



# 高陽科技(中國)有限公司\*

## HI SUN TECHNOLOGY (CHINA) LIMITED

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

(股份代號 Stock code: 00818)

## Interim Report

# 中期報告 2021



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# Business Review

## 業務回顧

### INTERIM CONDENSED SEGMENT RESULT ANALYSIS 中期簡明分類業績分析

		Note 附註	Turnover 營業額		EBITDA <sup>#</sup> EBITDA <sup>#</sup>	
			1H2021 二零二一年 上半年 HK\$'000 千港元	1H2020 二零二零年 上半年 HK\$'000 千港元 (restated) (經重列)	1H2021 二零二一年 上半年 HK\$'000 千港元	1H2020 二零二零年 上半年 HK\$'000 千港元 (restated) (經重列)
Payment processing solutions	支付交易處理解決方案	1	<b>1,676,083</b>	1,593,937	<b>398,933</b>	346,667
Fintech solutions and services	金融科技解決方案及服務	2	<b>101,500</b>	77,254	<b>23,242</b>	(10,140)
Information security chips and solutions	信息安全芯片及解決方案	3	<b>205,092</b>	170,757	<b>43,146</b>	19,018
Platform operation solutions	平台運營解決方案	4	<b>80,748</b>	87,089	<b>(6,310)</b>	5,576
Financial solutions	金融解決方案	5	<b>98,764</b>	67,201	<b>(32,975)</b>	(37,753)
Electronic power meters and solutions	電能計量產品及解決方案	6	<b>57,222</b>	35,464	<b>(5,947)</b>	(6,613)
Segmental results	分類業績		<b>2,219,409</b>	2,031,702	<b>420,089</b>	316,755
Less: Inter-segment turnover	減：分類間營業額		<b>(3,341)</b>	(9,536)	<b>-</b>	-
<b>Total</b>	<b>合計</b>		<b>2,216,068</b>	2,022,166	<b>420,089</b>	316,755
Depreciation	折舊				<b>(130,656)</b>	(116,043)
Amortisation	攤銷				<b>(1,422)</b>	(783)
Write off of property, plant and equipment	撇銷物業、廠房及設備				<b>(2,250)</b>	(15,480)
Net fair value gains/(losses) on financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值收益／(虧損)淨額	E			<b>199,370</b>	(8,357)
Segmental operating profit	分類經營溢利				<b>485,131</b>	176,092
Unallocated other income	未分配其他收入				<b>2,359</b>	4,194
Unallocated corporate expenses	未分配企業開支				<b>(41,876)</b>	(37,551)
<b>Operating profit</b>	<b>經營溢利</b>				<b>445,614</b>	142,735

<sup>#</sup> Represents earnings/(losses) before interest expenses, taxes, depreciation and amortisation but excludes write off of property, plant and equipment and net fair value gains/(losses) on financial assets at fair value through profit or loss.

<sup>#</sup> 指未計利息支出、稅項、折舊及攤銷前盈利／(虧損)，但不包括撇銷物業、廠房及設備及按公平值計入損益之金融資產公平值收益／(虧損)淨額。

# Business Review

## 業務回顧

### INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT 中期簡明綜合收益表

			1H2021 二零二一年 上半年 HK\$'000 千港元	1H2020 二零二零年 上半年 HK\$'000 千港元
		Note 附註		
Revenue	收入	A	<b>2,216,068</b>	2,022,166
Cost of sales	銷售成本	C	<b>(1,599,410)</b>	(1,612,539)
Gross profit	毛利		<b>616,658</b>	409,627
Other income	其他收入	B	<b>44,295</b>	76,459
Other gains/(losses), net	其他收益/(虧損)淨額	E	<b>199,716</b>	(8,224)
Selling expenses	銷售開支	C	<b>(44,653)</b>	(33,237)
Administrative expenses	行政費用	C	<b>(337,294)</b>	(259,392)
Credit impairment loss, net	信貸減值虧損淨額	C	<b>(33,108)</b>	(42,498)
Operating profit	經營溢利		<b>445,614</b>	142,735
Finance costs	融資成本	Q	<b>(35,098)</b>	(30,798)
Share of results of investments accounted for using the equity method	應佔以權益法入賬之投資業績	D	<b>167,663</b>	128,232
(Loss)/gain on deemed acquisition and dilution of interest of an investment accounted for using the equity method	視作收購及攤薄一項以權益法入賬之投資權益之(虧損)/收益		<b>(5,635)</b>	3,904
Gains on deemed disposals of an associated company	視作出售一間聯營公司之收益	E	<b>2,861,475</b>	-
Profit before income tax	除所得稅前溢利		<b>3,434,019</b>	244,073
Income tax expense	所得稅開支		<b>(60,545)</b>	(29,058)
Profit for the period	期內溢利		<b>3,373,474</b>	215,015
Profit attributable to:	應佔溢利:			
- Owners of the Company	- 本公司擁有人		<b>3,290,907</b>	158,485
- Non-controlling interests	- 非控股權益		<b>82,567</b>	56,530
			<b>3,373,474</b>	215,015
<b>Earnings per share for profit attributable to the owners of the Company:</b>	<b>本公司擁有人應佔溢利之每股盈利:</b>		<b>HK\$ per share 每股港元</b>	HK\$ per share 每股港元
Basic	基本		<b>1.19</b>	0.06
Diluted	攤薄		<b>1.16</b>	0.05

# Business Review

## 業務回顧

### INTERIM CONDENSED CONSOLIDATED BALANCE SHEET 中期簡明綜合資產負債表

		Note	As at 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	As at 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
		附註		
<b>ASSETS</b>	<b>資產</b>			
Investment properties and property, plant and equipment	投資物業及物業、廠房及設備	F	353,921	388,537
Right-of-use assets	使用權資產	G	75,280	81,655
Intangible assets	無形資產		29,775	11,231
Deferred income tax assets	遞延所得稅資產		54	17
Investments accounted for using the equity method	以權益法入賬之投資	H	2,540,616	2,404,813
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	I	127,396	543,040
Financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	J	1,841,361	–
Inventories	存貨	K	118,260	121,445
Trade and bills receivables	應收賬款及應收票據	L	233,369	273,894
Other financial assets at amortised cost and other current assets	按攤銷成本計量之其他金融資產及其他流動資產	L	188,190	183,240
Loan receivables	應收貸款	M	1,241,607	1,043,079
Amounts due from investments accounted for using the equity method	應收以權益法入賬之投資之款項	N	29,240	19,957
Current income tax recoverable	可收回即期所得稅		17,529	11,990
Bank deposits	銀行存款	O	6,563	6,181
Restricted bank balance and cash and cash equivalents	受限制銀行結餘以及現金及現金等價物	O	4,492,182	4,628,020
<b>Total assets</b>	<b>資產總值</b>		<b>11,295,343</b>	<b>9,717,099</b>
<b>EQUITY</b>	<b>權益</b>			
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備			
Share capital	股本		6,942	6,942
Reserves	儲備		7,230,862	5,535,124
			7,237,804	5,542,066
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>917,194</b>	<b>825,438</b>
<b>Total equity</b>	<b>權益總額</b>		<b>8,154,998</b>	<b>6,367,504</b>
<b>LIABILITIES</b>	<b>負債</b>			
Written put option liabilities	賣出認沽期權負債	Q	865,921	831,207
Deferred income tax liabilities	遞延所得稅負債		2,050	371
Trade and bills payables	應付賬款及應付票據	P	497,433	526,804
Payables for payment processing solutions business	支付交易處理解決方案業務之應付款項	P	664,249	828,619
Other payables and accruals	其他應付款項及應計款項	P	973,649	1,013,991
Amounts due to investments accounted for using the equity method	應付以權益法入賬之投資之款項	N	28,491	43,936
Current income tax liabilities	即期所得稅負債		59,206	51,189
Lease liabilities	租賃負債	G	49,346	53,478
<b>Total liabilities</b>	<b>負債總額</b>		<b>3,140,345</b>	<b>3,349,595</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>11,295,343</b>	<b>9,717,099</b>
			As at 30 June 2021 於二零二一年 六月三十日 HK\$ per share 每股港元	As at 31 December 2020 於二零二零年 十二月三十一日 HK\$ per share 每股港元
Net assets per share	每股資產淨值		2.937	2.293

## Business Review 業務回顧

### INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 中期簡明綜合全面收益表

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		1H2021 二零二一年 上半年 HK\$'000 千港元	1H2020 二零二零年 上半年 HK\$'000 千港元
	Note 附註		
<b>Profit for the period</b>	期內溢利	<b>3,373,474</b>	215,015
<b>Other comprehensive income/(loss), net of tax</b>	其他全面收益／(虧損) (扣除稅項)		
Items that may be subsequently reclassified to profit or loss	其後可能重新分類至損益之項目		
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	<b>32,950</b>	(38,977)
Share of other comprehensive income/(loss) of investments accounted for using the equity method	應佔以權益法入賬之投資之其他全面收益／(虧損)	<b>12,020</b>	(20,356)
Items that will not be subsequently reclassified to profit or loss	其後將不會重新分類至損益之項目		
Change in value of a financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產價值變動	<b>(1,632,905)</b>	-
Share of other comprehensive loss of an investment accounted for using the equity method	應佔以權益法入賬之一項投資之其他全面虧損	<b>(51)</b>	(2,018)
<b>Total comprehensive income for the period, net of tax</b>	期內全面收益總額 (扣除稅項)	<b>1,785,488</b>	153,664
<b>Attributable to:</b>	應佔：		
- Owners of the Company	- 本公司擁有人	<b>1,693,996</b>	106,476
- Non-controlling interests	- 非控股權益	<b>91,492</b>	47,188
		<b>1,785,488</b>	153,664

### INTERIM CONDENSED CONSOLIDATED CASH FLOW STATEMENT 中期簡明綜合現金流量表

		1H2021 二零二一年 上半年 HK\$'000 千港元	1H2020 二零二零年 上半年 HK\$'000 千港元
<b>Net cash (used in)/generated from operating activities</b>	經營活動(所用)／所得現金淨額	<b>(128,121)</b>	34,970
<b>Net cash generated from/(used in) investing activities</b>	投資活動所得／(所用)現金淨額	<b>131,277</b>	(64,164)
<b>Net cash (used in)/generated from financing activities</b>	融資活動(所用)／所得現金淨額	<b>(15,668)</b>	72,280
<b>Net (decrease)/increase in cash and cash equivalents</b>	現金及現金等價物之(減少)／增加淨額	<b>(12,512)</b>	43,086
Cash and cash equivalents at beginning of the period	期初之現金及現金等價物	<b>3,747,468</b>	3,712,567
Exchange gain/(loss) on cash and cash equivalents	現金及現金等價物之匯兌收益／(虧損)	<b>35,322</b>	(44,524)
<b>Cash and cash equivalents at end of the period</b>	期末之現金及現金等價物	<b>3,770,278</b>	3,711,129

## Business Review

### 業務回顧

During the six months ended 30 June 2021 (“1H2021”), the consolidated turnover of Hi Sun Technology (China) Limited (the “Company”) and its subsidiaries (collectively, the “Group”) amounted to HK\$2,216.1 million, representing an increase of 10% when compared with the six months ended 30 June 2020 (“1H2020”). Profit for the period totalled HK\$3,373.5 million as compared to a profit of HK\$215.0 million in 1H2020. The increase in segmental EBITDA was due to more normalised profit in 1H2021 as compared to 1H2020, the results of which had been adversely affected by the effects of the COVID-19 outbreak and epidemic prevention and control measures. Increase in net profit for 1H2021 was mainly due to fair value gain of approximately HK\$197.8 million then held by the Group on the convertible preference shares of Cloopen Group Holding Limited (“Clopen”) and deemed disposal gain of approximately HK\$2,857.9 million in respect of ordinary shares of Cloopen then held by the Group prior to the listing of Cloopen on the New York Stock Exchange on 9 February 2021 (New York time) through an initial public offering.

With regard to the balance sheet, the total assets as at 30 June 2021 amounted to HK\$11,295.3 million as compared with HK\$9,717.1 million as at 31 December 2020. As at 30 June 2021, net current assets amounted to HK\$4,076.4 million, when compared with HK\$3,778.5 million as at 31 December 2020.

### SEGMENT PERFORMANCE REVIEW

#### (1) Payment processing solutions

*Key performance indicators*

Turnover*	營業額*
EBITDA <sup>‡</sup>	EBITDA <sup>‡</sup>
Operating profit	經營溢利

\* Turnover from external customers

<sup>‡</sup> Represents earnings before interest expenses, taxes, depreciation and amortisation, excludes write off of property, plant and equipment

截至二零二一年六月三十日止六個月（「二零二一年上半年」），高陽科技（中國）有限公司（「本公司」）及其附屬公司（統稱「本集團」）之綜合營業額為2,216,100,000港元，較截至二零二零年六月三十日止六個月（「二零二零年上半年」）增加10%。期內溢利合共為3,373,500,000港元，而於二零二零年上半年之溢利則為215,000,000港元。分類EBITDA增加乃由於二零二零年上半年的業績受到COVID-19爆發及疫情防控措施的不利影響，而二零二一年上半年的溢利較二零二零年上半年更正常化。二零二一年上半年的溢利淨額增加乃主要由於本集團當時持有的Clopen Group Holding Limited（「Clopen」）可換股優先股公平值收益約197,800,000港元及有關Clopen於二零二一年二月九日（紐約時間）透過首次公開發售於紐約證券交易所上市前由本集團當時持有的Clopen普通股的視作出售收益約2,857,900,000港元。

就資產負債表而言，於二零二一年六月三十日，資產總值為11,295,300,000港元，而於二零二零年十二月三十一日則為9,717,100,000港元。於二零二一年六月三十日，流動資產淨值為4,076,400,000港元，而於二零二零年十二月三十一日則為3,778,500,000港元。

#### 分類表現回顧

##### (1) 支付交易處理解決方案

*主要表現指標*

1H2021 二零二一年 上半年 HK\$'000 千港元	1H2020 二零二零年 上半年 HK\$'000 千港元 (restated) (經重列)	Change 變動 +/(–)
1,673,415	1,590,657	+5%
398,933	346,667	+15%
280,144	225,654	+24%

\* 來自外部客戶之營業額

<sup>‡</sup> 指未計利息支出、稅項、折舊及攤銷前盈利，不包括撇銷物業、廠房及設備

## Business Review 業務回顧

Segmental turnover amounted to HK\$1,673.4 million compared to HK\$1,590.7 million in 1H2020. By end of 1H2021, there were over 3,400,000 active domestic merchants and the monthly transaction volume in June 2021 was approximately RMB137 billion. Segmental operating profit amounted to HK\$280.1 million, 24% up as compared to 1H2020. The increase is primarily attributable to the increase in segmental turnover as a result of the increase in transaction volumes being processed and an improved profit margin due to a gradual recovery in consumer consumption of goods and services in China resulting from the considerable success in managing the COVID-19 outbreak and adopting epidemic prevention and control measures across the country.

### (2) Fintech solutions and services

Key performance indicators

Turnover*	營業額*
EBITDA <sup>‡</sup>	EBITDA <sup>‡</sup>
– including credit impairment loss	– 包括信貸減值虧損
Operating profit/(loss)	經營溢利/(虧損)

\* Turnover from external customers

<sup>‡</sup> Represents earnings/losses before interest expenses, taxes, depreciation and amortisation

To promote better efficiency and effectiveness in management, during 1H2021, we have split our “Fintech solutions and services” segment from the “Payment processing solutions” segment. During 1H2021, segmental turnover amounted to HK\$100.8 million as compared to HK\$76.7 million in 1H2020, representing an increase of more than 32%. Micro-lending business was stable while that of supply chain financing services business increased drastically. Segmental operating profit amounted to HK\$20.4 million as compared to segmental operating loss of HK\$12.7 million in 1H2020. Credit impairment loss was mainly due to additional impairment loss provision on long aged loan receivables.

分類營業額為1,673,400,000港元，而於二零二零年上半年為1,590,700,000港元。直至二零二一年上半年末，活躍國內商戶逾3,400,000名。於二零二一年六月月度交易量約為人民幣1,370億元。分類經營溢利為280,100,000港元，與二零二零年上半年相比增加24%。該增加主要由於所處理的交易量增加以致分類營業額增加，以及因在管理COVID-19疫情爆發及於全國採納疫情防控措施方面取得巨大成功使中國的消費者對商品及服務的消費逐漸復甦使利潤率得以提升。

### (2) 金融科技解決方案及服務

主要表現指標

1H2021 二零二一年 上半年 HK\$'000 千港元	1H2020 二零二零年 上半年 HK\$'000 千港元 (restated) (經重列)	Change 變動 +/(–)
100,842	76,670	+32%
23,242	(10,140)	N/A 不適用
(33,142)	(43,964)	N/A 不適用
20,385	(12,662)	N/A 不適用

\* 來自外部客戶之營業額

<sup>‡</sup> 指未計利息支出、稅項、折舊及攤銷前盈利/虧損

為提高管理效率及效益，於二零二一年上半年，我們已將「金融科技解決方案及服務」分類與「支付交易處理解決方案」分類分別列示。二零二一年上半年，分類營業額為100,800,000港元，而二零二零年上半年為76,700,000港元，增加逾32%。小額貸款業務保持穩定，而供應鏈融資服務業務大幅增長。分類經營溢利為20,400,000港元，而二零二零年上半年分類經營虧損為12,700,000港元。信貸減值虧損主要由於賬齡較長應收貸款的額外減值虧損撥備所致。



## Business Review

### 業務回顧

#### (3) Information security chips and solutions

Key performance indicators

Turnover*	營業額*
EBITDA <sup>‡</sup>	EBITDA <sup>‡</sup>
Operating profit	經營溢利

\* Turnover from external customers

<sup>‡</sup> Represents earnings before interest expenses, taxes, depreciation and amortisation

During 1H2021, segmental turnover amounted to HK\$205.1 million as compared to HK\$170.8 million in 1H2020. Segmental operating profit amounted to HK\$38.2 million as compared to HK\$16.7 million in 1H2020, such increase was mainly due to the increased segmental turnover and gross profit margin during the period.

#### (4) Platform operation solutions

Key performance indicators

Turnover*	營業額*
EBITDA <sup>‡</sup>	EBITDA <sup>‡</sup>
Net fair value gains/(losses) on financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值收益／(虧損)淨額
Operating profit/(loss)	經營溢利／(虧損)

\* Turnover from external customers

<sup>‡</sup> Represents earnings/losses before interest expenses, taxes, depreciation and amortisation and excludes net fair value gains/(losses) on financial assets at fair value through profit or loss

#### (3) 信息安全芯片及解決方案

主要表現指標

1H2021 二零二一年 上半年 HK\$'000 千港元	1H2020 二零二零年 上半年 HK\$'000 千港元	Change 變動 +/-)
205,092	170,757	+20%
43,146	19,018	+127%
38,213	16,709	+129%

\* 來自外部客戶之營業額

<sup>‡</sup> 指未計利息支出、稅項、折舊及攤銷前盈利

於二零二一年上半年，分類營業額為205,100,000港元，而二零二零年上半年為170,800,000港元。分類經營溢利為38,200,000港元，而二零二零年上半年為16,700,000港元，有關增長乃主要由於期內分類營業額及毛利率有所提升。

#### (4) 平台運營解決方案

主要表現指標

1H2021 二零二一年 上半年 HK\$'000 千港元	1H2020 二零二零年 上半年 HK\$'000 千港元	Change 變動 +/-)
80,733	81,417	-1%
(6,310)	5,576	N/A 不適用
199,370	(8,357)	N/A 不適用
190,834	(5,525)	N/A 不適用

\* 來自外部客戶之營業額

<sup>‡</sup> 指未計利息支出、稅項、折舊及攤銷前盈利／虧損，但不包括按公平值計入損益之金融資產公平值收益／(虧損)淨額

## Business Review 業務回顧

In 1H2021, we continued to provide high-quality and efficient supporting services, such as product development, business operation and system maintenance, to China Mobile Fintech, the IVR Base of China Mobile and the Animation Base of China Mobile. During 1H2021, segmental turnover amounted to HK\$80.7 million as compared to HK\$81.4 million in 1H2020. Segmental operating profit amounted to HK\$190.8 million as compared to segmental operating loss of HK\$5.5 million in 1H2020, which is mainly due to fair value gain on financial assets at fair value through profit and loss. Please refer to note (E) for details.

### (5) Financial solutions

Key performance indicators

Turnover*	營業額*
EBITDA <sup>‡</sup>	EBITDA <sup>‡</sup>
Operating loss	經營虧損

\* Turnover from external customers

<sup>‡</sup> Represents losses before interest expenses, taxes, depreciation and amortisation

During 1H2021, segmental turnover amounted to HK\$98.8 million as compared to HK\$67.2 million in 1H2020. Segmental operating loss totaled HK\$37.0 million as compared to HK\$40.0 million in 1H2020. The segmental operating loss was mainly due to the upfront costs on various projects incurred during the period.

### (6) Electronic power meters and solutions

Key performance indicators

Turnover*	營業額*
EBITDA <sup>‡</sup>	EBITDA <sup>‡</sup>
Operating loss	經營虧損

\* Turnover from external customers

<sup>‡</sup> Represents losses before interest expenses, taxes, depreciation and amortisation

於二零二一年上半年，我們繼續為中移金科、中移動IVR基地及中移動動漫基地提供優質高效的支援服務，如產品開發、業務營運及系統維護。二零二一年上半年，分類營業額為80,700,000港元，而二零二零年上半年為81,400,000港元。分類經營溢利為190,800,000港元，而二零二零年上半年則為分類經營虧損5,500,000港元，此乃主要由於按公平值計入損益之金融資產公平值收益。詳情請參閱附註(E)。

### (5) 金融解決方案

主要表現指標

1H2021 二零二一年 上半年 HK\$'000 千港元	1H2020 二零二零年 上半年 HK\$'000 千港元	Change 變動 + / (-)
98,764	67,201	+47%
(32,975)	(37,753)	N/A 不適用
(37,001)	(40,025)	N/A 不適用

\* 來自外部客戶之營業額

<sup>‡</sup> 指未計利息支出、稅項、折舊及攤銷前虧損

於二零二一年上半年，分類營業額為98,800,000港元，而於二零二零年上半年為67,200,000港元。分類經營虧損合共為37,000,000港元，而於二零二零年上半年為40,000,000港元。分類經營虧損乃主要由於於期內產生的各類項目前期成本。

### (6) 電能計量產品及解決方案

主要表現指標

1H2021 二零二一年 上半年 HK\$'000 千港元	1H2020 二零二零年 上半年 HK\$'000 千港元	Change 變動 + / (-)
57,222	35,464	+61%
(5,947)	(6,613)	N/A 不適用
(7,444)	(8,059)	N/A 不適用

\* 來自外部客戶之營業額

<sup>‡</sup> 指未計利息支出、稅項、折舊及攤銷前虧損

## Business Review

### 業務回顧

Segmental turnover amounted to HK\$57.2 million as compared to HK\$35.5 million in 1H2020. Segmental operating loss amounted to HK\$7.4 million as compared to HK\$8.1 million in 1H2020.

## OVERALL FINANCIAL RESULTS AND POSITION

### (A) Revenue

The consolidated turnover amounted to HK\$2,216.1 million, representing an increase of 10% over 1H2020. Such increase was mainly contributed by increase in segmental turnover of the Group's payment processing solutions, financial solutions and services and information security chips and solutions segments. Please also refer to Notes (1) to (6) above on segmental performance.

### (B) Other income

Decrease in other income was due to decrease in interest income and government subsidies in 1H2021.

### (C) Cost of sales and operating expenses

Despite an increase in turnover during 1H2021, cost of sales did not increase proportionally, mainly due to (i) improved gross profit from our fintech solutions and services segment and information security chips and solution segment; and (ii) additional incentives were given to our merchant recruitment agents in relation to our payment processing solutions segment in 1H2020 endeavored to ride out the crest of the pandemic. Such effort was well paid in the second half of 2020 while our business gradually recovered and the COVID-19 control measures in China have achieved substantial success and managed to effectively quell the spread of the virus in the country.

Increase in operating expenses was mainly due to increase in staff cost and R&D expenses during 1H2021.

Credit impairment loss was primarily due to impairment loss on aged loan receivable balances under the fintech solutions and services segment.

### (D) Share of results of investments accounted for using the equity method

Amount mainly represented share of the results of PAX Global Technology Limited ("PAX Global"), an associated company of the Company, the shares of which are listed on the Stock Exchange.

分類營業額為57,200,000港元，而二零二零年上半年為35,500,000港元。分類經營虧損為7,400,000港元，而於二零二零年上半年為8,100,000港元。

## 整體財務業績及狀況

### (A) 收入

綜合營業額為2,216,100,000港元，較二零二零年上半年增加10%。有關增加乃主要由於本集團的支付交易處理解決方案、金融解決方案及服務以及信息安全芯片及解決方案分類之分類營業額增加。有關分類表現亦請參閱上文附註(1)至(6)。

### (B) 其他收入

於二零二一年上半年其他收入減少乃由於利息收入及政府補貼減少。

### (C) 銷售成本及經營開支

儘管二零二一年上半年營業額增加，銷售成本並未按比例增加，主要由於(i)金融科技解決方案及服務分類及信息安全芯片及解決方案分類的毛利增加；及(ii)二零二零年上半年向我們支付交易處理解決方案分類的招攬商戶代理提供額外獎勵，努力渡過疫情的高峰。有關努力於二零二零年下半年獲得良好回報，同時我們的業務逐漸復甦，且中國COVID-19控制措施取得巨大成功，有效遏制了病毒在我國的傳播。

二零二一年上半年，經營開支增加乃主要由於員工成本及研發開支增加。

信貸減值虧損乃主要由於金融科技解決方案及服務分類項下的逾期應收貸款結餘的減值虧損。

### (D) 應佔以權益法入賬之投資之業績

有關金額主要指分佔本公司之聯營公司百富環球科技有限公司(「百富環球」，其股份於聯交所上市)之業績。

## Business Review 業務回顧

As an ordinary shareholder of Cloopen Group Holding Limited (“Cloopen”), a then associated company of the Group, the Group’s share of loss exceeded its interest in the ordinary shares of Cloopen prior to its listing on the New York Stock Exchange on 9 February 2021 (New York time) through an initial public offering.

### (E) Fair value gain on convertible preference shares of Cloopen, deemed disposal gain on ordinary shares of Cloopen then held by the Group and other comprehensive loss on financial asset at FVOCI

As disclosed in the Company’s announcements dated 20 January 2021, 4 February 2021, 10 February 2021 and 1 July 2021, the Group’s then associated company, Cloopen listed its American depositary shares (“ADS”) on the New York Stock Exchange on 9 February 2021 (New York time) through an initial public offering priced at US\$16.00 (equivalent to approximately HK\$124.8) per ADS (each of which represents two underlying Class A ordinary shares of Cloopen) (“Cloopen Listing”) and upon completion of the Cloopen Listing, the Group holds 55,677,341 Class A ordinary shares.

Upon completion of Cloopen Listing, the Group’s entire interest in Cloopen was classified as a financial asset at fair value through other comprehensive income (FVOCI), with subsequent fair value movement recognised in other comprehensive income. Prior to the Cloopen Listing, the Group’s interest in Cloopen was accounted for (i) using equity method in respect of ordinary shares held, the fair value of which as at 31 December 2020 was approximately HK\$1,900.5 million and the carrying value of which as at 31 December 2020 was zero, and (ii) as financial assets at fair value through profit or loss in respect of convertible preference shares held, both the fair value and thus carrying value of which as at 31 December 2020 were approximately HK\$418.5 million.

Based on the market price of each ADS (of US\$8.48 as at 30 June 2021 (New York time), equivalent to approximately HK\$66.1) and the market value of the shares of the Cloopen held by the Group (at US\$236.1 million, equivalent to approximately HK\$1,841.4 million) as at 30 June 2021, the Group has recognised an “other comprehensive loss” of approximately HK\$1,632.9 million in 1H2021 due to the change in fair value of its interest in Cloopen after the Cloopen Listing (i.e. by comparing the market price of the ADS as at 30 June 2021 against the offering price of the ADS).

於Cloopen Group Holding Limited (「Cloopen」) 在二零二一年二月九日(紐約時間)透過首次公開發售於紐約證券交易所上市前，作為Cloopen(為本集團當時之聯營公司)之普通股股東，本集團應佔虧損超過其於Cloopen普通股之權益。

### (E) Cloopen可換股優先股之公平值收益、視作出售本集團當時持有的Cloopen普通股之收益及按公平值計入其他全面收益之金融資產之其他全面虧損

誠如本公司日期為二零二一年一月二十日、二零二一年二月四日、二零二一年二月十日及二零二一年七月一日的公告所披露，本集團當時的聯營公司Cloopen於二零二一年二月九日(紐約時間)透過首次公開發售將其美國存託股份(「美國存託股份」)於紐約證券交易所上市，定價為每股美國存託股份(每股美國存託股份相當於兩股Cloopen的相關A類普通股) 16.00美元(相當於約124.8港元)(「Cloopen上市」)，於Cloopen上市完成後，本集團持有55,677,341股A類普通股。

於Cloopen上市完成後，本集團於Cloopen的全部權益分類為按公平值計入其他全面收益(按公平值計入其他全面收益)之金融資產，其後的公平值變動於其他全面收益確認。於Cloopen上市前，本集團於Cloopen的權益以下列方式入賬：(i)就所持有的普通股而言使用權益法，於二零二零年十二月三十一日的公平值約為1,900,500,000港元，於二零二零年十二月三十一日的賬面值為零，及(ii)就所持有的可換股優先股而言作為按公平值計入損益的金融資產，於二零二零年十二月三十一日的公平值及賬面值均約為418,500,000港元。

根據每一股美國存託股份的市價(於二零二一年六月三十日(紐約時間)為8.48美元，相當於約66.1港元)及於二零二一年六月三十日本集團持有的Cloopen股份的市值(236,100,000美元，相當於約1,841,400,000港元)，本集團已於二零二一年上半年確認因Cloopen上市後其於Cloopen之權益的公平值變動(即將美國存託股份於二零二一年六月三十日的市價與美國存託股份的發售價比較)導致的「其他全面虧損」約1,632,900,000港元。

## Business Review

### 業務回顧

In 1H2021, the non-cash aggregate gain of approximately HK\$3,055.7 million that arose in connection with the Cloopen Listing calculated by reference to the offering price of the ADS attributable to the Group's interest in the ordinary shares or convertible preference shares (as the case may be) of Cloopen less the then carrying value of such interest as at 31 December 2020) will: (i) in respect of ordinary shares of Cloopen then held by the Group, be credited to profit or loss in the financial statements of the Group for 1H2021 as deemed disposal gain of approximately HK\$2,857.9 million, although such gain will not be classified as operating profit; and (ii) in respect of the convertible preference shares held prior to the Cloopen Listing, be reflected in the operating profit of the Group for 1H2021 as fair value gain of approximately HK\$197.8 million.

