



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 2022



Contents 目錄

2	Business Review	業務回顧
27	Business Outlook	業務展望
32	Additional Information	其他資料
40	Interim Condensed Consolidated Income Statement	中期簡明綜合收益表
42	Interim Condensed Consolidated Statement of Comprehensive Income	中期簡明綜合全面收益表
43	Interim Condensed Consolidated Balance Sheet	中期簡明綜合資產負債表
45	Interim Condensed Consolidated Statement of Changes in Equity	中期簡明綜合權益變動表
47	Interim Condensed Consolidated Cash Flow Statement	中期簡明綜合現金流量表
49	Notes to Interim Condensed Consolidated Financial Information	中期簡明綜合財務資料附註

Business Review

業務回顧

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

		Notes 附註	Turnover 營業額 Unaudited 未經審核		EBITDA [#] EBITDA [#] Unaudited 未經審核	
			1H2022 二零二二年 上半年 HK\$'000 千港元	1H2021 二零二一年 上半年 HK\$'000 千港元 (Restated) (經重列)	1H2022 二零二二年 上半年 HK\$'000 千港元	1H2021 二零二一年 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	1,451,052	1,676,083	389,627	398,933
Fintech solutions and services	金融科技解決方案及服務	2	118,178	101,500	25,610	23,242
Platform operation solutions	平台運營解決方案	3	62,040	80,748	(19,639)	(6,310)
Financial solutions	金融解決方案	4	101,040	98,764	(37,716)	(32,975)
Others	其他	5	13,078	57,222	(28,705)	(9,443)
Segmental results	分類業績		1,745,388	2,014,317	329,177	373,447
Less: Inter-segment turnover	減：分類間營業額		(2,894)	(3,341)	–	–
Total	合計		1,742,494	2,010,976	329,177	373,447
Depreciation	折舊				(88,611)	(127,011)
Amortisation	攤銷				(721)	(134)
Write off of property, plant and equipment	撇銷物業、廠房及設備				–	(2,250)
Fair value (loss)/gains 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(虧損)/收益	E			(2,509)	199,370
Segmental operating profit	分類經營溢利				237,336	443,422
Unallocated other income	未分配其他收入				1,783	2,359
Unallocated corporate expenses	未分配企業開支				(37,956)	(39,127)
Operating profit	經營溢利				201,163	406,654

		Note 附註	Turnover 營業額 Unaudited 未經審核		EBITDA [#] EBITDA [#] Unaudited 未經審核	
			1H2022 二零二二年 上半年 HK\$'000 千港元	1H2021 二零二一年 上半年 HK\$'000 千港元 (Restated) (經重列)	1H2022 二零二二年 上半年 HK\$'000 千港元	1H2021 二零二一年 上半年 HK\$'000 千港元 (Restated) (經重列)
Discontinued operation	已終止經營業務					
Information security chips and solutions	信息安全芯片及解決方案	S	246,379	205,092	93,584	43,893
Depreciation	折舊				–	(3,645)
Amortisation	攤銷				–	(1,288)
Segmental operating profit	分類經營溢利				93,584	38,960

* EBITDA is calculated by excluding interest expense, taxes, depreciation, amortisation, write off of property, plant and equipment and fair value (loss)/gains on financial assets at FVPL from segmental operating profit/(loss)

* EBITDA按分類經營溢利/(虧損)扣除利息開支、稅項、折舊、攤銷、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)/收益計算

Business Review

業務回顧

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

		Notes 附註	Unaudited 未經審核	
			1H2022 二零二二年 上半年 HK\$'000 千港元	1H2021 二零二一年 上半年 HK\$'000 千港元 (Restated) (經重列)
Revenue	收入	A	1,742,494	2,010,976
Cost of sales	銷售成本	C	(1,139,627)	(1,475,531)
Gross profit	毛利		602,867	535,445
Other income	其他收入	B	41,677	41,040
Other (losses)/gains	其他(虧損)/收益	E	(7,409)	199,716
Selling expenses	銷售開支	C	(68,465)	(40,078)
Administrative expenses	行政費用	C	(320,027)	(296,327)
Credit impairment loss	信貸減值虧損	C	(47,480)	(33,142)
Operating profit	經營溢利		201,163	406,654
Finance costs	融資成本	R	(36,269)	(34,929)
Share of results of associated companies	應佔聯營公司業績	D	228,450	167,663
Gain/(loss) on deemed acquisition and dilution of interest of an associated company	視作收購及攤薄一間聯營公司權益之收益/(虧損)		441	(5,635)
Gains on deemed disposals of associated companies	視作出售聯營公司之收益	E	-	2,861,475
Gains on disposals of subsidiaries	出售附屬公司之收益	S	431,943	-
Profit before income tax	除所得稅前溢利		825,728	3,395,228
Income tax expense	所得稅開支		(81,402)	(54,282)
Profit from continuing operations	持續經營業務溢利		744,326	3,340,946
Profit from discontinued operations	已終止經營業務溢利		80,238	32,528
			824,564	3,373,474
Profit attributable to:	應佔溢利：			
- Owners of the Company	- 本公司擁有人		710,401	3,290,907
- Non-controlling interests	- 非控股權益		114,163	82,567
			824,564	3,373,474
Earnings per share for profit from continuing operations attributable to the owners of the Company:	本公司擁有人應佔持續經營業務溢利之每股盈利：		HK\$ per share 每股港元	HK\$ per share 每股港元
Basic	基本		0.240	1.177
Diluted	攤薄		0.213	1.149
Earnings per share for profit attributable to the owners of the Company:	本公司擁有人應佔溢利之每股盈利：		HK\$ per share 每股港元	HK\$ per share 每股港元
Basic	基本		0.256	1.185
Diluted	攤薄		0.229	1.157

Business Review

業務回顧

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

			Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
	Notes 附註			
ASSETS		資產		
Investment properties and property, plant and equipment	F	投資物業及物業、廠房及設備	202,547	265,648
Right-of-use assets	G	使用權資產	60,503	60,133
Intangible assets		無形資產	27,496	25,812
Investments in associated companies	H	於聯營公司之投資	3,373,502	2,695,559
Financial assets at fair value through profit or loss	I	按公平值計入損益之金融資產	101,939	109,303
Financial asset at fair value through other comprehensive income	J	按公平值計入其他全面收益之金融資產	227,999	629,711
Inventories	K	存貨	17,280	18,427
Trade and bills receivables	L	應收賬款及應收票據	136,307	168,409
Other financial assets at amortised cost and other current assets	L	按攤銷成本計量之其他金融資產及其他流動資產	199,182	158,821
Loan receivables	M	應收貸款	2,037,135	2,228,327
Amounts due from an associated company	N	應收一間聯營公司之款項	4,651	-
Current income tax recoverable		可收回即期所得稅	2,692	12,701
Short-term bank deposits		短期銀行存款	2,354	6,832
Restricted bank balance	O	受限制銀行結餘	655,777	765,462
Cash and cash equivalents	O	現金及現金等價物	3,837,956	3,254,558
Assets classified as held for sale		分類為持作出售之資產	-	419,105
Total assets		資產總值	10,887,320	10,818,808
EQUITY		權益		
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	6,630,069	6,416,362
			6,637,011	6,423,304
Non-controlling interests		非控股權益	956,424	1,067,690
Total equity		權益總額	7,593,435	7,490,994
LIABILITIES		負債		
Written put option liabilities	R	賣出認沽期權負債	833,686	902,581
Deferred income tax liabilities		遞延所得稅負債	2,685	2,969
Trade and bills payables	P	應付賬款及應付票據	556,692	505,583
Payables for payment processing solutions business	P	支付交易處理解決方案業務之應付款項	604,840	624,296
Other payables and accruals	P	其他應付款項及應計款項	935,899	1,076,401
Amounts due to associated companies	N	應付聯營公司款項	4,611	6,304
Current income tax liabilities		即期所得稅負債	83,252	92,855
Lease liabilities	G	租賃負債	34,733	31,576
Bank borrowing		銀行借款	-	2,446
Asset-backed securities	Q	資產支持證券	237,487	-
Liabilities directly associated with assets classified as held for sale		與分類為持作出售之資產直接相關之負債	-	82,803
Total liabilities		負債總額	3,293,885	3,327,814
Total equity and liabilities		權益及負債總額	10,887,320	10,818,808
			As at 30 June 2022 於二零二二年 六月三十日 HK\$ per share 每股港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$ per share 每股港元
Net assets per share		每股資產淨值	2.735	2.698

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	
		1H2022 二零二二年 上半年	1H2021 二零二一年 上半年
		HK\$'000 千港元	HK\$'000 千港元 (Restated) (經重列)
	Note 附註		
Profit for the period		824,564	3,373,474
Other comprehensive (loss)/income, net of tax			
	其他全面(虧損)/收益， (扣除稅項)		
<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 foreign subsidiaries	換算海外附屬公司產生之匯兌差額	(143,629)	30,789
Exchange differences on translation of discontinued operation	換算已終止經營業務產生之匯兌差額	(15,970)	2,161
Share of other comprehensive (loss)/income of associated companies	應佔聯營公司之其他全面(虧損)/收益	(65,680)	12,020
Release of reserve upon dilution of interest in an associated company	攤薄一間聯營公司權益後釋出之儲備	297	–
<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	E (401,712)	(1,632,905)
Share of other comprehensive income/(loss) of an associated company	應佔一間聯營公司之其他全面收益/(虧損)	650	(51)
Total comprehensive income for the period, net of tax	期內全面收益總額， (扣除稅項)	198,520	1,785,488
Attributable to:	應佔：		
– Owners of the Company	– 本公司擁有人	131,561	1,693,996
– Non-controlling interests	– 非控股權益	66,959	91,492
		198,520	1,785,488

Business Review

業務回顧

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

		Unaudited 未經審核	
		1H2022 二零二二年 上半年 HK\$'000 千港元	1H2021 二零二一年 上半年 HK\$'000 千港元
Net cash generated from/(used in) operating activities	經營活動所得／(所用) 現金淨額	304,376	(128,121)
Net cash generated from investing activities	投資活動所得現金淨額	114,308	131,277
Net cash generated from/(used in) financing activities	融資活動所得／(所用) 現金淨額	222,228	(15,668)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物之增加／(減少) 淨額	640,912	(12,512)
Cash and cash equivalents at beginning of the period (1 January 2022: HK\$40,742,000 is included in the assets classified as held for sale)	期初之現金及現金等價物 (二零二二年一月一日：40,742,000港元乃計入分類為持作出售之資產)	3,295,300	3,747,468
Exchange (loss)/gain on cash and cash equivalents	現金及現金等價物之匯兌(虧損)／收益	(98,256)	35,322
Cash and cash equivalents at the end of the period	期末之現金及現金等價物	3,837,956	3,770,278
Net cash flows of discontinued operation	已終止經營業務之現金流量淨額	26,493	24,054

Business Review

業務回顧

In view of continual development of the Group, management has implemented the internal organization alignment to better and more closely align our segment reporting with the Group's strategic decision and market dynamics to better serve the market and the customers. In particular, electronic power meters and solutions is no longer separately disclosed in management reporting.

During the six months ended 30 June 2022 ("1H2022"), the consolidated turnover of Hi Sun Technology (China) Limited (the "Company") and its subsidiaries (collectively, the "Group") amounted to HK\$1,742.5 million, representing a decrease of 13% when compared with the six months ended 30 June 2021 ("1H2021"). Profit for the period totalled HK\$824.6 million as compared to HK\$3,373.5 million in 1H2021.

With regard to the balance sheet, the total assets as at 30 June 2022 amounted to HK\$10,887.3 million as compared to HK\$10,818.8 million as at 31 December 2021. As at 30 June 2022, net current assets amounted to HK\$3,617.9 million, as compared to HK\$3,816.8 million as at 31 December 2021.

SEGMENT PERFORMANCE REVIEW

(1) Payment processing solutions

Key performance indicators

Turnover*	營業額*
EBITDA [†]	EBITDA [†]
Operating profit	經營溢利

* Turnover from external customers

[†] EBITDA is calculated by excluding interest expense, taxes, depreciation, amortization and write off of property, plant and equipment from segmental operating profit

Segmental turnover amounted to HK\$1,448.8 million as compared to HK\$1,673.4 million in 1H2021. Monthly transaction volume in June 2022 was over RMB120 billion. The decrease in segmental turnover was due to the decrease in transaction volumes being processed. Given the decline in consumer consumption of goods and services in China resulting from the regional spread of COVID-19 pandemic and the adoption of epidemic prevention and control measures across the country.

鑑於本集團不斷發展，管理層已實施內部組織架構協調，以優化並使分類報告更貼近本集團的戰略決策及市場動態，從而更好地為市場及客戶提供服務。尤其是，電能計量及解決方案不再於管理報告中單獨披露。

截至二零二二年六月三十日止六個月（「二零二二年上半年」），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1,742,500,000港元，較截至二零二一年六月三十日止六個月（「二零二一年上半年」）減少13%。期內溢利合共為824,600,000港元，而於二零二一年上半年則為3,373,500,000港元。

就資產負債表而言，於二零二二年六月三十日，資產總值為10,887,300,000港元，而於二零二一年十二月三十一日則為10,818,800,000港元。於二零二二年六月三十日，流動資產淨值為3,617,900,000港元，而於二零二一年十二月三十一日則為3,816,800,000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

Unaudited 未經審核		Change 變動 + / (-)
1H2022 二零二二年 上半年 HK\$'000 千港元	1H2021 二零二一年 上半年 HK\$'000 千港元	
1,448,789	1,673,415	-13%
389,627	398,933	-2%
311,990	280,144	+11%

* 來自外部客戶之營業額

[†] EBITDA按分類經營溢利扣除利息開支、稅項、折舊、攤銷及撇銷物業、廠房及設備計算

分類營業額為1,448,800,000港元，而於二零二一年上半年為1,673,400,000港元。於二零二二年六月月度交易量超過人民幣1,200億元。由於所處理的交易量減少以致分類營業額減少。這是由於新冠疫情的區域性傳播及於全國採納疫情防控措施使中國的消費者對商品及服務的消費下降。

Business Review

業務回顧

Segmental operating profit amounted to HK\$312.0 million, 11% up as compared to 1H2021. The increase is primarily attributable to the streamlining of our sales channels management and increased margin from our new digital service products.

(2) Fintech solutions and services

Key performance indicators

Turnover*	營業額*
EBITDA [†]	EBITDA [†]
– including credit impairment loss	– 包括信貸減值虧損
Operating profit	經營溢利

* Turnover from external customers

[†] EBITDA is calculated by excluding interest expense, taxes, depreciation and amortisation from segmental operating profit

During 1H2022, segmental turnover amounted to HK\$ 117.5 million as compared to HK\$100.8 million in 1H2021, representing an increase of 17%. Our micro-lending business and supply chain financing services business have achieved steady growth. Segmental operating profit amounted to HK\$21.8 million as compared to HK\$20.4 million in 1H2021.

(3) Platform operation solutions

Key performance indicators

Turnover*	營業額*
EBITDA [†]	EBITDA [†]
Fair value (loss)/gains 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(虧損)/收益
Operating (loss)/profit	經營(虧損)/溢利

* Turnover from external customers

[†] EBITDA is calculated by excluding interest expense, taxes, depreciation, amortisation and fair value (loss)/gains on financial assets at FVPL from segmental operating (loss)/profit

分類經營溢利為312,000,000港元，較二零二一年上半年上升11%。該增加主要歸因於銷售管道管理的簡化及新增數位化服務產品帶來的利潤增長。

(2) 金融科技解決方案及服務

主要表現指標

Unaudited 未經審核		Change 變動 +/(–)	
1H2022 二零二二年 上半年 HK\$'000 千港元	1H2021 二零二一年 上半年 HK\$'000 千港元		
營業額*	117,549	100,842	+17%
EBITDA [†]	25,610	23,242	+10%
– including credit impairment loss	(38,091)	(33,142)	N/A不適用
經營溢利	21,768	20,385	+7%

* 來自外部客戶之營業額

[†] EBITDA按分類經營溢利扣除利息開支、稅項、折舊及攤銷計算

二零二二年上半年，分類營業額為117,500,000港元，而二零二一年上半年為100,800,000港元，增加17%。我們的小額貸款業務及供應鏈融資服務業務穩步增長。分類經營溢利為21,800,000港元，而二零二一年上半年則為20,400,000港元。

(3) 平台運營解決方案

主要表現指標

Unaudited 未經審核		Change 變動 +/(–)	
1H2022 二零二二年 上半年 HK\$'000 千港元	1H2021 二零二一年 上半年 HK\$'000 千港元		
營業額*	62,038	80,733	-23%
EBITDA [†]	(19,639)	(6,310)	N/A不適用
按公平值計入損益之金融資產公平值(虧損)/收益	(2,509)	199,370	N/A不適用
經營(虧損)/溢利	(24,683)	190,834	N/A不適用

* 來自外部客戶之營業額

[†] EBITDA按分類經營(虧損)/溢利扣除利息開支、稅項、折舊、攤銷及按公平值計入損益之金融資產之公平值(虧損)/收益計算

Business Review 業務回顧

In 1H2022, 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. Segmental turnover amounted to HK\$62.0 million as compared to HK\$80.7 million in 1H2021. Segmental operating loss amounted to HK\$24.7 million as compared to segmental operating profit of HK\$190.8 million in 1H2021, mainly due to the absence of a fair value gain on a financial asset at fair value through profit and loss in 1H2022. Please refer to note (E) for details.

(4) Financial solutions

Key performance indicators

Turnover*	營業額*
EBITDA [‡]	EBITDA [‡]
Operating loss	經營虧損

* Turnover from external customers

[‡] EBITDA is calculated by excluding interest expense, taxes, depreciation and amortisation from segmental operating loss

During 1H2022, segmental turnover amounted to HK\$101.0 million as compared to HK\$98.8 million in 1H2021. Segmental operating loss totalled HK\$41.6 million as compared to HK\$37.0 million in 1H2021. The segmental operating loss was mainly due to the upfront costs on various projects incurred during the period.

(5) Others

Other business operations mainly included our electronic power meters business and various new business projects in development stage. Turnover from these businesses contributed approximately 0.8% of the total consolidated turnover from continuing operations of the Group. The decline in turnover and increase in EBITDA loss were mainly due to the shrinkage in shipment volume of electronic power meters business during the period.

Segmental turnover amounted to HK\$13.1 million as compared to HK\$57.2 million in 1H2021. Segmental operating loss amounted to HK\$30.1 million as compared to HK\$10.9 million in 1H2021.

