，二零二一年八月二十七日

Sprocomm Intelligence Limited