#### (F) Investment properties and property, plant and equipment

Balance mainly represented fixed assets of payment processing solutions and electronic power meter and solutions segments.

#### (G) Right-of-use assets and lease liabilities

Balance represented leases which are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

#### (H) Investments accounted for using the equity method

Balance mainly represented the Group's interests in PAX Global. As at 30 June 2021, the fair value of the Group's approximately 33.2% effective interest in PAX Global was approximately HK\$3,250.5 million and the fair value of the investment was higher than its carrying value. The Group is optimistic about the future prospects of its associated companies and will continue to demonstrate prudence and resilience in assessing its investment strategy towards the enhancement of shareholders' value. The interest in PAX Global of HK\$2,533.7 million represented approximately 22.4% of the Group's unaudited total assets as at 30 June 2021.

於二零二一年上半年，因Cloopen上市而產生之非現金收益總額約3,055,700,000港元（參考本集團於Cloopen之普通股或可換股優先股（視情況而定）之權益應佔之美國存託股份之發售價減去該等權益於二零二零年十二月三十一日當時之賬面值計算）將：(i)就本集團當時所持有之Cloopen普通股而言，計入本集團二零二一年上半年財務報表之損益，作為視作出售收益約2,857,900,000港元，惟該收益將不會歸類為經營溢利；及(ii)就於Cloopen上市前持有之可換股優先股而言，於本集團二零二一年上半年之經營溢利中反映為公平值收益約197,800,000港元。

#### (F) 投資物業及物業、廠房及設備

結餘主要指支付交易處理解決方案以及電能計量產品及解決方案分類之固定資產。

#### (G) 使用權資產及租賃負債

結餘指確認為使用權資產，並於租賃資產可供本集團使用之日期確認為相應負債的租賃。

#### (H) 以權益法入賬之投資

結餘主要指本集團於百富環球之權益。於二零二一年六月三十日，本集團於百富環球約33.2%實際權益之公平值約為3,250,500,000港元，而投資公平值高於其賬面值。本集團對其聯營公司的未來前景持樂觀態度，並將繼續審慎及靈活地評估其投資策略，以提升股東價值。截至二零二一年六月三十日，於百富環球的權益2,533,700,000港元約佔本集團未經審核資產總值的22.4%。

## Business Review 業務回顧

PAX Global is one of the world's leading electronic payment terminal solution providers. In 2020, the COVID-19 pandemic caused people to adopt new lifestyles in social and consumer habits. E-commerce and electronic payments are fueling the shift towards cashless societies. Consumers today are also more concerned about the perceived health risks associated with handling physical cash, which further reinforces the wide adoption of electronic payments. PAX Global's technological competitive advantages have been even more accentuated amid of COVID-19 pandemic, with the surging demand for PAX Global's Android payment terminal products. PAX Global's new generation of Android payment terminal solutions is connected to the cloud-based platform PAXSTORE, providing merchants with business intelligence and digital marketing applications, as well as helping acquiring banks and payment service providers to better manage payment terminal estates in real-time and delivering better payment service experience.

During the six months ended 30 June 2021, the unaudited net profit of PAX Global increased which is mainly attributable to the strong revenue growth in the Europe, Middle East and Africa region, the Latin America and the Commonwealth of Independent States region and the United States of America and Canada region. Meanwhile, PAX Global's Android solution and cloud-based Software-as-a-Service ("SaaS") platform are gaining more widespread popularity across the globe. This trend has stimulated the market demand for and thereby boosted the sales volume of PAX Global's Android smart payment terminals. Looking forward, we are optimistic about the market demand of PAX Global's payment terminals, and we expect that PAX Global is very well prepared to embrace the vast opportunities in a post COVID-19 era.

For the impact on the deemed disposal of Cloopen, a then associated company of the Group, upon its listing on the New York Stock Exchange on 9 February 2021 (New York time) through an initial public offering, please refer to note (E) above.

百富環球為世界領先電子支付終端解決方案供應商之一。於二零二零年，COVID-19疫情使人們在社交及消費習慣方面採用新的生活方式。電子商務及電子支付正推動向無現金社會的轉變。如今的消費者亦更關注與處理實物現金有關的已知健康風險，這進一步推動廣泛採用電子支付。於COVID-19疫情期間，百富環球的技术競爭優勢更加凸顯，對百富環球安卓支付終端產品的需求激增。百富環球的新一代安卓支付終端解決方案接入基於雲平台的百富環球商店，為商戶提供商業智能及數字營銷應用，以及幫助收單銀行及支付服務供應商更好實時管理支付終端資產及帶來更好的支付服務體驗。

截至二零二一年六月三十日止六個月，百富環球的未經審核溢利淨額增加，乃主要歸因於歐洲、中東及非洲地區、拉丁美洲及獨立國家聯合體地區及美利堅合眾國及加拿大地區的強勢收益增長。同時，百富環球的安卓解決方案及基於雲的軟件即服務（「SaaS」）平台風靡全球。該趨勢刺激了百富環球安卓智能支付終端的市場需求，從而促進該終端的銷量。展望未來，我們對百富環球支付終端的市場需求持樂觀態度，且我們預期百富環球已做好充分準備，以迎接後COVID-19時代的巨大機會。

有關本集團當時的聯營公司Cloopen於二零二一年二月九日（紐約時間）透過首次公開發售於紐約證券交易所上市後視作出售該公司的影響，請參閱上文附註(E)。

## Business Review 業務回顧

### (I) Financial assets at fair value through profit or loss

The balance represented the fair value of trading securities listed in Hong Kong of HK\$1.4 million; and the fair value of interest in a venture capital fund of HK\$126.0 million.

Significant decrease in balance was due to the conversion of the Group's interest in the Convertible Series C Preferred Shares of Cloopen and the Convertible Series D Preferred Shares of Cloopen to ordinary shares of Cloopen upon its listing on the New York Stock Exchange on 9 February 2021 (New York time) through an initial public offering. Please also refer to note (E) above.

### (J) Financial asset at fair value through other comprehensive income

The balance represented the fair value of the Group's interests in Cloopen. Based on the market price of each ADS (of US\$8.48 as at 30 June 2021 (New York time), equivalent to approximately HK\$66.1) and the market value of the shares of the Cloopen held by the Group (of US\$236.1 million, equivalent to approximately HK\$1,841.4 million) as at 30 June 2021.

Please also refer to the section "Significant Investment" below and note (E) above in this report for details.

### (K) Inventories

The amount mainly represented inventories of the electronic power meters and solutions segment and the information security chips and solutions segment.

### (I) 按公平值計入損益之金融資產

結餘指於香港上市買賣證券的公平值1,400,000港元；及於創投基金之權益的公平值126,000,000港元。

結餘大幅減少乃由於Clopen於二零二一年二月九日(紐約時間)透過首次公開發售於紐約證券交易所上市後，本集團於Clopen C系列可換股優先股及Clopen D系列可換股優先股之權益轉換為Clopen普通股。亦請參閱上文附註(E)。

### (J) 按公平值計入其他全面收益之金融資產

結餘指本集團於Clopen之權益的公平值。基於每一股美國存託股份的市價(於二零二一年六月三十日(紐約時間)為8.48美元，相當於約66.1港元)及於二零二一年六月三十日本集團持有的Clopen股份的市值(236,100,000美元，相當於約1,841,400,000港元)。亦請參閱上文附註(E)。

有關詳情亦請參閱本報告下文「重大投資」及上文附註(E)一節。

### (K) 存貨

金額主要指電能計量產品及解決方案分類以及信息安全芯片及解決方案分類的存貨。

## Business Review 業務回顧

### (L) Trade and bills receivables, other financial assets at amortised cost and other current assets

### (L) 應收賬款及應收票據、按攤銷成本計量之其他金融資產及其他流動資產

		As at 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	As at 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Trade receivables (Note (i))	應收賬款 (附註(i))	243,933	236,974
Bills receivables	應收票據	3,890	51,291
Less: provision for impairment of receivables	減：應收款項減值撥備	(14,454)	(14,371)
		<b>233,369</b>	273,894
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	<b>188,190</b>	183,240
Total	合計	<b>421,559</b>	457,134

#### Note (i):

The Group's credit terms to trade debtors normally range from 0 to 180 days. The ageing analysis of the trade receivables primarily based on the relevant invoice dates is as follows:

#### 附註(i):

本集團一般給予貿易債務人之信貸期由0至180日不等。主要根據相關發票日期之應收賬款賬齡分析如下：

		As at 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	As at 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	175,886	194,298
91 to 180 days	91至180日	20,426	7,955
181 to 365 days	181至365日	23,278	11,185
Over 365 days	365日以上	24,243	23,536
		<b>243,933</b>	236,974

- Decrease in trade receivables aged from current to 90 days was mainly due to decrease in account receivable balances under the electronic power meters and solutions segment.

- 賬齡介乎即期至90日之應收賬款減少主要由於電能計量產品及解決方案分類項下之應收賬款結餘減少所致。



## Business Review

### 業務回顧

- Increase in trade receivables aged 91 to 180 days was mainly due to increase in account receivable balances under the financial solutions segment and platform operation solutions segment.
- Increase in trade receivables aged 181 to 365 days was mainly due to increase in amount receivable balances under the financial solutions segment.

#### (M) Loan receivables

Loan receivables are amounts due from customers under the fintech solutions and services segment in the ordinary course of business and primarily denominated in RMB. Increase in balance was mainly under supply chain business.

The ageing analysis of loan receivables based on the payment due date is as follows:

		As at 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	As at 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Current	即期	1,250,560	1,038,283
1 to 3 months past due	逾期一至三個月	19,695	10,658
Over 3 months past due	逾期三個月以上	51,101	39,078
Loan receivables, gross	應收貸款總額	1,321,356	1,088,019
Less: provision for impairment of loan receivables	減：應收貸款之減值撥備	(79,749)	(44,940)
Loan receivables, net	應收貸款淨額	1,241,607	1,043,079
Non-current	非即期	54	54
Current	即期	1,241,553	1,043,025
		1,241,607	1,043,079

– 賬齡介乎91至180日之應收賬款增加主要由於金融解決方案分類及平台運營解決方案分類項下之應收賬款結餘增加所致。

– 賬齡介乎181至365日之應收賬款增加主要由於金融解決方案分類項下之應收賬款結餘增加所致。

#### (M) 應收貸款

應收貸款為於日常業務過程中根據金融科技解決方案及服務分類項下應收客戶的款項，有關款項主要以人民幣計值。結餘增加主要為供應鏈業務項下結餘增加。

根據到期付款日之應收貸款賬齡分析如下：

## Business Review 業務回顧

### (N) Amounts due from/to investments accounted for using the equity method

Amounts due from/to investments accounted for using the equity method are unsecured and interest-free.

### (N) 應收／應付以權益法入賬之投資之款項

應收／應付以權益法入賬之投資之款項為無抵押及免息。

### (O) Bank deposits, restricted bank balances and cash and cash equivalents

### (O) 銀行存款、受限制銀行結餘以及現金及現金等價物

		As at 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	As at 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Bank deposits	銀行存款	-	6,105
<b>Current assets</b>	<b>流動資產</b>		
Bank deposits	銀行存款	6,563	76
Restricted bank balance ( <i>Note</i> )	受限制銀行結餘 ( <i>附註</i> )	721,904	880,552
Cash and cash equivalents	現金及現金等價物	3,770,278	3,747,468
Restricted bank balances and cash and cash equivalents	受限制銀行結餘以及現金及現金等價物	4,492,182	4,628,020

*Note:*

In accordance with the notice issued by the Payment and Settlement Department of the People's Bank of China (the "PBOC"), all customer reserve accounts held by the third-party payment institutions were to be cancelled and the customer reserves were to be deposited in a dedicated deposit account maintained centrally by a designated agency. The customer reserve account is non-interest bearing and denominated in RMB. Transfers of funds under this bank account are governed under certain measures implemented by the PBOC and hence these customer reserves are restricted in nature.

*附註：*

根據中國人民銀行(「中國人民銀行」)支付結算司發佈的通知，第三方支付機構持有的所有客戶儲備金賬戶將被撤銷，且客戶儲備金須集中存放於指定機構的專用存款賬戶中。客戶儲備金賬戶不計利息，並以人民幣計值。該銀行賬戶中的資金轉賬受中國人民銀行實施的若干措施監管，因此該等客戶儲備金本質上受限制。

## Business Review

### 業務回顧

#### (P) Trade and bills payables, payables for payment processing solutions business and other payables and accruals

#### (P) 應付賬款及應付票據、支付交易處理解決方案業務之應付款項以及其他應付款項及應計款項

		As at 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	As at 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Trade payables (Note (i))	應付賬款 (附註(i))	477,283	512,622
Bills payables	應付票據	20,150	14,182
Payables for payment processing solutions business (Note (ii))	支付交易處理解決方案業務之應付款項 (附註(ii))	664,249	828,619
Other payables and accruals (Note (iii))	其他應付款項及應計款項 (附註(iii))	973,649	1,013,991
<b>Total</b>	<b>合計</b>	<b>2,135,331</b>	<b>2,369,414</b>

##### Note (i):

The credit period granted by the suppliers ranges from 0 to 180 days. The ageing analysis of the trade payables primarily based on invoice date was as follows:

##### 附註(i):

供應商授予之信貸期由0至180日不等。主要根據發票日期之應付賬款賬齡分析如下：

		As at 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	As at 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	447,489	462,757
91 to 180 days	91至180日	8,766	30,489
181 to 365 days	181至365日	11,544	9,898
Over 365 days	365日以上	9,474	9,478
		<b>477,283</b>	<b>512,622</b>

- Decrease in trade payables aged between current to 90 days was mainly due to decrease in outstanding balances under the information security chips and solutions and electronic power meters and solutions segments.
- Change in trade payables aged between 91 to 180 days was mainly due to settlement of outstanding balances under the electronic power meters segment during 1H2021.

– 賬齡介乎即期至90日之應付賬款減少主要由於信息安全芯片及解決方案以及電能計量產品及解決方案分類項下未償還結餘減少所致。

– 賬齡介乎91日至180日之應付賬款變動主要由於二零二一年上半年結算電能計量產品分類項下未償還結餘所致。

## Business Review 業務回顧

### Note (ii):

This balance represents payables to merchants for the payment processing solutions business. The amounts are generally due for settlement with these customers within 30 days.

### Note (iii):

### 附註(ii):

有關結餘指就支付交易處理解決方案業務應付商戶之款項。有關金額一般於30日內到期與該等客戶進行結算。

### 附註(iii):

		As at 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	As at 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Accrued staff costs and pension obligations*	應計員工成本及退休金責任*	205,208	302,642
Deposits	按金	57,928	50,373
Receipt in advance from customers**	預先收取客戶之款項**	64,554	27,932
Advance from merchant recruitment agents**	來自招攬商戶代理的墊款**	471,282	415,261
Others***	其他***	174,677	217,783
		<b>973,649</b>	<b>1,013,991</b>

\* The decrease in accrued staff costs and pension obligations was mainly due to the payment of 2020 year-end bonus during 1H2021.

\*\* Receipt in advance from customers and advance from merchant recruitment agents represented advances and guarantees received from merchants and agents under the payment processing solutions segment.

\*\*\* Balance mainly represented other payables on accrued subcontracting costs under the financial solutions segment and other accrued handling fees and payments under the payment processing solutions segment.

\* 應計員工成本及退休金責任減少乃主要由於於二零二一年上半年支付二零二零年年終花紅所致。

\*\* 預先收取客戶之款項及來自招攬商戶代理的墊款指自支付交易處理解決方案分類項下的商戶及代理收取之墊款及保證金。

\*\*\* 結餘主要指金融解決方案分類項下的應計分包成本及支付交易處理解決方案分類項下其他應計手續費及其他應付款項。

### (Q) Written put option liabilities and finance costs

Balance represents written put options liabilities on written put options granted by VBill Limited ("VBill Cayman") and Mega Hunt Microelectronics Limited ("Megahunt HK").

The increase in balance during 1H2021 was mainly due to finance cost in relation to the put option liabilities amounted to HK\$34.0 million.

### (Q) 賣出認沽期權負債及融資成本

結餘指就VBill Limited (「VBill Cayman」)及兆訊微電子有限公司(「兆訊香港」)授出的賣出認沽期權的賣出認沽期權負債。

二零二一年上半年結餘增加乃主要由於就認沽期權負債產生融資成本34,000,000港元。

## Business Review

### 業務回顧

#### KEY INVESTING AND FINANCING ACTIVITIES

As disclosed in the Company's announcements dated 20 January 2021, 4 February 2021, 10 February 2021 and 1 July 2021, the Group's then associated company, Cloopen, listed its ADS on the New York Stock Exchange on 9 February 2021 (New York time) through an initial public offering priced at US\$16.00 (equivalent to approximately HK\$124.8) per ADS (each of which represents two underlying Class A ordinary shares of Cloopen). Upon completion of the Cloopen Listing, the Group holds 55,677,341 Class A ordinary shares, classified as a financial asset at fair value through other comprehensive income (FVOCI), with subsequent fair value movement recognised in other comprehensive income. Please also refer to note (E) under the section "Overall Financial Results and Position" in this report.

#### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2021, the Group reported total assets of HK\$11,295.3 million (31 December 2020: HK\$9,717.1 million), which were financed by total liabilities of HK\$3,140.3 million (31 December 2020: HK\$3,349.6 million) and equity of HK\$8,155.0 million (31 December 2020: HK\$6,367.5 million). The net asset value was HK\$8,155.0 million (31 December 2020: HK\$6,367.5 million). The net asset value per share amounted to HK\$2.937 per share as compared to HK\$2.293 per share as at 31 December 2020.

As at 30 June 2021, the Group had cash and bank balances of HK\$4,492.2 million (31 December 2020: HK\$4,628.0 million). The net cash position as at 30 June 2021 was HK\$4,492.2 million as compared to HK\$4,628.0 million as at 31 December 2020. As at 30 June 2021, the gearing ratio is calculated as total debt divided by total capital, while total debt includes lease liabilities and written put option liabilities of the Group. The gearing ratio was 10.1% (2020: 12.2%). The gearing ratio is considered healthy and suitable for the continuing growth of the Group's business.

#### 主要投資及融資活動

誠如本公司日期為二零二一年一月二十日、二零二一年二月四日、二零二一年二月十日及二零二一年七月一日的公告所披露，本集團當時的聯營公司 Cloopen 於二零二一年二月九日（紐約時間）透過首次公開發售將其美國存託股份於紐約證券交易所上市，定價為每股美國存託股份（每股美國存託股份相當於兩股 Cloopen 的相關 A 類普通股）16.00 美元（相當於約 124.8 港元）。於 Cloopen 上市完成後，本集團持有 55,677,341 股 A 類普通股，該等普通股被分類為按公平值計入其他全面收益（按公平值計入其他全面收益）之金融資產，其後之公平值變動於其他全面收益確認。亦請參閱本報告「整體財務業績及狀況」一節附註 (E)。

#### 流動資金及財務資源

於二零二一年六月三十日，本集團錄得總資產 11,295,300,000 港元（二零二零年十二月三十一日：9,717,100,000 港元），相應負債總額 3,140,300,000 港元（二零二零年十二月三十一日：3,349,600,000 港元）及權益總額 8,155,000,000 港元（二零二零年十二月三十一日：6,367,500,000 港元）。資產淨值則為 8,155,000,000 港元（二零二零年十二月三十一日：6,367,500,000 港元）。每股資產淨值為每股 2.937 港元，而於二零二零年十二月三十一日則為每股 2.293 港元。

於二零二一年六月三十日，本集團有現金及銀行結餘 4,492,200,000 港元（二零二零年十二月三十一日：4,628,000,000 港元）。於二零二一年六月三十日之淨現金為 4,492,200,000 港元，而於二零二零年十二月三十一日則為 4,628,000,000 港元。於二零二一年六月三十日，資本負債比率是按負債總額除以總資本計算，而負債總額包括本集團之租賃負債及賣出認沽期權負債。資本負債比率為 10.1%（二零二零年：12.2%）。資本負債比率被視為穩健，並適合本集團業務持續發展。

## Business Review 業務回顧

### CAPITAL STRUCTURE AND DETAILS OF CHARGES

As at 30 June 2021, the Group had no bank borrowings (31 December 2020: Nil) and had banking facilities of approximately HK\$26.1 million (31 December 2020: HK\$25.9 million). As at 30 June 2021, the banking facilities were secured by the leasehold land and buildings of a subsidiary of the Company, with a net book amount of HK\$2.8 million and HK\$5.2 million, respectively. As at 31 December 2020, the banking facilities were secured by the leasehold land and buildings of a subsidiary of the Company, with a net carrying amount of HK\$2.8 million and HK\$5.8 million, respectively.

Approximately HK\$3,163.1 million, HK\$316.3 million, HK\$1,011.8 million and HK\$1.0 million of the Group's cash balances were denominated in Renminbi, Hong Kong dollar, US dollar and Euro respectively as at 30 June 2021.

Approximately HK\$3,251.7 million, HK\$305.7 million, HK\$998.2 million, HK\$69.7 million, HK\$2.5 million and HK\$0.2 million of the Group's cash balances were denominated in Renminbi, Hong Kong dollar, US dollar, Japanese Yen, Macanese Pataca and Euro respectively as at 31 December 2020.

### SIGNIFICANT INVESTMENT

As at 30 June 2021, the carrying amount of the Group's investment in Cloopen is HK\$1,841.4, which has been recorded as financial asset at fair value through other comprehensive income (FVOCI) with subsequent fair value movement recognised in other comprehensive income since 9 February 2021, representing approximately 16.3% of the Group's unaudited total assets as at 30 June 2021. As at 30 June 2021, the Group held 55,677,341 Class A ordinary shares of Cloopen, representing approximately 16.9% of the issued share capital of Cloopen.

### 資本架構及抵押詳情

於二零二一年六月三十日，本集團並無銀行借款（二零二零年十二月三十一日：無）及有銀行融資約26,100,000港元（二零二零年十二月三十一日：25,900,000港元）。於二零二一年六月三十日，銀行融資由本公司一間附屬公司之租賃土地及樓宇（賬面淨值分別為2,800,000港元及5,200,000港元）作抵押。於二零二零年十二月三十一日，銀行融資由本公司一間附屬公司之租賃土地及樓宇（賬面淨值分別為2,800,000港元及5,800,000港元）作抵押。

於二零二一年六月三十日，本集團之現金結餘分別約3,163,100,000港元、316,300,000港元、1,011,800,000港元及1,000,000港元乃分別以人民幣、港元、美元及歐元計值。

於二零二零年十二月三十一日，本集團之現金結餘分別約3,251,700,000港元、305,700,000港元、998,200,000港元、69,700,000港元、2,500,000港元及200,000港元乃分別以人民幣、港元、美元、日圓、澳門幣及歐元計值。

### 重大投資

於二零二一年六月三十日，本集團於Cloopen之投資的賬面值為1,841,400,000港元（已按公平值計入其他全面收益（按公平值計入其他全面收益）之金融資產入賬，自二零二一年二月九日起的其後公平值變動於其他全面收益確認），相當於二零二一年六月三十日本集團未經審核資產總值約16.3%。於二零二一年六月三十日，本集團持有55,677,341股Cloopen A類普通股，約佔Cloopen已發行股本16.9%。

## Business Review

### 業務回顧

#### Performance and future prospects of the Company's significant investments

Cloopen is a leading multi-capability cloud-based communications solution provider in China offering a full suite of cloud-based communications solutions, covering communications platform as a service (CPaaS), cloud-based contact centers (cloud-based CC), and cloud-based unified communications and collaborations (cloud-based UC&C). Cloopen's mission is to enhance the daily communication experience and operational productivity for enterprises. Cloopen aspires to drive the transformation of enterprise communications industry by offering innovative marketing and operational tactics and SaaS-based tools.

As the cloud-based Contact Center (CC) remains the cornerstone of Cloopen's strategic focus, Cloopen consistently seeks to expand its horizons, from merely a communication channel between enterprises and customers to a more comprehensive tool that includes subsequent customer management mechanisms such as CRM and Social CRM (SCRM). According to the earning release of Cloopen dated 11 August 2021 on the unaudited second quarter financial results, Cloopen's unaudited revenue reached RMB273.9 million for the 3 months ended 30 June 2021, representing a 47.9% year-over-year increase, while second quarter gross margin came in at 43.1%, compared with 38.5% in the second quarter of 2020, which represents a testament to the continuously improving intrinsic value and technology of its products as well as optimised business mix. Dollar-based net customer retention rate recovered to 109.0% for the second quarter of 2021, benefitting from the broader economic recovery in China.

China's IT spending is expected to experience solid growth. This trend, accompanied by the availability of fiber internet, development in 5G technologies, and high penetration rates of smart devices, lays a solid foundation for the rapid adoption of cloud technologies in China. Cloopen's management believes enterprises are increasingly inclined to adopt cloud-based, software-centric communications solutions as they upgrade their systems, for lower upfront investment, easy and fast deployment, flexible integration and scalable adaption to evolving business environment. Cloopen's management believes that, these market opportunities, together with the adoption of AI technologies, new use cases enabled by video technologies, and significant potential for consolidation presented by the fragmented industry, will contribute to the future growth in China's cloud-based communications industry.

#### 本公司重大投資的表現及未來前景

Cloopen為中國領先基於雲的多功能通訊解決方案供應商，提供全套基於雲的通訊解決方案，涵蓋通訊平台即服務(CPaaS)、基於雲的聯絡中心(基於雲的CC)及基於雲的統一通訊及協作(基於雲的UC&C)。Cloopen的使命為提升企業的日常通訊體驗及營運效率。Cloopen致力於透過提供創新型營銷及營運策略以及基於SaaS的工具推動企業通訊行業的轉型。

由於基於雲的聯絡中心(CC)仍為Cloopen策略重點的基石，Cloopen不斷尋求擴大其視野，從單純的企業和客戶之間的溝通渠道到更全面的工具(包括後續客戶管理機制，例如CRM及社會化CRM (SCRM))。根據Cloopen就未經審核第二季度財務業績刊發的日期為二零二一年八月十一日的盈利報告，於截至二零二一年六月三十日止三個月，Cloopen的未經審核收益為人民幣273,900,000元，按年增加47.9%，而第二季度的毛利率為43.1%，而二零二零年第二季度毛利率為38.5%，證明其產品內在價值及技術的持續增長以及業務組合已優化。於二零二一年第二季度，基於美元的淨客戶留存率回升至109.0%，乃受益於中國更廣泛的經濟復甦。

預期中國資訊科技開支穩步增長。伴隨著光纖互聯網的落地、5G技術的開發及智能設備的高普及率，該趨勢為在中國快速採用雲技術提供堅實基礎。Cloopen的管理層認為，企業在升級系統時越來越傾向於採用基於雲的、以軟件為中心的通訊解決方案，以便降低前期投資、簡單快速部署、靈活集成及可擴展以適應不斷變化的商業環境。Cloopen的管理層認為，該等市場機會，連同人工智能技術的採用、視頻技術帶來的新使用個案以及分散行業呈現出的巨大整合潛力，將促進中國基於雲的通訊行業的未來增長。

## Business Review 業務回顧

At present, the Group intends to continue to hold the investment in Cloopen given the good prospects of cloud industry. The Group will review from time to time its investment strategy in view of the volatile stock market and uncertainty in Sino-US relationship.

Save for the Group's investment in Cloopen as disclosed above and the Group's investment in PAX Global as discussed under note (H) headed "Investments accounted for using the equity method" in the section "Overall Financial Results and Position" above, the Group did not have other significant investment having a value of 5% or more of the Group's unaudited total assets as at 30 June 2021.

### MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

The Group did not have any material acquisition or disposal of subsidiaries during the six months ended 30 June 2021.

### FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no specific plan for material investments or capital assets as at 30 June 2021.

### EXCHANGE RATES EXPOSURE

The Group derives its revenue, makes purchases and incurs expenses denominated mainly in US dollar, Renminbi and Hong Kong dollar. During the current period, the Group has not entered into any agreements or purchased any instruments to hedge the Group's exchange rate risks. Any material fluctuation in the exchange rates of Hong Kong dollar or Renminbi may have an impact on the operating results of the Group.

### CONTINGENT LIABILITIES

#### (A) Performance Guarantee Agreement with a customer

In 2015, the Company entered into a performance guarantee agreement with a customer (the "Performance Guarantee Agreement"). Pursuant to the Performance Guarantee Agreement, the Company agreed to provide the customer with a guarantee in relation to the due and punctual performance of a service project by a subsidiary of the Company with a surety of not more than HK\$60,000,000 and to indemnify the customer against any third-party claim of intellectual property right infringement resulting from the acts of the said subsidiary. The Performance Guarantee Agreement remained in full force and effect during the six months ended 30 June 2021. As at 30 June 2021, the Company did not recognise any liability in relation to the Performance Guarantee Agreement as the Directors considered the possibility of reimbursement not probable.