(4) 金融解決方案

主要表現指標

Unaudited 未經審核		
1H2022 二零二二年 上半年 HK\$'000 千港元	1H2021 二零二一年 上半年 HK\$'000 千港元	Change 變動 + / (-)
101,040	98,764	+2%
(37,716)	(32,975)	N/A不適用
(41,646)	(37,001)	N/A不適用

* 來自外部客戶之營業額

[‡] EBITDA按分類經營虧損扣除利息開支、稅項、折舊及攤銷計算

於二零二二年上半年，分類營業額為101,000,000港元，而於二零二一年上半年為98,800,000港元。分類經營虧損合共為41,600,000港元，而於二零二一年上半年為37,000,000港元。分類經營虧損乃主要由於各類項目於期內產生的前期成本。

(5) 其他

其他業務運營主要包括電能計量產品業務及各類開發階段的新業務項目。該等業務的營業額貢獻約佔本集團來自持續經營業務綜合營業額總額的0.8%。期內營業額下降及EBITDA虧損增加乃主要由於電能計量產品業務的出貨量縮減。

分類營業額為13,100,000港元，而二零二一年上半年為57,200,000港元。分類經營虧損為30,100,000港元，而於二零二一年上半年為10,900,000港元。

Business Review

業務回顧

OVERALL FINANCIAL RESULTS AND POSITION

(A) Revenue

The consolidated turnover amounted to HK\$1,742.5 million in 1H2022, representing a decrease of 13% over 1H2021. Such decrease was mainly contributed by decrease in segmental turnover of the Group's payment processing solutions segment. Please also refer to Notes (1) to (5) above on segmental performance.

(B) Other income

Other income mainly consisted of interest income and government subsidies.

(C) Cost of sales and operating expenses

During 1H2022, cost of sales decreased significantly mainly due to decline in total turnover particularly in payment processing solutions segment.

Increase in operating expenses was mainly due to increase in staff cost during 1H2022.

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 associated companies

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.

(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

The Group's then associated company, Cloopen Group Holding Limited ("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"). Upon completion of Cloopen Listing and as at 30 June 2022, the Group held 55,677,341 Class A ordinary shares of Cloopen and the entire interest was classified as a financial asset at fair value through other comprehensive income (FVOCI), with subsequent fair value movement recognised in other comprehensive income.

整體財務業績及狀況

(A) 收入

二零二二年上半年綜合營業額為1,742,500,000港元，較二零二一年上半年減少13%。有關減少乃主要由於本集團的支付交易處理解決方案之分類營業額減少。有關分類表現亦請參閱上文附註(1)至(5)。

(B) 其他收入

其他收入主要包括利息收入及政府補貼。

(C) 銷售成本及經營開支

於二零二二年上半年，銷售成本大幅減少，主要由於總營業額下跌，尤其是交易處理解決方案分類。

二零二二年上半年，經營開支增加乃主要由於員工成本增加。

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) 應佔聯營公司之業績

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」）之業績，百富環球之股份於聯交所上市。

(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

本集團當時的聯營公司Cloopen Group Holding Limited（「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上市完成後及於二零二二年六月三十日，本集團持有Cloopen的55,677,341股A類普通股，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。

Business Review 業務回顧

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

Based on the market price of each ADS (of US\$1.06 as at 30 June 2022 (New York time), equivalent to approximately HK\$8.27) and the corresponding market value of the shares of the Cloopen held by the Group (at US\$29.2 million, equivalent to approximately HK\$228.0 million), the Group recognised an "other comprehensive loss" of approximately HK\$401.7 million in 1H2022 due to the change in fair value of its interest in Cloopen.

Cloopen Group Holding Limited is a 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).

Further details are set out in the Company's announcements dated 20 January 2021, 4 February 2021, 10 February 2021, 1 July 2021, 28 February 2022 and 4 May 2022.

(F) Investment properties and property, plant and equipment

Balance mainly represented fixed assets of payment processing solutions and electronic power meter and solutions under other business operations.

(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.

於二零二一年上半年，就Clopen上市而言，本集團錄得非現金收益總額約3,055,700,000港元（參考本集團於Clopen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之賬面值計算），包括：(i)就本集團當時所持有之Clopen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之視作出售收益約2,857,900,000港元，惟該收益將不會歸類為經營溢利；及(ii)就本集團於Clopen上市前持有之可換股優先股權益而言，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。

根據每一股美國存託股份的市價（於二零二二年六月三十日（紐約時間）為1.06美元，相當於約8.27港元）及本集團持有的Clopen股份的對應市值（29,200,000美元，相當於約228,000,000港元），本集團於二零二二年上半年確認因其於Clopen之權益的公平值變動導致的「其他全面虧損」約401,700,000港元。

Cloopen Group Holding Limited為中國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）。

有關進一步詳情，載於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、二零二一年七月一日、二零二二年二月二十八日及二零二二年五月四日的公佈。

(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其他業務運營的電能計量產品及解決方案之固定資產。

(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。

Business Review

業務回顧

(H) Investments in associated companies

Balance mainly represented the Group's interests in PAX Global and Megahunt Technologies Inc. ("Megahunt"). 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.

(i) Pax Global

As at 30 June 2022, the Group held 364,000,000 ordinary shares of PAX Global and the fair value of the Group's approximately 33.8% effective interest in PAX Global was approximately HK\$2,224.0 million and the fair value of the investment was lower than its carrying value. The recoverable amount, based on discounted cashflow model, exceeded the carrying value as at 30 June 2022. The interest in PAX Global of HK\$2,793.9 million represented approximately 25.7% of the Group's unaudited total assets as at 30 June 2022 and the cost of investment as at 30 June 2022 was HK\$259.8 million.

PAX Global, together with its subsidiaries, is principally engaged in the development and sales of electronic payment point-of-sale terminals products and the provision of maintenance and installation and payment solution services.

PAX Global is one of the global leading suppliers of electronic payment terminals solutions. In face of the tough times where the COVID-19 pandemic continued to hit the global economy, PAX Global has managed to turn challenges into opportunities and driving forces for business development. While the world shifts towards an increasingly cashless society under the pandemic, demand for PAX Global's Android smart payment terminals continues on a high-growth trajectory. Leading the market trend and security upgrade of payment terminal technology, PAX Global has consistently invested in research and development, with particular emphasis in recent years on its new-generation Android smart payment terminals and cloud-based Software as a Service platform.

In 1H2022, the increase in unaudited net profit of PAX Global was mainly attributable to the strong revenue growth recorded, as driven by the surging sales of its Android smart payment terminals, particularly in the Europe, Middle East and Africa region. Looking forward, we are optimistic about the market demand for PAX Global's payment terminals, and expect that PAX Global is well prepared to embrace the vast opportunities in the global payments industry.

(H) 於聯營公司之投資

結餘主要指本集團於百富環球及兆訊恒達科技股份有限公司（「兆訊恒達」）之權益。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。

(i) 百富環球

於二零二二年六月三十日，本集團持有百富環球364,000,000股普通股，且本集團於百富環球約33.8%實際權益之公平值約為2,224,000,000港元，而投資公平值低於其賬面值。於二零二二年六月三十日，可收回金額根據貼現現金模式超過賬面值。於二零二二年六月三十日，於百富環球的權益2,793,900,000港元約佔本集團未經審核資產總值的25.7%，而於二零二二年六月三十日之投資成本為259,800,000港元。

百富環球，連同其附屬公司，主要從事電子支付銷售點終端產品的開發及銷售，並提供維護及安裝以及支付解決方案服務。

百富環球是全球領先的電子支付終端解決方案供應商之一。面對新型冠狀病毒疫情持續影響全球經濟的艱難時刻，百富環球將這些挑戰化作為業務發展機遇和動力。在疫情下，全球無現金化走得更遠，而市場對百富環球安卓智能支付終端的需求持續高速增長。百富環球引領支付終端技術的發展趨勢及安全升級，對研發投入持之以恆，而近年重點聚焦研發新一代安卓智能支付終端及雲端軟件即服務平台。

於二零二二年上半年，百富環球的未經審核純利增長主要源於上半年度錄得強勁收入增長，此乃由於百富環球安卓智能支付終端的銷量急劇增長所帶動，尤其是在歐洲、中東及非洲地區。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，並預期百富環球已做好充分準備，以迎接全球支付行業龐大的機遇。

Business Review 業務回顧

(ii) Megahunt

As at 30 June 2022, the Group held RMB27,349,109 of the registered capital in Megahunt. The fair value of the Group's approximately 45.73% effective interest in Megahunt was approximately HK\$536.6 million and the fair value of the investment approximates its carrying value. The interest in Megahunt of HK\$543.5 million represented approximately 5.0% of the Group's unaudited total assets as at 30 June 2022 and the cost of investment as at 30 June 2022 was HK\$536.6 million.

In 1H2022, due to the impact of the pandemic and the tightened global semiconductor supply chain, the growth of the information security chip industry tended to slow down and competition became more intense. The increase in unaudited turnover and net profit of Megahunt as compared to 1H2021 was mainly due to the active stocking of downstream customers because of the tight semiconductor supply chain. In particular, sales of magnetic stripe encryption and decoding chips remained stable, and sales of security microcontrollers (MCU) increased. In general, the information security chip market is expected to develop steadily in 2022, subject to changes due to the policy impact in the payment market. At the same time, it is expected that the security chips used in the Internet of Things (IoT) will achieve preliminary sales in 2022. Other research and development projects are progressing smoothly and the cost reduction initiatives of various products are also rolling out in an orderly manner.

(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\$0.9 million; and the fair value of interest in a venture capital fund of HK\$101.0 million.

(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\$1.06 as at 30 June 2022 (New York time), equivalent to approximately HK\$8.27) and the market value of the shares of the Cloopen held by the Group of US\$29.2 million, equivalent to approximately HK\$228.0 million as at 30 June 2022 and the cost of investment as at 30 June 2022 was HK\$127.8 million.

Please also refer to note (E) above for details.

(ii) 兆訊恒達

於二零二二年六月三十日，本集團持有兆訊恒達註冊資本人民幣27,349,109元。本集團於兆訊恒達約45.73%實際權益之公平值約為536,600,000港元，而投資公平值與其賬面值相若。於二零二二年六月三十日，於兆訊恒達的權益543,500,000港元約佔本集團未經審核資產總值的5.0%，而於二零二二年六月三十日之投資成本為536,600,000港元。

二零二二年上半年受疫情以及全球半導體供應鏈緊張的影響，信息安全芯片行業增長趨於緩慢，競爭更加激烈。兆訊恒達的未經審核營業額及溢利淨額相比二零二一年上半年上升，主要由於半導體供應鏈緊張，下遊客戶積極進行備貨。其中，磁條加密解碼晶片銷售平穩，安全微控制器(MCU)銷售上升。預計二零二二年信息安全芯片市場整體平穩發展，但不排除受到支付市場的政策影響發生變化。同時，預計二零二二年應用於物聯網的安全芯片將會錄得初步的銷量。其他各項研發專案進展順利，各產品的成本降低工作亦在有條不紊的開展。

(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900,000港元；及於創投基金之權益的公平值101,000,000港元。

(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Cloopen之權益的公平值。基於每一股美國存託股份的市價(於二零二二年六月三十日(紐約時間)為1.06美元，相當於約8.27港元)及於二零二二年六月三十日本集團持有的Cloopen股份的市價(29,200,000美元，相當於約228,000,000港元)，而於二零二二年六月三十日之投資成本為127,800,000港元。

有關詳情亦請參閱上文附註(E)。

Business Review

業務回顧

(K) Inventories

The amount mainly represented inventories of the electronic power meters and solutions under other business operations.

During the period, HK\$2.9 million was recorded for provision on inventories with respect to slow-moving and obsolete stocks.

(K) 存貨

金額主要指其他業務運營的電能計量產品及解決方案分類的存貨。

期內，就滯銷及過期庫存錄得2,900,000港元之存貨撥備。

(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

		Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Trade receivables (Note (i))	應收賬款 (附註(i))	149,795	176,292
Bills receivables	應收票據	2,774	1,520
Less: provision for impairment of receivables	減：應收款項減值撥備	(16,262)	(9,403)
		136,307	168,409
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	199,182	158,821
Total	合計	335,489	327,230

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：

		Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	78,467	128,311
91 to 180 days	91至180日	16,323	10,947
181 to 365 days	181至365日	35,729	17,934
Over 365 days	365日以上	19,276	19,100
		149,795	176,292

Business Review 業務回顧

- Decrease in trade receivables aged from current to 90 days was mainly due to decrease 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 the increase in account receivable balances under the financial solutions segment and platform operation 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:

- 賬齡介乎即期至90日之應收賬款減少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減少所致。
- 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及平台運營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：

		Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current	即期	2,046,227	2,219,046
1 to 3 months past due	逾期一至三個月	16,086	16,449
Over 3 months past due	逾期三個月以上	121,290	122,980
Loan receivables, gross	應收貸款總額	2,183,603	2,358,475
Less: provision for impairment of loan receivables	減：應收貸款之減值撥備	(146,468)	(130,148)
Loan receivables, net	應收貸款淨額	2,037,135	2,228,327
Current	即期	2,037,135	2,228,327

(N) Amounts due from/to associated companies

Amounts due from/to associated companies are unsecured and interest-free.

(N) 應收／應付聯營公司之款項

應收／應付聯營公司之款項為無抵押及免息。

Business Review

業務回顧

(O) Short-term bank deposits, restricted bank balance and cash and cash equivalents

(O) 短期銀行存款、受限制銀行結餘以及現金及現金等價物

		Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current assets	流動資產		
Short-term bank deposits	短期銀行存款	2,354	6,832
Restricted bank balance (<i>Note</i>)	受限制銀行結餘 (<i>附註</i>)	655,777	765,462
Cash and cash equivalents	現金及現金等價物	3,837,956	3,254,558
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	4,493,733	4,020,020

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。

(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

		Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Trade payables (<i>Note (i)</i>)	應付賬款 (<i>附註(i)</i>)	555,967	497,080
Bills payables	應付票據	725	8,503
Payables for payment processing solutions business (<i>Note (ii)</i>)	支付交易處理解決方案業務之應付款項 (<i>附註(ii)</i>)	604,840	624,296
Other payables and accruals (<i>Note (iii)</i>)	其他應付款項及應計款項 (<i>附註(iii)</i>)	935,899	1,076,401
Total	合計	2,097,431	2,206,280

Business Review

業務回顧

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:

		Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	365,720	468,595
91 to 180 days	91至180日	178,318	11,272
181 to 365 days	181至365日	3,149	7,089
Over 365 days	365日以上	8,780	10,124
		555,967	497,080

- Change in trade payables aged between current to 90 days and 91 to 180 days were mainly due to changes in outstanding balances under the payment processing solutions segment.

Note (ii):

This balance represents payables to merchants for the payment processing solutions business.

Note (iii):

Accrued staff costs and pension obligations*	應計員工成本及退休金責任*	132,683	266,720
Deposits	按金	49,026	60,751
Receipt in advance from customers**	預先收取客戶之款項**	99,261	77,241
Advance from merchant recruitment agents**	來自招攬商戶代理的墊款**	447,946	435,842
Others***	其他***	206,983	235,847
		935,899	1,076,401

- * The decrease in accrued staff costs and pension obligations was mainly due to the payment of year 2021 year-end bonus during 1H2022.
- ** 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.

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：

		Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	365,720	468,595
91 to 180 days	91至180日	178,318	11,272
181 to 365 days	181至365日	3,149	7,089
Over 365 days	365日以上	8,780	10,124
		555,967	497,080

- 賬齡介乎即期至90日以及91日至180日之應付賬款變動主要由於支付交易處理解決方案分類項下未償還結餘變動所致。

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。

附註(iii):

		Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 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*	132,683	266,720
Deposits	按金	49,026	60,751
Receipt in advance from customers**	預先收取客戶之款項**	99,261	77,241
Advance from merchant recruitment agents**	來自招攬商戶代理的墊款**	447,946	435,842
Others***	其他***	206,983	235,847
		935,899	1,076,401

- * 應計員工成本及退休金責任減少乃主要由於於二零二二年上半年支付二零二一年年終花紅所致。
- ** 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。

Business Review

業務回顧

(Q) Asset-backed securities

Balance represents carrying amount of outstanding priority tranche of asset-backed securities (“ABS”).

北京隨行付商業保理有限公司 (“VBill Factoring”), a wholly-owned subsidiary of 隨行付支付有限公司 (“VBill OPCO”), approved 隨行付供應鏈金融1-15期資產支持專項計劃 (the “ABS Scheme”) and the issuance of asset-backed securities (“ABS”) thereunder. The ABS are backed by loan receivables in the form of trust interests. Pursuant to the no-objection letter from the Shanghai Stock Exchange, the maximum issue size of the ABS Scheme is RMB1,000 million (equivalent to approximately HK\$1,230 million) which can be issued in not more than 15 phases by 31 December 2023. The ABS are classified into priority and subordinated tranches according to their risks, earnings and duration. The priority tranche of the ABS is traded on the Shanghai Stock Exchange.

The first phase of the ABS Scheme with an issue size of RMB309 million (equivalent to approximately HK\$380.1 million) was established on 27 January 2022 and the second phase with an issue size of RMB362 million (equivalent to approximately HK\$419.9 million) was established on 20 May 2022. The priority tranche is issued to qualified institutional investors in the PRC and the subordinated tranche is issued to VBill Factoring or its designated affiliates. The proceeds from the issuance are principally used as general working capital of the fintech solutions and services business segment. The issuance of the ABS widens the fund-raising channels of the Group to access low-cost capital, which in turn will be used to improve the financing structure of the Company and promote its operating activities and investments. Further details are set out in the Company’s announcements dated 27 January 2022 and 20 May 2022.

(R) 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 decrease in balance during 1H2022 was due to the fact that upon the completion of the transfer of the remaining of 8.37% of the issued share capital of Megahunt on 23 May 2022, Megahunt ceased to be a subsidiary and was thereafter accounted for as an associated company of the Company, and as a result, the relevant written put option liability originally measured at amortised costs was derecognised with a corresponding adjustment to equity. The written put option liability was reclassified and recognised as a derivative financial liability at FVPL thereafter.

(Q) 資產支持證券

結餘指優先層級資產支持證券（「資產支持證券」）的尚未行使賬面值。

隨行付支付有限公司（「隨行付」）之全資附屬公司北京隨行付商業保理有限公司（「隨行付保理」）批准隨行付供應鏈金融1-15期資產支持專項計劃（「資產支持證券計劃」）及據此發行資產支持證券。資產支持證券乃以信託權益形式的應收貸款支持。根據上海證券交易所的無異議函，資產支持證券計劃的發行規模上限為人民幣1,000,000,000元（相當於約1,230,000,000港元），可於二零二三年十二月三十一日前按不超過15期發行。資產支持證券根據其風險、收益及期限分為優先及次級層級。優先層級資產支持證券於上海證券交易所買賣。

發行規模為人民幣309,000,000元（相當於約380,100,000港元）的資產支持證券計劃第一期已於二零二二年一月二十七日成立，及發行規模為人民幣362,000,000元（相當於約419,900,000港元）的第二期已於二零二二年五月二十日成立。優先層級資產支持證券發行予中國合資格機構投資者，而次級層級資產支持證券發行予隨行付保理或其指定聯屬公司。發行的所得款項主要用作金融科技解決方案及服務業務分類的一般營運資金。發行資產支持證券將拓寬本集團獲取低成本資金的融資渠道，從而可用於改善本公司的融資結構及促進其經營活動及投資。進一步詳情載於本公司日期為二零二二年一月二十七日及二零二二年五月二十日的公佈。

(R) 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。

二零二二年上半年的結餘減少乃由於二零二二年五月二十三日完成轉讓兆訊恒達已發行股本的餘下8.37%後，兆訊恒達不再為本公司的附屬公司，而作為本公司的聯營公司入賬，因此，本應以攤銷成本計量的相關賣出認沽期權負債獲終止確認，並對權益作出相應調整。此後，賣出認沽期權負債獲重新分類並確認為按公平值計入損益之衍生金融負債。

Business Review 業務回顧

The finance cost represented finance charges up to the redemption amount that is payable at the date at which the option becomes exercisable.

融資成本指在期權可行使之日應支付的最高贖回金額的融資費用。

(S) Discontinued operation/gains on disposals of subsidiaries

Reference is made to the announcements of the Company dated 15 December 2021, 28 December 2021, 11 February 2022, 28 February 2022, 14 April 2022 and 23 May 2022 in relation to the share transfer agreements entered into by Megahunt HK, certain purchasers and Megahunt in relation to the Group's disposal of an aggregate of approximately 20% of the issued share capital of Megahunt (representing an aggregate of approximately RMB12.0 million (equivalent to approximately HK\$14.5 million) registered capital) (the "Disposal") at an aggregate consideration of approximately RMB208.7 million (equivalent to approximately HK\$254.6 million). Completion of the Share Transfer Agreement II (first tranche), Share Transfer Agreement III and Share Transfer Agreement IV (as referred to in the aforesaid announcements) took place on 31 December 2021, and immediately after such completion the Group's interest in Megahunt decreased from approximately 65.73% to approximately 54.10%. Megahunt remained a subsidiary of the Company as at 31 December 2021. Upon completion of (i) the Share Transfer Agreement I and (ii) the Share Transfer Agreement II (second tranche) (as referred to in the aforesaid announcements) on 20 May 2022 and 23 May 2022 respectively, the Group's interest in Megahunt further decreased to approximately 45.73% and Megahunt has ceased to be a subsidiary of the Company and has been accounted for as an associated company of the Company. Gain on disposal of HK\$429.3 million was recognised in May 2022.

Megahunt is principally engaged in the sale of information security chips and solutions, computer hardware and software, system integration and the development of SOC. The corresponding business segment (i.e. the information security chips and solutions segment) was classified as discontinued operation for 1H2021 and 1H2022.

(S) 已終止經營業務／出售附屬公司之收益

茲提述本公司日期為二零二一年十二月十五日、二零二一年十二月二十八日、二零二二年二月十一日、二零二二年二月二十八日、二零二二年四月十四日及二零二二年五月二十三日的公佈，內容有關兆訊香港、若干買家及兆訊恒達就本集團以總代價約人民幣208,700,000元(相當於約254,600,000港元)合共出售兆訊恒達已發行股本約20%(相當於註冊資本總額約人民幣12,000,000元(相當於約14,500,000港元))而訂立的股份轉讓協議(「出售事項」)。股份轉讓協議II(第一批)、股份轉讓協議III及股份轉讓協議IV(誠如上述公佈所提述)於二零二一年十二月三十一日完成，以及緊隨有關完成後，本集團於兆訊恒達的權益由約65.73%減至約54.10%。於二零二一年十二月三十一日，兆訊恒達仍為本公司的附屬公司。於二零二二年五月二十日及二零二二年五月二十三日分別完成(i)股份轉讓協議I及(ii)股份轉讓協議II(第二批)(誠如上述公佈所提述)後，本集團於兆訊恒達的權益進一步減至約45.73%，且兆訊恒達已不再為本公司的附屬公司，並列作本公司的聯營公司入賬。出售收益429,300,000港元已於二零二二年五月確認。

兆訊恒達主要從事銷售信息安全芯片及解決方案、計算機硬件及軟件、系統綜合及發展系統芯片(SOC)。有關業務分類(即信息安全芯片及解決方案分類)分類為二零二一年上半年及二零二二年上半年的已終止經營業務。

Business Review

業務回顧

Key Financial Performance

		Unaudited 未經審核		
		1H2022 二零二二年 上半年 HK\$'000 千港元	1H2021 二零二一年 上半年 HK\$'000 千港元 (Restated) (經重列)	Change 變動 +/(–)
Turnover*	營業額*	246,379	205,092	+20%
EBITDA [†]	EBITDA [†]	93,584	43,893	+113%
Operating profit	經營溢利	93,584	38,960	+140%
* Turnover from external customers		* 來自外部客戶之營業額		
† EBITDA is calculated by excluding interest expense, taxes, depreciation and amortisation from segmental operating profit		† EBITDA按分類經營溢利扣除利息開支、稅項、折舊及攤銷計算		

Financial Position

		Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Assets classified as held-for-sale	分類為持作出售之資產	419,105
Liabilities directly associated with assets classified as held-for-sale	與分類為持作出售之資產直接相關的負債	(82,803)

During 1H2022, turnover from discontinued operation amounted to HK\$246.4 million as compared to HK\$205.1 million in 1H2021, representing an increase by more than 20%. Operating profit from discontinued operation amounted to HK\$93.6 million, as compared to HK\$39.0 million in 1H2021. The increase in turnover was mainly due to the active stocking of downstream customers because of the tight semiconductor supply chain.

於二零二二年上半年，已終止經營業務之營業額為246,400,000港元，而二零二一年上半年為205,100,000港元，增加逾20%。已終止經營業務之經營溢利為93,600,000港元，而二零二一年上半年為39,000,000港元。營業額上升，主要原因是於半導體供應鏈緊張，下游客戶積極進行備貨。

Business Review 業務回顧

KEY INVESTING AND FINANCING ACTIVITIES

Disposal of Megahunt

In December 2021, Megahunt HK entered into certain share transfer agreements with certain purchasers and Megahunt for the disposal of an aggregate of approximately 20% interest in Megahunt (the “Megahunt Interest”) at an aggregate consideration of approximately RMB208.7 million (equivalent to approximately HK\$254.6 million) (the “Disposal”).

In connection with the disposal of (i) approximately 4.36% Megahunt Interest by Megahunt HK pursuant to one of the aforesaid share transfer agreements; and (ii) approximately 3.64% Megahunt Interest by Wonder Pax Technology (Shenzhen) Co. Ltd (a subsidiary of PAX Global, an associated company of the Company) to an independent third-party purchaser, Megahunt, the said independent third-party purchaser and the Management Platform Company (a limited partnership in the PRC held as to approximately 99.99% by Megahunt’s directors and management) entered into the side letters, pursuant to which Megahunt shall guarantee the repurchase obligations of the Management Platform Company to repurchase all or part of the aforesaid aggregate of 8% Megahunt Interest upon the occurrence of the triggering events, subject to other conditions as provided in the side letters and a cap of RMB180 million (equivalent to approximately HK\$219.6 million) (the “Repurchase Guarantee”). The Repurchase Guarantee shall unconditionally and irrevocably terminate on 31 December 2022, notwithstanding its validity as provided under the side letters would be 3 years from the relevant triggering events.

The Disposal completed on 23 May 2022. Immediately subsequent thereto and as at the date of this interim report, the Company’s interest in Megahunt is approximately 45.73% and Megahunt is accounted for as an associated company of the Company.

Further details are referred to in the Company’s announcements dated 15 December 2021, 28 December 2021, 11 February 2022, 28 February 2022, 14 April 2022 and 23 May 2022.

ISSUANCE OF ASSET-BACKED SECURITIES

VBill Factoring, a wholly-owned subsidiary of VBill OPCO, approved the ABS Scheme and the issuance of ABS thereunder. The ABS are backed by loan receivables in the form of trust interests. Pursuant to the no-objection letter from the Shanghai Stock Exchange, the maximum issue size of the ABS Scheme is RMB1,000 million (equivalent to approximately HK\$1,230 million) which can be issued in not more than 15 phases by 31 December 2023. The ABS are classified into priority and subordinated tranches according to their risks, earnings and duration. The priority tranche of the ABS is traded on the Shanghai Stock Exchange.

主要投資及融資活動

出售兆訊恒達

於二零二一年十二月，兆訊香港與若干買家及兆訊恒達訂立若干股份轉讓協議，以總代價約人民幣208,700,000元(相當於約254,600,000港元)合共出售兆訊恒達約20%權益(「兆訊恒達權益」)(「出售事項」)。

有關(i)兆訊香港根據上述其中一份股份轉讓協議出售約4.36%兆訊恒達權益；及(ii)萬達百匯科技(深圳)有限公司(本公司聯營公司百富環球的附屬公司)出售約3.64%兆訊恒達權益予獨立第三方買家，兆訊恒達、上述獨立第三方買家及管理平台公司(由兆訊恒達董事及管理層持有約99.99%的中國有限合夥企業)訂立附函，據此，兆訊恒達須保證管理平台公司於觸發事件發生時購回全部或部分上述合共8%兆訊恒達權益之購回責任，惟受附函規定的其他條件所規限，且上限為人民幣180,000,000元(相當於約219,600,000港元)(「購回擔保」)。儘管附函規定其有效性為自相關觸發事件起計3年，但購回擔保須於二零二二年十二月三十一日無條件及不可撤回終止。

出售事項於二零二二年五月二十三日完成。緊隨其後及於本中報日期，本公司於兆訊恒達的權益約為45.73%，而兆訊恒達則列作本公司的聯營公司入賬。

有關進一步詳情，請參閱本公司日期為二零二一年十二月十五日、二零二一年十二月二十八日、二零二二年二月十一日、二零二二年二月二十八日、二零二二年四月十四日及二零二二年五月二十三日的公佈。

發行資產支持證券

隨行付的全資附屬公司隨行付保理批准資產支持證券計劃並據此發行資產支持證券。資產支持證券乃以信託權益形式的應收貸款支持。根據上海證券交易所的無異議函，資產支持證券計劃的發行規模上限為人民幣1,000,000,000元(相當於約1,230,000,000港元)，預期於二零二三年十二月三十一日前按不超過15期發行。資產支持證券根據其風險、溢利及年期分為優先及次級層級。優先層級資產支持證券於上海證券交易所買賣。

Business Review

業務回顧

The first phase of the ABS Scheme with an issue size of RMB309 million (equivalent to approximately HK\$380.1 million) was established on 27 January 2022 and the second phase with an issue size of RMB362 million (equivalent to approximately HK\$419.9 million) was established on 20 May 2022. The priority tranche is issued to qualified institutional investors in the PRC and the subordinated tranche is issued to VBill Factoring or its designated affiliates. The proceeds from the issuance are principally used as general working capital of the fintech solutions and services business segment. The issuance of the ABS will widen the fund-raising channels of the Group to access low-cost capital, which in turn will be used to improve the financing structure of the Company and promote its operating activities and investments.

Further details are set out in the Company's announcements dated 27 January 2022 and 20 May 2022.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2022, the Group reported total assets of HK\$10,887.3 million (31 December 2021: HK\$10,818.8 million), which were financed by total liabilities of HK\$3,293.9 million (31 December 2021: HK\$3,327.8 million) and equity of HK\$7,593.4 million (31 December 2021: HK\$7,491.0 million). The net asset value was HK\$7,593.4 million (31 December 2021: HK\$7,491.0 million). The net asset value per share amounted to HK\$2.735 per share (31 December 2021: HK\$2.698 per share).

As at 30 June 2022, the Group had restricted bank balance of HK\$655.8 million (31 December 2021: HK\$765.5 million), cash and cash equivalents of HK\$3,838.0 million (31 December 2021: HK\$3,254.6 million) and no short-term borrowing (31 December 2021: HK\$2.4 million). The net cash position as at 30 June 2022 was HK\$3,838.0 million (31 December 2021: HK\$3,252.2 million). As at 30 June 2022, the gearing ratio is calculated as total debt divided by total capital, while total debt includes lease liabilities, written put option liabilities and asset-backed securities of the Group. The gearing ratio was 12.7% (31 December 2021: 11.1%). The gearing ratio is considered healthy and suitable for the continuing growth of the Group's business.

發行規模為人民幣309,000,000元（相當於約380,100,000港元）的資產支持證券計劃第一期已於二零二二年一月二十七日成立，及發行規模為人民幣362,000,000元（相當於約419,900,000港元）的第二期已於二零二二年五月二十日成立。優先層級資產支持證券發行予中國合資格機構投資者，而次級層級資產支持證券發行予隨行付保理或其指定聯屬公司。發行的所得款項將主要用作金融科技解決方案及服務業務分類的一般營運資金。發行資產支持證券將拓寬本集團獲取低成本資金的融資渠道，從而可用於改善本公司的融資結構及促進其經營活動及投資。

進一步詳情載於本公司日期為二零二二年一月二十七日及二零二二年五月二十日的公佈。

流動資金及財務資源

於二零二二年六月三十日，本集團錄得總資產10,887,300,000港元（二零二一年十二月三十一日：10,818,800,000港元），相應負債總額3,293,900,000港元（二零二一年十二月三十一日：3,327,800,000港元）及權益總額7,593,400,000港元（二零二一年十二月三十一日：7,491,000,000港元）。資產淨值則為7,593,400,000港元（二零二一年十二月三十一日：7,491,000,000港元）。每股資產淨值為每股2.735港元（二零二一年十二月三十一日：每股2.698港元）。

於二零二二年六月三十日，本集團受限制銀行結餘655,800,000港元（二零二一年十二月三十一日：765,500,000港元）、現金及現金等價物3,838,000,000港元（二零二一年十二月三十一日：3,254,600,000港元）以及並無短期借款（二零二一年十二月三十一日：2,400,000港元）。於二零二二年六月三十日之淨現金為3,838,000,000港元（二零二一年十二月三十一日：3,252,200,000港元）。於二零二二年六月三十日，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、賣出認沽期權負債及資產支持證券。資本負債比率為12.7%（二零二一年十二月三十一日：11.1%）。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 2022, the Group had no bank borrowings (31 December 2021: HK\$2.4 million) and banking facilities of approximately HK\$25.5 million (31 December 2021: HK\$26.6 million). The bank borrowing carried an interest rate of 4.25% per annum as at 31 December 2021. As at 30 June 2022, the banking facilities were secured by the leasehold land and buildings of a subsidiary of the Company, with net book amount of HK\$2.7 million (31 December 2021: HK\$2.7 million) and HK\$4.2 million (31 December 2021: HK\$4.7 million) respectively.

Approximately HK\$3,009.2 million, HK\$549.3 million, HK\$912.5 million, HK\$16.3 million, HK\$2.5 million, HK\$2.6 million and HK\$1.3 million of the Group's restricted bank balance and cash and cash equivalents were denominated in Renminbi, Hong Kong dollar, US dollar, Euro, Japanese Yen, British pound and Singapore dollar respectively as at 30 June 2022.

Approximately HK\$2,626.1 million, HK\$413.5 million, HK\$979.4 million and HK\$1.0 million of the Group's restricted bank balance and cash and cash equivalents were denominated in Renminbi, Hong Kong dollar, US dollar, Euro respectively as at 31 December 2021.

SIGNIFICANT INVESTMENT

Save as disclosed in note H and note J under the section titled "Overall Financial Results and Position" on pages 12 to 13, the Group held no significant investment as at 30 June 2022.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed in the section titled "Key Investing and Financing Activities" on page 21, the Group did not have any material acquisition or disposal of subsidiaries, associates and joint ventures during the six months ended 30 June 2022.

資本架構及抵押詳情

於二零二二年六月三十日，本集團並無銀行借款(二零二一年十二月三十一日：2,400,000港元)及銀行融資約25,500,000港元(二零二一年十二月三十一日：26,600,000港元)。銀行借款於二零二一年十二月三十一日的年利率為4.25%。於二零二二年六月三十日，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2,700,000港元(二零二一年十二月三十一日：2,700,000港元)及4,200,000港元(二零二一年十二月三十一日：4,700,000港元))作抵押。

於二零二二年六月三十日，本集團之受限制銀行結餘以及現金及現金等價物分別約3,009,200,000港元、549,300,000港元、912,500,000港元、16,300,000港元、2,500,000港元、2,600,000港元及1,300,000港元乃分別以人民幣、港元、美元、歐元、日圓、英鎊及新加坡元計值。

於二零二一年十二月三十一日，本集團之受限制銀行結餘以及現金及現金等價物分別約為2,626,100,000港元、413,500,000港元、979,400,000港元及1,000,000港元乃分別以人民幣、港元、美元及歐元計值。

重大投資

除第12至13頁標題為「整體財務業績及狀況」一節項下附註H及附註J所披露者外，於二零二二年六月三十日，本集團並無持有任何重大投資。

附屬公司、聯營公司及合資企業之重大收購及出售

除第21頁標題為「主要投資及融資活動」一節所披露者外，本集團於截至二零二二年六月三十日止六個月並無進行任何重大的附屬公司、聯營公司及合資企業收購或出售。

Business Review

業務回顧

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no specific plan for material investments or capital assets as at 30 June 2022.

EXCHANGE RATES EXPOSURE

The Group derives its revenue, makes purchases and incurs expenses denominated mainly in US dollar, Renminbi, Euro, Japanese Yen, British pound, Singapore dollar 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 million 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 2022. As at 30 June 2022, the Company did not recognise any liability in relation to the Performance Guarantee Agreement. The Directors considered the possibility of reimbursement not probable.

(B) Guarantee Agreements with associates of the Company

(i) In 2019, the Company entered into a guarantee agreement (the "2019 Manufacturer Guarantee Agreement") with 3 then subsidiaries of the Company (two of which being associates of the Company as at the date of this report), pursuant to which the Company shall guarantee to repay the due and unsettled debts of the said associates individually and/or collectively of up to US\$10 million (equivalent to approximately HK\$78 million) incurred in relation to such manufacturing orders placed against the named manufacturer by the said associates, should any of them individually and/or collectively cease or fail to honour its payment obligations.