目前，鑒於雲行業的良好前景，本集團擬繼續持有於 Cloopen 的投資。鑒於股市波動及中美關係的不確定性，本集團將不時檢討其投資策略。

除上文所披露本集團於 Cloopen 的投資及本集團於百富環球的投資（於上文「整體財務業績及狀況」一節附註(H)「以權益法入賬之投資」論述）外，於二零二一年六月三十日，本集團並無擁有價值為本集團未經審核資產總值5%或以上的其他重大投資。

### 附屬公司之重大收購及出售

本集團於截至二零二一年六月三十日止六個月並無進行任何重大的附屬公司收購或出售。

### 重大投資或資本資產之未來計劃

於二零二一年六月三十日，本集團並無就重大投資或資本資產制定任何特定計劃。

### 匯率風險

本集團產生之收入、進行採購及產生之開支主要以美元、人民幣及港元計值。於本期間，本集團並無訂立任何協議或購買任何工具以對沖本集團之匯率風險。倘港元或人民幣之匯率出現任何重大波動，均可能對本集團之經營業績造成影響。

### 或然負債

#### (A) 與一名客戶訂立表現擔保協議

於二零一五年，本公司與一名客戶訂立表現擔保協議（「表現擔保協議」）。根據表現擔保協議，本公司同意就本公司一間附屬公司恰當及如期執行服務項目向客戶提供擔保，擔保金額不超過60,000,000港元，並同意就因上述附屬公司侵犯任何第三方知識產權的行為引致的索償向該客戶作出彌償。履約擔保協議於截至二零二一年六月三十日止六個月一直保持十足效力及作用。於二零二一年六月三十日，本公司並無確認有關表現擔保協議的負債，原因乃董事認為提出索償之可能性不高。



## Business Review

### 業務回顧

#### (B) Guarantee Agreements with subsidiaries of the Company

- (i) In 2019, the Company entered into a guarantee agreement (the “2019 Manufacturer Guarantee Agreement”) with 3 subsidiaries of the Company, in respect of the said subsidiaries’ payment obligations against a named manufacturer. Pursuant to the 2019 Manufacturer Guarantee Agreement, the Company shall guarantee to repay the due and unsettled debts of the said subsidiaries individually and/or collectively of up to US\$10,000,000 incurred in relation to such manufacturing orders placed against the named manufacturer by the said subsidiaries, should any of them individually and/or collectively cease or fail to honour its payment obligations.

In respect of the further expansion of order scale, the Company entered into a new guarantee agreement dated 22 April 2021 (the “2021 Manufacturer Guarantee Agreement”) with the same counterparties. Pursuant to the 2021 Manufacturer Guarantee Agreement, the Company shall guarantee to repay the due and unsettled debts of said subsidiaries individually and/or collectively of up to US\$20,000,000 incurred in relation to such manufacturing orders placed against the named manufacturer by the said subsidiaries, should any of them individually and/or collectively cease or fail to honour its payment obligations.

The 2019 Manufacturer Guarantee Agreement was terminated on 22 April 2021 and the entirety of the Company’s obligations and liability thereunder, if any, was effectively transferred to the 2021 Manufacturer Guarantee Agreement, subject to the terms and conditions of the 2020 Manufacturer Guarantee Agreement. As at 30 June 2021, the Company did not recognise any liability in relation to the 2021 Manufacturer Guarantee Agreement as the Directors considered the possibility of reimbursement is not probable.

- (ii) In 2020, the Company entered into a guarantee agreement (the “2020 OEM Guarantee Agreement”) with a subsidiary of the Company and an independent manufacturer (“OEM”), in respect of the said subsidiary’s payment obligations against the OEM. Pursuant to the 2020 OEM Guarantee Agreement, the Company shall guarantee to repay the said subsidiary’s due and unsettled debts of up to US\$10,000,000 owed to the OEM which are incurred in relation to such manufacturing orders the said subsidiary placed against the OEM should it cease or fail to honour its payment obligations. As at 30 June 2021, the Company did not recognise any liability in relation to the 2020 OEM Guarantee Agreement as the Directors considered the possibility of reimbursement is not probable.

#### (B) 與本公司附屬公司訂立擔保協議

- (i) 於二零一九年，本公司與本公司三間附屬公司就上述附屬公司對指定製造商的付款責任訂立擔保協議（「二零一九年製造商擔保協議」）。根據二零一九年製造商擔保協議，倘任何上述附屬公司個別及／或共同停止或未能履行其付款責任，本公司須擔保償還上述附屬公司因上述附屬公司向指定製造商下達有關製造訂單所引致而個別及／或共同結欠的到期及未償還債務，保證金不超過10,000,000美元。

由於訂購量進一步擴大，本公司與相同對手方訂立日期為二零二一年四月二十二日之新擔保協議（「二零二一年製造商擔保協議」）。根據二零二一年製造商擔保協議，倘上述附屬公司任何一方個別及／或共同停止或未能履行其付款責任，本公司將擔保償還上述附屬公司因向指定製造商下達有關製造訂單所引致而個別及／或共同結欠的到期及未償還的債務，擔保金額不超過20,000,000美元。

二零一九年製造商擔保協議於二零二一年四月二十二日已告終止，而本公司於其項下之全部義務及責任（如有）已有效撥入二零二一年製造商擔保協議，並受限於二零二一年製造商擔保協議之條款及條件。於二零二一年六月三十日，本公司並無確認與二零二一年製造商擔保協議有關的任何負債，原因乃董事認為提出索償之可能性不高。

- (ii) 於二零二零年，本公司與本公司一間附屬公司及一家獨立製造商（「原設備製造商」）就該附屬公司對原設備製造商的付款責任訂立擔保協議（「二零二零年原設備製造商擔保協議」）。根據二零二零年原設備製造商擔保協議，倘該附屬公司停止或未能履行其付款責任，本公司須擔保償還該附屬公司因其向原設備製造商所下達有關製造訂單所引致而結欠的到期及未償還的債務，擔保金額不超過10,000,000美元。於二零二一年六月三十日，本公司並無就二零二零年原設備製造商擔保協議確認任何負債，原因為董事認為提出索償的可能性不高。

## Business Review 業務回顧

Save as disclosed above, the Group had no material contingent liability as at 30 June 2021.

除上文披露者外，於二零二一年六月三十日，本集團並無任何重大或然負債。

### EMPLOYEES

The total number of employees of the Group as at 30 June 2021 was 2,532. The breakdown of employees by division is as follows:

### 僱員

本集團於二零二一年六月三十日之僱員總數為2,532人。僱員按部門細分如下：

Payment processing solutions	支付交易處理解決方案	710
Fintech solutions and services	金融科技解決方案及服務	137
Information security chips and solutions	信息安全芯片及解決方案	123
Platform operation solutions	平台運營解決方案	692
Financial solutions	金融解決方案	577
Electronic power meters and solutions	電能計量產品及解決方案	225
Others	其他	26
Corporate office	總部	42

2,532

The Group ensures that its employees remuneration packages are comprehensive and competitive. Employees are remunerated with fixed monthly income plus annual performance related bonuses. The Group also operates share option schemes and share award scheme for the purpose of attracting, retaining, motivating and rewarding the employees. The Group also sponsors selected employees to attend external training courses that suit the needs of the Group's businesses.

本集團確保其僱員薪酬待遇全面且具競爭力。僱員之薪酬包括每月定額薪金，另加與表現掛鈎之年度花紅。本集團亦設有購股權計劃及股份獎勵計劃，以吸引、挽留、激勵及獎勵僱員。本集團亦資助選定僱員參與符合本集團業務需要之外界培訓課程。

Disclaimer:

免責聲明：

#### Non-GAAP measures

#### 非公認會計原則指標

Certain non-GAAP (generally accepted accounting principles) measures, such as EBITDA, are used for assessing the Group's performance. These non-GAAP measures are not expressly permitted measures under GAAP in Hong Kong and may not be comparable to similarly titled measures for other companies. Accordingly, such non-GAAP measures should not be considered as an alternative to operating income as an indicator of the operating performance of the Group or as an alternative to cash flows from operating activities as a measure of liquidity. The use of non-GAAP measures is provided solely to enhance the overall understanding of the Group's current financial performance. Additionally, as the Group has historically reported certain non-GAAP results to investors, the Group considers the inclusion of non-GAAP measures provides consistency in our financial reporting.

若干非公認會計原則指標乃用於評估本集團之表現，例如EBITDA。該等非公認會計原則指標並非香港公認會計原則所明確認可之指標，故未必可與其他公司之同類指標作比較，因此，該等非公認會計原則指標不應視作經營收入（作為本集團經營表現指標）之替補或經營活動現金流量（作為衡量流動資金之指標）之替補。提供非公認會計原則指標純粹為加強對本集團現時財務表現之整體理解。此外，由於本集團以往曾向投資者報告若干採用非公認會計原則計算之業績，因此本集團認為包括非公認會計原則指標可為本集團之財務報告提供一致性。

## Business Outlook 業務展望

It is expected that the economic outlook and operating environment will remain challenging in year 2021. At present, the COVID-19 control measures in China are successful to a substantial extent, managing to sufficiently quell the spread of the virus within the nation. While Mainland China's economy has stabilised in many areas, with the COVID-19 vaccine roll-out underway, we are cautiously optimistic about the direction and scope of the country's full recovery.

### PAYMENT PROCESSING SOLUTIONS

In the first half of 2021, the payment transaction volume increased by approximately 15% compared with the same period last year to approximately RMB830 billion. In particular, the QR code payment transaction volume increased by more than 2.5 times. We are committed to building a smart and open platform, to which over 1,000 SaaS service providers have been introduced to provide payment services and information services for a number of offline small and micro merchants.

Meanwhile, we continue to increase product innovation and enhance corporate competitiveness. In the first half of the year, we have successively launched a number of innovative technology products/solutions to promote the digital transformation of merchants in multiple dimensions in terms of customer acquisition, marketing, operation and decision-making. (I) "JIM Community", personalised and customised smart customer lock-in marketing solutions, integrates payments using digital algorithms and achieves profit growth for community stores; (II) "JIM Good Days", with smart empowerment as the core, provides the vegetable market with all-round smart solutions including management, marketing, and supervision; (III) "JIM Smart Shelves", through data analysis, maximise operating benefits and saves retailer from manual management, by way of smart decision-making solutions to realise automatic replenishment, increase inventory turnover rate, and reduce the loss of stock for the merchants. In the second half of 2021, we will continue to strengthen compliance and anti-money laundering risks performance, increase investment in risk prevention and control, reduce regulatory policy risks in various business lines, and actively prepare and complete the renewal of the Operating License for Non-Bank Payment Institutions on time.

預期二零二一年，經濟前景和經營環境仍將富挑戰性。目前中國的COVID-19控制措施取得了很大成功，有效遏制了病毒在國內的傳播。同時，中國大陸經濟於眾多領域已趨於穩定，且加上COVID-19疫苗的推廣，我們對國家全面復甦的方向及範圍持審慎樂觀態度。

### 支付交易處理解決方案

於二零二一年上半年，支付交易額相較去年同期增長約15%，至約人民幣8,300億元；其中二維碼支付交易額增長超過2.5倍。我們致力於打造智慧開放平台，已引進1,000+家SaaS服務商為眾多線下小微商戶提供支付服務及資訊服務。

同時，我們繼續加大產品創新，提升企業競爭力，上半年先後推出多款創新科技產品／解決方案，從獲客、行銷、經營、決策等方面，多維度助力商戶數位化改造。(一)「結行社區」以數位演算法融合支付，為社區門店實現效益增長，是個性化定制的智慧鎖客行銷解決方案；(二)「結行好日子」以智慧賦能為核心，為菜市場提供管理、行銷、監管在內的全方位智慧解決方案；(三)「結行智慧貨架」通過資料分析以解放人工管理，為零售商家提供經營效益最大化的智慧決策解決方案，幫助商家實現自動補貨，提升存貨周轉率，降低缺貨損失率。二零二一年下半年我們將持續強化合規反洗錢風險履職，加大風險防控投入，降低各業務條線監管政策風險，並積極準備、按時完成《非銀行支付機構經營許可證》續展工作。

## Business Outlook 業務展望

### FINTECH SOLUTIONS AND SERVICES

In order to improve management efficiency and effectiveness, we separated “fintech solutions and services” from the “payment processing solutions” segment in the first half of 2021. Fintech solutions and services mainly include: micro-lending, supply chain finance, factoring business, credit assessment services and related products and solutions. In particular, our supply chain finance sector has also made great progress. Its products include Suixin Cloud Chain, Bank-Enterprise Chain, Sui Quick Bill Discounting, etc. Suixin Cloud Chain mainly serves core enterprise suppliers. Bank-Enterprise Chain connects core enterprise financial platforms and banks. Sui Quick Bill Discounting platform connects the bill-holding enterprises and banks. As of the end of June 2021, more than 14 banks are in co-operation with us, serving more than 2,860 suppliers and helping suppliers at all levels to raise more than RMB9 billion in total.

### INFORMATION SECURITY CHIPS AND SOLUTIONS

In the first half of 2021, affected by the tight global semiconductor supply chain, the growth of the information security chip business tended to slow down and competition became more intense. Thanks to the concerted efforts of the Company, sales in the first half of the year increased slightly compared with the same period last year. In particular, sales of magnetic stripe encryption and decoding chips remained stable, and sales of security microcontrollers (MCU) recorded modest growth. The market is expected to develop steadily in the second half of 2021, whilst the impact of continued deterioration in the semiconductor supply chain cannot be eliminated. Various research and development projects are progressing smoothly and the cost reduction initiatives of various products are also rolling out in an orderly manner.

### 金融科技解決方案及服務

為提升管理效率及效益，我們於二零二一年上半年將「金融科技解決方案及服務」剝離出「支付交易處理解決方案」分類。金融科技解決方案及服務主要包括：小額貸款、供應鏈金融、保理業務、信貸評估服務以及相關產品及解決方案。其中，我們的供應鏈金融板塊也取得了長足發展，旗下產品涵蓋隨信雲鏈、銀企鏈、隨票閃貼等。隨信雲鏈主要服務核心企業供應商；銀企鏈是核心企業金融平台和銀行的連結器，隨票閃貼平台則是持票企業和銀行的連結器。截至二零二一年六月底，我們合作的銀行數量已突破14家，累計服務供應商2,860家，幫助各級供應商累計融資超過人民幣90億元。

### 信息安全芯片及解決方案

二零二一年上半年受全球半導體供應鏈緊張的影響，資訊安全晶片業務增長趨於緩慢，競爭更加激烈。經過公司上下同心協力，上半年銷售額相比去年同期略有上升，其中磁條加密解碼晶片銷售平穩，安全微控制器(MCU)銷售額略有上升。預計二零二一年下半年市場會平穩發展，但不排除半導體供應鏈持續惡化帶來的影響。各項研發專案進展順利，各產品的成本降低工作也都在有條不紊的開展。

## Business Outlook 業務展望

### PLATFORM OPERATION SOLUTIONS

During the period, we continued to provide stable technical services and support for China Mobile, our major customer. In the first half of 2021, we successfully renewed the product development, business operation and system maintenance contracts with China Mobile Financial Technology Co., Ltd.. Meanwhile, we have also actively participated in the bidding of China Mobile's provincial companies' and other related projects, with a view to expanding the Company's market share in mobile operators. In addition, we also strived to explore technical service opportunities outside the operator system. Looking to the future, we will continue to strengthen support for and cooperation with China Mobile's various businesses, and expand into markets outside mobile operators. We will continue to expand and innovate at the business level, and seek various opportunities to develop our business scale.

### FINANCIAL SOLUTIONS

In the first half of 2021, ABS continued to assist customers in the operation and maintenance of core banking product IBS in Mainland China. During the period, we focused on the downshift of our business system and the research and development of cross-border financial management products, and achieved new breakthroughs. (I) In terms of the downshift process, to cater to the industry-wide downshift trend of business systems, we have continuously engaged with the advancement and conclusion of the downshift process, and the tools needed in the downshift process. In respect of business system relocation involving host downshift, we have introduced the “maximising the inheritance of application assets” solutions, which have been well received by customers. (II) The cross-border financial management plans launched by the PBOC and the Hong Kong Monetary Authority are the business hotspots of banks in the Greater Bay Area this year. ABS managed to take the lead in launching product research and development based on relevant policies, and related solutions and products have been highly favored by the customers. In the second half of the year, ABS will continue to leverage its advantages in downshift process and success of related policy products to serve customers well and achieve a win-win situations through innovation.

### 平台運營解決方案

期內，我們繼續為我們的主要客戶—中移動提供穩定技術服務和支撐工作。二零二一年上半年，我們成功續簽了與中移動金融科技公司的產品開發、業務運營以及系統維護等相關合約。同時，我們也積極參與中移動各省公司及其他相關專案投標，希望能擴大公司在移動運營商的市場佔有率。此外，我們也努力拓展運營商體系外的技術服務機會。展望未來，我們將繼續加強對中移動各項業務的支撐合作，加大對移動運營商外的市場進行拓展。我們將繼續在業務層面拓展創新，尋找各種機會發展業務規模。

### 金融解決方案

二零二一年上半年，在中國大陸地區，高陽金信繼續協助客戶做好核心銀行產品IBS的運維服務。期內，我們重點致力於業務系統下移和跨境理財通業務產品研發，取得一些新的突破。(一) 在下移工藝上，迎合行業業務系統下移的浪潮，不斷總結、提升下移工藝，打造下移過程中所需要的工具。在主機下移的業務系統搬遷領域，提出「應用資產繼承最大化」方案，深受客戶歡迎。(二) 由人行和金管局推出跨境理財計畫，是今年灣區銀行的業務熱點，而高陽金信率先基於相關政策啟動產品研發，相關解決方案和產品深得客戶青睞。下半年，高陽金信會繼續發揮在下移工藝和相關政策產品的案例優勢，服務好客戶，實現業務創新共贏。

## Business Outlook 業務展望

For overseas financial IT service opportunities, Hi Sun FinTech Global actively carried out market expansion and new product research and development on the basis of serving its existing customers. During the period, in addition to the daily operation and maintenance of projects, the core business system of Banque Pour Le Commerce Exterieur Lao Public (“BCEL”), the largest local commercial bank in Laos, was put into operation in April this year. The system has been operating stably since it was put into operation. In terms of expanding into new markets, by virtue of the close cooperation with pipelines, we respectively signed contracts in relation to IT system construction projects for a Kazakh digital bank and a Cambodian bank during the period. In terms of product research and development, during the period, we focused on the research and development of a new generation of bank core business systems based on a decentralised, micro-service technology architecture, and the implementation of new products will be rolled out in the second half of this year.

### ELECTRONIC POWER METERS AND SOLUTIONS

In the first half of 2021, as we did not manage to win the bid in the first unified tender of the State Grid, business situation was not optimistic. During the period, the State Grid continued to promote the development of new technologies. At present, the State Grid Power Research Institute is studying and setting up the GB standards for IR46 electronic power meter and we are also actively following up the relevant work. Meanwhile, we will also review various work and strive to win the bid in the next tender.

對海外金融IT服務機會，高陽寰球在服務好固有客戶的基礎上積極進行市場拓展及新產品研發。期內除了專案的日常運行維護，於今年四月完成了老撾外貿銀行(Banque Pour Le Commerce Exterieur Lao Public) (「BCEL」)當地第一大商業銀行的核心業務系統投產，投產以來系統運行穩定。在拓展新市場方面，依託與管道的緊密合作，本期內分別與一家哈薩克某數位銀行IT及一家柬埔寨某銀行簽定IT系統建設專案合約；在產品研發方面，本期內重點投入基於分散式、微服務技術架構的新一代銀行核心業務系統的研發並於今年下半年進入新產品的落實實施。

### 電能計量產品及解決方案

二零二一年上半年，由於我們未能在國家電網的第一次統一招標中中標，因此經營形勢並不樂觀。期內，國家電網繼續推進新技術的發展。目前，國家電網電科院正在研究和建設IR46電能表國標規範，我們也在積極跟進相關工作。與此同時，我們也將檢討各項工作，力爭在下一招標中實現中標。

## Additional Information 其他資料

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

As at 30 June 2021, the interests and short positions of each director of the Company (“Director”) and chief executive of the Company (“Chief Executive”) in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance (Cap. 571) (“SFO”), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code (“Model Code”) for Securities Transactions by Directors of the Listed Issuers contained in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) were as follows:

### 董事及行政總裁於股份、相關股份及債券之權益及淡倉

於二零二一年六月三十日，本公司董事（「董事」）及行政總裁（「行政總裁」）各自於本公司及其相聯法團（定義見證券及期貨條例（第571章）（「證券及期貨條例」）之股份、相關股份及債券中，擁有已記入本公司根據證券及期貨條例第352條存置之登記冊或根據聯交所證券上市規則（「上市規則」）附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）已以其他方式知會本公司及聯交所之權益及淡倉如下：

		Ordinary Shares of HK\$0.0025 each in the Company 本公司每股面值0.0025港元之普通股				Interests in associated corporation 於相聯法團之權益		
		Number of shares held 所持股份數目			Approximate percentage of shareholding in the Shares of the Company 於本公司股份股權之概約百分比	Personal interest		Approximate percentage of shareholding in the registered capital of the associated corporation 於相聯法團的註冊資本股權之概約百分比
Director	董事	Personal interest	Corporate interest	Total		Personal interest	Total	
Kui Man Chun	渠萬春	28,650,000 (L)*	617,083,636 (L)* <i>(note (i))</i> <i>(附註(i))</i>	645,733,636 (L)*	23.25%**	-	-	-
Xu Wensheng	徐文生	4,566,000 (L)*	-	4,566,000 (L)*	0.16%**	RMB人民幣 1,965,447 (L)* <i>(note (ii))</i> <i>(附註(ii))</i>	RMB人民幣 1,965,447 (L)*	3.29%***
Li Wenjin	李文晉	6,400,000 (L)*	-	6,400,000 (L)*	0.23%**	-	-	-
Xu Changjun	徐昌軍	16,563,000 (L)*	-	16,563,000 (L)*	0.6%**	RMB人民幣 1,768,884 (L)* <i>(note (ii))</i> <i>(附註(ii))</i>	RMB人民幣 1,768,884 (L)*	2.96%***

Note:

- (i) Representing shares of the Company held by Mr. Kui Man Chun through (1) Hi Sun Limited, a company which he holds a 99.16% interest, and (2) Rich Global Limited, a wholly-owned subsidiary of Hi Sun Limited.
- (ii) Representing issued share capital of Megahunt Technologies Inc..
- \* The Letter “L” denotes a long position.
- \*\* Calculated based on the total number of issued shares of the Company as at 30 June 2021, which was 2,776,833,835 ordinary shares.
- \*\*\* Calculated based on the registered capital of Megahunt as at 30 June 2021, which was RMB59,800,000.

附註：

- (i) 指渠萬春先生於透過(1)高陽有限公司（一間彼持有99.16%權益之公司）；及(2)高陽有限公司之全資附屬公司Rich Global Limited持有之本公司股份。
- (ii) 指兆訊恒達科技股份有限公司的已發行股本。
- \* 「L」表示好倉。
- \*\* 根據本公司於二零二一年六月三十日之已發行股份總數2,776,833,835股普通股計算。
- \*\*\* 根據於兆訊恒達於二零二一年六月三十日的註冊資本（即人民幣59,800,000元）計算。

## Additional Information 其他資料

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 30 June 2021, the interests and short positions of substantial shareholders (other than a Director, or the Chief Executive) in the shares, underlying shares and debentures of the Company and its associated corporations which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO and as recorded in the register maintained by the Company under section 336 of the SFO were as follows:

#### Ordinary share of HK\$0.0025 each in the Company

Name of shareholder 股東名稱/姓名	Personal interest 個人權益	Corporate interest 公司權益	Total number of ordinary shares 普通股總數目	Approximate percentage of shareholding** 股權之概約百分比**
Rich Global Limited ("RGL")*** Rich Global Limited (「RGL」)***	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Hi Sun Limited ("HSL")*** (Note 1) Hi Sun Limited (「HSL」)*** (附註1)	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Mr. Kui Man Chun (Note 2) 渠萬春先生 (附註2)	28,650,000 (L)*	617,083,636 (L)*	645,733,636 (L)*	23.25%
Ever Union Capital Limited ("Ever Union") Ever Union Capital Limited (「Ever Union」)	–	334,314,000 (L)*	334,314,000 (L)*	12.04%
Mr. Che Fung (Note 3) 車峰先生 (附註3)	–	334,314,000 (L)*	334,314,000 (L)*	12.04%

#### Notes:

- 1 Representing HSL's interests in the Company's share capital by virtue of its control of 100% shareholding in RGL.
  - 2 Representing Mr. Kui Man Chun's (i) deemed interests in the Company's share capital by virtue of his control of 99.16% shareholding of HSL; and (ii) personal interests in the Company's share capital as disclosed in the preceding section.
  - 3 Representing Mr. Che Fung's interests in the Company's share capital by virtue of his control of 100% shareholding in Ever Union, which holds beneficial interests in 334,314,000 ordinary shares of the Company.
- \* The letter "L" denotes a long position in shares.
- \*\* The percentage is calculated based on the total number of issued shares of the Company as at 30 June 2021, which was 2,776,833,835 ordinary shares.
- \*\*\* Mr. Kui Man Chun and Mr. Li Wenjin are directors of RGL and Mr. Kui Man Chun, Mr. Li Wenjin and Mr. Xu Wensheng are directors of HSL, and are taken or deemed to have interests or short positions in the shares or underlying shares of the Company which are required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

### 主要股東於股份及相關股份之權益及淡倉

於二零二一年六月三十日，主要股東(董事或行政總裁除外)於本公司及其相聯法團之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露及已記入本公司根據證券及期貨條例第336條所存置登記冊之權益及淡倉如下：

#### 本公司每股面值0.0025港元之普通股

Name of shareholder 股東名稱/姓名	Personal interest 個人權益	Corporate interest 公司權益	Total number of ordinary shares 普通股總數目	Approximate percentage of shareholding** 股權之概約百分比**
Rich Global Limited ("RGL")*** Rich Global Limited (「RGL」)***	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Hi Sun Limited ("HSL")*** (Note 1) Hi Sun Limited (「HSL」)*** (附註1)	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Mr. Kui Man Chun (Note 2) 渠萬春先生 (附註2)	28,650,000 (L)*	617,083,636 (L)*	645,733,636 (L)*	23.25%
Ever Union Capital Limited ("Ever Union") Ever Union Capital Limited (「Ever Union」)	–	334,314,000 (L)*	334,314,000 (L)*	12.04%
Mr. Che Fung (Note 3) 車峰先生 (附註3)	–	334,314,000 (L)*	334,314,000 (L)*	12.04%

#### 附註：

- 1 指HSL因控制RGL之100%股權而於本公司股本中擁有之權益。
  - 2 指渠萬春先生(i)因控制HSL之99.16%股權而被視為於本公司股本中擁有權益；及(ii)如上一節所披露，於本公司股本中擁有之個人權益。
  - 3 指車峰先生因控制Ever Union之100%股權而於本公司股本中擁有之權益，Ever Union擁有本公司334,314,000股普通股之實際權益。
- \* 「L」表示股份之好倉。
- \*\* 百分比乃根據本公司於二零二一年六月三十日之已發行股份總數2,776,833,835股普通股計算。
- \*\*\* 渠萬春先生及李文晉先生為RGL董事，渠萬春先生、李文晉先生及徐文生先生均為HSL董事，而其於本公司股份或相關股份中，被當作或視作擁有須根據證券及期貨條例第XV部第2及3分部規定披露之權益或淡倉。



## Additional Information 其他資料

### UPDATE ON INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層之資料更新

(1) Changes in the information of Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are set out below:

**(a) Appointment of independent non-executive director and a member of the audit committee**

**Li Heguo**

Mr. Li Heguo has been appointed as an independent non-executive director and a member of the audit committee of the Company with effect from 20 July 2021.

Further details of the appointment can be found in the announcement of the Company dated 20 July 2021.

**(b) Amendment of Directors' service contract**

Certain terms of the service contracts of executive directors and the appointment letters of independent non-executive directors have been amended with effect from 29 June 2021 and summarized as below:

The Directors shall be entitled to participate in the Group's share option, share award or other equity award or subscription schemes which may be adopted from time to time.

Save as disclosed above, there is no other change in the directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

(2) Change in the information of Senior Management since the date of the 2020 annual report of the Company and up to the date of this report is set out below:

**Feng Fan**

Mr. Feng, age 28, is the chief executive officer of Hunan Hisun Mobile Pay IT Ltd. He graduated from Peking University in the PRC with a bachelor's degree in Finance and received a master's degree in Finance. He joined the group in 2021. He has over six years of experience in the corporate service and information technology industry.

(1) 以下為根據上市規則第13.51B(1)條須予披露有關董事資料之變動：

**(a) 委任獨立非執行董事及審核委員會成員**

**李和國**

李和國先生獲委任為本公司獨立非執行董事及審核委員會成員，自二零二一年七月二十日起生效。

有關委任的進一步詳情載於本公司日期為二零二一年七月二十日的公告。

**(b) 修訂董事服務合約**

執行董事服務合約及獨立非執行董事委任函的若干條款已被修訂，有關修訂自二零二一年六月二十九日起生效，概述如下：

董事有權參與本集團的購股權、股份獎勵或其他股本獎勵或可能不時獲採納的認購計劃。

除上文所披露者外，根據上市規則第13.51(B)(1)條須予披露的董事資料概無其他變動。

(2) 自本公司二零二零年年報日期起及直至本報告日期高級管理層的資料變動載列如下：

**封帆**

封先生，28歲，為湖南高陽通聯信息技術有限公司行政總裁。彼畢業於中國北京大學，持有金融學士學位，並獲北京大學授予金融碩士學位。彼於二零二一年加入本集團。彼於企業服務與資訊科技行業方面積逾六年經驗。

## Additional Information 其他資料

### PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the period.

### DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted a written code regulating Directors' and senior management's securities transactions, on terms no less exacting than the required standard as set out in the Model Code as set out in Appendix 10 to the Listing Rules.