重大投資或資本資產之未來計劃

於二零二二年六月三十日，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、歐元、日圓、英鎊、新加坡元及港元計值。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。表現擔保協議於截至二零二二年六月三十日止六個月一直保持十足效力及作用。於二零二二年六月三十日，本公司並無就有關表現擔保協議確認任何負債。董事認為提出索償之可能性不高。

(B) 與本公司聯營公司訂立擔保協議

(i) 於二零一九年，本公司與本公司彼時的三間附屬公司（其中兩間於本報告日期為本公司之聯營公司）訂立一份擔保協議（「二零一九年製造商擔保協議」），據此，倘任何上述聯營公司個別及／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聯營公司因上述聯營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（相當於約78,000,000港元）。

Business Review 業務回顧

In respect of the further expansion of order scale, the Company entered into a new guarantee agreement in 2021 (the “2021 Manufacturer Guarantee Agreement”) with the same counterparties, pursuant to which the Company shall guarantee to repay the due and unsettled debts of the said associates individually and/or collectively of up to US\$20 million (equivalent to approximately HK\$156 million) incurred in relation to such manufacturing orders placed against the named manufacturer by the said associates, should any of them individually and/or collectively cease or fail to honour its payment obligations.

The 2019 Manufacturer Guarantee Agreement was terminated and the entirety of the Company’s obligations and liability thereunder, if any, was effectively transferred to the 2021 Manufacturer Guarantee Agreement. As at 30 June 2022, the Company did not recognise any liability in relation to the 2021 Manufacturer Guarantee Agreement. The Directors considered the possibility of reimbursement not probable.

- (ii) In 2020, the Company entered into a guarantee agreement (the “2020 OEM Guarantee Agreement”) with a then subsidiary of the Company (being an associate of the Company as at the date of this report) and an independent manufacturer (“OEM”), pursuant to which the Company shall guarantee to repay the said associate’s due and unsettled debts of up to US\$10 million (equivalent to approximately HK\$78 million) owed to the OEM incurred in relation to such manufacturing orders the said associate placed against the OEM should it cease or fail to honour its payment obligations. As at 30 June 2022, the Company did not recognise any liability in relation to the 2020 OEM Guarantee Agreement. The Directors considered the possibility of reimbursement not probable.

Save as disclosed above, the Group had no material contingent liability as at 30 June 2022.

由於訂購量進一步擴大，二零二一年本公司與相同對手方訂立新擔保協議（「二零二一年製造商擔保協議」）。據此，倘上述聯營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聯營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（相當於約156,000,000港元）。

二零一九年製造商擔保協議已告終止，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。於二零二二年六月三十日，本公司並無就二零二一年製造商擔保協議確認任何負債。董事認為提出索償之可能性不高。

- (ii) 於二零二零年，本公司與本公司彼時一間附屬公司（於本報告日期為一間聯營公司）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」），據此，倘該聯營公司停止或未能履行其付款責任，本公司須擔保償還該聯營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）。於二零二二年六月三十日，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。董事認為提出索償的可能性不高。

除上文披露者外，於二零二二年六月三十日，本集團並無任何重大或然負債。

Business Review

業務回顧

EMPLOYEES

The total number of employees of the Group as at 30 June 2022 was 2,639. The breakdown of employees by division is as follows:

Payment processing solutions
Fintech solutions and services
Platform operation solutions
Financial solutions
Others
Corporate office

僱員

本集團於二零二二年六月三十日之僱員總數為2,639人。僱員按部門細分如下：

支付交易處理解決方案	896
金融科技解決方案及服務	154
平台運營解決方案	698
金融解決方案	627
其他	224
總部	40

2,639

The Group ensures that its employees remuneration packages are comprehensive and competitive. Directors are entitled to a fixed director's fee, discretionary bonus and other benefits, which are determined with reference to the performance of the individual and the Company, market practice and conditions as well as the Group's corporate goals and objectives in accordance with the remuneration policy of the Company. 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.

Disclaimer:

Non-GAAP measures

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.

本集團確保其僱員薪酬待遇全面且具競爭力。董事有權享有固定董事袍金、酌情花紅及其他福利，並根據本公司的薪酬政策及參考個人及本公司的表現、市場慣例及情況以及本集團的企業目標及願景而釐定。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。

免責聲明：

非公認會計原則指標

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

In 1H2022, the regional spread of the COVID-19 pandemic put China's economy under greater pressure. After more than two years of large-scale epidemic prevention and control, we are optimistic about the country's rapid response to sporadic outbreaks and the rapid and joint efforts in its "dynamic zero-COVID epidemic" prevention policy. Under the trend of global economic integration, it is expected that the economic outlook and operating environment will remain challenging throughout 2022.

PAYMENT PROCESSING SOLUTIONS

According to the Administrative Measures for the Payment Services Provided by Non-financial Institutions formulated by the People's Bank of China, the intermediaries between payers and payees which provide online payment, issuance and acceptance of prepaid cards, bankcard acquiring and other payment services as specified by the People's Bank of China shall obtain a "Payment Business Permit", which shall be valid for 5 years. We successfully completed the renewal on 27 June 2022, and the certificate is valid until 27 June 2027.

In 2022, the COVID-19 pandemic situations were more abrupt than last year, showing a trend of nationwide regional outbreaks in cities. The payment business also fluctuated across different regions and in different time period alongside the epidemic situations. Under these circumstances, our QR code transactions still achieved a 59% growth, driven by the digital service business. In 1H2022, our domestic payment transaction volume reached RMB772.4 billion. In terms of cross-border payment business, during the period, we continued to open up overseas mainstream e-commerce platforms, built a global overseas payment network, and provided export enterprises with one-stop cross-border capital services such as cross-border payment collection, global payment as an agent, and foreign exchange management. Our monthly transaction amount exceeded US\$10 million, and our business covers Hong Kong, the United States, Japan, Singapore and other countries and regions.

二零二二年上半年，新冠疫情的區域性傳播使中國經濟承受較大壓力。經過兩年多的規模性疫情防治，我們對國家迅速應對疫情零星出現，合力快速的「動態清零」防疫政策持樂觀態度。在全球經濟一體化的趨勢下，預期二零二二年全年經濟前景和經營環境仍將富挑戰性。

支付交易處理解決方案

根據中國人民銀行制定的《非金融機構支付服務管理辦法》，非金融機構在收付款人之間作為中介機構提供網絡支付、預付卡的發行與受理、銀行卡收單及中國人民銀行確定的其他支付服務須取得有效期為5年的「支付業務許可證」。我們於二零二二年六月二十七日順利完成續展工作，證書有效期至二零二七年六月二十七日。

於二零二二年，新冠疫情在全國範圍內呈現城市區域性爆發態勢，相較去年更為突發。隨疫情狀況，支付業務也因應不同地域及時段呈現波動狀態。在這種外部環境下，有賴於數位化服務業務的拉動，我們的二維碼交易仍取得了59%的增長。二零二二年上半年境內支付交易額達到人民幣7,724億元。在跨境支付業務上，期內我們繼續打通海外主流電商平台，構建全球海外支付網路，為出口企業提供跨境收款、全球代付、外匯管理等一站式跨境資金服務。月交易金額突破1,000萬美元，業務覆蓋香港、美國、日本、新加坡等國家和地區。

Business Outlook 業務展望

In terms of digital service business, the outbreak of the COVID-19 pandemic has triggered major changes in consumption patterns and industry formats. In view of the offline merchants' demand for digital business having entered a stage of rapid growth, we provide the merchants with a full range of digital solutions by adopting payment as the entry point and combining our information-based and smart products. In line with merchants' digital demand, we have launched a variety of smart products, including smart decision-making, smart marketing, smart account books, smart scales and other products. Our smart decision-making products take advantage of big data smart database and DEM smart algorithm (fluctuation model, AI diagnosis model, decision correction model) to intelligently manage the entire cycle of commodity circulation, targeting and providing retail merchants such as offline chain supermarkets, convenience stores and fresh food stores with digital solutions for the retail industry that integrate four functional modules including "operation status diagnosis", "smart supply chain", "commodity category management" and "on-site AI management" to comprehensively improve the operational efficiency of merchants. Such products quickly gained market recognition as soon as they were launched in 2022. In 1H2022, we cooperated with more than 10 leading chain merchants, covering more than 20,000 stores. In addition, we focused on the digital transformation of traditional wet markets, to assist in the smart transformation of farmers' markets, provide market managers, merchants and consumers with smart solutions that integrate management, marketing, and user experience to create a digital ecosystem for wet markets. As of 30 June 2022, our digital products have served 0.8 million merchants, mainly in the retail industry, community fresh food stores, farmers' markets, chain convenience stores, etc.

FINTECH SOLUTIONS AND SERVICES

Fintech solutions and services mainly include: supply chain financial technology, micro-lending and factoring business. Among these, our supply chain financial technology sector has made great progress, and we have created two product service platforms: "Suixin Cloud Chain Financial Service Platform" ("Suixin Cloud Chain") and "Commercial Bill Financing Service Platform".

在數位化服務業務上，新冠疫情的爆發引發了消費模式及行業業態的重大改變。鑑於線下商戶的數位化經營需求進入快速增長階段，我們以支付為入口，結合資訊化及智慧化產品，為商戶提供全方位的數位化解決方案。按商戶的數位化需求，我們推出了多款智慧化產品，其中包括智慧決策、智慧行銷及智慧帳簿、智慧秤等產品。我們的智慧決策產品利用大資料智慧庫、DEM智慧演算法（波動模型、AI診斷模型、決策修正模型）對商品流通全週期進行智慧化管理，面向線下連鎖超市、便利店、生鮮店等零售商戶提供包括「經營狀況診斷」、「智慧供應鏈」、「商品品類管理」和「現場AI管理」在內的四大功能模組為一體的零售行業數位化解決方案，全面提升商戶的運營效率。二零二二年一經推出即快速獲得了市場認可，二零二二年上半年我們合作了超過10家頭部連鎖商戶，門店數量超過20,000家。此外，我們以改造傳統菜市場數位化為核心，協助農貿市場進行智慧化轉型，為菜市場管理方、商戶、消費者提供管理、行銷、用戶體驗為一體的全方案智慧解決方案，打造菜市場數位生態。截至二零二二年六月三十日，我們數位化產品累計服務商戶80萬，主要為零售行業、社區生鮮店、農貿市場、連鎖便利店等。

金融科技解決方案及服務

金融科技解決方案及服務主要包括：供應鏈金融科技、小額貸款及保理業務。其中，我們的供應鏈金融科技板塊取得了長足發展，打造了兩大產品服務平台：「隨信雲鏈金融服務平台」（「隨信雲鏈」）和「商業匯票融資服務平台」。

Business Outlook 業務展望

Suixin Cloud Chain is the Company's self-developed supply chain financial service platform, mainly serving core enterprise suppliers. Relying on financial technologies such as blockchain, big data, cloud computing, etc. it has built standards and allows splitting, circulation and financing activities throughout the supply chain for core enterprises. It runs across credit barriers along the industrial chain, achieved business credit empowerment for core enterprises, and solved the problems of difficult, expensive and slow financing for small and medium-sized enterprises along the industrial chain, facilitating the favourable and healthy development of the industrial ecology. The Commercial Bill Financing Service Platform, relying on the abundant resources on cooperation with financial institutions, provides one-stop standardised bill services, including bill financing services. It also provides small and medium-sized enterprises with efficient, convenient, compliant and safe financing services.

In addition, we provide financial support to many small and micro enterprises through direct connection to banks, issuance of asset-backed securities schemes, and through our small loan companies and factoring companies, helping small and micro enterprises to expand production scale and achieve stable growth. As of 30 June 2022, we have cooperated with more than 21 banks and 2 trusts with a customer financing amount exceeding RMB18.4 billion. On 27 January 2022 and 20 May 2022, the first phase and the second phase of asset-backed securities scheme with a total issue size of RMB309 million (equivalent to approximately HK\$380.1 million) and RMB362 million (equivalent to approximately HK\$419.9 million) were also established, respectively.

PLATFORM OPERATION SOLUTIONS

In 1H2022, we successfully signed product development, business operation and system maintenance-related contracts for the new year with China Mobile Financial Technology Co., Ltd., the Company's major customer, and our business scale remained stable. Meanwhile, we also actively participated in the project competition of China Mobile's provincial companies and expanded technical service opportunities outside the operator's system. The size of our technical service orders in the securities industry increased by more than 30% year-on-year. Under the influence of the pandemic and the overall shrinkage of market resources, the expansion of new businesses face more challenges. Looking forward to the second half of the year, we will continue to expand and innovate at the business level and strive to seek various opportunities.

隨信雲鏈為公司自研的供應鏈金融服務平台，主要服務核心企業供應商。依託區塊鏈、大資料、雲計算等金融科技力量構建產業金融生態，隨信雲鏈創立可拆分、可流轉、可融資的標準化確權憑證。它打通產業鏈信用壁壘，實現核心企業商業信用賦能，解決產業鏈上中小企業融資難、融資貴、融資慢等難題，助力產業生態良性健康發展。商業匯票融資服務平台依託其豐富的金融機構合作資源，提供一站式標準化票據服務，包括票據融資業務，其中亦為中小企業提供高效、便捷、合規、安全的融資服務。

此外，我們通過直連銀行、發行資產支持證券計劃、以及透過我們的小貸公司、保理公司為眾多小微企業提供資金支援，幫助小微企業擴大生產規模，實現穩定增長。截至二零二二年六月三十日，我們合作的銀行數量突破21家，信託2家，客戶融資金額超人民幣184億元。於二零二二年一月二十七日及於二零二二年五月二十日，總發行規模分別為人民幣309,000,000元(相當於約380,100,000港元)及人民幣362,000,000元(相當於約419,900,000港元)的資產支持證券計劃第一期及第二期亦已相繼成立。

平台運營解決方案

二零二二年上半年，我們成功與公司的主要客戶—中移動金融科技有限公司簽署了新一年的產品開發、業務運營以及系統維護等相關合約，業務規模保持穩定。同時，我們也積極參與中移動各省公司的專案競爭，並拓展運營商體系外的技術服務機會，證券行業的技術服務訂單規模同比去年有超過30%的增長。受疫情以及市場資源投入整體收縮的影響，新業務的拓展面臨更多挑戰。展望下半年，我們將繼續在業務層面拓展創新，努力尋找各種機遇。

Business Outlook 業務展望

FINANCIAL SOLUTIONS

In Mainland China, BJ ABS, leveraging its experience accumulated in previous projects and its independent research and development, put forward three major strategies and nine major techniques for the migration of banking transaction systems, helping banks to achieve digital transformation and independent control. This solution advocates the maximum inheritance of application design assets, in order to achieve a more efficient, secure and complete business system migration from mainframe to the distributed open platform smoothly. In 1H2022, BOC Hong Kong and BOC Macau successively kick started system migration following China Guangfa Bank's overall downshift of its core banking system.

In terms of overseas financial IT service opportunities, Hi Sun FinTech Global actively carried out market expansion and research and development of new products and new technologies on the basis of continuously improving overseas service capabilities. To improve overseas service capabilities, we have set up overseas representative offices in Laos and Cambodia, greatly improving our local technical service capabilities. In terms of market expansion, we signed contracts with five new customers during the period and actively expanded in new overseas countries. In terms of research and development of new products and technologies, our newly developed decentralised and micro-service core system has achieved certain results. We have signed a contract with a virtual bank in Hong Kong and the system is expected to be put into production within this year. At the same time, Hi Sun FinTech Global is cooperating with a cloud vendor to actively develop technical solutions for migrating from IBM mainframes to the cloud. To date, technical research has been initially completed, and market promotion will be carried out jointly in the next stage.

金融解決方案

在中國大陸地區，高陽金信運用其在眾多項目中積累的經驗及其自主研發，提出了銀行交易系統遷移的三大策略、九大工藝，以助力銀行實現數位化轉型和自主可控。該方案主張最大程度地繼承應用設計資產，達致更高效、更安全、更完整地將業務系統從主機平滑移植到分佈式開放平台。二零二二年上半年，在繼廣發銀行核心銀行系統總體下移之後，陸續又有港中銀、澳門中行啟動系統遷移。

針對海外金融IT服務機會，高陽寰球在持續提升海外服務能力的基礎上，積極進行市場拓展及新產品新技術的研發。在提升海外服務能力方面，我們分別在老撾、柬埔寨設立海外辦事處，以大大提升於當地技術服務能力。在市場拓展方面，我們於期內簽約五家新客戶，並積極進行新的海外國家市場拓展。在新產品技術研發方面，新研發的分散式、微服務核心系統取得一定成果，已簽約香港某虛擬銀行，系統預計將於今年內投產。高陽寰球同時與某雲廠商合作，積極研發從IBM大型主機上雲的技術方案，截至目前技術研究已初步完成，並將於下一階段聯合進行市場推廣。

Business Outlook 業務展望

DISPOSAL OF MEGAHUNT

Following the completion of the Disposal in 1H2022 (as provided in the section titled “Key Investing and Financing Activities” on page 21), the Group’s interest in Megahunt was reduced to approximately 45.73%. Megahunt ceased to be a subsidiary of the Company and was accounted for as an associate of the Company. The Disposal is expected to bring strategic benefits to Megahunt’s long-term growth. Through the establishment of cooperative relationships with new investors, it is expected that Megahunt can benefit from the experience and reputation of new investors while providing the management team of Megahunt with the opportunity to further acquire proprietary interests in Megahunt and encouraging them to work towards enhancing the value of equity interests in Megahunt for the benefit of Megahunt and its shareholder(s) as a whole.

出售兆訊恒達

如第21頁標題為「主要投資及融資活動」一節所述，二零二二年上半年隨著完成出售事項後，本集團於兆訊恒達的權益減至約45.73%，且兆訊恒達不再為本公司的附屬公司，並入賬列作本公司的聯營公司。出售事項預期會對兆訊恒達的長期增長帶來策略性裨益。透過建立與新投資者之間的合作關係，預期兆訊恒達可利用新投資者的經驗及聲譽獲益同時為兆訊恒達之管理團隊提供進一步認購兆訊恒達專屬權益之機會，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。

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 2022, the interests and short positions of each director (“Director”) and chief executive of the Company (“Chief Executive”) and their respective associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV 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:

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於二零二二年六月三十日，本公司各董事（「董事」）及最高行政人員（「最高行政人員」）及彼等各自的聯繫人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」）第XV部）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：

Director/Chief Executive	董事／最高行政人員	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			Approximate percentage of shareholding in the Shares of the Company** 於本公司股份股權之概約百分比**	Interests in associated corporation 於相聯法團之權益	
		Personal interest 個人權益	Corporate interest 公司權益	Total 總數		Total 總數	Approximate percentage of shareholding in the registered capital of the associated corporation 於相聯法團之註冊資本股權之概約百分比
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%	RMB1,965,447 (L)* <i>(note (ii))</i> 人民幣1,965,447元 (L)* <i>(附註(ii))</i>	3.29%***
Li Wenjin	李文晉	6,400,000 (L)*	-	6,400,000 (L)*	0.23%	RMB550,000 (L)* <i>(note (iii))</i> 人民幣550,000元 (L)* <i>(附註(iii))</i>	2%****
Xu Changjun	徐昌軍	16,563,000 (L)*	-	16,563,000 (L)*	0.6%	RMB1,768,884 (L)* <i>(note (ii))</i> 人民幣1,768,884元 (L)* <i>(附註(ii))</i>	2.96%***
						RMB550,000 (L)* <i>(note (iii))</i> 人民幣550,000元 (L)* <i>(附註(iii))</i>	2%****

Note:

- (i) Representing shares of the Company (the “Shares”) 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 the personal interest in the issued share capital of Megahunt.
- (iii) Representing the personal interest in the registered share capital of Shenzhen Hi Sun FinTech Global Company Limited (“Shenzhen Hi Sun”).
- * The Letter “L” denotes a long position.
- ** Calculated based on the total number of issued Shares as at 30 June 2022, which was 2,776,833,835 ordinary Shares.
- *** Calculated based on the registered capital of Megahunt as at 30 June 2022, which was RMB59,800,000.
- **** Calculated based on the registered share capital of Shenzhen Hi Sun as at 30 June 2022, which was RMB27,500,000.

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（「股份」）。
- (ii) 指兆訊恒達的已發行股本之個人權益。
- (iii) 指於深圳高陽寰球科技有限公司（「深圳高陽」）註冊股本之個人權益。
- * 「L」表示好倉。
- ** 根據本公司於二零二二年六月三十日之已發行股份總數2,776,833,835股普通股計算。
- *** 根據於兆訊恒達於二零二二年六月三十日的註冊資本（即人民幣59,800,000元）計算。
- **** 根據於深圳高陽於二零二二年六月三十日的註冊股本（即人民幣27,500,000元）計算。

Additional Information 其他資料

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 30 June 2022, the interests and short positions of substantial shareholders and other persons (other than a Director or the Chief Executive) in the shares, underlying shares and debentures of the Company 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 Shares 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 interests in the Shares by virtue of control of 100% shareholding in RGL.
 - 2 Representing (i) deemed interests in the Shares by virtue of control of 99.16% shareholding of HSL; and (ii) personal interests in 28,650,000 ordinary Shares.
 - 3 Representing interests in the Shares by virtue of control of 100% shareholding in Ever Union, which holds beneficial interests in 334,314,000 ordinary Shares.
- * The letter "L" denotes a long position in shares.
- ** The percentage is calculated based on the total number of Shares as at 30 June 2022, 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 which are deemed or taken 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.

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二二年六月三十日，主要股東及其他人士（董事或最高行政人員除外）於本公司之股份、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 指因控制RGL之100%股權而於股份中擁有之權益。
 - 2 指(i)因控制HSL之99.16%股權而被視為於股份中擁有權益；及(ii)於28,650,000股普通股中擁有之個人權益。
 - 3 指因控制Ever Union之100%股權而於股份中擁有之權益，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。
- ** 百分比乃根據於二零二二年六月三十日之股份總數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，被視作或當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:

(1) 根據上市規則第13.51B(1)條須披露的董事資料變動載於下文：

(A) Appointment of Chairman following the resignation of executive Director

Following the resignation of Mr. Cheung Yuk Fung (“Mr. Cheung”) as an executive Director and Chairman of the Company with effect from 18 August 2022, Mr. Xu Wensheng, an executive Director has been appointed as the Chairman of the Company with effect from the same date.

(A) 執行董事辭任之後委任主席

張玉峰先生(「張先生」)自二零二二年八月十八日起辭任本公司執行董事兼主席之後，執行董事徐文生先生已獲委任為本公司主席，並自同日起生效。

(B) Increase in Directors’ annual fees/salary

During the six months ended 30 June 2022, the Directors’ annual fees/salary have been increased details set out as follows:

(B) 董事的年度袍金／薪金增加

截至二零二二年六月三十日止六個月，董事的年度袍金／薪金已調高，詳情載列如下：

Name of the Directors 董事姓名		Annual fees/salary 年度袍金／薪金 HK\$ 港元
Executive Directors (effect from 1 April 2022)	執行董事 (自二零二二年四月一日起生效)	
Cheung Yuk Fung	張玉峰	1,280,000
Kui Man Chun	渠萬春	3,020,000
Xu Wensheng	徐文生	2,780,000
Li Wenjin	李文晉	2,660,000
Xu Changjun	徐昌軍	2,600,000
Independent non-executive Directors (effect from 19 April 2022)	獨立非執行董事 (自二零二二年四月十九日起生效)	
Tam Chun Fai	譚振輝	300,000
Leung Wai Man, Roger	梁偉民	300,000
Li Heguo	李和國	300,000

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

除上文所披露者外，概無其他董事資料變動須根據上市規則第13.51(B)(1)條予以披露。

Additional Information 其他資料

- (2) Other updates since the date of the 2021 annual report of the Company and up to the date of this report are set out below:
- (A) Mr. Cheung would resign as an executive Director and Chairman of the Company with effect from 18 August 2022. He has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.
- (B) Mr. Chang Kai-Tzung, Richard retired as an independent non-executive Director and a member of the audit committee of the Company with effect from 19 April 2022, upon the expiration of the term of the then service agreement. He has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.
- (C) Following the completion of the Disposal, Megahunt ceased to be a subsidiary of the Company and was accounted for as an associate of the Company. Accordingly, Mr. Li Li, being the President of Megahunt is no longer a senior management of the Company with effect from 20 May 2022.
- (2) 自本公司二零二一年年報日期起及直至本報告日期的其他資料更新載列如下：
- (A) 張先生將辭任本公司執行董事兼主席，自二零二二年八月十八日起生效。彼確認，彼與董事會並無意見分歧，概無有關彼辭任之其他事項須提請本公司股東或聯交所垂注。
- (B) 在彼時的服務協議條款屆滿之後，張楷淳先生辭任本公司獨立非執行董事及審核委員會成員，自二零二二年四月十九日起生效。彼確認，彼與董事會並無意見分歧，概無有關彼退任之其他事項須提請本公司股東或聯交所垂注。
- (C) 出售事項完成後，兆訊恒達不再為本公司的附屬公司，並將列作本公司的聯營公司入賬。因此，兆訊恒達總裁李立先生不再為本公司的高級管理層，自二零二二年五月二十日生效。

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.

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 2022 and up to the date of this report.

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二零二二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。

Additional Information 其他資料

CORPORATE GOVERNANCE

The Company's corporate governance practices are based on the principles of good corporate governance (the "Principles") and code provisions (the "Code Provisions") of 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 2022.

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 Corporate Governance 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.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises three independent non-executive Directors, namely Mr. Tam Chun Fai, Mr. Leung Wai Man, Roger and Mr. Li Heguo. The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and together with the Directors reviewed the internal control, risk management and financial reporting matters, including the unaudited interim condensed consolidated results for the six months ended 30 June 2022.

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 Scheme of the Company

The Company operates a share option scheme (the "Scheme") adopted on 18 May 2021. Further details of the Scheme can be found in the circular of the Company dated 13 April 2021.

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良好企業管治原則（「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，本公司於截至二零二二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。

審核委員會

本公司之審核委員會（「審核委員會」）由三名獨立非執行董事譚振輝先生、梁偉民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，連同董事審閱內部監控、風險管理及財務申報事宜，包括截至二零二二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

本公司運作於二零二一年五月十八日採納的購股權計劃（「計劃」）。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。

Additional Information 其他資料

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

No share option was granted, vested, exercised, cancelled or lapsed during the six months ended 30 June 2022 under the Scheme. As at the beginning and end of the six months ended 30 June 2022, and up to the date of this report, there was no outstanding share option granted under the 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. 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 2022, no option was granted, vested, exercised, cancelled or lapsed under the VBill (Cayman) Share Option Scheme. As at the beginning and the end of the six months ended 30 June 2022 and up to the date of this report, there was no outstanding share option granted under the VBill (Cayman) Share Option Scheme.

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. 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.

於本報告日期，根據計劃可供發行277,683,383股股份。

於截至二零二二年六月三十日止六個月，並無購股權根據計劃獲授出、歸屬、行使、註銷或失效。截至二零二二年六月三十日止六個月之期初及期末及直至本報告日期，概無根據計劃授出尚未行使之購股權。

Vbill (Cayman)購股權計劃

隨行付控股有限公司(「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。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。

截至二零二二年六月三十日止六個月，概無根據VBill (Cayman)購股權計劃授出、獲歸屬、行使、註銷或失效之購股權。於截至二零二二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。

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。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。

Additional Information

其他資料

The following table sets out the movements of the options under the VBill OPCO Share Option Scheme during the six months ended 30 June 2022:

下表載列截至二零二二年六月三十日止六個月隨行付購股權計劃項下購股權之變動：

		Amount of Registered Capital of VBill OPCO subject to the Options under the VBill OPCO Share Option Scheme					
		受隨行付購股權計劃項下購股權規限的隨行付註冊股本金額					
Grantee	Date of grant	Outstanding as at 1 January 2022 於二零二二年一月一日未獲行使 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	Outstanding as at 30 June 2022 於二零二二年六月三十日未獲行使 RMB 人民幣元	
Mr. Shen Zheng 申政先生	5 February 2018 二零一八年二月五日	13,629,500	-	-	-	13,629,500	
Mr. Li Huimin 黎會敏先生	5 February 2018 二零一八年二月五日	6,814,750	-	-	-	6,814,750	
Mr. Guo Yi 郭誼先生	5 February 2018 二零一八年二月五日	6,814,750	-	-	-	6,814,750	
		<i>Total:</i> 總計：	27,259,000	-	-	-	27,259,000

Mr. Shen Zheng 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 Huimin is the President of VBill OPCO. Mr. Guo Yi is the senior vice president of VBill OPCO.

申政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。黎會敏先生為隨行付之總裁。郭誼先生為隨行付之高級副總裁。

As at the date of this report, no more VBill OPCO Options are available for issue.

於本報告日期，不再發行其他隨行付購股權。

Share Option Scheme of Megahunt

Megahunt adopted a share option scheme ("Megahunt Share Option Scheme") which became effective on 10 August 2018, as amended on 27 June 2019. Details of the Megahunt Share Option Scheme are set out in the circulars of the Company dated 11 July 2018, 6 June 2019 and 10 December 2019.

兆訊恒達購股權計劃

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，經於二零一九年六月二十七日修訂。兆訊恒達購股權計劃的詳情載於本公司日期為二零一八年七月十一日、二零一九年六月六日及二零一九年十二月十日的通函。

Following the completion of the Disposal on 23 May 2022 (the "Disposal Completion Date"), Megahunt has ceased to be a subsidiary of the Company. As at the Disposal Completion Date and 30 June 2022, the maximum amount of options has been granted and all options granted have been exercised under the Megahunt Share Option Scheme.

隨著出售事項於二零二二年五月二十三日（「出售完成日期」）完成，兆訊恒達已不再為本公司一間附屬公司。於出售完成日期及二零二二年六月三十日，根據兆訊恒達購股權計劃已授出最高額購股權，且所有已授出購股權已獲行使。

During the period from 1 January 2022 to the Disposal Completion Date and 30 June 2022, no option was granted, vested, exercised, cancelled or lapsed under the Megahunt Share Option Scheme.

自二零二二年一月一日至出售完成日期及二零二二年六月三十日期間，概無購股權根據兆訊恒達購股權計劃獲授出、歸屬、行使、註銷或失效。

Additional Information 其他資料

Share Award Scheme of the Company

The Company adopted a share award scheme (the “Share Award Scheme”) which became effective on 29 June 2021. Details of the Share Award Scheme are set out in the announcement of the Company dated 29 June 2021.

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. No new Share(s) will be issued and allotted pursuant to the Share Award Scheme.

As at 1 January 2022, there were no Shares held in trust under the Share Award Scheme. During the six months ended 30 June 2022, the trustee purchased a total of 22,341,000 Shares from the market and no Shares was awarded, cancelled or lapsed. As at 30 June 2022, there were 22,341,000 Shares held in trust under the Share Award Scheme.

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 2022.

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生效。股份獎勵計劃的詳情載於本公司日期為二零二一年六月二十九日的公佈。

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。本公司將不會根據股份獎勵計劃發行及配發新股份。

於二零二二年一月一日，該股份獎勵計劃項下概無股份以信託方式持有。於截至二零二二年六月三十日止六個月，受託人從市場購入合共22,341,000股股份，且概無股份獲授出、註銷或失效。於二零二二年六月三十日，該股份獎勵計劃項下有22,341,000股股份以信託方式持有。

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，本公司於截至二零二二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 2022 截至二零二二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	
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元 (Restated) (經重列)
	Notes 附註		
Continuing operations	持續經營業務		
Revenue	收入	6, 7	1,742,494
Cost of sales	銷售成本	8	(1,139,627)
			2,010,976
			(1,475,531)
Gross profit	毛利		602,867
Other income	其他收入	6	41,677
Other (losses)/gains	其他(虧損)/收益	6	(7,409)
Selling expenses	銷售開支	8	(68,465)
Administrative expenses	行政費用	8	(320,027)
Credit impairment loss	信貸減值虧損	8	(47,480)
			535,445
			41,040
			199,716
			(40,078)
			(296,327)
			(33,142)
Operating profit	經營溢利		201,163
Finance costs	融資成本	10	(36,269)
Share of results of associated companies	應佔聯營公司之業績	21	228,450
Gain/(loss) on deemed acquisition and dilution of interest of an associated company	視作收購及攤薄一間聯營公司權益之收益/(虧損)	21	441
Gains on deemed disposals of associated companies	視作出售聯營公司之收益	21	-
Gains on disposals of subsidiaries	出售附屬公司之收益	30	431,943
			406,654
			(34,929)
			167,663
			(5,635)
			2,861,475
			-
Profit before income tax	除所得稅前溢利		825,728
Income tax expense	所得稅開支	11	(81,402)
			3,395,228
			(54,282)
Profit from continuing operations	持續經營業務溢利		744,326
Profit from discontinued operation	已終止經營業務溢利	30	80,238
			3,340,946
			32,528
Profit for the period	期內溢利		824,564
			3,373,474
Profit attributable to:	應佔溢利:		
- Owners of the Company	- 本公司擁有人		710,401
- Non-controlling interests	- 非控股權益		114,163
			3,290,907
			82,567
			824,564
			3,373,474
Profit from continuing operations attributable to:	應佔持續經營業務溢利:		
- Owners of the Company	- 本公司擁有人		667,000
- Non-controlling interests	- 非控股權益		77,326
			3,269,526
			71,420
			744,326
			3,340,946

Interim Condensed Consolidated Income Statement (Continued)

中期簡明綜合收益表(續)

For the period ended 30 June 2022 截至二零二二年六月三十日止期間

	Note 附註	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
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元 (Restated) (經重列)
Profit from discontinuing operation attributable to:	應佔已終止經營業務溢利：		
– Owners of the Company	– 本公司擁有人	43,401	21,381
– Non-controlling interests	– 非控股權益	36,837	11,147
		80,238	32,528
		HK\$ per share 每股港元	HK\$ per share 每股港元
Earnings per share for profit from continuing operations attributable to the owners of the Company:	本公司擁有人應佔持續經營業務溢利之每股盈利：		
Basic	基本	13	1.177
Diluted	攤薄	13	1.149
Earnings per share for profit attributable to the owners of the Company:	本公司擁有人應佔溢利之每股盈利：		
Basic	基本	13	1.185
Diluted	攤薄	13	1.157

The notes on pages 49 to 112 form an integral part of this interim condensed consolidated financial information.

第49至112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 2022 截至二零二二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	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Restated) (經重列)
Profit for the period	期內溢利	824,564	3,373,474
Other comprehensive (loss)/income, net of tax	其他全面 (虧損) / 收益 (扣除稅項)		
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>其後可能重新分類至損益之項目</i>		
Exchange differences on translation of foreign subsidiaries	換算海外附屬公司產生之匯兌差額	(143,629)	30,789
Exchange differences on translation of discontinued operation	換算已終止經營業務產生之 匯兌差額	(15,970)	2,161
Share of other comprehensive (loss)/income of associated companies	應佔聯營公司之其他全面 (虧損) / 收益	(65,680)	12,020
Release of reserve upon dilution of interest in an associated company	攤薄一間聯營公司權益後釋出之 儲備	297	–
<i>Items that will not be subsequently reclassified to profit or loss</i>	<i>其後將不會重新分類至損益之項目</i>		
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	(401,712)	(1,632,905)
Share of other comprehensive income/(loss) of an associated company	應佔一間聯營公司之其他全面 收益 / (虧損)	650	(51)
Total comprehensive income for the period, net of tax	期內全面收益總額 (扣除稅項)	198,520	1,785,488
Total comprehensive income for the period attributable to:	應佔期內全面收益總額：		
– Owners of the Company	– 本公司擁有人	131,561	1,693,996
– Non-controlling interests	– 非控股權益	66,959	91,492
		198,520	1,785,488
Total comprehensive income for the period attributable to the owners of the Company:	本公司擁有人應佔期內全面 收益總額：		
– Continuing operations	– 持續經營業務	104,131	1,671,195
– Discontinued operation	– 已終止經營業務	27,430	22,801
		131,561	1,693,996

The notes on pages 49 to 112 form an integral part of this interim condensed consolidated financial information.

第49至112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 2022 於二零二二年六月三十日

			Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Investment properties	投資物業	14	771	857
Property, plant and equipment	物業、廠房及設備	15	201,776	264,791
Right-of-use assets	使用權資產	16	60,503	60,133
Intangible assets	無形資產	17	27,496	25,812
Investments in associated companies	於聯營公司之投資	21	3,373,502	2,695,559
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	18	227,999	629,711
Other financial assets at amortised cost	按攤銷成本計量之其他金融資產		5,058	7,788
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	19	101,049	108,200
Total non-current assets	非流動資產總值		3,998,154	3,792,851
Current assets	流動資產			
Inventories	存貨		17,280	18,427
Other current assets	其他流動資產		102,069	65,088
Other financial assets at amortised cost	按攤銷成本計量之其他金融資產		92,055	85,945
Amount due from an associated company	應收一間聯營公司款項	32	4,651	-
Loan receivables	應收貸款	20	2,037,135	2,228,327
Trade and bills receivables	應收賬款及應收票據	22	136,307	168,409
Financial asset at fair value through profit or loss	按公平值計入損益之金融資產	19	890	1,103
Current income tax recoverable	可收回即期所得稅		2,692	12,701
Short-term bank deposits	短期銀行存款	23	2,354	6,832
Restricted bank balance	受限制銀行結餘	23	655,777	765,462
Cash and cash equivalents	現金及現金等價物	23	3,837,956	3,254,558
Assets classified as held for sale	分類為持作出售之資產	30	6,889,166	6,606,852
			-	419,105
Total current assets	流動資產總值		6,889,166	7,025,957
Total assets	資產總值		10,887,320	10,818,808
EQUITY	權益			
Capital and reserves attributable to the owners of the Company	本公司擁有人應佔資本及儲備			
Share capital	股本	24	6,942	6,942
Reserves	儲備		6,630,069	6,416,362
Non-controlling interests	非控股權益		6,637,011	6,423,304
			956,424	1,067,690
Total equity	權益總額		7,593,435	7,490,994

The notes on pages 49 to 112 form an integral part of this interim condensed consolidated financial information.