Specific enquiry had been made to all Directors and the Directors confirmed that they have complied with the Model Code and the Group's code regarding securities transactions by Directors throughout the six months ended 30 June 2021 and up to the date of this report.

### CORPORATE GOVERNANCE

The Company's corporate governance practices are based on the principles (the "Principles") and code provisions (the "Code Provisions") in the Corporate Governance Code as set out in Appendix 14 of the Listing Rules.

In formulating and implementing its corporate governance practices and standards, the Company has applied the Principles and complied with all applicable Code Provisions for the six months ended 30 June 2021.

The Board periodically reviews and monitors the Company's policies and practices on corporate governance or compliance with legal and regulatory requirements and employees' compliance manual to ensure that the Group's operations are conducted in accordance with the standards of the CG Code and applicable disclosure requirements. Directors and senior management are provided with appropriate ongoing training, continuing professional development for regular updates of the legal and regulatory requirements relevant to their duties.

### 購買、出售或贖回證券

期內，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股份。

### 董事之證券交易

本集團已採納規管董事及高級管理層進行證券交易的書面守則，其條款乃不寬鬆於上市規則附錄十所載標準守則內所載之規定準則。

經向全體董事作出具體查詢後，董事已確認彼等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一直遵守標準守則及本集團關於董事進行證券交易之守則。

### 企業管治

本公司之企業管治常規乃按照上市規則附錄十四所載企業管治守則中的原則（「原則」）及守則條文（「守則條文」）訂立。

制定及實施企業管治常規及準則時，本公司於截至二零二一年六月三十日止六個月已應用原則並一直遵守全部適用守則條文。

董事會定期檢討及監察本公司有關企業管治或遵守法律及監管規定的政策及常規以及僱員的合規手冊，以確保本集團根據企業管治守則的標準及適用的披露規定開展業務。董事及高級管理層獲提供適當的持續培訓、持續的專業發展，以定期更新與其職責相關的法律及監管規定。

## Additional Information 其他資料

### AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) comprises four independent non-executive Directors, namely Mr. Tam Chun Fai, Mr. Leung Wai Man, Roger, Mr. Chang Kai-Tzung, Richard and Mr. Li Heguo. The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal control, risk management and financial reporting matters, including review of the unaudited interim condensed consolidated results for the six months ended 30 June 2021 with the Directors.

### DIRECTORS’ INTEREST IN COMPETING BUSINESS

None of the Directors is interested in any business, apart from the Group’s business, which competed or was likely to compete, either directly or indirectly with the Group’s business.

### SHARE OPTION SCHEMES

#### Share Option Schemes of the Company

During the six months ended 30 June 2021, the Company operated two share option schemes adopted on 29 April 2011 (the “2011 Scheme”) and 18 May 2021 (the “2021 Scheme”) respectively, both of which will remain valid and effective for a period of 10 years from the respective adoption dates, unless and until otherwise cancelled or amended.

#### The 2011 Scheme

The Company operated the 2011 Scheme for the purpose of attracting, retaining and motivating talented employees in order to strive for future developments and expansion of the Group. Eligible participants of the 2011 Scheme include the Group’s full-time employees, executive and non-executive Directors.

The 2011 Scheme expired on 29 April 2021. Further details of the 2011 Scheme can be found in the circular of the Company dated 28 March 2011. During the six months ended 30 June 2021, no share option was granted, vested, exercised, cancelled or lapsed under the 2011 Scheme and there was no outstanding option as at the beginning and the end of the six months ended 30 June 2021.

### 審核委員會

本公司之審核委員會（「審核委員會」）由四名獨立非執行董事譚振輝先生、梁偉民先生、張楷淳先生及李和國先生組成。審核委員會已與管理層審閱本集團所採納會計原則及慣例，並討論內部監控、風險管理及財務申報事宜，包括與董事審閱截至二零二一年六月三十日止六個月之未經審核中期簡明綜合業績。

### 董事於競爭業務之權益

概無任何董事於任何與本集團直接或間接競爭或可能競爭之業務（本集團業務除外）中之任何業務中擁有任何權益。

### 購股權計劃

#### 本公司購股權計劃

截至二零二一年六月三十日止六個月，本公司運作兩項分別於二零一一年四月二十九日（「二零一一年計劃」）及二零二一年五月十八日（「二零二一年計劃」）採納的購股權計劃，除非及直至另行註銷或修訂，否則兩項計劃均將自各自採納日期起生效，為期十年。

#### 二零一一年計劃

本公司運作二零一一年計劃，旨在吸引、留聘及激勵有才幹之僱員，以助本集團日後發展及擴充業務。二零一一年計劃之合資格參與者包括本集團之全職僱員、執行及非執行董事。

二零一一年計劃於二零二一年四月二十九日屆滿。二零一一年計劃之進一步詳情可參閱本公司日期為二零一一年三月二十八日之通函。截至二零二一年六月三十日止六個月內，二零一一年計劃項下概無購股權獲授出、歸屬、行使、注銷或失效，且於二零二一年六月三十日止六個月之期初及期末，概無尚未行使之購股權。

## Additional Information 其他資料

### The 2021 Scheme

The Company operates the 2021 Scheme for the purpose of attracting, retaining and motivating talented employees of the Group or associated companies (including executive and non-executive directors) in order to strive for future developments and expansion of the Group. Eligible participants of the 2021 Scheme include the Group's full-time employees, executive and non-executive Directors. The 2021 Scheme became effective on 18 May 2021 and unless otherwise cancelled or amended, will remain valid and effective for a period of 10 years therefrom until 18 May 2031. Further details of the 2021 Scheme can be found in the circular of the Company dated 13 April 2021.

As at the date of this report, 277,683,383 shares were available for issue under the 2021 Scheme.

No share option of the Company was granted, vested, exercised, cancelled or lapsed during the six months ended 30 June 2021 under the 2021 Scheme. As at the beginning and end of the six months ended 30 June 2021, and up to the date of this report, there was no outstanding share option of the Company granted under the 2021 Scheme.

### Share Option Scheme of VBill (Cayman)

VBill Limited ("VBill (Cayman)") adopted a share option scheme (the "VBill (Cayman) Share Option Scheme"), which became effective on 18 November 2020. The purpose of the VBill (Cayman) Share Option Scheme is to enable VBill (Cayman) to grant options (the "VBill (Cayman) Option(s)") to selected participants as incentives or rewards for their contribution or potential contribution to the VBill (Cayman) and its subsidiaries ("VBill (Cayman) Group"). Eligible participants include any director, senior management and employee of the Company and the VBill (Cayman) Group. Unless otherwise amended or terminated, the VBill (Cayman) Share Option Scheme will be effective for a period of 10 years from 18 November 2020 until 18 November 2030. Further details of VBill (Cayman) Share Option Scheme can be found in the circular of the Company dated 28 October 2020.

As at the date of this report, 930.8 shares of VBill (Cayman) were available for issue under the VBill (Cayman) Share Option Scheme.

During the six months ended 30 June 2021, no VBill (Cayman) Option was granted, vested, exercised, cancelled or lapsed. As at the beginning and the end of the six months ended 30 June 2021 and up to the date of this report, there was no outstanding share option granted under the VBill (Cayman) Share Option Scheme.

### 二零二一年計劃

本公司設立二零二一年計劃，旨在吸引、留聘及激勵本集團或關聯公司有才能之僱員（包括執行及非執行董事），以助推動日後發展及擴充本集團業務。二零二一年計劃之合資格參與者包括本集團全職僱員以及執行及非執行董事。二零二一年計劃於二零二一年五月十八日生效，除另行取消或修訂外，將自此起計10年期間仍然有效及生效，直至二零三一年五月十八日為止。二零二一年計劃之進一步詳情可參閱本公司日期為二零二一年四月十三日之通函。

於本報告日期，根據二零二一年計劃可供發行277,683,383股股份。

於截至二零二一年六月三十日止六個月，並無本公司購股權根據二零二一年計劃獲授出、歸屬、行使、註銷或失效。截至二零二一年六月三十日止六個月之期初及期末及截至本報告日期，概無根據二零二一年計劃授出尚未行使之本公司購股權。

### VBill (Cayman)購股權計劃

隨付控有限公司（「VBill (Cayman)」）採納一項購股權計劃（「VBill (Cayman)購股權計劃」），該購股權計劃於二零二零年十一月十八日生效。VBill (Cayman)購股權計劃旨在確保VBill (Cayman)可向選定參與者授出購股權（「VBill (Cayman)購股權」），作為彼等對VBill (Cayman)及其附屬公司（「VBill (Cayman)集團」）所作貢獻或可能作出貢獻之獎勵或回報。合資格參與者（包括本公司及VBill (Cayman)集團的任何董事、高級管理層及僱員。除非另行修訂或終止，否則VBill (Cayman)購股權計劃將由二零二零年十一月十八日起生效，為期十年，直至二零三零年十一月十八日為止。有關VBill (Cayman)購股權計劃的進一步詳情載於本公司日期為二零二零年十月二十八日之通函。

於本報告日期，根據VBill (Cayman)購股權計劃有930.8股VBill (Cayman)股份可供發行。

截至二零二一年六月三十日止六個月，概無授出、獲歸屬、行使、註銷或失效之VBill (Cayman)購股權。於截至二零二一年六月三十日止六個月之期初及期末及直至本年報日期，概無根據VBill (Cayman)購股權計劃授出尚未行使之購股權。

## Additional Information 其他資料

### Share Option Scheme of VBill OPCO

VBill OPCO adopted a share option scheme (“VBill OPCO Share Option Scheme”), which became effective on 5 February 2018. The purpose of the VBill OPCO Share Option Scheme is to enable VBill OPCO to grant options of equity interest of VBill OPCO (“VBill OPCO Options”) to selected participants as incentives or rewards for their contribution or potential contribution to VBill OPCO and its subsidiaries (“VBill OPCO Group”). Eligible participants of the VBill OPCO Share Option Scheme include any directors, supervisors, general managers and other employees of any member of VBill OPCO Group. Unless otherwise amended or terminated, the VBill OPCO Share Option Scheme will be effective for a period of 6 years from 5 February 2018 until 5 February 2024. Further details of the VBill OPCO Share Option Scheme can be found in the circulars of the Company dated 19 January 2018 and 28 October 2020.

The following table sets out the movements of the VBill OPCO Options during the six months ended 30 June 2021:

Grantee	Date of grant	Exercise price (for every RMB1.00 in the VBill OPCO Registered Capital) 行使價 (隨行付註冊 股本中每 人民幣1.00元) RMB 人民幣元	Outstanding as at 1 January 2021 於二零二一年 一月一日 未獲行使 RMB 人民幣元	Amount of VBill OPCO Registered Capital subject to the VBill OPCO Options 受隨行付購股權規限的隨行付註冊股本金額			Outstanding as at 30 June 2021 於二零二一年 六月三十日 未獲行使 RMB 人民幣元
				Granted during the period 期內授出	Exercised during the period 期內獲行使	Lapsed/ cancelled during the period 期內失效/ 註銷	
Mr. Shen Zheng (“Mr. Shen”) 申政先生 (「申先生」)	5 February 2018 二零一八年二月五日	12.51	13,629,500	-	-	-	13,629,500
Mr. Li Huimin (“Mr. Li”) 黎會敏先生 (「黎先生」)	5 February 2018 二零一八年二月五日	12.51	6,814,750	-	-	-	6,814,750
Mr. Guo Yi (“Mr. Guo”) 郭誼先生 (「郭先生」)	5 February 2018 二零一八年二月五日	12.51	6,814,750	-	-	-	6,814,750
		<i>Total:</i> 總計:	27,259,000	-	-	-	27,259,000

Mr. Shen is a director and the chairman of the board of VBill OPCO and a director of certain members of the VBill OPCO Group. Mr. Li is the chief executive officer of VBill OPCO and the supervisor of a member of the VBill OPCO Group. Mr. Guo is the senior vice president of VBill OPCO.

As at the date of this report, no more VBill OPCO Options are available for issue unless Shareholders’ approval is obtained.

### 隨行付之購股權計劃

隨行付採納一項購股權計劃(「隨行付購股權計劃」)，該購股權計劃於二零一八年二月五日起生效。隨行付購股權計劃旨在確保隨行付可向選定參與者授出隨行付股權之購股權(「隨行付購股權」)，作為彼等對隨行付及其附屬公司(「隨行付集團」)所作貢獻或可能作出貢獻之獎勵或回報。隨行付購股權計劃之合資格參與者包括隨行付集團任何成員公司之任何董事、監事、總經理及其他僱員。除非另行修訂或終止，否則隨行付購股權計劃之有效期為於二零一八年二月五日起計六年，直至二零二四年二月五日止。有關隨行付購股權計劃之進一步詳情，請參閱本公司日期為二零一八年一月十九日及二零二零年十月二十八日之通函。

下表載列截至二零二一年六月三十日止六個月尚未行使之隨行付購股權之變動：

申先生為隨行付之董事兼董事會主席以及隨行付集團若干成員公司之董事。黎先生為隨行付之行政總裁及隨行付集團一間成員公司之監事。郭先生為隨行付之高級副總裁。

於本報告日期，除非獲得股東批准，否則不再發行其他隨行付購股權。

## Additional Information 其他資料

### Share Option Scheme of Megahunt

Megahunt Technologies Inc. (“Megahunt”) adopted a share option scheme (“Megahunt Share Option Scheme”) which became effective on 10 August 2018. Certain terms of the Megahunt Share Options Scheme were amended by the Shareholders at general meeting held on 27 June 2019, details of which are set out in the circulars of the Company dated 6 June 2019 and 10 December 2019. The purpose of the Megahunt Share Option Scheme is to enable Megahunt to grant options of equity interest of Megahunt (“Megahunt Options”) to selected participants as incentives or rewards for their contribution or potential contribution to Megahunt and to encourage them to work towards enhancing the value of equity interests in Megahunt for the benefit of Megahunt and its shareholder(s) as a whole. Eligible participants include the directors or senior management of the Company, Megahunt or its subsidiaries. Unless otherwise amended or terminated, the Megahunt Share Option Scheme will be effective for a period of 5 years from 10 August 2018 until 10 August 2023.

As at the date of this report, the maximum amount of Megahunt Share Options has been granted and all Megahunt Share Options granted have been exercised.

During the six months ended 30 June 2021, no Megahunt Option was granted, vested, exercised, cancelled or lapsed. As at the beginning and the end of the six months ended 30 June 2021 and up to the date of this report, there was no outstanding Megahunt Option granted under the Megahunt Share Option Scheme.

### Share Award Scheme of the Company

The Company adopted a share award scheme (the “Share Award Scheme”) which became effective on 29 June 2021 (the “Adoption Date”).

The purpose of the Share Award Scheme is (i) to recognize and reward the contribution of certain eligible participants to the growth and development of the Group and to provide incentives in order to (i) retain them for continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

### 兆訊恒達購股權計劃

兆訊恒達科技股份有限公司(「兆訊恒達」)採納一項購股權計劃(「兆訊恒達購股權計劃」),該購股權計劃於二零一八年八月十日生效。股東於二零一九年六月二十七日舉行的股東大會上修訂兆訊恒達購股權計劃的若干條款,其詳情載於本公司日期為二零一九年六月六日及二零一九年十二月十日的通函。兆訊恒達購股權計劃旨在確保兆訊恒達可向選定參與者授出兆訊恒達股權之購股權(「兆訊恒達購股權」),作為彼等對兆訊恒達所作貢獻或可能作出貢獻之獎勵或回報,鼓勵彼等為兆訊恒達及其股東之整體利益而努力提升兆訊恒達之股權價值。合資格參與者包括本公司、兆訊恒達或其附屬公司之董事或高級管理層。除非另行修訂或終止,否則兆訊恒達購股權計劃的有效期限將由二零一八年八月十日起計五年,直至二零二三年八月十日止。

於本報告日期,兆訊恒達購股權已獲授出最高額,所有已授出兆訊恒達購股權已獲行使。

截至二零二一年六月三十日止六個月,概無兆訊恒達購股權獲授出、歸屬、行使、註銷或失效。於截至2021年6月30日止六個月的期初及期末及直至本報告日期,概無尚未行使的兆訊恒達購股權根據兆訊恒達購股權計劃授出。

### 本公司股份獎勵計劃

本公司採納一項股份獎勵計劃(「股份獎勵計劃」),該計劃於二零二一年六月二十九日(「採納日期」)生效。

股份獎勵計劃的目的為(i)對若干合資格參與者為本集團的成長及發展所作貢獻給予肯定及獎賞,並提供激勵以(i)挽留該等人士,令本集團能持續營運及發展;及(ii)吸引合適人員推動本集團進一步發展。

## Additional Information

### 其他資料

The Share Award Scheme is operated by an independent trustee which may purchase the existing Shares from and/or off the market by utilising the funds allocated by the Board out of the Company's resources and be held in trust for the relevant selected participants until such Shares are vested. For the avoidance of doubt, no new Share(s) will be issued and allotted by the Company pursuant to the Share Award Scheme.

Unless otherwise amended or terminated, the Share Award Scheme will be effective for a period of 10 years from 29 June 2021 until 29 June 2031.

Since the adoption date and up to 30 June 2021, no Shares was awarded under the Share Award Scheme. As at 30 June 2021, there were no Shares held in trust under the Scheme.

More details of the Share Award Scheme can be found in the announcement of the Company dated 29 June 2021.

### PENSION SCHEME

The subsidiaries incorporated and operating in Hong Kong participate in a defined contribution retirement scheme in accordance with the Hong Kong Mandatory Provident Fund Ordinance (Cap. 485), under which employers and employees are each required to make regular mandatory contributions calculated at 5% of the employees' relevant income ("Mandatory Contributions") to the scheme, subject to the minimum and maximum relevant income levels as prescribed by law. Employees may also make voluntary contributions additional to Mandatory Contributions.

Any Mandatory Contributions paid for and in respect of an employee are fully and immediately vested in the employee once paid to the trustee of the scheme and any investment return derived from the investment of the Mandatory Contributions is also fully and immediately vested in the employee. The employees are entitled to all of the accrued benefits derived from the employer's Mandatory Contributions upon retirement at the age of 65 years old, death or total incapacity, subject to other applicable provisions of law.

In addition, pursuant to the government regulations in the People's Republic of China (the "PRC"), the Group is required to contribute to certain retirement benefit schemes in favour of the employees in the PRC an amount equal to approximately 7% to 20% of their yearly wages. The local municipal government undertakes to assume the retirement benefits obligations of those workers of the Group.

股份獎勵計劃由獨立受託人營運，其可利用董事會自本公司資源分配的資金自市場內及／或市場外購買現有股份，並以信託方式代相關選定參與者持有，直至該等股份獲歸屬。為免生疑，本公司將不會根據股份獎勵計劃發行及配發新股份。

除非另行修訂或終止，否則股份獎勵計劃的有效期將為自二零二一年六月二十九日起計十年，直至二零三一年六月二十九日為止。

自採納日期起及直至二零二一年六月三十日，概無股份根據股份獎勵計劃授出。於二零二一年六月三十日，該計劃項下概無股份以信託方式持有。

股份獎勵計劃的更多詳情載於本公司日期為二零二一年六月二十九日的公佈。

### 退休金計劃

於香港註冊成立及營運之附屬公司根據香港強制性公積金計劃條例(第485章)參加定額供款退休計劃，據此，僱主和僱員均須按僱員有關收入的5%計算向強積金計劃作出的定期強制性供款(「強制性供款」)，相關收入水平的上下限按法律釐定。僱員亦可於強制性供款外作出自願供款。

就及為僱員支付的任何強制性供款一經支付予強積金受託人，即全數及即時歸屬於該僱員，而強制性供款投資所產生的任何投資回報，亦會全數及即時歸屬於該僱員。僱員於65歲退休、身故或喪失工作能力時，將享有僱主強制性供款所產生的全部累計福利(受限於其他適用法律條文)。

此外，根據中華人民共和國(「中國」)政府法規規定，本集團須按中國僱員該年度薪金約7%至20%，以中國僱員為受益人向若干退休福利計劃作出供款。當地市政府對本集團該類僱員作出退休福利責任保證。

## Additional Information 其他資料

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained at all times the sufficient public float as required under the Listing Rules throughout the six months ended 30 June 2021.

### 足夠公眾持股量

根據本公司現有公開資料及就董事所知，董事確認，本公司於截至二零二一年六月三十日止六個月任何時間已維持上市規則規定之充足公眾持股量。



# Interim Condensed Consolidated Income Statement

## 中期簡明綜合收益表

For the period ended 30 June 2021 截至二零二一年六月三十日止期間

		Unaudited 未經審核	
		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
		HK\$'000 千港元	HK\$'000 千港元
	Notes 附註		
Revenue	6	2,216,068	2,022,166
Cost of sales	8	(1,599,410)	(1,612,539)
<b>Gross profit</b>		<b>616,658</b>	409,627
Other income	6	44,295	76,459
Other gains/(losses), net	6	199,716	(8,224)
Selling expenses	8	(44,653)	(33,237)
Administrative expenses	8	(337,294)	(259,392)
Credit impairment loss, net	8	(33,108)	(42,498)
<b>Operating profit</b>		<b>445,614</b>	142,735
Finance costs	11	(35,098)	(30,798)
Share of results of investments accounted for using the equity method	27	167,663	128,232
(Loss)/gain on deemed acquisition and dilution of interest of an investment accounted for using the equity method	27	(5,635)	3,904
Gains on deemed disposals of investments accounted for using the equity method	27	2,861,475	–
<b>Profit before income tax</b>		<b>3,434,019</b>	244,073
Income tax expense	12	(60,545)	(29,058)
<b>Profit for the period</b>		<b>3,373,474</b>	215,015
<b>Profit attributable to:</b>	<b>應佔溢利：</b>		
– Owners of the Company	– 本公司擁有人	3,290,907	158,485
– Non-controlling interests	– 非控股權益	82,567	56,530
		<b>3,373,474</b>	215,015
		<b>HK\$ per share 每股港元</b>	<b>HK\$ per share 每股港元</b>
<b>Earnings per share for profit attributable to the owners of the Company:</b>	<b>本公司擁有人應佔溢利之每股盈利：</b>		
Basic	基本	1.19	0.06
Diluted	攤薄	1.16	0.05

The notes on pages 47 to 104 form an integral part of this interim condensed consolidated financial information.

第47至104頁之附註乃此中期簡明綜合財務資料其中部分。

# Interim Condensed Consolidated Statement of Comprehensive Income

## 中期簡明綜合全面收益表

For the period ended 30 June 2021 截至二零二一年六月三十日止期間

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Profit for the period</b>	<b>期內溢利</b>	<b>3,373,474</b>	215,015
<b>Other comprehensive income/(loss), net of tax</b>	<b>其他全面收益／(虧損) (扣除稅項)</b>		
<u>Items that may be subsequently reclassified to profit or loss</u>	<u>其後可能重新分類至損益之項目</u>		
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	<b>32,950</b>	(38,977)
Share of other comprehensive income/(loss) of investments accounted for using the equity method	應佔以權益法入賬之投資之其他全面收益／(虧損)	<b>12,020</b>	(20,356)
<u>Items that will not be subsequently reclassified to profit or loss</u>	<u>其後將不會重新分類至損益之項目</u>		
Change in value of a financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產價值變動	<b>(1,632,905)</b>	-
Share of other comprehensive loss of an investment accounted for using the equity method	應佔以權益法入賬之一項投資之其他全面虧損	<b>(51)</b>	(2,018)
<b>Total comprehensive income for the period, net of tax</b>	<b>期內全面收益總額 (扣除稅項)</b>	<b>1,785,488</b>	153,664
<b>Attributable to:</b>	<b>應佔：</b>		
- Owners of the Company	- 本公司擁有人	<b>1,693,996</b>	106,476
- Non-controlling interests	- 非控股權益	<b>91,492</b>	47,188
		<b>1,785,488</b>	153,664

The notes on pages 47 to 104 form an integral part of this interim condensed consolidated financial information.

第47至104頁之附註乃此中期簡明綜合財務資料其中部分。

# Interim Condensed Consolidated Balance Sheet

## 中期簡明綜合資產負債表

At 30 June 2021 於二零二一年六月三十日

			Unaudited 未經審核 As at 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
	Note 附註			
<b>ASSETS</b>		<b>資產</b>		
<b>Non-current assets</b>		<b>非流動資產</b>		
Investment properties	15	投資物業	1,117	1,219
Property, plant and equipment	16	物業、廠房及設備	352,804	387,318
Right-of-use assets	17	使用權資產	75,280	81,655
Intangible assets	18	無形資產	29,775	11,231
Deferred income tax assets		遞延所得稅資產	54	17
Investments accounted for using the equity method	27	以權益法入賬之投資	2,540,616	2,404,813
Financial asset at fair value through other comprehensive income	19	按公平值計入其他全面收益之金融資產	1,841,361	–
Other financial assets at amortised cost		按攤銷成本計量之其他金融資產	2,437	14,332
Loan receivables	21	應收貸款	54	54
Financial assets at fair value through profit or loss	20	按公平值計入損益之金融資產	126,022	542,004
Bank deposits	23	銀行存款	–	6,105
<b>Total non-current assets</b>		<b>非流動資產總額</b>	<b>4,969,520</b>	<b>3,448,748</b>
<b>Current assets</b>		<b>流動資產</b>		
Inventories		存貨	118,260	121,445
Other current assets		其他流動資產	81,669	80,006
Other financial assets at amortised cost		按攤銷成本計量之其他金融資產	104,084	88,902
Amounts due from investments accounted for using the equity method	32(b)	應收以權益法入賬之投資之款項	29,240	19,957
Loan receivables	21	應收貸款	1,241,553	1,043,025
Trade and bills receivables	22	應收賬款及應收票據	233,369	273,894
Financial asset at fair value through profit or loss	20	按公平值計入損益之金融資產	1,374	1,036
Current income tax recoverable		可收回即期所得稅	17,529	11,990
Short-term bank deposits	23	短期銀行存款	6,563	76
Restricted bank balance	23	受限制銀行結餘	721,904	880,552
Cash and cash equivalents	23	現金及現金等價物	3,770,278	3,747,468
<b>Total current assets</b>		<b>流動資產總值</b>	<b>6,325,823</b>	<b>6,268,351</b>
<b>Total assets</b>		<b>資產總值</b>	<b>11,295,343</b>	<b>9,717,099</b>
<b>EQUITY</b>		<b>權益</b>		
<b>Capital and reserves attributable to the owners of the Company</b>		<b>本公司擁有人應佔資本及儲備</b>		
Share capital	26	股本	6,942	6,942
Reserves		儲備	7,230,862	5,535,124
			<b>7,237,804</b>	<b>5,542,066</b>
Non-controlling interests		非控股權益	917,194	825,438
<b>Total equity</b>		<b>權益總額</b>	<b>8,154,998</b>	<b>6,367,504</b>

The notes on pages 47 to 104 form an integral part of this interim condensed consolidated financial information.

第47至104頁之附註乃此中期簡明綜合財務資料其中部分。

# Interim Condensed Consolidated Balance Sheet (Continued)

## 中期簡明綜合資產負債表 (續)

At 30 June 2021 於二零二一年六月三十日

			Unaudited 未經審核 As at 30 June 2021 於二零二一年 六月三十日	Audited 經審核 As at 31 December 2020 於二零二零年 十二月三十一日
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Written put option liabilities	賣出認沽期權負債	28	865,921	831,207
Lease liabilities	租賃負債	17	22,963	28,143
Deferred income tax liabilities	遞延所得稅負債		2,050	371
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>890,934</b>	859,721
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	應付賬款及應付票據	24	497,433	526,804
Payables for payment processing solutions business	支付交易處理解決方案業務之應付款項	25	664,249	828,619
Other payables and accruals	其他應付款項及應計款項	25	973,649	1,013,991
Amounts due to investments accounted for using the equity method	應付以權益法入賬之投資之款項	32(b)	28,491	43,936
Current income tax liabilities	即期所得稅負債		59,206	51,189
Lease liabilities	租賃負債	17	26,383	25,335
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>2,249,411</b>	2,489,874
<b>Total liabilities</b>	<b>負債總額</b>		<b>3,140,345</b>	3,349,595
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>11,295,343</b>	9,717,099

On behalf of the Board

代表董事會

\_\_\_\_\_  
Xu Wensheng  
徐文生  
Director  
董事

\_\_\_\_\_  
Li Wenjin  
李文晉  
Director  
董事

The notes on pages 47 to 104 form an integral part of this interim condensed consolidated financial information.