第49至112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 2022 於二零二二年六月三十日

			Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
	Note 附註			
LIABILITIES		負債		
Non-current liabilities		非流動負債		
Written put option liability	28	賣出認沽期權負債	4,673	104,871
Lease liabilities	16	租賃負債	15,274	10,775
Deferred income tax liabilities		遞延所得稅負債	2,685	2,969
Total non-current liabilities		非流動負債總額	22,632	118,615
Current liabilities		流動負債		
Trade and bills payables	25	應付賬款及應付票據	556,692	505,583
Payables for payment processing solutions business	26	支付交易處理解決方案業務之應付款項	604,840	624,296
Other payables and accruals	26	其他應付款項及應計款項	935,899	1,076,401
Amounts due to associated companies	32	應付聯營公司款項	4,611	6,304
Current income tax liabilities		即期所得稅負債	83,252	92,855
Bank borrowing		銀行借款	–	2,446
Asset-backed securities	27	資產支持證券	237,487	–
Written put option liability	28	賣出認沽期權負債	829,013	797,710
Lease liabilities	16	租賃負債	19,459	20,801
			3,271,253	3,126,396
Liabilities directly associated with assets classified as held for sale	30	與分類為持作出售之資產直接相關的負債	–	82,803
Total current liabilities		流動負債總額	3,271,253	3,209,199
Total liabilities		負債總額	3,293,885	3,327,814
Total equity and liabilities		權益及負債總額	10,887,320	10,818,808

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 49 to 112 form an integral part of this interim condensed consolidated financial information.

第49至112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 2022 截至二零二二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	Share premium	Treasury shares	Contributed surplus	Other reserves	Exchange reserve	Retained earnings	Non-controlling interests	Total equity
		股本	股份溢價	庫存股份	實繳盈餘	其他儲備	外匯儲備	保留盈利	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2022	於二零二二年一月一日之結餘	6,942	1,063,153	-	168,434	(2,304,019)	255,129	7,233,665	1,067,690	7,490,994
Comprehensive income	全面收益									
Profit for the period	期內溢利	-	-	-	-	-	-	710,401	114,163	824,564
Other comprehensive (loss)/income	其他全面(虧損)/收益									
Exchange differences on translation of foreign subsidiaries	換算海外附屬公司產生之匯兌差額	-	-	-	-	-	(103,757)	-	(39,872)	(143,629)
Exchange differences arising on translation of discontinued operation	換算已終止經營業務產生之匯兌差額	-	-	-	-	-	(8,638)	-	(7,332)	(15,970)
Share of other comprehensive income/(loss) of associated companies	應佔聯營公司之其他全面收益/(虧損)	-	-	-	-	650	(65,680)	-	-	(65,030)
Release of reserve upon dilution of interest in an associated company	攤薄一間聯營公司權益後釋出之儲備	-	-	-	-	-	297	-	-	297
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	-	-	-	-	(401,712)	-	-	-	(401,712)
Total comprehensive (loss)/income	全面(虧損)/收益總額	-	-	-	-	(401,062)	(177,778)	710,401	66,959	198,520
Transaction with owners at their capacity as owners	擁有人以其擁有人身份進行之交易									
Repurchase of the Company's shares (Note 24)	購回本公司股份(附註24)	-	-	(21,823)	-	-	-	-	-	(21,823)
Capital injection from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	3,692	3,692
Disposals of subsidiaries (Note 28 and 30)	出售附屬公司(附註28及30)	-	-	-	-	105,021	(1,052)	-	(181,917)	(77,948)
		-	-	(21,823)	-	105,021	(1,052)	-	(178,225)	(96,079)
Balance at 30 June 2022	於二零二二年六月三十日之結餘	6,942	1,063,153	(21,823)	168,434	(2,600,060)	76,299	7,944,066	956,424	7,593,435

The notes on pages 49 to 112 form an integral part of this interim condensed consolidated financial information.

第49至112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 2022 截至二零二二年六月三十日止期間

		Unaudited 未經審核							Total equity 權益總額 HK\$'000 千港元
		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	
Balance at 1 January 2021	於二零二一年一月一日之 結餘	6,942	1,063,153	168,434	433,076	158,322	3,712,139	825,438	6,367,504
Comprehensive income	全面收益								
Profit for the period	期內溢利	-	-	-	-	-	3,290,907	82,567	3,373,474
Other comprehensive income/(loss)	其他全面收益/(虧損)								
Exchange differences on translation of foreign subsidiaries, as restated	換算海外附屬公司產生之匯兌差額(經重列)	-	-	-	-	22,604	-	8,185	30,789
Exchange difference on translation of discontinued operation, as restated	換算已終止經營業務產生之匯兌差額(經重列)	-	-	-	-	1,421	-	740	2,161
Share of other comprehensive (loss)/income of associated companies	應佔聯營公司其他全面(虧損)/收益	-	-	-	(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)
Total comprehensive (loss)/income	全面(虧損)/收益總額	-	-	-	(1,632,956)	36,045	3,290,907	91,492	1,785,488
Share of other reserves of an associated company	應佔聯營公司之其他儲備	-	-	-	1,742	-	-	-	1,742
Transaction with owners at their company as owners	擁有人以其擁有人身份進行之交易								
Acquisition of a subsidiary (Note 29)	收購一間附屬公司(附註29)	-	-	-	-	-	-	2,165	2,165
Dividend paid to non-controlling interests	向非控股權益派付之股息	-	-	-	-	-	-	(1,901)	(1,901)
Balance at 30 June 2021	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 49 to 112 form an integral part of this interim condensed consolidated financial information.

第49至112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 2022 截至二零二二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	
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元
	Note 附註		
Cash flows from operating activities	經營活動之現金流量		
Cash generated from/(used in) operations	經營所得/(所用) 現金	380,525	(68,232)
Interest paid	已付利息	(1,057)	(1,131)
Overseas income tax paid	已支付海外所得稅	(75,092)	(58,758)
Net cash generated from/(used in) operating activities	經營活動所得/(所用) 現金淨額	304,376	(128,121)
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	購置物業、廠房及設備	(39,334)	(83,244)
Purchase of intangible assets	購買無形資產	(8,654)	(117)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	163	231
Acquisition of a subsidiary	收購一間附屬公司	29	(12,010)
Acquisition of an associated company	收購一間聯營公司	21	–
Proceeds from disposals of subsidiaries	出售附屬公司所得款項	30	–
Decrease in restricted bank balance	受限制銀行結餘減少	78,494	165,674
Dividend received from an associated company	已收一間聯營公司之股息	21	36,400
Interest received	已收利息	20,354	24,343
Net cash generated from investing activities	投資活動所得現金淨額	114,308	131,277
Cash flows from financing activities	融資活動之現金流量		
Capital injection from non-controlling interests	來自非控股權益之注資	3,692	–
Payments for repurchase of the Company's shares	購回本公司股份之付款	(21,823)	–
Proceeds from issuance of asset-backed securities, priority tranche	發行優先層級資產支持證券所得款項	602,377	–
Repayments of asset-backed securities	償還資產支持證券	(358,294)	–
Proceed from bank borrowing	銀行借款所得款項	11,051	–
Repayment of bank borrowing	償還銀行借款	(2,405)	–
Principal elements of lease payments	租賃付款之本金部分	(12,443)	(13,435)
Decrease/(increase) in bank deposits	銀行存款減少/(增加)	73	(332)
Dividend paid to non-controlling interests	已付非控股權益股息	–	(1,901)
Net cash generated from/(used in) financing activities	融資活動所得/(所用) 現金淨額	222,228	(15,668)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物之增加/(減少) 淨額	640,912	(12,512)

The notes on pages 49 to 112 form an integral part of this interim condensed consolidated financial information.

第49至112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 (Continued)

中期簡明綜合現金流量表 (續)

For the period ended 30 June 2022 截至二零二二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	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
	Note 附註		
Cash and cash equivalents at beginning of the period (1 January 2022: HK\$40,742,000 is included in the assets classified as held for sale (Note 30 (a)(iii)))			
期初之現金及現金等價物 (二零二二年一月一日： 40,742,000港元乃計入 分類為持作出售之資產 (附註30(a)(iii)))		3,295,300	3,747,468
Exchange (loss)/gain on cash and cash equivalents		(98,256)	35,322
Cash and cash equivalents at the end of the period	23	3,837,956	3,770,278
Cash flow of discontinued operation	30		
已終止經營業務之現金流量			

The notes on pages 49 to 112 form an integral part of this interim condensed consolidated financial information.

第49至112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

Hi Sun Technology (China) Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the provision of payment processing solutions, provision of fintech solutions and services, provision of platform operation solutions and provision of financial 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 Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

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

This interim condensed consolidated financial information was approved for issue on 11 August 2022.

This interim condensed consolidated financial information has not been audited.

2 BASIS OF PREPARATION

This interim condensed consolidated financial information for the six months ended 30 June 2022 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 2021, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

1 一般資料

高陽科技(中國)有限公司(「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、提供平台運營解決方案及提供金融解決方案。

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」)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二零二二年八月十一日獲批准刊發。

此中期簡明綜合財務資料並未經審核。

2 編製基準

此截至二零二二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二零二一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。

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

3 ACCOUNTING POLICIES

The accounting policies applied are consistent with those of the annual consolidated financial statements for the year ended 31 December 2021, as described in those annual consolidated financial statements, except for the estimation of income tax and the adoption of new and amended standards 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 standards 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, amendments to 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.

4 ESTIMATES

The preparation of interim condensed consolidated financial information requires 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 2021.

3 會計政策

所應用會計政策與截至二零二一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、會計準則之修訂及詮釋已頒佈，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。

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，與應用截至二零二一年十二月三十一日止年度之綜合財務報表者相同。

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

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 2021.

There have been no significant changes in the risk management policies since 31 December 2021.

5.2 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at 30 June 2022 and 31 December 2021 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 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，且應與本集團截至二零二一年十二月三十一日止年度之年度綜合財務報表一併閱讀。

自二零二一年十二月三十一日起，本集團風險管理政策並無重大變動。

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，分析本集團於二零二二年六月三十日及二零二一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 2022.

		Unaudited 未經審核			Total 總計 HK\$'000 千港元
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	
Financial assets	金融資產				
Financial assets at fair value through profit or loss ("FVPL")	按公平值計入損益 (「按公平值計入損益」) 之金融資產				
– Unlisted investment fund	– 非上市投資基金	–	–	101,049	101,049
– Listed equity securities	– 上市股本證券	890	–	–	890
Financial asset at fair value through other comprehensive income ("FVOCI")	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				
– Listed equity security	– 上市股本證券	227,999	–	–	227,999
Total	總計	228,889	–	101,049	329,938

The following table presents the Group's financial liability that was measured at fair value at 30 June 2022.

		Unaudited 未經審核			Total 總計 HK\$'000 千港元
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	
Financial liability	金融負債				
Financial liability at FVPL	按公平值計入損益之金融負債				
– Written put option liability	– 賣出認沽期權負債	–	–	(4,673)	(4,673)
Total	總計	–	–	(4,673)	(4,673)

5.2 公平值估計 (續)

下表呈列本集團於二零二二年六月三十日按公平值計量之金融資產。

下表呈列本集團於二零二二年六月三十日按公平值計量之金融負債。

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)

5.2 公平值估計 (續)

The following table presents the Group's financial assets that were measured at fair values at 31 December 2021.

下表呈列本集團於二零二一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	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets	金融資產				
Financial assets at FVPL	按公平值計入損益之 金融資產				
– Unlisted investment fund	– 非上市投資基金	–	–	108,200	108,200
– Listed equity securities	– 上市股本證券	1,103	–	–	1,103
Financial asset at FVOCI	按公平值計入損益之 金融資產				
– Listed equity security	– 上市股本證券	629,711	–	–	629,711
Total	總計	630,814	–	108,200	739,014

There were no transfers of financial assets and financial liability between the fair value hierarchy classifications during the period (six months ended 30 June 2021: no transfers of financial assets between the fair value hierarchy classifications).

於本期間，公平值等級分類間並無金融資產及金融負債轉讓(截至二零二一年六月三十日止六個月：公平值等級分類間並無金融資產轉讓)。

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 2022:

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二零二二年六月三十日止六個月之變動:

		Unaudited 未經審核	
		Financial asset 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 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2022	於二零二二年一月一日之結餘	108,200	108,200
Fair value loss on revaluation recognised in profit or loss	於損益確認之重估公平值虧損	(2,509)	(2,509)
Exchange realignment	匯兌調整	(4,642)	(4,642)
As at 30 June 2022	於二零二二年六月三十日	101,049	101,049
Unrealised 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持有結餘應佔之未變現虧損	(2,509)	(2,509)

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)

5.4 利用重大不可觀察輸入數據計量之公平值 (第三級) (續)

		Unaudited 未經審核	
		Financial liability at fair value through profit or loss 按公平值 計入損益 之金融負債	
		Written put option liability 賣出認沽 期權負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2022	於二零二二年一月一日之結餘	-	-
Fair value loss on revaluation recognised in profit or loss	於損益確認之重估公平值虧損	(4,687)	(4,687)
Exchange realignment	匯兌調整	14	14
As at 30 June 2022	於二零二二年六月三十日	(4,673)	(4,673)
Unrealised 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的於結算日結餘應佔的未變現虧損	(4,687)	(4,687)

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 2021:

		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
Balance at 1 January 2021	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 18)	轉換可換股優先股 (附註18)	(616,346)	–	(616,346)
Exchange realignment	匯兌調整	–	994	994
As at 30 June 2021	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 end of the balance sheet date	於中期簡明綜合收益表 確認於結算日末 持有結餘應佔之 未變現收益	–	1,548	1,548

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)

5.4 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 2021: 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 interim reporting 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 interim reporting date.

During the six months ended 30 June 2022, there were no reclassification of financial assets and financial liability (six months ended 30 June 2021: no reclassification of financial assets).

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 of 10% (31 December 2021: 10%).

(b) *Financial liability at fair value through profit or loss – written put option liability*

The Group adopted the binomial option pricing model for the purpose of valuation of the financial liability at FVPL-written put option liabilities as at 23 June 2022 (date of recognition) and 30 June 2022. The key unobservable assumption was the expected volatility of underlying share of 34%.

5 財務風險管理及金融工具(續)

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(截至二零二一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中期報告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，及貼現率為於中期報告日類似工具有關的市場利率。

於截至二零二二年六月三十日止六個月，金融資產及金融負債概無重新分類(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)。

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%(二零二一年十二月三十一日：10%)後，經審核資產淨值與非上市投資基金的公平值相若。

(b) *按公平值計入損益之金融負債—賣出認沽期權負債*

本集團採納二項式期權定價模型對於二零二二年六月二十三日(確認日期)及二零二二年六月三十日按公平值計入損益之金融負債—賣出認沽期權負債進行估值。主要不可觀察假設為相關股份的預期波幅34%。

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
- Amount due from an associated company
- Loan receivables
- Trade and bills receivables
- Short-term bank deposits
- Restricted bank balance
- Cash and cash equivalents
- Written put option liabilities
- Lease liabilities
- Trade and bills payables
- Payables for payment processing solutions business
- Other payables and accruals
- Amounts due to associated companies
- Bank borrowing
- Asset-backed securities

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
- 應收一間聯營公司款項
- 應收貸款
- 應收賬款及應收票據
- 短期銀行存款
- 受限制銀行結餘
- 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
- 應付聯營公司款項
- 銀行借款
- 資產支持證券

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 (LOSSES)/GAINS 6 收入、其他收入及其他(虧損)/收益

Revenue, other income and other (losses)/gains recognised during the period is as follows:

於期內確認之收入、其他收入及其他(虧損)/收益如下:

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務		
Revenue from contracts with customers	來自與客戶合約的收益		
<i>Recognised over time</i>	<i>按照時間確認</i>		
Provision of services	提供服務	1,630,104	1,869,384
<i>Recognised at a point in time</i>	<i>於某個時間點確認</i>		
Sales of goods	銷售貨品	7,477	57,222
		1,637,581	1,926,606
Revenue from other source	來自其他來源的收益		
Provision of fintech solutions and services (Note i)	提供金融科技解決方案及服務 (附註i)	104,913	84,370
		1,742,494	2,010,976
Other income	其他收入		
Interest income	利息收入	20,336	24,237
Government subsidies (Note ii)	政府補貼 (附註ii)	19,385	14,652
Rental income	租金收入	1,542	1,641
Others	其他	414	510
		41,677	41,040
Other (losses)/gains	其他(虧損)/收益		
Fair value (losses)/gains 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(虧損)/收益		
- Unlisted convertible preference shares	- 非上市可換股優先股	-	197,822
- Unlisted investment fund	- 非上市投資基金	(2,509)	1,548
- Listed equity securities	- 上市股本證券	(213)	338
Fair value loss on financial liability at fair value through profit or loss	按公平值計入損益之金融負債之公平值虧損		
- Written put option liability	- 賣出認沽期權負債	(4,687)	-
Dividend income from a financial asset at FVPL	來自一項按公平值計入損益之金融資產之股息收入	-	8
		(7,409)	199,716

Note i: Revenue from provision of fintech solutions and services represented interest income recognised and accrued using the effective interest method.

附註i: 提供金融科技解決方案及服務之收入指以實際利率法確認及累計的利息收入。

Note ii: 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 People's Republic of China (the "PRC") for the period ended 30 June 2022. There were no unfulfilled condition and other contingencies attached to the receipts of those grants (six months ended 30 June 2021: same).

附註ii: 政府補貼指地方稅務局的增值稅退稅款及政府就截至二零二二年六月三十日止期間於中華人民共和國(「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(截至二零二一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

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.

During the period ended 30 June 2022, the results of the information security chips and solutions segment are presented as discontinued operation in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations (“HKFRS 5”) as detailed in Note 30. Last period’s comparative segment information has been restated to conform with the current period’s presentation.

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

Continued operations

- Payment processing solutions – principally engaged in the provision of payment processing services, merchants recruiting and related products and solutions;
- Fintech solutions and services – principally engaged in the provision of micro-lending, supply chain financing, factoring business, credit assessment services and related products and solutions;
- Platform operation solutions – principally engaged in the provision of telecommunication and mobile payment platform operation services and operation value-added services;
- 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

Discontinued operation

- Information security chips and solutions – principally engaged in the provision of information system consultancy services, the sales of mag-strip card security decoder chips and related products and solutions in Mainland China.

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

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。

於截至二零二二年六月三十日止期間，信息安全芯片及解決方案分類的業績根據香港財務報告準則第5號（「香港財務報告準則第5號」）持作出售之非流動資產及已終止經營業務呈列為已終止業務（詳見附註30）。去年期間的比較分類資料經重列以符合本期間的呈列方式。

本集團之內部報告分為五個主要經營分類：

持續經營業務

- 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；
- 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；
- 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；
- 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

已終止經營業務

- 信息安全芯片及解決方案—主要於中國大陸從事提供資訊系統諮詢服務以及銷售磁條卡加密解碼芯片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／（虧損）（「EBITDA」）及分類經營溢利／（虧損）評估經營分類之業績表現。EBITDA按分類經營溢利／（虧損）扣除利息開支、稅項、折舊、攤銷、撇銷物業、廠房及設備以及按公平值計入損益之金融資產之公平值（虧損）／收益計算。

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 2022 by operating segment is as follows:

7 分類資料 (續)

本集團截至二零二二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 集團 總計 HK\$'000 千港元	Discontinued operation 已終止 經營業務 Information security chips and solutions 信息安全 芯片及 解決方案 HK\$'000 千港元
		Continuing operations 持續經營業務						
		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	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	Others 其他 HK\$'000 千港元		
Six months ended 30 June 2022	截至二零二二年 六月三十日止六個月							
Segment turnover	分類營業額	1,451,052	118,178	62,040	101,040	13,078	1,745,388	246,379
Inter-segment turnover	分類間營業額	(2,263)	(629)	(2)	-	-	(2,894)	-
Turnover from external customers	來自外部客戶之營業額	1,448,789	117,549	62,038	101,040	13,078	1,742,494	246,379
Segmental EBITDA (excluding fair values loss on financial asset at FVPL)	分類EBITDA (不包括按公平值計入損益之金融資產之公平值虧損)	389,627	25,610	(19,639)	(37,716)	(28,705)	329,177	93,584
Depreciation	折舊	(77,364)	(3,440)	(2,535)	(3,930)	(1,342)	(88,611)	-
Amortisation	攤銷	(273)	(402)	-	-	(46)	(721)	-
Fair value loss on financial asset at FVPL	按公平值計入損益之金融資產之公平值虧損	-	-	(2,509)	-	-	(2,509)	-
Segmental operating profit/(loss)	分類經營溢利/(虧損)	311,990	21,768	(24,683)	(41,646)	(30,093)	237,336	93,584
Unallocated other income	未分配其他收入						1,783	-
Unallocated corporate expenses	未分配企業開支						(37,956)	-
Finance costs	融資成本						(36,269)	(143)
Share of results of associated companies	應佔聯營公司之業績						228,450	-
Gains on disposals of subsidiaries	出售附屬公司之收益						431,943	-
Gain on deemed acquisition and dilution of interest of an associated company	視作收購及攤薄一間聯營公司之權益之收益						441	-
Profit before income tax	除所得稅前溢利						825,728	93,441
Income tax expense	所得稅開支						(81,402)	(13,203)
Profit for the period	期內溢利						744,326	80,238

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					Total Group 集團 總計 HK\$'000 千港元	Discontinued operation 已終止 經營業務 Information security chips and solutions 信息安全 芯片及 解決方案 HK\$'000 千港元
		Continuing operations 持續經營業務						
		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	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	Others 其他 HK\$'000 千港元		
Six months ended 30 June 2021 (Restated)	截至二零二一年 六月三十日止六個月 (經重列)							
Segment turnover	分類營業額	1,676,083	101,500	80,748	98,764	57,222	2,014,317	205,092
Inter-segment turnover	分類間營業額	(2,668)	(658)	(15)	-	-	(3,341)	-
Turnover from external customers	來自外部客戶之營業額	1,673,415	100,842	80,733	98,764	57,222	2,010,976	205,092
Segmental EBITDA (excluding write off of property, plant and equipment and fair values gains on financial assets at FVPL)	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)	398,933	23,242	(6,310)	(32,975)	(9,443)	373,447	43,893
Depreciation	折舊	(116,537)	(2,790)	(2,207)	(4,026)	(1,451)	(127,011)	(3,645)
Amortisation	攤銷	(2)	(67)	(19)	-	(46)	(134)	(1,288)
Write off of property, plant and equipment	撇銷物業、廠房及設備	(2,250)	-	-	-	-	(2,250)	-
Fair values gains on financial assets at FVPL	按公平值計入損益之 金融資產之公平值 收益	-	-	199,370	-	-	199,370	-
Segmental operating profit/(loss)	分類經營溢利/(虧損)	280,144	20,385	190,834	(37,001)	(10,940)	443,422	38,960
Unallocated other income	未分配其他收入						2,359	-
Unallocated corporate expenses	未分配企業開支						(39,127)	-
Finance costs	融資成本						(34,929)	(169)
Share of results of associated companies	應佔聯營公司之 業績						167,663	-
Loss on deemed acquisition and dilution of interest of an associated company	視為收購及攤薄一間 聯營公司權益之虧損						(5,635)	-
Gains on deemed disposals of interest of associated companies	視作出售聯營公司 之權益之收益						2,861,475	-
Profit before income tax	除所得稅前溢利						3,395,228	38,791
Income tax expense	所得稅開支						(54,282)	(6,263)
Profit for the period	期內溢利						3,340,946	32,528

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 30 June 2022 and additions to non-current assets for the six months ended 30 June 2022 are as follows:

7 分類資料 (續)

於二零二二年六月三十日之分類資產及負債及截至二零二二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							
		Continuing operations 持續經營業務							
		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	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	Others 其他 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
As at 30 June 2022	於二零二二年六月三十日								
Segment assets	分類資產	4,594,287	3,354,567	671,966	401,690	928,929	4,080,789	(3,144,908)	10,887,320
Segment liabilities	分類負債	(3,223,710)	(1,957,392)	(331,082)	(529,526)	(175,517)	(221,566)	3,144,908	(3,293,885)
Six months ended 30 June 2022	截至二零二二年六月三十日 止六個月								
Additions to non-current assets (excluding investments in associated companies, other financial assets at amortised cost, loan receivables, financial assets at FVPL and short-term bank deposits)	非流動資產之添置 (不包括於聯營公司之投資、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 金融資產及短期銀行存款)	24,538	183	6,521	10,577	2,494	18	-	44,331

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

		Audited 經審核									
		Continuing operations 持續經營業務					Discontinued operation 已終止經營業務		Total Group 集團總計		
		Payment processing solutions 支付交易處理解決方案 HK\$'000 千港元	Fintech solutions and services 金融科技及服務 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	Others 其他 HK\$'000 千港元	Unallocated 未分配 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	Elimination 抵銷 HK\$'000 千港元		
As at 31 December 2021	於二零二一年十二月三十一日										
Segment assets	分類資產	4,026,159	2,671,425	1,134,058	564,251	336,457	3,963,724	419,105	(2,296,371)	10,818,808	
Segment liabilities	分類負債	(2,838,304)	(1,200,975)	(354,254)	(638,289)	(296,449)	(213,111)	(82,803)	2,296,371	(3,327,814)	
		Unaudited 未經審核									
Six months ended 30 June 2021 (Restated)	截至二零二一年六月三十日止六個月(經重列)										
Additions to non-current assets (excluding deferred income tax assets, investments in associated companies, financial asset at FVOCI, other financial assets at amortised cost, loan receivables, financial assets at FVPL and short-term bank deposits)	非流動資產之添置(不包括遞延所得稅資產、於聯營公司之投資、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短期銀行存款)	71,257	21,890	1,076	6,837	504	17	19,528	-	121,109	

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 2021: 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 is principally domiciled in Mainland China and Hong Kong (six months ended 30 June 2021: same).

7 分類資料 (續)

於二零二一年十二月三十一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：

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(截至二零二一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(截至二零二一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 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	
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元
			(Restated) (經重列)
Continuing operations	持續經營業務		
Auditor's remuneration	核數師酬金	1,905	1,900
Commission and incentives paid/payable to merchant recruitment agents	已付／應付招攬商戶代理的佣金及激勵	862,383	1,125,622
Interest expenses on asset-backed securities	資產支持證券的利息支出	4,225	–
Depreciation of property, plant and equipment	物業、廠房及設備折舊	77,414	116,380
Depreciation of right-of-use assets (Note 16)	使用權資產折舊 (附註16)	13,864	13,756
Depreciation of investment properties	投資物業折舊	86	102
Amortisation of intangible assets	無形資產攤銷	721	134
Employee benefit expenses (Note 9)	僱員福利開支 (附註9)	365,546	319,110
Costs of inventories sold (including provision for inventories)	售出存貨成本 (包括存貨撥備)	13,096	48,622
Operating lease rentals in respect of land and buildings	有關土地及樓宇之經營租賃租金	7,676	6,268
Research and development costs (including staff cost)	研究及開發成本 (包括員工成本)	112,816	84,187
Gains on disposals of property, plant and equipment	出售物業、廠房及設備之收益	(131)	(149)
Write off of property, plant and equipment (Note 15)	撇銷物業、廠房及設備 (附註15)	–	2,250
Credit impairment loss	信貸減值虧損		
– Trade and bills receivables	– 應收賬款及應收票據	9,389	–
– Loan receivables (Note 20)	– 應收貸款 (附註20)	38,091	33,142
Net foreign exchange losses	外匯虧損淨額	4,541	3,669

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

9 EMPLOYEE BENEFIT EXPENSES

9 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	
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務		
Wages and salaries	工資及薪金	297,001	258,635
Pension cost and social security costs	退休金費用及社保費用	68,545	60,475
		365,546	319,110

10 FINANCE COSTS

10 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	
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務		
Finance costs	融資成本		
– Bank borrowing	– 銀行借款	5	–
– Lease liabilities	– 租賃負債	909	962
– Written put option liabilities	– 賣出認沽期權負債	35,355	33,967
		36,269	34,929

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

11 INCOME TAX EXPENSE

11 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	
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元 (Restated) (經重列)
Current income tax	當期所得稅		
– Hong Kong profits tax	– 香港利得稅	–	–
– Overseas taxation	– 海外稅項	94,765	59,969
Deferred income tax	遞延所得稅	(160)	576
Income tax expense	所得稅開支	94,605	60,545
Income tax expense is attributable to:	下列各項應佔所得稅開支：		
– Profit from continuing operations	– 持續經營業務的溢利	81,402	54,282
– Profit from discontinued operation	– 已終止經營業務的溢利	13,203	6,263
		94,605	60,545

Hong Kong profits tax has been provided for at the rate of 16.5% (six months ended 30 June 2021: 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 (six months ended 30 June 2021: same).

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%（截至二零二一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（截至二零二一年六月三十日止六個月：相同）。

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

11 INCOME TAX EXPENSE (Continued)

11 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	
		2022 二零二二年	2021 二零二一年
Beijing Hi Sun Advanced Business Solutions Information Technology Limited (“BJ 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”)	隨行付支付有限公司 (「隨行付」)	25%	25%
北京銀企融合技術開發有限公司 (“Beijing Bank and Enterprise”) (Note (iii))	北京銀企融合技術開發有限公司 (「北京銀企」) (附註(iii))	25%	15%
隨行付(北京)金融信息服務有限公司 (“VBill Finance”) (Note (iv))	隨行付(北京)金融信息服務有限公司 (「隨行付金融」) (附註(iv))	25%	15%
北京隨信雲鏈科技有限公司 (“Beijing Cloud Chain”) (Note (v))	北京隨信雲鏈科技有限公司 (「北京雲鏈」) (附註(v))	15%	15%
重慶鑫聯隨行科技有限公司 (“Chongqing Xinlian”) (Note (vi))	重慶鑫聯隨行科技有限公司 (「重慶鑫聯」) (附註(vi))	15%	15%
Megahunt Technologies Inc. (“Megahunt”) (Note (vii))	兆訊恒達科技股份有限公司 (「兆訊恒達」) (附註(vii))	15%	15%
Hunan Hisun Mobile Pay IT Limited (“HN Mobile Pay”) (Note (viii))	湖南高陽通聯信息技術有限公司 (「湖南高陽通聯」) (附註(viii))	15%	12.5%

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

11 INCOME TAX EXPENSE (Continued)

Applicable corporate income tax rates of principal subsidiaries (Continued)

Notes:

- (i) BJ ABS was qualified as HNTE for the six months ended 30 June 2021 and 2022.
- (ii) Hangzhou Electronic Technology was qualified as HNTE for the six months ended 30 June 2021 and 2022.
- (iii) Beijing Bank and Enterprise was qualified as HNTE for the six months ended 30 June 2021. The entity was not qualified for preferential rates for the six months ended 30 June 2022.
- (iv) VBill Finance was qualified as HNTE for the six months ended 30 June 2021. The entity was not qualified for preferential rates for the six months ended 30 June 2022.
- (v) Beijing Cloud Chain was qualified as HNTE for the six months ended 30 June 2021 and 2022.
- (vi) Chongqing Xinlian was engaged in EIWR for the six months ended 30 June 2021 and 2022.
- (vii) Megahunt was qualified as HNTE for the six months ended 30 June 2021 and 2022.
- (viii) HN Mobile Pay was qualified as SICE for the six months ended 30 June 2021 and qualified as HNTE for the six months ended 30 June 2022.

12 DIVIDENDS

No dividend has been paid or declared by the Company for the six months ended 30 June 2022 (six months ended 30 June 2021: nil).

11 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) 高陽金信於截至二零二一年及二零二二年六月三十日止六個月合資格成為高新技術企業。
- (ii) 杭州電子技術於截至二零二一年及二零二二年六月三十日止六個月合資格成為高新技術企業。
- (iii) 北京銀企於截至二零二一年六月三十日止六個月合資格成為高新技術企業。截至二零二二年六月三十日止六個月，該實體並無資格享受優惠稅率。
- (iv) 隨行付金融於截至二零二一年六月三十日止六個月合資格成為高新技術企業。截至二零二二年六月三十日止六個月，該實體並無資格享受優惠稅率。
- (v) 北京雲鏈於截至二零二一年及二零二二年六月三十日止六個月合資格成為高新技術企業。
- (vi) 重慶鑫聯於截至二零二一年及二零二二年六月三十日止六個月從事西部地區鼓勵類產業。
- (vii) 兆訊恒達於截至二零二一年及二零二二年六月三十日止六個月合資格成為高新技術企業。
- (viii) 湖南高陽通聯於截至二零二一年六月三十日止六個月合資格成為軟件及集成電路企業，並於截至二零二二年六月三十日止六個月合資格成為高新技術企業。

12 股息

截至二零二二年六月三十日止六個月，本公司並無派付或宣派任何股息(截至二零二一年六月三十日止六個月：無)。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

13 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 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	
		2022	2021
		二零二二年	二零二一年
Profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)		
– Continuing operations	– 持續經營業務	667,000	3,269,526
– Discontinued operation	– 已終止經營業務	43,401	21,381
		710,401	3,290,907
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)		
– Continuing operations	– 持續經營業務	0.240	1.177
– Discontinued operation	– 已終止經營業務	0.016	0.008
		0.256	1.185

(b) Diluted

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

For the six months ended 30 June 2022, the Group has four categories (six months ended 30 June 2021: same) 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 2021: same).

(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純利及發行在外普通股加權平均數計算。

截至二零二二年六月三十日止六個月，本集團有四類(截至二零二一年六月三十日止六個月：相同)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(截至二零二一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

13 EARNINGS PER SHARE (Continued)

(b) Diluted (Continued)

For the six months ended 30 June 2022, 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 (six months ended 30 June 2021: same).

For the six months ended 30 June 2022, the exercise of the outstanding share options in VBill OPCO would have a dilutive effect. 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 (six months ended 30 June 2021: same).

For the six months ended 30 June 2022, 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 2021: same).

13 每股盈利 (續)

(b) 攤薄 (續)

截至二零二二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(截至二零二一年六月三十日止六個月：相同)。

截至二零二二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。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：相同)。

截至二零二二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(截至二零二一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

13 EARNINGS PER SHARE (Continued)

13 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	
		2022 二零二二年	2021 二零二一年
Profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)		
– Continuing operations	– 持續經營業務	667,000	3,269,526
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 an associated company	– 應佔一間聯營公司溢利減少	(4,358)	(3,083)
– Increase in loss on dilution of interest of an associated company	– 攤薄一間聯營公司權益的虧損增加	(62,722)	(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 profit attributable to the owners of the Company	– 本公司擁有人應佔溢利減少	(7,447)	(12,524)
Adjusted profit attributable to the owners of the Company from continuing operations used to determine diluted earnings per share (HK\$'000)	持續經營業務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)	592,473	3,189,882
Profit attributable to the owners of the Company	本公司擁有人應佔溢利		
– Discontinued operation	– 已終止經營業務	43,401	21,381
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)		
– Continuing operations	– 持續經營業務	0.213	1.149
– Discontinued operation	– 已終止經營業務	0.016	0.008
		0.229	1.157

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

14 INVESTMENT PROPERTIES

14 投資物業

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Net book value at 1 January	於一月一日之賬面淨值	857	1,219
Depreciation	折舊	(86)	(102)
Net book value at 30 June	於六月三十日之賬面淨值	771	1,117

15 PROPERTY, PLANT AND EQUIPMENT

15 物業、廠房及設備

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Net book value at 1 January	於一月一日之賬面淨值	264,791	387,318
Additions	添置	24,509	92,164
Acquisition of a subsidiary (Note 29)	收購一間附屬公司(附註29)	–	53
Disposals	出售	(32)	(82)
Written off	撇銷	–	(2,250)
Depreciation	折舊	(77,414)	(118,971)
Exchange realignment	匯兌調整	(10,078)	(5,428)
Net book value at 30 June	於六月三十日之賬面淨值	201,776	352,804

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

16 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 a factory:

Right-of-use assets	使用權資產
– Office premises	– 辦公室物業
– Factory	– 工廠

Lease liabilities	租賃負債
– Non-current	– 非流動
– Current	– 流動

Additions to the right-of-use assets during the six months ended 30 June 2022 is HK\$16,215,000 (six months ended 30 June 2021: HK\$8,874,000).