第47至104頁之附註乃此中期簡明綜合財務資料其中部分。

# Interim Condensed Consolidated Statement of Changes in Equity

## 中期簡明綜合權益變動表

For the period ended 30 June 2021 截至二零二一年六月三十日止期間

		Unaudited 未經審核							
		Attributable to the owners of the Company 本公司擁有人應佔							
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Exchange reserve 外匯儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Non- controlling interests 非控股權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
<b>Balance at 31 December 2020</b>	於二零二零年十二月三十一日之 結餘	6,942	1,063,153	168,434	433,076	158,322	3,712,139	825,438	6,367,504
<b>Comprehensive income</b>	<b>全面收益</b>								
Profit for the period	期內溢利	-	-	-	-	-	3,290,907	82,567	3,373,474
<b>Other comprehensive income/(loss)</b>	<b>其他全面收益/(虧損)</b>								
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	-	-	-	-	24,025	-	8,925	32,950
Share of other comprehensive loss of investments accounted for using the equity method	應佔以權益法入賬之投資之其他全面虧損	-	-	-	(51)	12,020	-	-	11,969
Change in value of a financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產價值變動	-	-	-	(1,632,905)	-	-	-	(1,632,905)
<b>Total comprehensive (loss)/income</b>	<b>全面(虧損)/收益總額</b>	-	-	-	(1,632,956)	36,045	3,290,907	91,492	1,785,488
Share of other reserves of an investment accounted for using the equity method	應佔以權益法入賬之投資之其他儲備	-	-	-	1,742	-	-	-	1,742
Change in non-controlling interests on acquisition of a subsidiary (Note 30)	收購一間附屬公司產生的非控股權益變動(附註30)	-	-	-	-	-	-	2,165	2,165
Dividend paid to non-controlling interests	派付予非控股權益的股息	-	-	-	-	-	-	(1,901)	(1,901)
<b>Balance at 30 June 2021</b>	於二零二一年六月三十日之 結餘	6,942	1,063,153	168,434	(1,198,138)	194,367	7,003,046	917,194	8,154,998

The notes on pages 47 to 104 form an integral part of this interim condensed consolidated financial information.

第47至104頁之附註乃此中期簡明綜合財務資料其中部分。

# Interim Condensed Consolidated Statement of Changes in Equity (Continued)

## 中期簡明綜合權益變動表(續)

For the period ended 30 June 2021 截至二零二一年六月三十日止期間

		Unaudited 未經審核							
		Attributable to the owners of the Company 本公司擁有人應佔							
		Share capital 股本	Share premium 股份溢價	Contributed surplus 實繳盈餘	Other reserves 其他儲備	Exchange reserve 外匯儲備	Retained earnings 保留盈利	Non- controlling interests 非控股權益	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Balance at 31 December 2019</b>	<b>於二零一九年十二月三十一日之 結餘</b>	6,942	1,063,153	168,434	434,108	(41,043)	3,055,454	591,464	5,278,512
<b>Comprehensive income</b>	<b>全面收益</b>								
Profit for the period	期內溢利	-	-	-	-	-	158,485	56,530	215,015
<b>Other comprehensive loss</b>	<b>其他全面虧損</b>								
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	-	-	-	-	(29,635)	-	(9,342)	(38,977)
Share of other comprehensive loss of investments accounted for using the equity method	應佔以權益法入賬之投資之其他全面虧損	-	-	-	(2,018)	(20,356)	-	-	(22,374)
<b>Total comprehensive (loss)/income</b>	<b>全面(虧損)/收益總額</b>	-	-	-	(2,018)	(49,991)	158,485	47,188	153,664
Share of other reserves of an investment accounted for using the equity method	應佔以權益法入賬之投資之其他儲備	-	-	-	7,600	-	-	-	7,600
Deemed disposals of shares of subsidiaries (Note 29)	視為出售附屬公司股份(附註29)	-	-	-	38,853	1,697	-	54,619	95,169
Initial recognition of the written put option liability (Note 28)	初步確認賣出認沽期權負債(附註28)	-	-	-	(78,824)	-	-	-	(78,824)
<b>Balance at 30 June 2020</b>	<b>於二零二零年六月三十日之 結餘</b>	6,942	1,063,153	168,434	399,719	(89,337)	3,213,939	693,271	5,456,121

The notes on pages 47 to 104 form an integral part of this interim condensed consolidated financial information.

第47至104頁之附註乃此中期簡明綜合財務資料其中部分。

# Interim Condensed Consolidated Cash Flow Statement

## 中期簡明綜合現金流量表

For the period ended 30 June 2021 截至二零二一年六月三十日止期間

		Unaudited 未經審核	
		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
		HK\$'000	HK\$'000
		千港元	千港元
	Notes 附註		
<b>Cash flows from operating activities</b>	<b>經營活動之現金流量</b>		
Cash (used in)/generated from operations	經營(所用)／所得現金	(68,232)	81,947
Interest paid	已付利息	(1,131)	(1,504)
Overseas income tax paid	已支付海外所得稅	(58,758)	(45,473)
<b>Net cash (used in)/generated from operating activities</b>	<b>經營活動(所用)／所得現金淨額</b>	<b>(128,121)</b>	<b>34,970</b>
<b>Cash flows from investing activities</b>	<b>投資活動之現金流量</b>		
Purchases of property, plant and equipment	購置物業、廠房及設備	(83,244)	(83,654)
Purchases of intangible assets	購買無形資產	(117)	(7,050)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	231	–
Acquisition of a subsidiary	收購一間附屬公司	(12,010)	–
Acquisition of investments accounted for using the equity method	收購以權益法入賬之投資	–	(6,558)
Decrease/(increase) in restricted bank balance	受限制銀行結餘減少／(增加)	165,674	(19,640)
Increase in bank deposits	銀行存款增加	–	(5,497)
Dividend received from an associated company	已收一間聯營公司之股息	36,400	21,840
Interest received	已收利息	24,343	36,395
<b>Net cash generated from/(used in) investing activities</b>	<b>投資活動所得／(所用)現金淨額</b>	<b>131,277</b>	<b>(64,164)</b>
<b>Cash flows from financing activities</b>	<b>融資活動之現金流量</b>		
Net cash inflow from deemed disposals of shares of subsidiaries	視為出售附屬公司股份之現金流入淨額	–	95,169
Repayment of bank borrowing	償還銀行借款	–	(5,496)
Principal elements of lease payments	租賃付款之本金部分	(13,435)	(17,538)
(Increase)/decrease in bank deposits	銀行存款(增加)／減少	(332)	145
Dividend paid to non-controlling interests	已付非控股權益股息	(1,901)	–
<b>Net cash (used in)/generated from financing activities</b>	<b>融資活動(所用)／所得現金淨額</b>	<b>(15,668)</b>	<b>72,280</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物之(減少)／增加淨額</b>	<b>(12,512)</b>	<b>43,086</b>
Cash and cash equivalents at beginning of the period	期初之現金及現金等價物	3,747,468	3,712,567
Exchange gain/(loss) on cash and cash equivalents	現金及現金等價物之匯兌收益／(虧損)	35,322	(44,524)
<b>Cash and cash equivalents at the end of the period</b>	<b>期末之現金及現金等價物</b>	<b>3,770,278</b>	<b>3,711,129</b>

The notes on pages 47 to 104 form an integral part of this interim condensed consolidated financial information.

第47至104頁之附註乃此中期簡明綜合財務資料其中部分。

# Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

## 1 GENERAL INFORMATION

The principal activity of Hi Sun Technology (China) Limited (the “Company”) is investment holdings.

The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the provision of payment processing solutions, provision of fintech solutions and services, sales of information security chips and solutions, provision of platform operation solutions, provision of financial solutions and sales of electronic power meters and solutions.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”).

This interim condensed consolidated financial information is presented in thousands of Hong Kong dollar (HK\$’000), unless otherwise stated.

This interim condensed consolidated financial information was approved for issue on 12 August 2021.

This interim condensed consolidated financial information has not been audited.

## 1 一般資料

高陽科技(中國)有限公司(「本公司」)之主要業務為投資控股。

本公司及其附屬公司(統稱為「本集團」)主要從事提供支付交易處理解決方案、提供金融科技解決方案及服務、銷售信息安全芯片及解決方案、提供平台運營解決方案、提供金融解決方案及銷售電能計量產品及解決方案。

本公司為一間於百慕達註冊成立之有限公司，其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司於香港聯合交易所有限公司(「聯交所」)主板上市。

除另有所指外，此中期簡明綜合財務資料以千港元(千港元)呈列。

此中期簡明綜合財務資料已於二零二一年八月十二日獲批准刊發。

此中期簡明綜合財務資料並未經審核。



# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 2 BASIS OF PREPARATION

This interim condensed consolidated financial information for the six months ended 30 June 2021 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 ‘Interim financial reporting’ issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This interim condensed consolidated financial information does not include all the notes of the type normally included in annual consolidated financial statements. Accordingly, this interim condensed consolidated financial information should be read in conjunction with the annual consolidated financial statements for the year ended 31 December 2020, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

### 3 ACCOUNTING POLICIES

The accounting policies applied are consistent with those of the annual consolidated financial statements for the year ended 31 December 2020, as described in those annual consolidated financial statements, except for the estimation of income tax and the adoption of new and amended standard as set out below. Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

#### 3.1 New and amended standard adopted by the Group

A number of new or amended standards became applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these standards.

#### 3.2 Impact of standards issued but not yet applied by the Group

Certain new accounting standards and interpretations have been published that are not mandatory for this reporting period and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

### 2 編製基準

此截至二零二一年六月三十日止六個月之中期簡明綜合財務資料乃按香港會計師公會（「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。此中期簡明綜合財務資料並不包括年度綜合財務報表一般載有之所有附註類型。因此，此中期簡明綜合財務資料應與截至二零二零年十二月三十一日止年度之年度綜合財務報表一併閱讀，其根據香港財務報告準則（「香港財務報告準則」）編製。

### 3 會計政策

所應用會計政策與截至二零二零年十二月三十一日止年度之年度綜合財務報表所採納者貫徹一致，有關會計政策已於該等年度綜合財務報表中載述，惟估計所得稅及採納下文所載之新訂及經修訂準則除外。中期期間有關收入之稅項按適用於預計全年盈利總額之稅率累計。

#### 3.1 本集團採納之新訂及經修訂準則

若干新訂或經修訂準則適用於本報告期間。由於採納該等準則，本集團毋須變更其會計政策或作出追溯調整。

#### 3.2 已頒佈但本集團尚未應用的準則之影響

若干新訂會計準則及詮釋已頒佈，惟於本報告期間尚未強制生效，亦未獲本集團提早採納。預期該等準則於本報告期間或未來報告期間不會對本集團及可預見的未來交易產生重大影響。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 4 ESTIMATES

The preparation of interim condensed consolidated financial information requires the management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing this interim condensed consolidated financial information, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2020.

### 5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

#### 5.1 Financial risk factors

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

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2020.

There have been no significant changes in the risk management policies since 31 December 2020.

### 4 估計

編製中期簡明綜合財務資料要求管理層作出判斷、估計及假設，影響會計政策之應用以及資產及負債、收入及開支之報告金額。實際結果可能與該等估計不同。

於編製此中期簡明綜合財務資料時，管理層於應用本集團會計政策及估計不確定之主要來源時作出之重大判斷，與應用截至二零二零年十二月三十一日止年度之綜合財務報表者相同。

### 5 財務風險管理及金融工具

#### 5.1 財務風險因素

本集團之活動面對多種財務風險：市場風險（包括外幣風險、公平值利率風險、現金流量利率風險及價格風險）、信貸風險及流動資金風險。

中期簡明綜合財務資料並不包括年度綜合財務報表規定之所有財務風險管理資料及披露，且應與本集團截至二零二零年十二月三十一日止年度之年度綜合財務報表一併閱讀。

自二零二零年十二月三十一日起，本集團風險管理政策並無重大變動。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued) 5 財務風險管理及金融工具 (續)

#### 5.2 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at 30 June 2021 and 31 December 2020 by level of the inputs to valuation techniques used to measure fair values. Such inputs are categorised into three levels within a fair value hierarchy as follows:

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

#### 5.2 公平值估計

下表按公平值計量所使用之估值技術所用輸入數據的層級，分析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按公平值入賬之金融工具。有關輸入數據乃按下文所述而分類歸入公平值架構內的三個層級：

- 相同資產或負債之活躍市場報價 (未經調整) (第一級)。
- 除包含於第一級之報價外，資產或負債之可觀察直接 (即價格) 或間接 (即源自價格者) 輸入資料 (第二級)。
- 並非根據可觀察市場資料而釐定之資產或負債之輸入資料 (即不可觀察之輸入資料) (第三級)。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued) 5 財務風險管理及金融工具 (續)

#### 5.2 Fair value estimation (Continued)

The following table presents the Group's financial assets that were measured at fair values at 30 June 2021.

#### 5.2 公平值估計 (續)

下表呈列本集團於二零二一年六月三十日按公平值計量之金融資產。

		Unaudited 未經審核			Total
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產				
– Unlisted investment fund	– 非上市投資基金	–	–	126,022	126,022
– Listed trading securities	– 上市買賣證券	1,374	–	–	1,374
Financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產				
– Listed trading securities	– 上市買賣證券	1,841,361	–	–	1,841,361
<b>Total</b>	<b>總計</b>	<b>1,842,735</b>	<b>–</b>	<b>126,022</b>	<b>1,968,757</b>

The following table presents the Group's financial assets that were measured at fair values at 31 December 2020.

下表呈列本集團於二零二零年十二月三十一日按公平值計量之金融資產。

		Audited 經審核			Total
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產				
– Unlisted investment fund	– 非上市投資基金	–	–	123,480	123,480
– Unlisted convertible preference shares	– 非上市可換股優先股	–	–	418,524	418,524
– Listed trading securities	– 上市買賣證券	1,036	–	–	1,036
<b>Total</b>	<b>總計</b>	<b>1,036</b>	<b>–</b>	<b>542,004</b>	<b>543,040</b>

There were no transfers of financial assets between the fair value hierarchy classifications during the period (six months ended 30 June 2020: same).

於本期間，公平值等級分類間並無金融資產轉讓(截至二零二零年六月三十日止六個月：相同)。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued) 5 財務風險管理及金融工具 (續)

#### 5.3 Financial instruments in Level 1

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and equity securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

#### 5.4 Fair value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in level 3 financial instruments for the six months ended 30 June 2021:

#### 5.3 第一級之金融工具

在活躍市場買賣之金融工具(例如公開買賣衍生工具及買賣及股本證券)之公平值,根據結算日之市場報價計算。本集團所持金融資產之市場報價為當時買入價。該等工具計入第一級。

#### 5.4 利用重大不可觀察輸入數據計量之公平值(第三級)

下表呈列第三級金融工具於截至二零二一年六月三十日止六個月之變動:

		Unaudited 未經審核		
		Financial assets at fair value through profit or loss 按公平值計入損益之 金融資產		
		– unlisted convertible preference shares –非上市 可換股 優先股 HK\$'000 千港元	– unlisted investment fund –非上市 投資基金 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Balance at 1 January 2021</b>	於二零二一年一月一日 之結餘	418,524	123,480	542,004
Fair value gain on revaluation recognised in profit or loss	於損益確認之重估 公平值收益	197,822	1,548	199,370
Conversion of convertible preference shares (Note 20(b))	轉換可換股優先股 (附註20(b))	(616,346)	–	(616,346)
Exchange realignment	匯兌調整	–	994	994
<b>As at 30 June 2021</b>	於二零二一年 六月三十日	–	126,022	126,022
Unrealised gain recognised in the interim condensed consolidated income statement attributable to balances at the balance sheet date	於中期簡明綜合收益表 確認之於資產負債表 日期結餘應佔之 未變現收益	–	1,548	1,548

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

### 5 財務風險管理及金融工具 (續)

#### 5.4 Fair value measurements using significant unobservable inputs (Level 3) (Continued)

The following table presents the changes in level 3 instruments for the six months ended 30 June 2020:

#### 5.4 利用重大不可觀察輸入數據計量之公平值 (第三級) (續)

下表呈列第三級工具於截至二零二零年六月三十日止六個月之變動：

		Unaudited 未經審核		
		Financial assets at fair value through profit or loss 按公平值計入損益之 金融資產		
		– unlisted convertible preference shares –非上市 可換股 優先股 HK\$'000 千港元	– unlisted investment fund –非上市 投資基金 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Balance at 1 January 2020</b>	<b>於二零二零年一月一日 之結餘</b>	166,113	122,093	288,206
Fair value gain/(loss) on revaluation recognised in profit or loss	於損益確認之重估 公平值收益／(虧損)	3,853	(12,210)	(8,357)
Exchange realignment	匯兌調整	–	(2,138)	(2,138)
<b>As at 30 June 2020</b>	<b>於二零二零年 六月三十日</b>	169,966	107,745	277,711
Unrealised gain/(loss) recognised in the interim condensed consolidated income statement attributable to balances at the balance sheet date	於中期簡明綜合收益表 確認之於結算日結餘 應佔之未變現收益／ (虧損)	3,853	(12,210)	(8,357)

The Group's finance department includes a team that performs the valuations of financial assets required for financial reporting purposes, including level 3 fair values. As part of the valuation process, this team reports directly to the Group financial controller and external valuers will be engaged, if necessary.

本集團財務部包括一個就財務報告所需金融資產估值(包括第三級公平值)之團隊。於估值過程中，該團隊直接向本集團財務總監匯報，並於有需要時委聘外部估值師。

## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued) 5 財務風險管理及金融工具 (續)

#### 5.4 Fair value measurements using significant unobservable inputs (Level 3) (Continued)

Specific valuation techniques used to value level 3 financial instruments include techniques such as discounted cash flow analysis and net asset value model. There are no changes in valuation techniques during the period (six months ended 30 June 2020: same).

In applying the discounted cash flow technique, management has taken into account the estimated amount that the Group would receive to sell the instrument at the balance sheet date, taking into account current interest rates and the current credit worthiness of the counterparties. Where discounted cash flow techniques are used, estimated future cash flows are based on the management's best estimates and the discount rate is a market related rate for a similar instrument at the balance sheet date.

During the six months ended 30 June 2021, there were no reclassification of financial assets (six months ended 30 June 2020: same).

Quantitative information about fair value measurements using significant unobservable inputs (Level 3):

(a) *Financial asset at fair value through profit or loss – unlisted investment fund*

The Group has determined that the audited net asset value approximates fair value of the unlisted investment fund after applying a portfolio discount 10% (31 December 2020: 10%).

#### 5.4 利用重大不可觀察輸入數據計量之公平值 (第三級) (續)

就第三級金融工具估值使用之指定估值技術包括貼現現金流量分析及資產淨值模式等技術。於本期間，估值技術並無變動（截至二零二零年六月三十日止六個月：相同）。

於應用貼現現金流量技術時，管理層已計及本集團於結算日銷售有關工具收取的估計金額，並考慮現時利率及對手方目前的信譽。倘使用貼現現金流量技術，估計未來現金流量乃基於管理層的最佳估計，及貼現率為於結算日類似工具有關的市場利率。

於截至二零二一年六月三十日止六個月，金融資產概無重新分類（截至二零二零年六月三十日止六個月：相同）。

利用重大不可觀察輸入數據計量公平值之量化資料如下（第三級）：

(a) *按公平值計入損益之金融資產—非上市投資基金*

本集團釐定在應用投資組合折讓10%（二零二零年十二月三十一日：10%）後，經審核資產淨值與非上市投資基金的公平值相若。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

### 5 財務風險管理及金融工具 (續)

#### 5.5 Fair value of financial assets and liabilities measured at amortised cost

The fair values of the following financial assets and liabilities approximate their carrying values:

- Other financial assets at amortised cost
- Loan receivables
- Bank deposits
- Amounts due from investments accounted for using the equity method
- Trade and bills receivables
- Cash and bank balances
- Written put option liabilities
- Lease liabilities
- Trade and bills payables
- Payables for payment processing solutions business
- Other payables and accruals
- Amounts due to investments accounted for using the equity method

#### 5.5 按攤銷成本計量之金融資產及負債公平值

下列金融資產及負債之公平值與其賬面值相若：

- 按攤銷成本計量之其他金融資產
- 應收貸款
- 銀行存款
- 應收以權益法入賬之投資之款項
- 應收賬款及應收票據
- 現金及銀行結餘
- 賣出認沽期權負債
- 租賃負債
- 應付賬款及應付票據
- 支付交易處理解決方案業務之應付款項
- 其他應付款項及應計款項
- 應付以權益法入賬之投資之款項



## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 6 REVENUE, OTHER INCOME AND OTHER GAINS/(LOSSES), NET

The Group is principally engaged in the provision of payment processing solutions, provision of fintech solutions and services, sales of information security chips and solutions, provision of platform operation solutions, provision of financial solutions and sales of electronic power meters and solutions.

Revenue recognised during the period is as follows:

### 6 收入、其他收入及其他收益／（虧損）淨額

本集團主要從事提供支付交易處理解決方案、提供金融科技解決方案及服務、銷售信息安全芯片及解決方案、提供平台運營解決方案、提供金融解決方案以及銷售電能計量產品及解決方案。

於期內確認之收入如下：

		<b>Unaudited 未經審核</b>	
		<b>Six months ended 30 June 截至六月三十日止六個月</b>	
		<b>2021</b>	<b>2020</b>
		<b>二零二一年</b>	<b>二零二零年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
			(restated) (經重列) (Note 7) (附註7)
Revenue	收入		
Provision of payment processing solutions	提供支付交易處理解決方案	<b>1,673,415</b>	1,590,657
Provision of fintech solutions and services	提供金融科技解決方案及服務	<b>100,842</b>	76,670
Sales of information security chips and solutions	銷售信息安全芯片及解決方案	<b>205,092</b>	170,757
Provision of platform operation solutions	提供平台運營解決方案	<b>80,733</b>	81,417
Provision of financial solutions	提供金融解決方案	<b>98,764</b>	67,201
Sales of electronic power meters and solutions	銷售電能計量產品及解決方案	<b>57,222</b>	35,464
		<b>2,216,068</b>	2,022,166

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 6 REVENUE, OTHER INCOME AND OTHER GAINS/(LOSSES), NET (Continued)

Other income and other gains/(losses), net recognised during the period are as follows:

### 6 收入、其他收入及其他收益／(虧損)淨額(續)

於期內確認之其他收入及其他收益／(虧損)淨額如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Other income	其他收入		
Interest income	利息收入	24,343	36,395
Government subsidies (Note)	政府補貼(附註)	17,701	37,800
Rental income	租金收入	1,641	1,516
Others	其他	610	748
		<b>44,295</b>	76,459
Other gains/(losses), net	其他收益／(虧損)淨額		
Fair value gains/(losses) on financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值收益／(虧損)		
– Unlisted convertible preference shares	– 非上市可換股優先股	197,822	3,853
– Unlisted investment fund	– 非上市投資基金	1,548	(12,210)
– Listed trading securities	– 上市買賣證券	338	22
Dividend income earned from a financial asset at fair value through profit or loss	賺取自一項按公平值計入損益之金融資產之股息收入	8	111
		<b>199,716</b>	(8,224)

Note: Government subsidies represented value-added tax refund from local tax bureau and grant from government in relation to sales and research and development of self-developed software products in the PRC. There were no unfulfilled condition and other contingencies attached to the receipts of those grants.

附註：政府補貼指地方稅務局的增值稅退稅款及政府就於中國銷售及研發自主開發軟件產品授予的補助。收取該等補貼並無附帶未達成條件及其他或然事項。

### 7 SEGMENT INFORMATION

Management has determined the operating segments based on the internal reports reviewed by the Board of Directors that are used to make strategic decisions.

The Board of Directors considers the business of the Group from a product perspective.

### 7 分類資料

管理層根據董事會審閱以作出策略決定之內部報告而釐定經營分類。

董事會從產品角度考慮本集團業務。

## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 7 SEGMENT INFORMATION (Continued)

Due to continual development of the Group, management has changed its internal organisational structure to align more closely with the Group's strategic decision and market dynamics to better serve customers. In particular, separate business units have been established for its payment processing solutions business and fintech solutions and services business. The Group has adopted the new organisational structure as the reporting format effective for the period ended 30 June 2021. The comparative segment information has been revised to conform with the current organisational structure.

The Group is organised into six main operating segments in these internal reports:

- (a) Payment processing solutions – principally engaged in provision of payment processing services, merchants recruiting and related products and solutions;
- (b) Fintech solutions and services – principally engaged in provision of micro-lending, supply chain financing, factoring business, credit assessment services and related products and solutions;
- (c) Information security chips and solutions – principally engaged in the provision of information system consultancy services, the sale of mag-strip and security decoder chips and related products and solutions;
- (d) Platform operation solutions – principally engaged in the provision of telecommunication and mobile payment platform operation services and operation value-added services;
- (e) Financial solutions – principally engaged in the provision of information system consultancy, integration and operation services and sales of information technology products to financial institutions and banks; and
- (f) Electronic power meters and solutions – principally engaged in the manufacturing and sales of electronic power meters, data collection terminals and related products and solutions.

The Board of Directors assesses the performance of the operating segments based on a measure of earnings before interest expense, taxes, depreciation and amortisation ("EBITDA"), excluding write off of property, plant and equipment and net fair value gains/(losses) on financial assets at fair value through profit or loss ("FVPL"), and segmental operating profit/(loss).

### 7 分類資料 (續)

鑑於本集團不斷發展，管理層已更改其內部組織架構，以更貼近本集團的戰略決策及市場動態，從而更好地為客戶服務。尤其是，本集團已就其支付交易處理解決方案業務及金融科技解決方案及服務業務分別成立業務單位。本集團已採用新的組織架構作為截至二零二一年六月三十日止期間生效的報告格式。比較分類資料已經遵循目前的組織架構作出修訂。

本集團之內部報告分為六個主要經營分類：

- (a) 支付交易處理解決方案—主要從事提供支付交易處理服務、招攬商戶以及相關產品及解決方案；
- (b) 金融科技解決方案及服務—主要從事提供小額貸款、供應鏈融資、保理業務、信貸評估服務及相關產品及解決方案；
- (c) 信息安全芯片及解決方案—主要從事提供資訊系統諮詢服務、銷售磁條及加密解碼芯片以及相關產品及解決方案；
- (d) 平台運營解決方案—主要從事提供電訊及移動支付平台運營服務及運營增值服務；
- (e) 金融解決方案—主要從事向金融機構及銀行提供資訊系統諮詢、集成與運營服務及銷售資訊科技產品；及
- (f) 電能計量產品及解決方案—主要從事生產及銷售電能計量產品、數據收集終端以及相關產品及解決方案。

董事會按扣除利息支出、稅項、折舊及攤銷前盈利（「EBITDA」）（不包括撇銷物業、廠房及設備及按公平值計入損益（「按公平值計入損益」）之金融資產之公平值收益／（虧損）淨額及分類經營溢利／（虧損）指標評估經營分類之表現。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 7 SEGMENT INFORMATION (Continued)

An analysis of the Group's revenue and results for the six months ended 30 June 2021 by operating segment is as follows:

### 7 分類資料 (續)

本集團截至二零二一年六月三十日止六個月之收入及業績按經營分類分析如下：

		Unaudited 未經審核						
		Payment processing solutions 支付交易處理解決方案 HK\$'000 千港元	Fintech solutions and services 金融科技解決方案及服務 HK\$'000 千港元	Information security chips and solutions 信息安全芯片及解決方案 HK\$'000 千港元	Platform operation solutions 平台運營解決方案 HK\$'000 千港元	Financial solutions 金融解決方案 HK\$'000 千港元	Electronic power meters and solutions 電能計量產品及解決方案 HK\$'000 千港元	Total Group 集團總計 HK\$'000 千港元
Six months ended 30 June 2021	截至二零二一年六月三十日止六個月							
Segment revenue	分類收入	1,676,083	101,500	205,092	80,748	98,764	57,222	2,219,409
Inter-segment revenue	分類間收入	(2,668)	(658)	-	(15)	-	-	(3,341)
Revenue from external customers	來自外部客戶之收入	1,673,415	100,842	205,092	80,733	98,764	57,222	2,216,068
Segmental EBITDA (excluding write off of property, plant and equipment and net fair value gains on financial assets at fair value through profit or loss)	分類EBITDA (不包括撇銷物業、廠房及設備及按公平值計入損益之金融資產之公平值收益淨額)	398,933	23,242	43,146	(6,310)	(32,975)	(5,947)	420,089
Depreciation	折舊	(116,537)	(2,790)	(3,645)	(2,207)	(4,026)	(1,451)	(130,656)
Amortisation	攤銷	(2)	(67)	(1,288)	(19)	-	(46)	(1,422)
Write off of property, plant and equipment	撇銷物業、廠房及設備	(2,250)	-	-	-	-	-	(2,250)
Net fair value gains on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值收益淨額	-	-	-	199,370	-	-	199,370
Segmental operating profit/(loss)	分類經營溢利/(虧損)	280,144	20,385	38,213	190,834	(37,001)	(7,444)	485,131
Unallocated other income	未分配其他收入							2,359
Unallocated corporate expenses	未分配企業開支							(41,876)
Finance costs	融資成本							(35,098)
Share of results of investments accounted for using the equity method	應佔以權益法入賬之投資業績							167,663
Loss on deemed acquisition and dilution of interest of an investment accounted for using the equity method	視作收購及攤薄一項以權益法入賬之投資權益之虧損							(5,635)
Gains on deemed disposals of investments accounted for using the equity method	視作出售以權益法入賬之投資之收益							2,861,475
Profit before income tax	除所得稅前溢利							3,434,019
Income tax expense	所得稅開支							(60,545)
Profit for the period	期內溢利							3,373,474

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 7 SEGMENT INFORMATION (Continued)

An analysis of the Group's revenue and results for the six months ended 30 June 2020 by operating segment is as follows:

### 7 分類資料 (續)

本集團截至二零二零年六月三十日止六個月之收入及業績按經營分類分析如下：

		Unaudited 未經審核						Total Group
		Payment processing solutions 支付 交易處理 解決方案 HK\$'000 千港元 (restated) (經重列)	Fintech solutions and services 金融科技 解決方案 及服務 HK\$'000 千港元 (restated) (經重列)	Information security chips and solutions 信息安全 芯片及 解決方案 HK\$'000 千港元	Platform operation solutions 平台運營 解決方案 HK\$'000 千港元	Financial solutions 金融 解決方案 HK\$'000 千港元	Electronic power meters and solutions 電能計量 產品及 解決方案 HK\$'000 千港元	HK\$'000 千港元
<b>Six months ended 30 June 2020</b>	<b>截至二零二零年 六月三十日止六個月</b>							
Segment revenue	分類收入	1,593,937	77,254	170,757	87,089	67,201	35,464	2,031,702
Inter-segment revenue	分類間收入	(3,280)	(584)	-	(5,672)	-	-	(9,536)
Revenue from external customers	來自外部客戶之收入	1,590,657	76,670	170,757	81,417	67,201	35,464	2,022,166
Segmental EBITDA (excluding write off of property, plant and equipment and net fair value losses on financial assets at fair value through profit or loss)	分類EBITDA (不包括撇銷 物業、廠房及設備及 按公平值計入損益之 金融資產之公平值 虧損淨額)	346,667	(10,140)	19,018	5,576	(37,753)	(6,613)	316,755
Depreciation	折舊	(105,533)	(2,522)	(1,586)	(2,726)	(2,272)	(1,404)	(116,043)
Amortisation	攤銷	-	-	(723)	(18)	-	(42)	(783)
Write off of property, plant and equipment	撇銷物業、廠房及設備	(15,480)	-	-	-	-	-	(15,480)
Net fair value losses on financial assets at fair value through profit or loss	按公平值計入損益之 金融資產之公平值 虧損淨額	-	-	-	(8,357)	-	-	(8,357)
Segmental operating profit/(loss)	分類經營溢利/(虧損)	225,654	(12,662)	16,709	(5,525)	(40,025)	(8,059)	176,092
Unallocated other income	未分配其他收入							4,194
Unallocated corporate expenses	未分配企業開支							(37,551)
Finance costs	融資成本							(30,798)
Share of results of investments accounted for using the equity method	應佔以權益法入賬之 投資業績							128,232
Gain on deemed acquisition of an investment accounted for using the equity method	視作收購一項以權益法入 賬之投資之收益							3,904
Profit before income tax	除所得稅前溢利							244,073
Income tax expense	所得稅開支							(29,058)
Profit for the period	期內溢利							215,015

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 7 SEGMENT INFORMATION (Continued)

Unallocated corporate expenses represent costs that are used for all segments, including depreciation of property, plant and equipment of HK\$655,000 (six months ended 30 June 2020: HK\$879,000), depreciation of investment properties of HK\$102,000 (six months ended 30 June 2020: HK\$99,000) and depreciation of right-of-use assets of HK\$2,470,000 (six months ended 30 June 2020: HK\$2,590,000), respectively.

The segment assets and liabilities as at 30 June 2021 and additions to non-current assets for the six months ended 30 June 2021 are as follows:

### 7 分類資料 (續)

未分配企業開支指所有分類所用成本，分別包括物業、廠房及設備折舊655,000港元(截至二零二零年六月三十日止六個月：879,000港元)、投資物業折舊102,000港元(截至二零二零年六月三十日止六個月：99,000港元)及使用權資產折舊2,470,000港元(截至二零二零年六月三十日止六個月：2,590,000港元)。

於二零二一年六月三十日之分類資產及負債及截至二零二一年六月三十日止六個月之非流動資產添置如下：

		Unaudited 未經審核 At 30 June 2021 於二零二一年六月三十日								
		Payment processing solutions 支付交易處理解決方案 HK\$'000 千港元	Fintech solutions and services 金融科技解決方案及服務 HK\$'000 千港元	Information security chips and solutions 信息安全芯片及解決方案 HK\$'000 千港元	Platform operation solutions 平台運營解決方案 HK\$'000 千港元	Financial solutions 金融解決方案 HK\$'000 千港元	Electronic power meters and solutions 電能計量產品及解決方案 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total Group 集團總計 HK\$'000 千港元
Segment assets	分類資產	4,146,824	1,916,033	366,051	2,315,500	306,759	244,544	3,840,772	(1,841,140)	11,295,343
Segment liabilities	分類負債	(2,783,997)	(870,007)	(182,355)	(312,567)	(406,083)	(188,647)	(237,829)	1,841,140	(3,140,345)
Additions to non-current assets (Note)	非流動資產添置(附註)	71,257	21,890	19,528	1,076	6,837	504	17	-	121,109

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 7 SEGMENT INFORMATION (Continued)

The segment assets and liabilities as at 31 December 2020 and additions to non-current assets for the six months ended 30 June 2020 are as follows:

### 7 分類資料 (續)

於二零二零年十二月三十一日之分類資產及負債及截至二零二零年六月三十日止六個月之非流動資產添置如下：

		Audited 經審核 At 31 December 2020 於二零二零年十二月三十一日								
		Payment processing solutions 支付 交易處理 解決方案 HK\$'000 千港元 (restated) (經重列)	Fintech solutions and services 金融科技 解決方案 及服務 HK\$'000 千港元 (restated) (經重列)	Information security chips and solutions 信息安全 芯片及 解決方案 HK\$'000 千港元 (restated) (經重列)	Platform operation solutions 平台運營 解決方案 HK\$'000 千港元 (restated) (經重列)	Financial solutions 金融 解決方案 HK\$'000 千港元 (restated) (經重列)	Electronic power meters and solutions 電能計量 產品及 解決方案 HK\$'000 千港元 (restated) (經重列)	Unallocated	Elimination	Total Group
Segment assets	分類資產	4,189,618	1,829,530	339,517	905,870	385,722	276,463	3,700,458	(1,910,079)	9,717,099
Segment liabilities	分類負債	(2,859,268)	(997,884)	(185,098)	(322,506)	(438,423)	(213,879)	(242,616)	1,910,079	(3,349,595)

  

		Unaudited 未經審核 At 30 June 2020 於二零二零年六月三十日								
		Payment processing solutions 支付 交易處理 解決方案 HK\$'000 千港元 (restated) (經重列)	Fintech solutions and services 金融科技 解決方案 及服務 HK\$'000 千港元 (restated) (經重列)	Information security chips and solutions 信息安全 芯片及 解決方案 HK\$'000 千港元 (restated) (經重列)	Platform operation solutions 平台運營 解決方案 HK\$'000 千港元 (restated) (經重列)	Financial solutions 金融 解決方案 HK\$'000 千港元 (restated) (經重列)	Electronic power meters and solutions 電能計量 產品及 解決方案 HK\$'000 千港元 (restated) (經重列)	Unallocated	Elimination	Total Group
Additions to non-current assets (Note)	非流動資產添置 (附註)	88,700	29	16,226	5,138	4,846	761	77	-	115,777

*Note:* The additions to non-current assets are excluding deferred income tax assets, investments accounted for using equity method, financial asset at fair value through other comprehensive income, other financial assets at amortised cost, loan receivables, financial assets at fair value through profit or loss and bank deposits.

*附註：* 非流動資產添置不包括遞延所得稅資產、以權益法入賬之投資、按公平值計入其他全面收益之金融資產、按攤銷成本計量之其他金融資產、應收貸款、按公平值計入損益之金融資產及銀行存款。

## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 7 SEGMENT INFORMATION (Continued)

During the period, additions to non-current assets mainly comprise additions to property, plant and equipment, right-of-use assets and intangible assets (six months ended 30 June 2020: same).

Information provided to the Board of Directors is measured in a manner consistent with that of the interim condensed consolidated financial information. These assets and liabilities are allocated based on the operations of the segment.

Sales between segments are carried out on normal commercial terms. The revenue from external parties reported to the Board of Directors is measured in a manner consistent with that in the interim condensed consolidated income statement.

The Group principally domiciles in Mainland China and Hong Kong (six months ended 30 June 2020: same).

### 7 分類資料 (續)

期內，非流動資產添置主要包括對物業、廠房及設備、使用權資產及無形資產之添置(截至二零二零年六月三十日止六個月：相同)。

向董事會提供之資料採用與中期簡明綜合財務資料一致之方法計量。該等資產及負債按分類之業務經營分配。

分類間之銷售按一般商業條款進行。向董事會匯報的來自外部各方之收入採用與中期簡明綜合收益表一致之方法計量。

本集團主要所在地為中國大陸及香港(截至二零二零年六月三十日止六個月：相同)。



## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 8 EXPENSES BY NATURE

Expenses included in cost of sales, selling expenses, administrative expenses and credit impairment loss, net are analysed as follows:

### 8 以性質區分之開支

計入銷售成本、銷售開支、行政費用及信貸減值虧損淨額之開支分析如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	1,900	1,900
Commission and incentives paid to merchant recruitment agents	向招攬商戶代理支付的佣金及激勵	1,125,622	1,189,412
Depreciation of property, plant and equipment (Note 16)	物業、廠房及設備折舊 (附註16)	118,971	102,079
Depreciation of right-of-use assets (Note 17)	使用權資產折舊 (附註17)	14,810	17,433
Depreciation of investment properties (Note 15)	投資物業折舊 (附註15)	102	99
Amortisation of intangible assets (Note 18)	無形資產攤銷 (附註18)	1,422	783
Employee benefit expenses (Note 10)	僱員福利開支 (附註10)	348,722	277,906
Costs of inventories sold (including provision for inventories)	售出存貨成本 (包括存貨撥備)	171,419	150,240
Operating lease rentals in respect of land and buildings	有關土地及樓宇之經營租賃租金	6,630	827
Research and development costs (including staff cost)	研究及開發成本 (包括員工成本)	116,065	99,034
(Gains)/losses on disposals of property, plant and equipment	出售物業、廠房及設備之 (收益) / 虧損	(149)	63
Write off of property, plant and equipment (Note 16)	撇銷物業、廠房及設備 (附註16)	2,250	15,480
Credit impairment loss, net	信貸減值虧損淨額		
– Trade and bills receivables	– 應收賬款及應收票據	(34)	(1,466)
– Loan receivables (Note 21)	– 應收貸款 (附註21)	33,142	43,964

### 9 NET FOREIGN EXCHANGE LOSS

The net foreign exchange loss recognised in the interim condensed consolidated income statement and included in administrative expenses for the six months ended 30 June 2021 amounted to HK\$3,669,000 (six months ended 30 June 2020: HK\$5,197,000).

### 9 外匯虧損淨額

截至二零二一年六月三十日止六個月，於中期簡明綜合收益表中確認並計入行政費用之外匯虧損淨額為3,669,000港元 (截至二零二零年六月三十日止六個月：5,197,000港元)。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 10 EMPLOYEE BENEFIT EXPENSES

### 10 僱員福利開支

		Unaudited 未經審核	
		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
		HK\$'000	HK\$'000
		千港元	千港元
Wages and salaries	工資及薪金	283,722	238,922
Social security and pension costs	社會保障及退休金成本	65,000	38,984
		<b>348,722</b>	<b>277,906</b>

### 11 FINANCE COSTS

### 11 融資成本

		Unaudited 未經審核	
		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
		HK\$'000	HK\$'000
		千港元	千港元
Finance costs	融資成本		
- Borrowing	- 借款	-	49
- Lease liabilities	- 租賃負債	1,131	1,455
- Written put option liabilities	- 賣出認沽期權負債	33,967	29,294
		<b>35,098</b>	<b>30,798</b>

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 12 INCOME TAX EXPENSE

### 12 所得稅開支

		Unaudited 未經審核	
		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
		HK\$'000 千港元	HK\$'000 千港元
Current income tax	當期所得稅		
– Hong Kong profits tax	– 香港利得稅	–	–
– Overseas taxation	– 海外稅項	59,969	29,063
Deferred tax	遞延稅項	576	(5)
Income tax expense	所得稅開支	<b>60,545</b>	29,058

Hong Kong profits tax has been provided for at the rate of 16.5% (six months ended 30 June 2020: 16.5%) on the estimated assessable profit for the period. Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the countries in which the Group operates.

Subsidiaries in the People's Republic of China (the "PRC") are subject to corporate income tax ("CIT") in accordance with the PRC CIT Law. According to the PRC CIT Law and the relevant regulations, the CIT tax rate applicable is 25% unless preferential rates are applicable in the cities where the subsidiaries are located. If a subsidiary is qualified as High and New Technology Enterprise ("HNTE"), the applicable CIT tax rate is 15%. If a subsidiary is qualified as Key Software Enterprise ("KSE"), the applicable CIT tax rate is 10%. If a subsidiary is engaged in Encouraged Industries in the Western Region ("EIWR"), the applicable CIT tax rate is 15%. If a subsidiary is qualified as Key Integrated Circuit Design Enterprises and Software Enterprises ("KIC"), the applicable CIT tax rate is 0% for the first five years commencing from the first profit-making year, and 10% for the subsequent years. If a subsidiary is qualified as Software and Integrated Circuit Enterprise ("SICE"), the applicable CIT tax rate is 0% for the first two years of being qualified and 12.5% for the next three years.

期內，香港利得稅已就估計應課稅溢利按16.5%（截至二零二零年六月三十日止六個月：16.5%）之稅率計提撥備。海外溢利之稅項則根據期內估計應課稅溢利以本集團經營業務所在國家當時稅率計算。

於中華人民共和國（「中國」）的附屬公司須根據中國企業所得稅（「企業所得稅」）法繳納企業所得稅。根據中國企業所得稅法及相關法規，除非優惠稅率適用於附屬公司所在城市，否則企業所得稅適用稅率為25%。倘一間附屬公司合資格成為高新技術企業（「高新技術企業」），則適用企業所得稅稅率為15%。倘一間附屬公司合資格成為重點軟件企業（「重點軟件企業」），則適用企業所得稅稅率為10%。倘一間附屬公司從事西部地區鼓勵類產業（「西部地區鼓勵類產業」），則適用企業所得稅稅率為15%。倘一間附屬公司合資格成為重點集成電路設計企業及軟件企業（「重點集成電路企業」），則自首個盈利年度開始的首五年適用企業所得稅稅率為0%，其後年度稅率為10%。倘一間附屬公司合資格成為軟件及集成電路企業（「軟件及集成電路企業」），則於合資格的首兩年適用企業所得稅稅率為0%，隨後三年稅率為12.5%。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 12 INCOME TAX EXPENSE (Continued)

### 12 所得稅開支(續)

#### Applicable corporate income tax rates of principal subsidiaries

#### 主要附屬公司的適用企業所得稅稅率

Subsidiaries	附屬公司	Applicable corporate income tax rate 適用企業所得稅稅率	
		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
Beijing Hi Sun Advanced Business Solutions Information Technology Limited (“ABS”) (Note (i))	北京高陽金信信息技術有限公司 (「高陽金信」) (附註(i))	15%	15%
Hangzhou PAX Electronic Technology Limited (“Hangzhou Electronic Technology”) (Note (ii))	杭州百富電子技術有限公司 (「杭州電子技術」) (附註(ii))	15%	15%
隨行付支付有限公司 (“VBill OPCO”) (Note (iii))	隨行付支付有限公司 (「隨行付」) (附註(iii))	25%	15%
北京銀企融合技術開發有限公司 (“Beijing Bank and Enterprise”) (Note (iv))	北京銀企融合技術開發有限公司 (「北京銀企」) (附註(iv))	15%	10%
隨行付(北京)金融信息服務有限公司 (“VBill Finance”) (Note (v))	隨行付(北京)金融信息服務有限公司 (「隨行付金融」) (附註(v))	15%	15%
北京隨信雲鏈科技有限公司 (“Beijing Cloud Chain”) (Note (vi))	北京隨信雲鏈科技有限公司 (「北京雲鏈」) (附註(vi))	15%	15%
重慶鑫聯隨行科技有限公司 (“Chongqing Xinlian”) (Note (vii))	重慶鑫聯隨行科技有限公司 (「重慶鑫聯」) (附註(vii))	15%	15%
Megahunt Technologies Inc. (“Megahunt”) (Note (viii))	兆訊恒達科技股份有限公司 (「兆訊恒達」) (附註(viii))	15%	10%
Hunan Hisun Mobile Pay IT Limited (“HN Mobile Pay”) (Note (ix))	湖南高陽通聯信息技術有限公司 (「湖南高陽通聯」) (附註(ix))	12.5%	15%

## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 12 INCOME TAX EXPENSE (Continued)

#### Applicable corporate income tax rates of principal subsidiaries (Continued)

Notes:

- (i) ABS was renewed as HNTE in 2018.
- (ii) Hangzhou Electronic Technology was renewed as HNTE in 2018.
- (iii) VBill OPCO was renewed as HNTE in 2017.
- (iv) Beijing Bank and Enterprise was qualified as KSE in 2020 and qualified as HNTE in 2021.
- (v) VBill Finance was qualified as HNTE in 2018.
- (vi) Beijing Cloud Chain was qualified as HNTE in 2019.
- (vii) Chongqing Xinlian was engaged in EIWR in 2020 and 2021.
- (viii) Megahunt was qualified as KIC in 2020 and qualified as HNTE in 2021.
- (ix) HN Mobile Pay was renewed as HNTE in 2017 and qualified as SICE in 2021.

### 12 所得稅開支 (續)

#### 主要附屬公司的適用企業所得稅稅率 (續)

附註：

- (i) 高陽金信於二零一八年續新為高新技術企業。
- (ii) 杭州電子技術於二零一八年續新為高新技術企業。
- (iii) 隨行付於二零一七年續新為高新技術企業。
- (iv) 北京銀企於二零二零年合資格成為重點軟件企業及於二零二一年合資格成為高新技術企業。
- (v) 隨行付金融於二零一八年合資格成為高新技術企業。
- (vi) 北京雲鏈於二零一九年合資格成為高新技術企業。
- (vii) 重慶鑫聯於二零二零年及二零二一年從事西部地區鼓勵類產業。
- (viii) 兆訊恒達於二零二零年合資格成為重點集成電路企業及於二零二一年合資格成為高新技術企業。
- (ix) 湖南高陽通聯於二零一七年續新為高新技術企業及於二零二一年合資格成為軟件及集成電路企業。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 13 DIVIDENDS

No dividend on ordinary share has been paid or declared by the Company for the six months ended 30 June 2021 (six months ended 30 June 2020: nil).

### 14 EARNINGS PER SHARE

#### (a) Basic

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

### 13 股息

截至二零二一年六月三十日止六個月，本公司並無派付或宣派任何普通股股息（截至二零二零年六月三十日止六個月：無）。

### 14 每股盈利

#### (a) 基本

每股基本盈利乃按本公司擁有人應佔期內溢利除以期內已發行普通股加權平均數計算。

		Unaudited 未經審核	
		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
Profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	3,290,907	158,485
Weighted average number of ordinary shares in issue (thousands shares)	已發行普通股加權平均數 (千股)	2,776,834	2,776,834
Basic earnings per share attributable to the owners of the Company (HK\$ per share)	本公司擁有人應佔每股基本盈利 (每股港元)	1.19	0.06

#### (b) Diluted

Diluted earnings per share is calculated by adjusting the net income and the weighted average number of ordinary shares outstanding to assume conversion of all potentially dilutive shares.

#### (b) 攤薄

每股攤薄盈利乃按轉換所有潛在攤薄股份之假設而調整收入淨額及發行在外普通股加權平均數計算。

## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 14 EARNINGS PER SHARE (Continued)

#### (b) Diluted (Continued)

For the six months ended 30 June 2021, the Group has four categories (six months ended 30 June 2020: six categories) of potentially dilutive shares: share options issued by an associated company – PAX Global Technology Limited (“PAX Global”), share options issued by a subsidiary – VBill OPCO and written put option liabilities issued by subsidiaries – VBill Limited (“VBill (Cayman)”) and Mega Hunt Microelectronics Limited (“Megahunt HK”) (six months ended 30 June 2020: share options issued by PAX Global, share options and convertible preference shares issued by an associated company – Cloopen Group Holdings Limited (“Cloopen”), share options issued by VBill OPCO and written put option liabilities issued by VBill (Cayman) and Megahunt HK).

For the six months ended 30 June 2021, the exercise of the outstanding share options in PAX Global would have a dilutive effect. The exercise of the share options in PAX Global would be dilutive if the net profit attributable to the owners of the Company will decrease. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual fair value of the associated company’s shares) based on the monetary value of the subscription rights attached to outstanding share options of PAX Global. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options of PAX Global.

For the six months ended 30 June 2020, the calculation of diluted earnings per share does not assume the exercise of the share options of PAX Global as they would have an anti-dilutive impact to the basic earnings per share.

### 14 每股盈利 (續)

#### (b) 攤薄 (續)

截至二零二一年六月三十日止六個月，本集團有四類(截至二零二零年六月三十日止六個月：六類)具潛在攤薄效應之股份：一間聯營公司—百富環球科技有限公司(「百富環球」)發行之購股權、一間附屬公司—隨行付發行之購股權以及附屬公司—隨行付控股有限公司(「VBill (Cayman)」)及兆訊微電子有限公司(「兆訊香港」)發行之賣出認沽期權負債(截至二零二零年六月三十日止六個月：百富環球發行之購股權、一間聯營公司—Cloopen Group Holdings Limited(「Cloopen」)發行之購股權及可換股優先股、隨行付發行之購股權及VBill (Cayman)及兆訊香港發行之賣出認沽期權負債)。

截至二零二一年六月三十日止六個月，行使百富環球尚未行使的購股權將會有攤薄影響。倘本公司擁有人應佔純利將減少，則行使百富環球之購股權將具有攤薄影響。釐定可按公平值收購之股份數目(按聯營公司股份之平均年度公平值釐定)乃根據百富環球之未行使購股權所附之認購權貨幣價值計算。上文所計算之股份數目乃與假設百富環球之購股權獲行使之已發行股份數目作比較。

截至二零二零年六月三十日止六個月，每股攤薄盈利乃根據假設百富環球之購股權未獲行使而計算，原因為其將會對每股基本盈利產生反攤薄影響。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 14 EARNINGS PER SHARE (Continued)

#### (b) Diluted (Continued)

For the six months ended 30 June 2021, the exercise of the outstanding share options in VBill OPCO would have a dilutive effect (six months ended 30 June 2020: same). The exercise of the share options in VBill OPCO would be dilutive if the net profit attributable to the owners of the Company will decrease. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual fair value of the subsidiary's shares) based on the monetary value of the subscription rights attached to outstanding share options of VBill OPCO. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options of VBill OPCO.

For the six months ended 30 June 2021, the calculation of diluted earnings per share does not assume the exercise of the written put option liabilities of VBill (Cayman) and Megahunt HK as they would have an anti-dilutive impact to the basic earnings per share (six months ended 30 June 2020: same).

For share options and convertible preference shares issued by Cloopen, the carrying amount of the interest in Cloopen was zero as at 30 June 2020. As at 30 June 2020, the Group's share of loss exceeded its interest in the ordinary shares of Cloopen, the exercise of the abovementioned share options and convertible preference shares would not have any impact on the diluted earnings per share.

### 14 每股盈利 (續)

#### (b) 攤薄 (續)

截至二零二一年六月三十日止六個月，行使隨行付之未行使購股權可能具有攤薄影響(截至二零二零年六月三十日止六個月：相同)。倘本公司擁有人應佔溢利淨額將減少，則行使隨行付之購股權將具有攤薄影響。釐定可按公平值(按附屬公司股份之平均年度公平值釐定)收購之股份數目乃根據隨行付未行使購股權所附之認購權貨幣價值計算。上文所計算之股份數目乃與假設隨行付之購股權獲行使之已發行股份數目作比較。

截至二零二一年六月三十日止六個月，計算每股攤薄盈利時假設VBill (Cayman)及兆訊香港之賣出認沽期權負債未獲行使，原因為其將會對每股基本盈利產生反攤薄影響(截至二零二零年六月三十日止六個月：相同)。

就Cloopen發行之購股權及可換股優先股而言，於二零二零年六月三十日，於Cloopen之權益賬面值為零。於二零二零年六月三十日，本集團應佔虧損超過其於Cloopen普通股之權益，故行使上述購股權及可換股優先股將不會對每股攤薄盈利造成任何影響。



# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 14 EARNINGS PER SHARE (Continued)

### 14 每股盈利 (續)

#### (b) Diluted (Continued)

#### (b) 攤薄 (續)

		Unaudited 未經審核	
		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
Profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	3,290,907	158,485
Assuming exercise of all outstanding dilutive share options issued by PAX Global (HK\$'000)	假設百富環球發行之尚未行使具有攤薄效應之購股權獲悉數行使 (千港元)		
– Decrease in share of profit of the associated company	– 聯營公司應佔溢利減少	(3,083)	–
– Increase in loss on dilution of interest of the associated company	– 聯營公司攤薄權益的虧損增加	(64,037)	–
Assuming exercise of all outstanding dilutive share options issued by VBill OPCO (HK\$'000)	假設隨行付發行之尚未行使具攤薄效應之購股權獲悉數行使 (千港元)		
– Decrease in net profit attributable to the owners of the Company	– 本公司擁有人應佔溢利淨額減少	(12,524)	(11,185)
Adjusted profit attributable to the owners of the Company used to determine diluted earnings per share (HK\$'000)	用以釐定每股攤薄盈利之本公司擁有人應佔經調整溢利 (千港元)	3,211,263	147,300
Weighted average number of ordinary shares for diluted earnings per share (thousands shares)	每股攤薄盈利之普通股加權平均數 (千股)	2,776,834	2,776,834
Diluted earnings per share attributable to the owners of the Company (HK\$ per share)	本公司擁有人應佔每股攤薄盈利 (每股港元)	1.16	0.05

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 15 INVESTMENT PROPERTIES

### 15 投資物業

		Unaudited 未經審核	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net book value at 1 January	於一月一日之賬面淨值	1,219	1,378
Depreciation	折舊	(102)	(99)
Net book value at 30 June	於六月三十日之賬面淨值	1,117	1,279

### 16 PROPERTY, PLANT AND EQUIPMENT

### 16 物業、廠房及設備

		Unaudited 未經審核	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net book value at 1 January	於一月一日之賬面淨值	387,318	384,456
Additions	添置	92,164	88,864
Acquisition of a subsidiary (Note 30)	收購一間附屬公司 (附註30)	53	-
Disposals	出售	(82)	(63)
Written off	撇銷	(2,250)	(15,480)
Depreciation	折舊	(118,971)	(102,079)
Exchange realignment	匯兌調整	(5,428)	(6,994)
Net book value at 30 June	於六月三十日之賬面淨值	352,804	348,704

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 17 LEASES

#### (i) Amounts recognised in the interim condensed consolidated balance sheet

The interim condensed consolidated balance sheet shows the following amounts relating to the leases in respect of office premises and factory:

		<b>Unaudited</b> <b>未經審核</b> <b>At</b> <b>30 June</b> <b>2021</b> 於二零二一年 六月三十日 <b>HK\$'000</b> <b>千港元</b>	Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
<b>Right-of-use assets</b>	<b>使用權資產</b>		
– Office premises	– 辦公室物業	<b>66,091</b>	72,425
– Factory	– 工廠	<b>9,189</b>	9,230
		<b>75,280</b>	81,655
<b>Lease liabilities</b>	<b>租賃負債</b>		
– Non-current	– 非流動	<b>22,963</b>	28,143
– Current	– 流動	<b>26,383</b>	25,335
		<b>49,346</b>	53,478

Additions to the right-of-use assets during the six months ended 30 June 2021 is HK\$8,874,000 (six months ended 30 June 2020: HK\$19,863,000).

### 17 租賃

#### (i) 於中期簡明綜合資產負債表確認之金額

中期簡明綜合資產負債表列示與辦公室物業及工廠租賃有關的金額：

		<b>Unaudited</b> <b>未經審核</b> <b>At</b> <b>30 June</b> <b>2021</b> 於二零二一年 六月三十日 <b>HK\$'000</b> <b>千港元</b>	Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
<b>Right-of-use assets</b>	<b>使用權資產</b>		
– Office premises	– 辦公室物業	<b>66,091</b>	72,425
– Factory	– 工廠	<b>9,189</b>	9,230
		<b>75,280</b>	81,655
<b>Lease liabilities</b>	<b>租賃負債</b>		
– Non-current	– 非流動	<b>22,963</b>	28,143
– Current	– 流動	<b>26,383</b>	25,335
		<b>49,346</b>	53,478

於截至二零二一年六月三十日止六個月，使用權資產之添置為8,874,000港元(截至二零二零年六月三十日止六個月：19,863,000港元)。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 17 LEASES (Continued)

#### (ii) Amounts recognised in the interim condensed consolidated income statement

The interim condensed consolidated income statement shows the following amounts relating to the leases in respect of office premises and factory:

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Depreciation charge of right-of-use assets (Note 8)	使用權資產折舊費用 (附註8)	14,810	17,433
Interest expense (included in finance costs)	利息開支 (計入融資成本)	1,131	1,455
Expenses relating to short-term leases	與短期租賃有關的開支	6,630	827

The total cash outflow for leases in the six months ended 30 June 2021 is HK\$14,566,000 (six months ended 30 June 2020: HK\$18,993,000).

#### (iii) The Group's lease activities

The Group leases various office premises. Rental contracts are typically made for 1 to 8 years (31 December 2020: 1 to 8 years). The lease agreements do not impose any covenants.

### 17 租賃 (續)

#### (ii) 於中期簡明綜合收益表確認之金額

中期簡明綜合收益表列示與辦公室物業及工廠租賃有關的金額：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Depreciation charge of right-of-use assets (Note 8)	使用權資產折舊費用 (附註8)	14,810	17,433
Interest expense (included in finance costs)	利息開支 (計入融資成本)	1,131	1,455
Expenses relating to short-term leases	與短期租賃有關的開支	6,630	827

於截至二零二一年六月三十日止六個月，租賃之現金流出總額為14,566,000港元 (截至二零二零年六月三十日止六個月：18,993,000港元)。

#### (iii) 本集團之租賃活動

本集團租賃各類辦公室物業。租賃合約一般為1至8年 (二零二零年十二月三十一日：1至8年)。租賃協議並無施加任何契諾。

## Notes to Interim Condensed Consolidated Financial Information

### 中期簡明綜合財務資料附註

#### 18 INTANGIBLE ASSETS

#### 18 無形資產

		Unaudited 未經審核		
		Other intangible assets 其他 無形資產	Total 合計	
	Goodwill 商譽	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Net book value at 1 January 2021	於二零二一年一月一日的 賬面淨值	–	11,231	11,231
Additions	添置	–	117	117
Acquisition of a subsidiary (Note 30)	收購一間附屬公司 (附註30)	11,852	8,049	19,901
Amortisation	攤銷	–	(1,422)	(1,422)
Exchange realignment	匯兌調整	–	(52)	(52)
Net book value at 30 June 2021	於二零二一年六月三十日的 賬面淨值	<b>11,852</b>	<b>17,923</b>	<b>29,775</b>
Net book value at 1 January 2020	於二零二零年一月一日的 賬面淨值	1,515	550	2,065
Additions	添置	–	7,050	7,050
Amortisation	攤銷	–	(783)	(783)
Exchange realignment	匯兌調整	–	(30)	(30)
Net book value at 30 June 2020	於二零二零年六月三十日的 賬面淨值	1,515	6,787	8,302

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 19 FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

As at 30 June 2021, the Group's financial asset at fair value through other comprehensive income ("FVOCI") included listed equity security (31 December 2020: nil) which is not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category. This is a strategic investment and the Group considers this classification to be more relevant.

### 19 按公平值計入其他全面收益之金融資產

於二零二一年六月三十日，本集團按公平值計入其他全面收益（「按公平值計入其他全面收益」）之金融資產包括非持作買賣，且本集團已於初步確認時不可撤銷地進行選擇於該類別確認之上市股本證券（二零二零年十二月三十一日：無）。此乃戰略投資，且本集團認為該分類更為貼切。

		Unaudited 未經審核	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Balance at 1 January	於一月一日之結餘	–	–
Reclassified from an investment accounted for using the equity method (Note 27(b))	自以權益法入賬之一項投資重新分類 (附註27(b))	2,857,920	–
Conversion of convertible preference shares (Note 20(b))	轉換可換股優先股 (附註20(b))	616,346	–
Fair value loss on revaluation recognised in other comprehensive income	於其他全面收益確認之重估公平值虧損	(1,632,905)	–
Balance at 30 June	於六月三十日之結餘	1,841,361	–
		Unaudited 未經審核 At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Listed equity security outside Hong Kong – Cloopen (Note (a))	香港境外之上市股本證券 – Cloopen (附註(a))	1,841,361	–

Note:

(a) **Listed equity security outside Hong Kong – Cloopen**  
Cloopen's American depositary shares ("ADSs") are listed on the New York Stock Exchange ("NYSE") (stock symbol: RAAS) on 9 February 2021. The fair value is based on its quoted bid prices at New York Time in NYSE and its carrying amount is denominated in US dollar ("US\$").

附註：

(a) **香港境外之上市股本證券 – Cloopen**  
Cloopen的美國存託股份（「美國存託股份」）於二零二一年二月九日於紐約證券交易所（「紐交所」）上市（股票代碼：RAAS）。公平值乃根據於紐交所按紐約時間買入的買入價得出，其賬面值以美元（「美元」）計值。

## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 20 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 20 按公平值計入損益之金融資產

The Group's financial assets at FVPL represent investment in unlisted investment fund and listed equity securities (31 December 2020: unlisted investment fund, unlisted convertible preference shares and listed equity securities) with the following details:

本集團按公平值計入損益之金融資產指於非上市投資基金及上市股本證券之投資（二零二零年十二月三十一日：非上市投資基金、非上市可換股優先股及上市股本證券），詳情如下：

		Unaudited 未經審核	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Balance at 1 January	於一月一日之結餘	543,040	289,918
Net fair value gains/(losses) on revaluation recognised in profit or loss	於損益確認之重估公平值 收益／(虧損) 淨額	199,708	(8,335)
Conversion of convertible preference shares (Note (b))	轉換可換股優先股 (附註(b))	(616,346)	-
Exchange realignment	匯兌調整	994	(2,138)
Balance at 30 June	於六月三十日之結餘	<b>127,396</b>	279,445
		<b>Unaudited 未經審核 At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元</b>	<b>Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元</b>
<b>Non-current assets</b>	<b>非流動資產</b>		
Unlisted investment fund outside Hong Kong (Note (a))	香港境外之非上市投資基金 (附註(a))	126,022	123,480
Unlisted convertible preference shares outside Hong Kong (Note (b))	香港境外之非上市可換股優先股 (附註(b))	-	418,524
		<b>126,022</b>	542,004
<b>Current assets</b>	<b>流動資產</b>		
Listed equity securities in Hong Kong (Note (c))	香港境內之上市股本證券 (附註(c))	1,374	1,036
		<b>127,396</b>	543,040

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 20 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes:

- (a) **Unlisted investment fund outside Hong Kong**  
The carrying amount of the unlisted investment fund is denominated in Renminbi (“RMB”).
- (b) **Unlisted convertible preference shares outside Hong Kong**  
On 10 June 2016 and 28 February 2018, the Group subscribed 7,443,326 Convertible Series C Preferred Shares (the “Convertible Series C Preferred Shares”) and 2,434,015 Convertible Series D Preferred Shares (the “Convertible Series D Preferred Shares”) of Cloopen, respectively. The considerations for the Convertible Series C Preferred Shares and Convertible Series D Preferred Shares (“CPS”) subscribed by the Group were approximately HK\$78,000,000 (equivalent to US\$10,000,000) and HK\$39,000,000 (equivalent to US\$5,000,000), respectively.

The Group, as the holders of the CPS have:

- (i) options to request Cloopen to redeem the CPS at the prices equal to the greater of the issue prices with an 8% compound interest per annum return plus any accrued but unpaid dividends or the fair values at the dates of redemptions after the earliest of 10 June 2020 for Convertible Series C Preferred Shares and 28 February 2021 for Convertible Series D Preferred Shares or the occurrences of other conditions as provided for under the definitive subscription agreements; and
- (ii) options to convert the CPS into ordinary shares of Cloopen at the conversion prices based on certain conditions on the dates of conversions as provided for under the definitive subscription agreements.

### 20 按公平值計入損益之金融資產 (續)

附註：

- (a) **香港境外之非上市投資基金**  
非上市投資基金之賬面值乃以人民幣(「人民幣」)計值。
- (b) **香港境外之非上市可換股優先股**  
於二零一六年六月十日及二零一八年二月二十八日，本集團分別認購7,443,326股Cloopen之C系列可換股優先股(「C系列可換股優先股」)及2,434,015股Cloopen之D系列可換股優先股(「D系列可換股優先股」)。本集團所認購C系列可換股優先股及D系列可換股優先股(「可換股優先股」)之代價分別約為78,000,000港元(相當於10,000,000美元)及39,000,000港元(相當於5,000,000美元)。

本集團(作為可換股優先股持有人)有：

- (i) 權利要求Cloopen於二零二零年六月十日(就C系列可換股優先股而言)及二零二一年二月二十八日(就D系列可換股優先股而言)或發生最終認購協議所訂明之其他條件(以較早者為準)後按相等於下列較高者之價格贖回可換股優先股：具8%複合年利率回報加任何應計但未付股息之發行價或於贖回日期之公平值；及
- (ii) 權利於最終認購協議所訂明之轉換日期根據若干條件按轉換價將可換股優先股股轉換為Cloopen之普通股。



## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 20 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

#### (b) Unlisted convertible preference shares outside Hong Kong (Continued)

The CPS, together with the abovementioned options, were classified as financial assets at FVPL and recognised at fair values. The fair values of the CPS were valued by an independent valuer at the date of initial inception and on 31 December 2020.

The carrying amounts of the unlisted convertible preference shares is denominated in US\$.

On 19 January 2021 (New York Time), Cloopen made a public filing of its registration statement pursuant to the United States Securities Act of 1933, as amended, with the United States Securities and Exchange Commission (the “SEC”) in connection with its proposed listing and offering of its ADSs on NYSE. The trading in the ADSs on NYSE commenced on 9 February 2021 (New York time). On the same day, the CPS held by the Group were converted into ordinary shares of Cloopen. The CPS which were previously classified as financial assets at FVPL were converted into the listed shares of Cloopen and accounted for at fair value with reference to the trading price.

Upon completion of the offering of the ADSs on 9 February 2021, the Group’s interest in Cloopen was classified as a financial asset at FVOCI, with subsequent fair value movement recognised in other comprehensive income.

#### (c) Listed equity securities in Hong Kong

The fair value of the listed equity securities is based on their current bid prices in an active market and their carrying amount is denominated in Hong Kong dollar.

Changes in fair value of financial assets at FVPL are recorded in ‘other gains/(losses), net’ in the interim condensed consolidated income statement.

### 20 按公平值計入損益之金融資產 (續)

附註：(續)

#### (b) 香港境外之非上市可換股優先股 (續)

可換股優先股連同上述權利乃分類為按公平值計入損益之金融資產，並按公平值確認。可換股優先股之公平值乃由獨立估值師於首次入賬日期及二零二零年十二月三十一日進行估值。

非上市可換股優先股之賬面值乃以美元列值。

於二零二一年一月十九日(紐約時間)，Clopen根據一九三三年美國證券法(經修訂)就建議其美國存託股份於紐交所上市及發售向美國證券交易委員會(「美國證交會」)公開提交註冊聲明。美國存託股份於二零二一年二月九日(紐約時間)開始於紐交所買賣。同日，本集團所持可換股優先股轉換為Clopen普通股。先前分類為按公平值計入損益之金融資產的可換股優先股轉換為Clopen的上市股份並經參考交易價後按公平值入賬。

於美國存託股份於二零二一年二月九日完成發售後，本集團於Clopen的權益分類為按公平值計入其他全面收益計量的金融資產，且其後公平值變動於其他全面收益確認。

#### (c) 香港境內之上市股本證券

上市股本證券的公平值乃根據其於活躍市場之現行買入價計算，其賬面值以港元列值。

按公平值計入損益之金融資產之公平值變動乃於中期簡明綜合收益表內「其他收益／(虧損)淨額」中列賬。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 21 LOAN RECEIVABLES

Loan receivables are amounts due from customers in the ordinary course of the fintech solutions and services business primarily denominated in RMB.

#### (i) Ageing analysis of loan receivables

The ageing analysis of loan receivables based on the payment due date is as follows:

### 21 應收貸款

應收貸款為於金融科技解決方案及服務業務的日常業務過程中應收客戶的款項，有關款項主要以人民幣計值。

#### (i) 應收貸款之賬齡分析

根據到期付款日之應收貸款賬齡分析如下：

		Unaudited 未經審核 At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Current	即期	1,250,560	1,038,283
1 to 3 months past due	逾期一至三個月	19,695	10,658
Over 3 months past due	逾期超過三個月	51,101	39,078
Loan receivables, gross	應收貸款總額	1,321,356	1,088,019
Less: provision for impairment of loan receivables	減：應收貸款減值撥備	(79,749)	(44,940)
		<b>1,241,607</b>	1,043,079
Non-current	非即期	54	54
Current	即期	1,241,553	1,043,025
		<b>1,241,607</b>	1,043,079

## Notes to Interim Condensed Consolidated Financial Information

### 中期簡明綜合財務資料附註

#### 21 LOAN RECEIVABLES (Continued)

##### (i) Ageing analysis of loan receivables (Continued)

The analysis of changes in the gross carrying amount and the corresponding provision for impairment of loan receivables in relation to loan receivables are as follows:

		Unaudited 未經審核			
		At 30 June 2021 於二零二一年六月三十日			
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Loan receivables, gross	應收貸款總額	1,165,681	103,132	52,543	1,321,356
Less: Provision for impairment of loan receivables	減：應收貸款減值撥備	(4,705)	(23,415)	(51,629)	(79,749)
Loan receivables, net	應收貸款淨額	1,160,976	79,717	914	1,241,607
		Audited 經審核			
		At 31 December 2020 於二零二零年十二月三十一日			
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Loan receivables, gross	應收貸款總額	1,038,181	10,760	39,078	1,088,019
Less: Provision for impairment of loan receivables	減：應收貸款減值撥備	(2,607)	(3,255)	(39,078)	(44,940)
Loan receivables, net	應收貸款淨額	1,035,574	7,505	–	1,043,079

#### 21 應收貸款 (續)

##### (i) 應收貸款之賬齡分析 (續)

有關應收貸款總賬面值及相關應收貸款減值撥備變動之分析如下：

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 21 LOAN RECEIVABLES (Continued)

#### (i) Ageing analysis of loan receivables (Continued)

Note:

During the period ended 30 June 2021, based on management's assessment, the Group recorded credit impairment loss of HK\$33,142,000 (six months ended 30 June 2020: HK\$43,964,000) in the interim condensed consolidated income statement. No loan receivables were determined as uncollectible and written off against loan receivables during the period ended 30 June 2021 (six months ended 30 June 2020: same).

#### (ii) Effective interest rates on loan receivables

The effective interest rates on loan receivables are normally as follows:

### 21 應收貸款 (續)

#### (i) 應收貸款之賬齡分析 (續)

附註：

截至二零二一年六月三十日止期間，根據管理層的評估，本集團於中期簡明綜合收益表中錄得信貸減值虧損33,142,000港元(截至二零二零年六月三十日止六個月：43,964,000港元)。截至二零二一年六月三十日止期間，概無應收貸款被釐定為不可收回及概無撇銷應收貸款(截至二零二零年六月三十日止六個月：相同)。

#### (ii) 應收貸款之實際利率

應收貸款之實際利率一般如下：

		For the period ended 30 Jun 截至六月三十日止期間	
		2021 二零二一年	2020 二零二零年
Loans to borrowers	向借款方提供之貸款	5% to 24% p.a. 年利率5%至24%	5% to 36% p.a. 年利率5%至36%

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 22 TRADE AND BILLS RECEIVABLES

### 22 應收賬款及應收票據

		Unaudited 未經審核 At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Trade receivables (Note (a))	應收賬款 (附註(a))	243,933	236,974
Bills receivables (Note (b))	應收票據 (附註(b))	3,890	51,291
Less: provision for impairment of receivables	減：應收款項減值撥備	(14,454)	(14,371)
		<b>233,369</b>	<b>273,894</b>

Notes:

(a) Trade receivables

The Group's credit terms to trade debtors range from 0 to 180 days. At 30 June 2021 and 31 December 2020, the ageing analysis of the trade receivables primarily based on invoice date was as follows:

附註：

(a) 應收賬款

本集團給予貿易債務人之信貸期由0至180日不等。於二零二一年六月三十日及二零二零年十二月三十一日，主要根據發票日期之應收賬款賬齡分析如下：

		Unaudited 未經審核 At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	175,886	194,298
91 days to 180 days	91日至180日	20,426	7,955
181 days to 365 days	181日至365日	23,378	11,185
Over 365 days	365日以上	24,243	23,536
		<b>243,933</b>	<b>236,974</b>

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 22 TRADE AND BILLS RECEIVABLES (Continued)

Notes: (Continued)

#### (b) Bills receivables

The balance represents bank acceptance notes with maturity dates within six months.

The maturity profile of the bills receivables is as follows:

	Unaudited 未經審核	Audited 經審核
	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Falling within 90 days	90日內到期 3,890	51,291

### 22 應收賬款及應收票據 (續)

附註：(續)

#### (b) 應收票據

該結餘指到期日為六個月內之銀行承兌票據。

應收票據之到期狀況如下：

### 23 BANK DEPOSITS AND CASH AND BANK BALANCES

	Unaudited 未經審核	Audited 經審核
	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
<b>Non-current assets</b>		
Bank deposits (Note (i))	銀行存款 (附註(i)) –	6,105
<b>Current assets</b>		
Bank deposits (Note (ii))	銀行存款 (附註(ii)) 6,563	76
Restricted bank balance (Note (iii))	受限制銀行結餘 (附註(iii)) 721,904	880,552
Cash and cash equivalents (Note (iv))	現金及現金等價物 (附註(iv)) 3,770,278	3,747,468

## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 23 BANK DEPOSITS AND CASH AND BANK BALANCES (Continued)

Notes:

- (i) The balance represented bank deposits of the Group with original maturities over one year which are placed as guaranteed deposits for a project and are denominated in RMB.
- (ii) The balance represented bank deposits of the Group with original maturities between three to twelve months which are time deposits or placed as guaranteed deposits for bills payables and are denominated in RMB.
- (iii) In accordance with the notice issued by the Payment and Settlement Department of the PBOC, effective from 14 January 2019, all customer reserve accounts held by the third-party payment institutions were to be cancelled and the customer reserves were to be deposited in a dedicated deposit account maintained centrally by a designated agency. The customer reserve account is non-interest bearing and denominated in RMB. Transfers of funds under this bank account are governed under certain measures implemented by the PBOC and hence these customer reserves are restricted in nature.
- (iv) Included in cash and cash equivalents were HK\$1,271,000 (31 December 2020: HK\$1,025,000) bank deposits with original maturities within three months which are placed as guaranteed deposits for tenders.

### 24 TRADE AND BILLS PAYABLES

### 23 銀行存款及現金及銀行結餘 (續)

附註：

- (i) 結餘指本集團就一個項目而存置作為保證按金之銀行存款，該等銀行存款原有到期日為一年以上，並以人民幣計值。
- (ii) 結餘指本集團原有到期日為三至十二個月的定期存款或就應付票據而存置作為保證按金之銀行存款，並以人民幣計值。
- (iii) 根據中國人民銀行支付結算司發佈的通知，自二零一九年一月十四日起，第三方支付機構持有的所有客戶儲備金賬戶將被撤銷，且客戶儲備金須集中存放於指定機構的專用存款賬戶中。客戶儲備金賬戶不計利息，並以人民幣計值。該銀行賬戶中的資金轉賬受中國人民銀行實施的若干措施監管，因此該等客戶儲備金本質上受限制。
- (iv) 現金及現金等價物包括就投標而存置作為保證按金及原有到期日為三個月內之銀行存款1,271,000港元（二零二零年十二月三十一日：1,025,000港元）。

### 24 應付賬款及應付票據

		Unaudited 未經審核 At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Trade payables (Note (a))	應付賬款 (附註(a))	477,283	512,622
Bills payables (Note (b))	應付票據 (附註(b))	20,150	14,182
		<b>497,433</b>	<b>526,804</b>

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 24 TRADE AND BILLS PAYABLES (Continued)

Notes:

(a) Trade payables

At 30 June 2021 and 31 December 2020, the ageing analysis of the trade payables primarily based on invoice date was as follows:

Current to 90 days	即期至90日
91 days to 180 days	91日至180日
181 days to 365 days	181日至365日
Over 365 days	365日以上

### 24 應付賬款及應付票據(續)

附註：

(a) 應付賬款

於二零二一年六月三十日及二零二零年十二月三十一日，主要根據發票日期之應付賬款賬齡分析如下：

Unaudited 未經審核	Audited 經審核
At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
447,489	462,757
8,766	30,489
11,554	9,898
9,474	9,478
<b>477,283</b>	<b>512,622</b>

The credit period granted by the suppliers ranges from 0 to 180 days.

供應商給予之信貸期由0至180日不等。

(b) Bills payables

The balance represents bank acceptance notes:

Due within 90 days	90日內到期
Due within 91 to 180 days	91日至180日內到期

(b) 應付票據

該結餘指銀行承兌票據：

Unaudited 未經審核	Audited 經審核
At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
15,070	4,878
5,080	9,304
<b>20,150</b>	<b>14,182</b>



## Notes to Interim Condensed Consolidated Financial Information

### 中期簡明綜合財務資料附註

#### 25 PAYABLES FOR PAYMENT PROCESSING SOLUTIONS BUSINESS AND OTHER PAYABLES AND ACCRUALS

#### 25 支付交易處理解決方案業務之應付款項及其他應付款項及應計款項

		Unaudited 未經審核 At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Payables for payment processing solutions business (Note (a))	支付交易處理解決方案業務之應付款項 (附註(a))	664,249	828,619
Other payables and accruals (Note (b))	其他應付款項及應計款項 (附註(b))	973,649	1,013,991
		<b>1,637,898</b>	<b>1,842,610</b>

Notes:

## (a) Payables for payment processing solutions business

Payables for payment processing solutions business mainly represented payment received from the relevant banks and financial institutions on behalf of the merchants. The amounts are generally due for settlement within 30 days and are denominated in RMB.

## (b) Other payables and accruals

附註：

## (a) 支付交易處理解決方案業務之應付款項

支付交易處理解決方案業務之應付款項主要指代表商戶收取相關銀行及金融機構的付款。有關金額一般於30日內到期結算，並以人民幣計值。

## (b) 其他應付款項及應計款項

		Unaudited 未經審核 At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Accrued staff costs and pension obligations	應計員工成本及退休金責任	205,208	302,642
Deposits	按金	57,928	50,373
Receipt in advance from customers	預先收取客戶之款項	64,554	27,932
Advance from merchant recruitment agents	來自招攬商戶代理的墊款	471,282	415,261
Others	其他	174,677	217,783
		<b>973,649</b>	<b>1,013,991</b>

Revenue recognised during the period ended 30 June 2021 that was included in the contract liability balance at the beginning of the period amounted to HK\$26,653,000 (six months ended 30 June 2020: HK\$66,853,000). The Group recognised its contract liabilities under other payables and accruals as receipt in advance from customers in the interim condensed consolidated balance sheet.

於截至二零二一年六月三十日止期間確認並計入期初合約負債結餘之收入為26,653,000港元(截至二零二零年六月三十日止六個月：66,853,000港元)。本集團將其合約負債作為預先收取客戶之款項於中期簡明綜合資產負債表內其他應付款項及應計款項下確認。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 26 SHARE CAPITAL

### 26 股本

		Ordinary shares of HK\$0.0025 each 每股面值0.0025港元之普通股	
		Number of shares 股份數目	HK\$'000 千港元
Authorised:	法定：		
At 1 January 2020, 30 June 2020, 1 January 2021 and 30 June 2021	於二零二零年一月一日、 二零二零年六月三十日、 二零二一年一月一日及 二零二一年六月三十日	4,000,000,000	10,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2020, 30 June 2020, 1 January 2021 and 30 June 2021	於二零二零年一月一日、 二零二零年六月三十日、 二零二一年一月一日及 二零二一年六月三十日	2,776,833,835	6,942

Note:

附註：

(a) **Share award of the Company**

The Company operates a share award scheme (the "Scheme") for the purpose of recognising and rewarding the contribution of certain eligible participants to the growth and development of the Group and providing incentives in order to retain them for continual operation and development of the Group and attracting suitable personnel for further development of the Group. Eligible participants of the Scheme include the Group's full-time employees, and Executive and non-Executive Directors. The Scheme became effective on 29 June 2021 and unless otherwise amended or terminated, will remain valid and effective for a period of 10 years from that date. As at date of report, no share was awarded under the Scheme.

(a) **本公司之股份獎勵**

本公司運作一項股份獎勵計劃(「該計劃」)，旨在確認及獎勵若干合資格參與者對本集團增長及發展的貢獻，並提供獎勵，以留住彼等繼續為本集團持續運營發展作出貢獻，及吸引合適人員促進本集團進一步發展。該計劃之合資格參與者包括本集團之全職僱員以及執行及非執行董事。該計劃於二零二一年六月二十九日生效，除非該計劃遭另行修訂或終止，否則將由該日起計十年期間仍然有效及生效。於本報告日期，概無根據該計劃授出任何股份。

## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 27 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD 27 以權益法入賬之投資

The balance recognised in the interim condensed consolidated balance sheet is as follows:

於中期簡明綜合資產負債表內確認之結餘如下：

	<b>Unaudited</b>	Audited
	<b>未經審核</b>	經審核
	<b>At</b>	At
	<b>30 June</b>	31 December
	<b>2021</b>	2020
	於二零二一年	於二零二零年
	六月三十日	十二月三十一日
	<b>HK\$'000</b>	HK\$'000
	<b>千港元</b>	千港元
Associated companies:		
– PAX Global ( <i>Note (a)</i> )	2,533,741	2,393,435
– Good Chain (Chongqing) Technology Co., Ltd (“Good Chain”)	–	4,108
– Beijing Suiyun Technology Co., Ltd (“Beijing Suiyun”)	3,274	3,391
– Shenzhen Guofu Yunlian Technology Co., Ltd (“Shenzhen Guofu”)	3,601	3,568
– Beijing Fangyun Technology Co., Ltd (“Beijing Fangyun”)	–	311
	<b>2,540,616</b>	2,404,813

The amount of share of results recognised in the interim condensed consolidated income statement is as follows:

於中期簡明綜合收益表內確認之應佔業績金額如下：

	<b>Unaudited</b>	
	<b>未經審核</b>	
	<b>Six months ended 30 June</b>	
	<b>截至六月三十日止六個月</b>	
	<b>2021</b>	2020
	二零二一年	二零二零年
	<b>HK\$'000</b>	HK\$'000
	<b>千港元</b>	千港元
Associated companies:		
– PAX Global ( <i>Note (a)</i> )	168,721	127,323
– Good Chain	(606)	956
– Beijing Suiyun	(144)	(45)
– Shenzhen Guofu	4	(2)
– Beijing Fangyun	(312)	–
	<b>167,663</b>	128,232

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 27 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

The amount of (loss)/gain on deemed acquisition and dilution of interest recognised in the interim condensed consolidated income statement is as follows:

### 27 以權益法入賬之投資 (續)

於中期簡明綜合收益表內確認之視作收購及攤薄權益之(虧損)/收益金額如下:

		Unaudited 未經審核	
		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
		HK\$'000	HK\$'000
		千港元	千港元
Associated company:	聯營公司:		
– PAX Global (Note (a))	– 百富環球 (附註(a))	(5,635)	3,904

The amount of gains on deemed disposals of investments accounted for using the equity method recognised in the interim condensed consolidated income statement is as follows:

於中期簡明綜合收益表確認以權益法入賬之視作出售投資之收益金額如下:

		Unaudited 未經審核	
		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
		HK\$'000	HK\$'000
		千港元	千港元
Associated companies:	聯營公司:		
– Cloopen (Note (b))	– Cloopen (附註(b))	2,857,920	–
– Good Chain	– 好鏈	3,555	–
		<b>2,861,475</b>	–

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 27 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued) 27 以權益法入賬之投資 (續)

#### (a) Investment in PAX Global

The movement on interest in PAX Global is as follows:

		Unaudited 未經審核	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 1 January	於一月一日	2,393,435	2,103,541
Share of profit	應佔溢利	168,721	127,323
Share of other comprehensive income/(loss)	應佔其他全面收益／(虧損)	11,878	(22,328)
Share of other reserves	應佔其他儲備	1,742	7,600
(Loss)/gain on deemed acquisition and dilution of interest (Note i)	視作收購及攤薄權益之(虧損)／收益(附註i)	(5,635)	3,904
Dividend received/receivable	已收／應收股息	(36,400)	(21,840)
At 30 June	於六月三十日	<b>2,533,741</b>	2,198,200

Note:

- (i) During the period, PAX Global repurchased a total of 1,600,000 ordinary shares (six months ended 30 June 2020: 17,283,000) on the Stock Exchange, of which 1,600,000 ordinary shares (six months ended 30 June 2020: 15,601,000) were subsequently cancelled during the period. Certain employees of PAX Global exercised share options granted to them pursuant to a share option scheme set up on 2 May 2019. A loss on deemed acquisition and dilution of interest of an investment accounted for using the equity method of HK\$5,635,000 (six months ended 30 June 2020: a gain of HK\$3,904,000) was recognised in the interim condensed income statement. The Group's interest in PAX Global decreased from 33.31% to 33.16% accordingly.

#### (a) 於百富環球之投資

於百富環球之權益變動如下：

		Unaudited 未經審核	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 1 January	於一月一日	2,393,435	2,103,541
Share of profit	應佔溢利	168,721	127,323
Share of other comprehensive income/(loss)	應佔其他全面收益／(虧損)	11,878	(22,328)
Share of other reserves	應佔其他儲備	1,742	7,600
(Loss)/gain on deemed acquisition and dilution of interest (Note i)	視作收購及攤薄權益之(虧損)／收益(附註i)	(5,635)	3,904
Dividend received/receivable	已收／應收股息	(36,400)	(21,840)
At 30 June	於六月三十日	<b>2,533,741</b>	2,198,200

附註：

- (i) 期內，百富環球於聯交所購回合共1,600,000股(截至二零二零年六月三十日止六個月：17,283,000股)普通股，其中1,600,000股(截至二零二零年六月三十日止六個月：15,601,000股)普通股其後於期內被註銷。百富環球之若干僱員行使彼等根據於二零一九年五月二日設立的購股權計劃獲授出的購股權。視作收購及攤薄一項以權益法入賬之投資之權益之虧損5,635,000港元(截至二零二零年六月三十日止六個月：收益3,904,000港元)於中期簡明收益表內確認。因此，本集團於百富環球之權益由33.31%減至33.16%。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 27 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

#### (b) Investment in Cloopen

As at 31 December 2020, the carrying value of Cloopen is zero which is not considered as material to the Group. As at 31 December 2020, Cloopen had share capital consisting of class A ordinary share, class B ordinary share, series A convertible preferred shares, series B convertible preferred shares, series C convertible preferred shares, series D convertible preferred shares, series E convertible preferred shares and series F convertible preferred shares.

As at 31 December 2020, the Group's effective interest in the ordinary shares of Cloopen, calculated based on all issued and outstanding ordinary shares of Cloopen which are held by the Group, is 46.79%.

Saved as disclosed in Note 20(b), immediately upon completion of the offering of the ADSs on 9 February 2021 and the conversion of the CPS into the ordinary shares, the equity interest of the Company in Cloopen was diluted and reduced to 17.42% and Cloopen ceased to be an associate of the Group. Upon completion of the offering of the ADSs on 9 February 2021, the Group's interest in Cloopen was classified as a financial asset at FVOCI, with subsequent fair value movement recognised in other comprehensive income. It was accounted for as a deemed disposal of the investment in Cloopen, with a resulting gain of approximately HK\$2,857,920,000 on deemed disposal of an investment accounted for using the equity method recognised in interim condensed consolidated income statement during the period ended 30 June 2021.

### 27 以權益法入賬之投資 (續)

#### (b) 於Clopen之投資

於二零二零年十二月三十一日，Clopen之賬面值為零，對本集團不屬重大。於二零二零年十二月三十一日，Clopen擁有之股本由A類普通股、B類普通股、A系列可換股優先股、B系列可換股優先股、C系列可換股優先股、D系列可換股優先股、E系列可換股優先股及F系列可換股優先股構成。

於二零二零年十二月三十一日，按本集團所持Clopen全部已發行及發行在外普通股計算，本集團於Clopen普通股之實際權益為46.79%。

除附註20(b)所披露者外，緊隨於二零二一年二月九日美國存託股份發售完成及可換股優先股轉換為普通股後，本公司於Clopen的股權遭攤薄，並減至17.42%，Clopen不再為本集團的聯營公司。於美國存託股份於二零二一年二月九日發售完成後，本集團於Clopen的權益分類為按公平值計入其他全面收益的金融資產，且其後公平值變動於其他全面收益確認。其以視作出售於Clopen之投資入賬，由此產生之視作出售以權益法入賬之投資之收益約2,857,920,000港元於截至二零二一年六月三十日止期間的中期簡明綜合收益表確認。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 28 WRITTEN PUT OPTION LIABILITIES

### 28 賣出認沽期權負債

		Unaudited 未經審核	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 1 January	於一月一日	831,207	683,908
Issuance of written put option	發行賣出認沽期權	–	78,824
Unwinding of discount	撥回折讓	33,967	29,294
Exchange realignment	匯兌調整	747	175
At 30 June		<b>865,921</b>	792,201
		Unaudited 未經審核 At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
<b>Written put option liabilities</b>	<b>賣出認沽期權負債</b>		
– VBill (Cayman) (Note (a))	– VBill (Cayman) (附註(a))	767,922	738,620
– Megahunt HK (Note (b))	– 兆訊香港 (附註(b))	97,999	92,587
		<b>865,921</b>	831,207

*Notes:*

- (a) In 2019, the Company, certain shareholders of VBill OPCO, including Shen Zheng (also acts as the director of VBill (Cayman)), Li Huimin, Xue Guangyu and Ge Xiaoxia (collectively the “VBill Management Shareholders”), ELECTRUM B.V. (the “VBill Investor”), VBill (Cayman) and VBill OPCO entered into a subscription agreement (the “VBill Subscription”), pursuant to which, the VBill Investor had agreed to acquire approximately 11.21% effective shareholding in VBill OPCO through subscription of the issued shares of VBill (Cayman) at a subscription price of RMB588,000,000 (equivalent to HK\$676,494,000).

As a part of the VBill Subscription, VBill (Cayman) would grant a put option, which the VBill Investor could request VBill (Cayman) to repurchase, redeem and/or cancel all the VBill (Cayman)'s shares of the VBill Investor at its discretion from 31 December 2023 to 31 December 2025 under certain conditions at an exercise price of RMB588,000,000 (equivalent to HK\$676,494,000) plus 8.0% interest per annum. The VBill Subscription was completed on 12 November 2019.

*附註：*

- (a) 於二零一九年，本公司、隨行付若干股東，包括申政（亦擔任VBill (Cayman)董事）、黎會敏、薛光宇及葛曉霞（統稱為「VBill管理層股東」、ELECTRUM B.V.（「VBill投資者」、VBill (Cayman)及隨行付訂立認購協議（「VBill認購事項」），據此，VBill投資者已同意透過按認購價人民幣588,000,000元（相當於676,494,000港元）認購VBill (Cayman)已發行股份，從而收購隨行付約11.21%的實際股權。

作為VBill認購事項的一部分，VBill (Cayman)將會授出一份回購權，VBill投資者可自二零二三年十二月三十一日至二零二五年十二月三十一日就此要求VBill (Cayman)在若干情況下以行使價人民幣588,000,000元（相當於676,494,000港元）加8.0%的年利率酌情購回、贖回及／或註銷VBill投資者的所有VBill (Cayman)股份。VBill認購事項於二零一九年十一月十二日完成。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 28 WRITTEN PUT OPTION LIABILITIES (Continued)

Notes: (Continued)

(a) (Continued)

The fair value of the written put option liability is based on the present value of the exercise price of RMB588,000,000 (equivalent to HK\$676,494,000) plus 8.0% interest per annum, by applying a discount rate of 8%, and on the assumption that the put option will be redeemable on 31 December 2023. The written put option liability was denominated in US\$ and classified under non-current liabilities.

(b) In 2019, the Company, Megahunt, Megahunt HK, the management team members and certain investors entered into a subscription agreement (the “Megahunt Subscription”). The management team members include Li Li, Liu Zhan-li, Xu Changjun, Xu Wensheng, Yang Lei, Hui Lok Yan and Song Jie. The investors include Wonder Pax Technology (Shenzhen) Co. Ltd (a subsidiary of PAX Global), 上海聚源聚芯集成電路產業股權投資基金中心(有限合夥), 芯聯芯(平潭綜合實驗區)科技投資中心(有限合夥)(collectively the “Megahunt Investors”). Pursuant to the Megahunt Subscription, the Megahunt Investors have conditionally agreed to subscribe for an aggregate of approximately 14.55% of the enlarged registered capital of Megahunt at a subscription price of RMB80,000,000 (equivalent to HK\$87,441,000).

As a part of the Megahunt Subscription, Megahunt HK would grant a put option, which the Megahunt Investors could request Megahunt HK to repurchase all the Megahunt’s shares of the Megahunt Investor at its discretion from 31 December 2023 to 31 December 2025 under certain conditions at an exercise price of RMB80,000,000 (equivalent to HK\$87,441,000) plus 8.0% interest per annum. The Megahunt Subscription was completed on 30 March 2020 (Note 29).

On 30 March 2020, a written put option liability of approximately HK\$78,824,000 was recognised at its fair value in the interim condensed consolidated balance sheet, with a corresponding entry of the same amount recognised within equity ‘other reserves’. Its fair value is based on the present value of the exercise price of RMB80,000,000 (equivalent to HK\$87,441,000) plus 8.0% interest per annum, by applying a discount rate of 10.34%, and on the assumption that the put option will be redeemable from 31 December 2023. The discount rate was assessed by an independent valuer as at 30 March 2020. The written put option liability was denominated in RMB and classified under non-current liabilities.

### 28 賣出認沽期權負債(續)

附註：(續)

(a) (續)

透過採用8%的貼現率，賣出認沽期權負債的公平值按行使價的現值人民幣588,000,000元(相當於676,494,000港元)加8.0%的年利率計算，並假設回購權將於二零二三年十二月三十一日可贖回。賣出認沽期權負債以美元計值及分類為非流動負債。

(b) 於二零一九年，本公司、兆訊恒達、兆訊香港、管理層團隊成員及若干投資者訂立認購協議(「兆訊認購事項」)。管理層團隊成員包括李立、劉佔利、徐昌軍、徐文生、楊磊、許諾恩及宋劼。投資者包括萬達百匯科技(深圳)有限公司(百富環球的附屬公司)、上海聚源聚芯集成電路產業股權投資基金中心(有限合夥)及芯聯芯(平潭綜合實驗區)科技投資中心(有限合夥)(統稱為「兆訊投資者」)。根據兆訊認購事項，兆訊投資者已有條件同意認購兆訊恒達合共約14.55%的經擴大註冊資本，認購價為人民幣80,000,000元(相當於87,441,000港元)。

作為兆訊認購事項的一部分，兆訊香港將會授出一份認沽期權，兆訊投資者可就此要求兆訊香港在若干情況下以行使價人民幣80,000,000元(相當於87,441,000港元)加8.0%的年利率酌情於二零二三年十二月三十一日至二零二五年十二月三十一日購回兆訊投資者持有的所有兆訊恒達股份。兆訊認購事項於二零二零年三月三十日完成(附註29)。

於二零二零年三月三十日，賣出認沽期權負債約78,824,000港元按其公平值於中期簡明綜合資產負債表中確認，並於權益內的「其他儲備」中確認相同金額的相應項目。透過採用10.34%的貼現率，其公平值按行使價的現值人民幣80,000,000元(相當於87,441,000港元)加8.0%的年利率計算，並假設於二零二三年十二月三十一日認沽期權將可贖回。貼現率乃經獨立估值師於二零二零年三月三十日評估。賣出認沽期權負債以人民幣計值及分類為非流動負債。



## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 29 DEEMED DISPOSALS OF SHARES OF SUBSIDIARIES

#### (a) Deemed disposal of Megahunt

Saved as disclosed in Note 28, the Megahunt Subscription was completed on 30 March 2020. Upon the completion of the Megahunt Subscription, Megahunt remains as a subsidiary of the Group. The Group was deemed to have disposed of approximately 11.19% of Megahunt from 76.92% to approximately 65.73%.

#### (b) Deemed disposal of CodeOne Data Limited

In 2020, VBill (Cayman), VBill Management Shareholders and CodeOne Data Limited (“CodeOne”) (a subsidiary of the Group) entered into a subscription agreement (the “CodeOne Subscription”), pursuant to which, the VBill Management Shareholders had agreed to acquire approximately 17.72% effective shareholding in CodeOne through subscription of the issued shares of CodeOne at a subscription price of HK\$1,772,000.

The CodeOne Subscription was completed on 30 March 2020. Upon the completion of the CodeOne Subscription, CodeOne remains as a subsidiary of the Group. The Group was deemed to have disposed of approximately 17.72% of CodeOne from 100% to approximately 82.28%.

#### (c) Deemed disposal of Shenzhen Hi Sun FinTech Global Company Limited

In 2020, ABS, certain management team members and Shenzhen Hi Sun FinTech Global Company Limited (“Shenzhen Hi Sun”) (a subsidiary of the Group) entered into a subscription agreement (the “Shenzhen Hi Sun Subscription”). Pursuant to which, the management team members had agreed to acquire approximately 30% effective shareholding in Shenzhen Hi Sun through subscription of the issued shares of Shenzhen Hi Sun at a subscription price of RMB6,000,000 (equivalent to HK\$6,543,000).

The Shenzhen Hi Sun Subscription was completed on 10 April 2020. Upon the completion of the Shenzhen Hi Sun Subscription, Shenzhen Hi Sun remains as a subsidiary of the Group. The Group was deemed to have disposed of 30% of Shenzhen Hi Sun from 100% to 70%.

### 29 作出售附屬公司的股份

#### (a) 視作出售兆訊恒達

除附註28所披露者外，兆訊恒達認購事項已於二零二零年三月三十日完成。於兆訊恒達認購事項完成後，兆訊恒達仍為本集團的一間附屬公司。本集團被視為已出售兆訊恒達約11.19%權益，權益由76.92%減至約65.73%。

#### (b) 視作出售微碼數據有限公司

於二零二零年，VBill (Cayman)、VBill管理層股東及微碼數據有限公司（「微碼」）（本集團的一間附屬公司）訂立認購協議（「微碼認購事項」），據此，VBill管理層股東已同意透過按認購價1,772,000港元認購微碼已發行股份，從而收購微碼約17.72%的實際股權。

微碼認購事項於二零二零年三月三十日完成。於微碼認購事項完成後，微碼仍為本集團的一間附屬公司。本集團被視為已出售微碼約17.72%權益，權益由100%減至約82.28%。

#### (c) 視作出售深圳高陽寰球科技有限公司

於二零二零年，高陽金信、若干管理層團隊成員及深圳高陽寰球科技有限公司（「深圳高陽」）（本集團的一間附屬公司）訂立認購協議（「深圳高陽認購事項」）。據此，管理層團隊成員已同意透過按認購價人民幣6,000,000元（相當於6,543,000港元）認購深圳高陽已發行股份，從而收購深圳高陽約30%的實際股權。

深圳高陽認購事項於二零二零年四月十日完成。於深圳高陽認購事項完成後，深圳高陽仍為本集團的一間附屬公司。本集團被視為已出售深圳高陽30%權益，權益由100%減至70%。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 29 DEEMED DISPOSALS OF SHARES OF SUBSIDIARIES (Continued)

Gain on deemed disposals of shares of subsidiaries is calculated as follows:

### 29 作出售附屬公司的股份(續)

視作出售附屬公司股份的收益按以下計算：

		Unaudited 未經審核 Six months ended 30 June 2020 截至 二零二零年 六月三十日 止六個月 HK\$'000 千港元
(a) <b>Deemed disposal of Megahunt</b>	(a) <b>視作出售兆訊恒達</b>	
Proceeds received from the Megahunt Subscription	兆訊認購事項所得款項	87,441
Less: recognition of non-controlling interests	減：確認非控股權益	(47,160)
Less: proportionate share of accumulated currency translation differences re-attributed to non-controlling interests	減：按比例分佔的累計貨幣換算差額重新歸入非控股權益	(1,697)
Less: directly attributable transaction costs	減：直接應佔交易成本	(437)
Gain on deemed disposal of Megahunt		38,147
(b) <b>Deemed disposal of CodeOne</b>	(b) <b>視作出售微碼</b>	
Proceeds received from the CodeOne Subscription	微碼認購事項所得款項	1,772
Less: recognition of non-controlling interests	減：確認非控股權益	(1,256)
Less: directly attributable transaction costs	減：直接應佔交易成本	(150)
Gain on deemed disposal of CodeOne		366
(c) <b>Deemed disposal of Shenzhen Hi Sun</b>	(c) <b>視作出售深圳高陽</b>	
Proceeds received from the Shenzhen Hi Sun Subscription	深圳高陽認購事項所得款項	6,543
Less: recognition of non-controlling interests	減：確認非控股權益	(6,203)
Gain on deemed disposal of Shenzhen Hi Sun		340
Gain on deemed disposals of shares of subsidiaries		38,853

## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 29 DEEMED DISPOSALS OF SHARES OF SUBSIDIARIES (Continued)

In the interim condensed consolidated cash flow statement, net cash inflow from deemed disposals of HK\$95,169,000 represents proceeds received from the Megahunt Subscription, CodeOne Subscription and Shenzhen Hi Sun Subscription of HK\$87,441,000, HK\$1,772,000 and HK\$6,543,000 respectively, less the directly attributable transaction costs of Megahunt Subscription of HK\$437,000 and CodeOne Subscription of HK\$150,000.

### 30 BUSINESS COMBINATION

#### (a) Summary of acquisition

On 8 June 2021, the Group acquired 70% of the issued share capital of Good Chain, which is principally engaged in the provision of fintech solutions and services business.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

		Unaudited 未經審核 HK\$'000 千港元
Purchase consideration ( <i>Note (b)</i> )	購買代價 ( <i>附註(b)</i> )	
– Cash paid	– 已付現金	12,011
– Fair value of 30% equity interest of Good Chain accounted for using the equity method	– 以權益法入賬之好鏈30%股權之公平值	7,090
		19,101

The fair value of the 30% equity interest of Good Chain as at date of acquisition as part of the consideration paid was valued by an independent valuer.

### 29 作出售附屬公司的股份 (續)

於中期簡明綜合現金流量表中，視作出售現金流入淨額95,169,000港元指自兆訊認購事項、微碼認購事項及深圳高陽認購事項收取的所得款項分別87,441,000港元、1,772,000港元及6,543,000港元，減兆訊認購事項直接應佔交易成本437,000港元及微碼認購事項150,000港元。

### 30 業務合併

#### (a) 收購概要

於二零二一年六月八日，本集團收購70%的好鏈已發行股本，好鏈主要從事提供金融科技解決方案及服務業務。

購買代價、已收購資產淨值及商譽的詳情如下：

於收購日期作為已付代價一部分的好鏈30%股權的公平值由獨立估值師進行估值。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 30 BUSINESS COMBINATION (Continued)

### 30 業務合併 (續)

#### (a) Summary of acquisition (Continued)

The assets and liabilities recognised as a result of the acquisition are as follows:

#### (a) 收購概要 (續)

因收購確認的資產及負債如下：

		Unaudited 未經審核 Fair value 公平值 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	1
Trade receivables	應收賬款	14
Other current assets	其他流動資產	72
Other financial assets at amortised cost	按攤銷成本計量之其他金融資產	3,603
Property, plant and equipment	物業、廠房及設備	53
Intangible assets	無形資產	8,049
Trade payables, other payables and accruals	應付賬款、其他應付款項及應計款項	(366)
Deferred income tax liabilities	遞延所得稅負債	(2,012)
Net identifiable assets acquired	已收購可識別資產淨值	9,414
Less: non-controlling interests	減：非控股權益	(2,165)
Add: goodwill	加：商譽	11,852
Net assets acquired	已收購資產淨值	19,101

The goodwill is attributable to the expected synergies from combining operations of Good Chain and the fintech solutions and services business. It will not be deductible for tax purposes.

商譽歸因於合併營運好鏈及金融科技解決方案及服務的預期協同效應。其將不可作稅項扣減。

There were no acquisitions in the period ended 30 June 2020.

截至二零二一年六月三十日止期間並無收購。

The Group recognises non-controlling interests in an acquired entity either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. This decision is made on an acquisition-by-acquisition basis. For the non-controlling interests in Good Chain, the Group elected to recognise the non-controlling interests at its proportionate share of the acquired net identifiable assets.

本集團按公平值或按應佔已收購實體可識別資產淨值的非控股權益比例確認於已收購實體的非控股權益。該決策乃按個別收購基準作出。就於好鏈的非控股權益而言，本集團選擇按其應佔已收購可識別資產淨值的比例確認非控股權益。

## Notes to Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

### 30 BUSINESS COMBINATION (Continued)

#### (b) Purchase consideration – cash outflow

Outflow of cash to acquire subsidiary, net of cash acquired	
Cash consideration	
Less: Cash acquired	

Net outflow of cash – investing activities

### 30 業務合併 (續)

#### (b) 購買代價—現金流出

收購附屬公司而現金流出， 扣除已獲得現金	
現金代價	
減：已獲得現金	

現金流出淨額—投資活動

Unaudited  
未經審核  
Six months  
ended 30 June  
2021  
截至  
二零二一年  
六月三十日  
止六個月  
HK\$'000  
千港元

12,011

(1)

12,010

### 31 CONTINGENT LIABILITIES

In 2015, the Company entered into a performance guarantee agreement with a customer (the “Performance Guarantee Agreement”). Pursuant to the Performance Guarantee Agreement, the Company agreed to provide the customer with a guarantee in relation to the due and punctual performance of a subsidiary of the Group in providing services for a modernisation project with not more than HK\$60,000,000 and claims of infringement of third party’s intellectual property right. As at 30 June 2021, the Company does not recognise any liability in relation to the Performance Guarantee Agreement as the Directors of the Company consider the possibility of reimbursement is not probable.

### 31 或然負債

於二零一五年，本公司與一名客戶訂立表現擔保協議（「表現擔保協議」）。根據表現擔保協議，本公司同意就本集團一間附屬公司妥為及如期履行為維新項目提供服務，向該名客戶提供不多於60,000,000港元之擔保及侵犯第三方知識產權之申索。於二零二一年六月三十日，由於本公司董事認為提出索償之可能性不高，故本公司並無確認有關表現擔保協議之任何負債。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 31 CONTINGENT LIABILITIES (Continued)

In 2019, the Company entered into a guarantee agreement with Megahunt, Mega Hunt HK and Tianjin Mega Hunt Microelectronics Company Limited (“Tianjin Mega Hunt”) (the “2019 Guarantee Agreement”). Pursuant to the Guarantee Agreement, the Company agreed to provide Megahunt, Mega Hunt HK and Tianjin Mega Hunt with a guarantee to repay the due and unsettled debts of Megahunt, Mega Hunt HK and Tianjin Mega Hunt payable to a supplier, should Megahunt, Mega Hunt HK and Tianjin Mega Hunt or fail to honour their obligations, with not more than US\$10,000,000 (equivalent to approximately HK\$78,000,000). In respect of the further expansion of order scale, the Company entered into a new guarantee agreement dated 22 April 2021 (the “2021 Guarantee Agreement”) with the same counterparties. The 2019 Guarantee Agreement was terminated on the same day and the entirety of the Company’s obligation and liability thereunder, if any, was effectively transferred to the 2021 Guarantee Agreement, subject to the terms and conditions of the 2021 Guarantee Agreement. Pursuant to the 2021 Guarantee Agreement, the Company agreed to provide Megahunt, Mega Hunt HK and Tianjin Mega Hunt with a guarantee to repay the due and unsettled debts of Megahunt, Mega Hunt HK and Tianjin Mega Hunt payable to a supplier, should Megahunt, Mega Hunt HK and Tianjin Mega Hunt or fail to honour their obligations, with not more than US\$20,000,000 (equivalent to approximately HK\$156,000,000). As at 30 June 2021, the Company does not recognise any liability in relation to the Guarantee Agreement as the Directors of the Company consider the possibility of reimbursement is not probable.

In 2020, the Company entered into a guarantee agreement with Megahunt and an independent manufacturer (“OEM”) (the “2020 OEM Guarantee Agreement”). Pursuant to the 2020 OEM Guarantee Agreement, the Company shall guarantee to repay Megahunt’s due and unsettled debts of up to US\$10,000,000 (equivalent to approximately HK\$78,000,000) owed to the OEM which are incurred in relation to such manufacturing orders Megahunt placed against the OEM should it cease or fail to honour its payment obligations. As at 30 June 2021, the Company does not recognise any liability in relation to the 2020 OEM Guarantee Agreement as the Directors consider the possibility of reimbursement is not probable.

Save as disclosed above, the Group had no material contingent liability as at 30 June 2021 and 31 December 2020.

### 31 或然負債 (續)

於二零一九年，本公司與兆訊恒達、兆訊香港及天津兆訊電子技術有限公司（「天津兆訊」）訂立擔保協議（「二零一九年擔保協議」）。根據擔保協議，倘兆訊恒達、兆訊香港及天津兆訊終止或未能履行其責任，本公司同意向兆訊恒達、兆訊香港及天津兆訊提供不多於10,000,000美元（相當於約78,000,000港元）的擔保，以償還兆訊恒達、兆訊香港及天津兆訊應付予一名供應商的到期未清償債務。由於訂購量進一步擴大，本公司與相同對手方訂立日期為二零二一年四月二十二日之新擔保協議（「二零二一年擔保協議」）。二零一九年擔保協議於同日終止，且本公司於其項下的義務及責任（如有）有效轉至二零二一年擔保協議，惟受二零二一年擔保協議的條款及條件的規限。根據二零二一年擔保協議，本公司同意倘兆訊恒達、兆訊香港及天津兆訊未能履行其責任，則向兆訊恒達、兆訊香港及天津兆訊提供擔保，償還兆訊恒達、兆訊香港及天津兆訊應付供應商的到期未結算債務，擔保金額最高為20,000,000美元（相當於約156,000,000港元）。於二零二一年六月三十日，由於本公司董事認為提出索償的可能性不高，故本公司並無確認有關擔保協議之任何負債。

於二零二零年，本公司與兆訊恒達及一家獨立製造商（「原設備製造商」）訂立擔保協議（「二零二零年原設備製造商擔保協議」）。根據二零二零年原設備製造商擔保協議，倘兆訊恒達停止或未能履行其付款責任，本公司須擔保償還兆訊恒達因向原設備製造商所下達有關製造訂單所引致而結欠的到期及未償還的債務，擔保金額不超過10,000,000美元（相當於約78,000,000港元）。於二零二一年六月三十日，由於董事認為提出索償的可能性不高，本公司並無就二零二零年原設備製造商擔保協議確認任何負債。

除上文所披露者外，於二零二一年六月三十日及二零二零年十二月三十一日，本集團並無任何重大或然負債。

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 32 RELATED PARTY TRANSACTIONS

As at 30 June 2021, Rich Global Limited (incorporated in the British Virgin Islands) owns 22.22% of the Company's shares. The remaining 77.78% of the shares are widely held.

#### (a) Transactions with related parties:

Except for those as disclosed below and other than those disclosed elsewhere in the interim condensed consolidated financial information, the Group has no other significant transaction with related parties during the six months ended 30 June 2021 (six months ended 30 June 2020: same).

### 32 關連方交易

於二零二一年六月三十日，於英屬處女群島註冊成立之Rich Global Limited擁有本公司22.22%股份。餘下77.78%股份由各方人士廣泛持有。

#### (a) 與關連方之交易：

除下文所披露者外及除中期簡明綜合財務資料其他章節所披露者外，於截至二零二一年六月三十日止六個月，本集團並無與關連方進行其他重大交易（截至二零二零年六月三十日止六個月：相同）。

		<b>Unaudited 未經審核</b>	
		<b>Six months ended 30 June 截至六月三十日止六個月</b>	
		<b>2021</b>	<b>2020</b>
		<b>二零二一年</b>	<b>二零二零年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
Transactions with PAX Global, an associated company	與百富環球（一間聯營公司）之交易		
– Rental income (Note (i))	– 租金收入 (附註(i))	<b>797</b>	730
– Purchase of electronic payment products (Note (ii))	– 購買電子支付產品 (附註(ii))	<b>24,716</b>	10,209
– Sales of mag-stripe card security decode chips (Note (iii))	– 銷售磁條卡加密解碼芯片 (附註(iii))	<b>46,604</b>	38,669
Transaction with Cloopen, an associated company before 9 February 2021 (Note 27(b))	於二零二一年二月九日前與 Cloopen（一間聯營公司）之交易 (附註27(b))		
– Technical and support services charges (Note (iv))	– 技術及支援服務費用 (附註(iv))	<b>12,504</b>	16,048

# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 32 RELATED PARTY TRANSACTIONS (Continued)

#### (a) Transactions with related parties: (Continued)

Notes:

- (i) Rental income from an associated company was charged at a fixed monthly fee mutually agreed between the two parties.
- (ii) Purchase of electronic payment products was transacted pursuant to the terms and conditions set out in the framework agreement entered into by the Group and an associated company dated 31 December 2015. The Group and an associated company had on 5 December 2018 entered into new framework agreements with revised terms and conditions governing the purchase of electronic payment products effective from 1 January 2019.
- (iii) Sales of mag-stripe card security decoder chips were transacted pursuant to the terms and conditions set out in the framework agreement entered into by the Group and an associated company on 30 December 2016. The terms and conditions of the framework agreement has been renewed on 30 December 2019.
- (iv) Technical and support services fee were charged pursuant to the terms and conditions set out in the framework agreement entered into by the Group and an associated company on 9 May 2016.

#### (b) Balances with investments accounted for using the equity method

### 32 關連方交易 (續)

#### (a) 與關連方之交易：(續)

附註：

- (i) 來自一間聯營公司之租金收入每月按雙方共同協定之固定費用收取。
- (ii) 購買電子支付產品乃根據本集團與一間聯營公司所訂立日期為二零一五年十二月三十一日之框架協議所載條款及條件進行交易。本集團與一間聯營公司已於二零一八年十二月五日訂立一份新框架協議，且規管購買電子支付產品之經修訂條款及條件自二零一九年一月一日起生效。
- (iii) 銷售磁條卡加密解碼芯片乃根據本集團與一間聯營公司於二零一六年十二月三十日訂立之框架協議所載條款及條件進行交易。框架協議之條款及條件已於二零一九年十二月三十日續期。
- (iv) 技術及支援服務費用乃根據本集團與一間聯營公司所訂立日期為二零一六年五月九日之框架協議所載條款及條件扣除。

#### (b) 以權益法入賬之投資之結餘

	Unaudited 未經審核 At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元
Amounts due from associated companies (附註i) (Note i)	29,240	19,957
Amounts due to associated companies (附註i) (Note i)	(28,491)	(43,936)
Dividend receivable from PAX Global, an associated company (Note ii) (附註ii)	36,400	36,400



# Notes to Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 32 RELATED PARTY TRANSACTIONS (Continued)

#### (b) Balances with investments accounted for using the equity method (Continued)

*Note i:* As at 30 June 2021 and 31 December 2020, these balances are denominated in RMB, unsecured and interest-free.

*Note ii:* As at 30 June 2021, the balance represented a dividend of HK\$0.10 per ordinary share (31 December 2020: a special dividend of HK\$0.10 per ordinary share) to PAX Global's shareholders. The amount was subsequently received after the reporting period.

#### (c) Key management compensation

### 32 關連方交易 (續)

#### (b) 以權益法入賬之投資之結餘 (續)

*附註i:* 於二零二一年六月三十日及二零二零年十二月三十一日，該等結餘以人民幣計值、無抵押及不計息。

*附註ii:* 於二零二一年六月三十日，結餘指向百富環球股東派付的股息每股普通股0.10港元（二零二零年十二月三十一日：特別股息每股普通股0.10港元）。該金額其後於報告期後被收取。

#### (c) 主要管理層之補償

		<b>Unaudited 未經審核</b>	
		<b>Six months ended 30 June 截至六月三十日止六個月</b>	
		<b>2021</b>	<b>2020</b>
		<b>二零二一年</b>	<b>二零二零年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
Fees	袍金	<b>870</b>	870
Other emoluments:	其他酬金：		
Basic salaries, other allowances and benefits in kind	基本薪金、其他津貼及實物福利	<b>5,133</b>	5,059
Contribution to pension scheme	退休金計劃供款	<b>36</b>	36
		<b>6,039</b>	5,965

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