16 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：

Unaudited	Audited
未經審核	經審核
At	At
30 June	31 December
2022	2021
於二零二二年	於二零二一年
六月三十日	十二月三十一日
HK\$'000	HK\$'000
千港元	千港元

51,777 50,892

8,726 9,241

60,503 60,133

15,274 10,775

19,459 20,801

34,733 31,576

於截至二零二二年六月三十日止六個月，使用權資產之添置為16,215,000港元（截至二零二一年六月三十日止六個月：8,874,000港元）。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

16 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:

Continuing operations

Depreciation of right-of-use assets
(Note 8)

Interest expense

(included in finance costs)

Expenses relating to short-term leases

Discontinued operation

Depreciation of right-of-use assets

Interest expense

Expenses relating to short-term leases

持續經營業務

使用權資產折舊 (附註8)

利息開支 (計入融資成本)

與短期租賃有關的開支

已終止經營業務

使用權資產折舊

利息開支

與短期租賃有關的開支

16 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	
2022 二零二二年	2021 二零二一年
Six months ended 30 June 截至六月三十日止六個月	
HK\$'000 千港元	HK\$'000 千港元
(Restated) (經重列)	

	13,864	13,756	
	909	962	
	7,676	6,268	
	-	1,054	
	143	169	
	860	362	

The total cash outflow for leases in the six months ended 30 June 2022 is HK\$12,609,000 (six months ended 30 June 2021: HK\$14,566,000).

於截至二零二二年六月三十日止六個月，租賃之現金流出總額為12,609,000港元 (截至二零二一年六月三十日止六個月：14,566,000港元)。

(iii) The Group's lease activities

The Group leases various office premises and a factory. Rental contracts are typically made for 1 to 8 years (31 December 2021: same). The lease agreements do not impose any covenants.

(iii) 本集團之租賃活動

本集團租賃各類辦公室物業及工廠。租賃合約一般為1至8年(二零二一年十二月三十一日：相同)。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

17 INTANGIBLE ASSETS

17 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 2022	於二零二二年一月一日的 賬面淨值	13,898	11,914	25,812
Additions	添置	–	3,607	3,607
Amortisation (Note 8)	攤銷 (附註8)	–	(721)	(721)
Exchange realignment	匯兌調整	(605)	(597)	(1,202)
Net book value at 30 June 2022	於二零二二年六月三十日的 賬面淨值	13,293	14,203	27,496
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 29)	收購一間附屬公司 (附註29)	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	11,852	17,923	29,775

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

18 FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

The Group previously subscribed certain convertible preferred shares (the “CPS”) and ordinary shares of Cloopen Group Holding Limited (“Cloopen”).

On 9 February 2021, the trading of Cloopen’s American depositary shares (“ADSs”) on the New York Stock Exchange (“NYSE”) commenced. The CPS which were previously classified as financial asset at FVPL (Note 19) were converted into the listed shares of Cloopen and accounted for at fair value with reference to the trading price. The fair value of the CPS at the time of the conversion amounted to HK\$616,346,000.

Upon completion of the offering of the ADSs, the Group equity interest of the Company in Cloopen was diluted and reduced to 17.42%. The Company’s representative also resigned to serve on the board of directors of Cloopen. As a result, the Group lost its significant influence over Cloopen, and Cloopen ceased to be an associate of the Group (Note 21). 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 associated company recognised in interim condensed consolidated income statement during the period ended 30 June 2021.

The Group’s interest in Cloopen, which is not held for trading, was classified as a financial asset at FVOCI, with subsequent fair value movement recognised in other comprehensive income. 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.

18 按公平值計入其他全面收益之金融資產

本集團先前認購Cloopen Group Holding Limited (「Cloopen」) 的若干可換股優先股 (「可換股優先股」) 及普通股。

Cloopen的美國存託股份 (「美國存託股份」) 於二零二一年二月九日開始於紐約證券交易所 (「紐交所」) 買賣。先前分類為按公平值計入損益之金融資產 (附註19) 的可換股優先股已轉換為Cloopen的上市股份並經參考交易價後按公平值入賬。可換股優先股於轉換時的公平值為616,346,000港元。

於美國存託股份發售完成後，本公司於Cloopen的集團股權遭攤薄，並減至17.42%，本公司法人亦辭任Cloopen董事會成員職務因此，本集團失去對Cloopen的重大影響，Cloopen不再為本集團的聯營公司 (附註21)。其入賬列為視作出售於Cloopen的投資，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內確認由此產生的視作出售一間聯營公司之收益約2,857,920,000港元。

本集團於Cloopen的權益 (非持作買賣用途) 被分類為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中確認。本集團已於初步確認時不可撤銷地選擇於該類別中確認。此為一項戰略投資，本集團認為該分類更確切。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

18 FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

18 按公平值計入其他全面收益之金融資產 (續)

		Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Non-current asset	非流動資產		
Listed equity security outside Hong Kong – Cloopen (Note)	香港境外之上市股本證券 – Cloopen (附註)	227,999	629,711
		Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月 2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Balance at 1 January	於一月一日之結餘	629,711	–
Reclassified from an investment in an associated company (Note 21)	自於一間聯營公司之投資重新分類 (附註21)	–	2,857,920
Conversion of convertible preference shares (Note 19)	轉換可換股優先股 (附註19)	–	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	(401,712)	(1,632,905)
Balance at 30 June	於六月三十日之結餘	227,999	1,841,361

Note:

Listed equity security outside Hong Kong - Cloopen

ADSs were listed on the New York Stock Exchange (“NYSE”) (stock symbol: RAAS) on 9 February 2021. The fair value of the ADSs 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：

香港境外之上市股本證券 – Cloopen

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）。美國存託股份的公平值乃根據於紐交所按紐約時間所報的買入價得出，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

19 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 19 按公平值計入損益之金融資產

		Unaudited 未經審核 As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Non-current asset	非流動資產		
Unlisted investment fund outside Hong Kong (Note (a))	香港境外之非上市投資基金 (附註(a))	101,049	108,200
Current asset	流動資產		
Listed equity securities in Hong Kong (Note (b))	香港境內之上市股本證券 (附註(b))	890	1,103
		101,939	109,303
			Unaudited 未經審核
			Six months ended 30 June 截至六月三十日止六個月
			2022 二零二二年
			2021 二零二一年
			HK\$'000 千港元
			HK\$'000 千港元
Balance at 1 January	於一月一日之結餘	109,303	543,040
Fair value (losses)/gains on revaluation recognised in profit or loss	於損益確認之重估公平值 (虧損) / 收益	(2,722)	199,708
Conversion of convertible preference shares (Note 18)	轉換可換股優先股 (附註18)	-	(616,346)
Exchange realignment	匯兌調整	(4,642)	994
Balance at 30 June	於六月三十日之結餘	101,939	127,396

Notes:

- (a) **Unlisted investment fund outside Hong Kong**
The carrying amount of the unlisted investment fund is denominated in Renminbi ("RMB").
- (b) **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 HK\$.

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

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) **香港境內之上市股本證券**
上市股本證券之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(虧損)/收益」中列賬。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

20 LOAN RECEIVABLES

Loan receivables are amounts due from customers in the ordinary course of the fintech solutions and services business and 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:

20 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 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current	即期	2,046,227	2,219,046
1 to 3 months past due	逾期一至三個月	16,086	16,449
Over 3 months past due	逾期超過三個月	121,290	122,980
Loan receivables, gross	應收貸款總額	2,183,603	2,358,475
Less: provision for impairment of loan receivables	減：應收貸款減值撥備	(146,468)	(130,148)
		2,037,135	2,228,327
Current	即期	2,037,135	2,228,327

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

20 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 2022 於二零二二年六月三十日			
		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	應收貸款	2,046,227	16,086	121,290	2,183,603
Less: Provision for impairment of loan receivables	減：應收貸款減值撥備	(20,905)	(13,409)	(112,154)	(146,468)
Loan receivables, net	應收貸款淨額	2,025,322	2,677	9,136	2,037,135
		Audited 經審核 At 31 December 2021 於二零二一年十二月三十一日			
		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	應收貸款	2,219,046	16,449	122,980	2,358,475
Less: Provision for impairment of loan receivables	減：應收貸款減值撥備	(15,333)	(12,794)	(102,021)	(130,148)
Loan receivables, net	應收貸款淨額	2,203,713	3,655	20,959	2,228,327

20 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

20 LOAN RECEIVABLES (Continued)

(i) Ageing analysis of loan receivables (Continued)

Note:

During the period ended 30 June 2022, based on management's assessment, the Group recorded credit impairment loss of HK\$38,091,000 (six months ended 30 June 2021: HK\$33,142,000) in the interim condensed consolidated income statement. Loan receivables of HK\$16,193,000 (six months ended 30 June 2021: nil) were determined as uncollectible and written off against loan receivables during the period ended 30 June 2022.

(ii) Effective interest rates on loan receivables

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

20 應收貸款 (續)

(i) 應收貸款之賬齡分析 (續)

附註：

截至二零二二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38,091,000港元(截至二零二一年六月三十日止六個月：33,142,000港元)。截至二零二二年六月三十日止期間，應收貸款16,193,000港元(截至二零二一年六月三十日止六個月：無)被釐定為不可收回及撇銷應收貸款。

(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	
		2022 二零二二年	2021 二零二一年
Loans to borrowers	向借款方提供之貸款	4% to 24% p.a. 年利率4%至24%	5% to 24% p.a. 年利率5%至24%

21 INVESTMENTS IN ASSOCIATED COMPANIES

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

21 於聯營公司之投資

於中期簡明綜合資產負債表確認之結餘如下：

		Unaudited 未經審核	Audited 經審核
		At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Associated companies:	聯營公司：		
- PAX Global (Note (a))	- 百富環球 (附註(a))	2,793,854	2,688,668
- Beijing Suiyun Technology Co., Ltd ("Beijing Suiyun")	- 北京隨雲科技有限公司 (「北京隨雲」)	3,062	3,242
- Shenzhen Guofu Yunlian Technology Co., Ltd ("Shenzhen Guofu")	- 深圳國富雲鏈科技有限公司 (「深圳國富」)	3,491	3,649
- Beijing Fangyun Technology Co., Ltd ("Beijing Fangyun") (Note (b))	- 北京方雲科技有限公司 (「北京方雲」) (附註(b))	-	-
- Beijing Zhongjin Yunchuang Software., Ltd ("Beijing Zhongjin") (Note (d))	- 北京中金雲創軟件有限公司 (「北京中金」) (附註(d))	29,627	-
- Megahunt (Note (c))	- 兆訊恒達 (附註(c))	543,468	-
		3,373,502	2,695,559

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

21 INVESTMENTS IN ASSOCIATED COMPANIES 21 於聯營公司之投資 (續)

(Continued)

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

於中期綜合收益表確認之應佔業績金額如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元
Associated companies:	聯營公司：		
– PAX Global (Note (a))	– 百富環球 (附註(a))	221,567	168,721
– Good Chain (Chongqing) Technology Co., Ltd (“Good Chain”)	– 好鏈(重慶) 科技有限公司 (「好鏈」)	–	(606)
– Beijing Suiyun	– 北京隨雲	(40)	(144)
– Shenzhen Guofu	– 深圳國富	–	4
– Beijing Fangyun (Note (b))	– 北京方雲 (附註(b))	–	(312)
– Beijing Zhongjin (Note (d))	– 北京中金 (附註(d))	(812)	–
– Megahunt (Note (c))	– 兆訊恒達 (附註(c))	7,735	–
		228,450	167,663

The amount of gain/(loss) on deemed acquisition and dilution of interest 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視作收購及攤薄權益之收益／(虧損) 如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元
Associated company:	聯營公司：		
– PAX Global (Note (a))	– 百富環球 (附註(a))	441	(5,635)

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

21 INVESTMENTS IN ASSOCIATED COMPANIES 21 於聯營公司之投資 (續)

(Continued)

The amount of gains on deemed disposals of associated companies 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視作出售聯營公司之收益金額如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元
Associated companies:	聯營公司：		
– Cloopen (Note 18)	– Cloopen (附註18)	–	2,857,920
– Good Chain (Note 29)	– 好鏈 (附註29)	–	3,555
		–	2,861,475

(a) Investment in PAX Global

The movement on interest in PAX Global is as follows:

(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	
		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元
At 1 January	於一月一日	2,688,668	2,393,435
Share of profit	應佔溢利	221,567	168,721
Share of other comprehensive (loss)/income	應佔其他全面(虧損)/收益	(62,519)	11,878
Share of other reserves	應佔其他儲備	–	1,742
Gain/(loss) on deemed acquisition and dilution of interest (Note i)	視作收購及攤薄權益之收益/(虧損) (附註i)	738	(5,635)
Dividend received/receivable	已收/應收股息	(54,600)	(36,400)
At 30 June	於六月三十日	2,793,854	2,533,741

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

21 INVESTMENTS IN ASSOCIATED COMPANIES (Continued)

(a) Investment in PAX Global (Continued)

Note:

- (i) During the period, PAX Global repurchased a total of 11,092,000 ordinary shares (six months ended 30 June 2021: 1,600,000) on the Stock Exchange, of which 11,092,000 ordinary shares (six months ended 30 June 2021: 1,600,000) 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 gain on deemed acquisition and dilution of interest of an associated company of HK\$441,000 (six months ended 30 June 2021: a loss of HK\$5,635,000) and a release of reserve credited to the interim condensed consolidated income statement of HK\$297,000 (six months ended 30 June 2021: nil) was recognised in the interim condensed consolidated income statement. The Group's interest in PAX Global increased from 33.30% to 33.75% accordingly.

(b) Investment in Beijing Fangyun

The interest in Beijing Fangyun was initially measured at fair value. The carrying amount was increased or decreased to recognise the Group's share of the profit or loss and movements in other comprehensive income or loss of the interest in Beijing Fangyun to the extent the carrying amount of the interest in Beijing Fangyun reduced to nil due to losses, after the initial recognition. As at 30 June 2022, the Group's share of loss of Beijing Fangyun exceeded its interest in the ordinary shares of Beijing Fangyun. As at 30 June 2022, the unrecognised share of loss of the interests in Beijing Fangyun is HK\$2,577,000 (31 December 2021: HK\$1,746,000).

(c) Investment in Megahunt

As disclosed in Note 30, upon the completion of the transfer of the remaining of 8.37% of the issued share capital of Megahunt on 23 May 2022, Megahunt ceased to be a subsidiary of the Company and was accounted for as an associated company of the Company. Consequently, the financial results of Megahunt will no longer be consolidated into the interim condensed consolidated financial information of the Group and its assets and liabilities will be deconsolidated from the Group's interim condensed consolidated financial information. The Group accounts for its interests in Megahunt as an investment in an associated company initially at fair value and will shares the results of Megahunt as an investment in an associated company using the equity method going forward.

21 於聯營公司之投資 (續)

(a) 於百富環球之投資 (續)

附註：

- (i) 於期內，百富環球於聯交所購回合共11,092,000股普通股(截至二零二一年六月三十日止六個月：1,600,000股)，其中11,092,000股(截至二零二一年六月三十日止六個月：1,600,000股)普通股其後於本期間內註銷。百富環球若干僱員行使根據於二零一九年五月二日設立之購股權計劃獲授出之購股權。於中期簡明綜合收益表內確認視作收購及攤薄一間聯營公司權益之收益441,000港元(截至二零二一年六月三十日止六個月：虧損5,635,000港元)及釋出計入至中期簡明綜合收益表之儲備297,000港元(截至二零二一年六月三十日止六個月：無)。因此，本集團於百富環球之權益由33.30%增至33.75%。

(b) 於北京方雲之投資

於北京方雲之權益初步按公平值計量。於初步確認後，以賬面值增加或減少確認本集團應佔北京方雲權益之損益及其他全面收益或虧損變動，直至於北京方雲權益之賬面值因虧損減至零。於二零二二年六月三十日，本集團應佔北京方雲之虧損超過其於北京方雲普通股之權益。於二零二二年六月三十日，未確認應佔北京方雲之權益虧損為2,577,000港元(二零二一年十二月三十一日：1,746,000港元)。

(c) 於兆訊恒達之投資

誠如附註30所披露，於二零二二年五月二十三日完成轉讓兆訊恒達已發行股本的餘下8.37%後，兆訊恒達不再為本公司的附屬公司，而作為本公司的聯營公司入賬。因此，兆訊恒達的財務業績將不再合併至本集團的中期簡明綜合財務資料中，其資產及負債將從本集團的中期簡明綜合財務資料中取消合併。本集團將其於兆訊恒達的權益作為於一間聯營公司之投資，初步以公平值入賬，並將分佔兆訊恒達的業績使用權益法作為於一間聯營公司之投資入賬。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

21 INVESTMENTS IN ASSOCIATED COMPANIES 21 於聯營公司之投資 (續)

(Continued)

(c) **Investment in Megahunt** (Continued)

The movement on interest in Megahunt is as follows:

		Unaudited 未經審核 Six months ended 30 June 2022 截至 二零二二年 六月三十日 止六個月 HK\$'000 千港元
Recognition of investment in an associated company upon disposal of a subsidiary (<i>Note 30(a)(i)</i>)	於出售一間附屬公司時確認於一間聯營公司之投資 (附註30(a)(i))	536,584
Share of profit	分佔溢利	7,735
Share of other comprehensive income	分佔其他全面收益	(851)
At 30 June 2022	於二零二二年六月三十日	543,468

(c) 於兆訊恒達之投資 (續)

於兆訊恒達之權益變動如下：

(d) **Investment in Beijing Zhongjin**

During the period ended 30 June 2022, the Group acquired 20% of the issued share capital of Beijing Zhongjin, which is principally engaged in the provision of fintech solutions and services business, at a purchase consideration of approximately HK\$31,801,000. A representative from the Group has been appointed to serve on the board of directors of Beijing Zhongjin. The Group accounted for its interest in Beijing Zhongjin as an investment in an associated company using the equity method.

(d) 於北京中金之投資

截至二零二二年六月三十日止期間，本集團以約31,801,000港元的購買代價收購主要從事提供金融科技解決方案及服務業務的北京中金20%已發行股本。本集團的一名代表已獲委任為北京中金的董事會成員。本集團使用權益法將其於北京中金之權益作為於聯營公司之投資入賬。

22 TRADE AND BILLS RECEIVABLES

22 應收賬款及應收票據

		Unaudited 未經審核 At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current portion	即期部分		
Trade receivables (<i>Note (a)</i>)	應收賬款 (附註(a))	149,795	176,292
Bills receivables (<i>Note (b)</i>)	應收票據 (附註(b))	2,774	1,520
Less: provision for impairment of receivables	減：應收款項減值撥備	(16,262)	(9,403)
		136,307	168,409

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:

(a) Trade receivables

The Group's credit terms to trade debtors range from 0 to 180 days.

The ageing analysis of the trade receivables primarily based on invoice date was as follows:

		Unaudited 未經審核	Audited 經審核
		At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	78,467	128,311
91 days to 180 days	91日至180日	16,323	10,947
181 days to 365 days	181日至365日	35,729	17,934
Over 365 days	365日以上	19,276	19,100
		149,795	176,292

(b) Bills receivables

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

The maturity profile of the bills receivables of the Group is as follows:

		Unaudited 未經審核	Audited 經審核
		At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Falling within 90 days	90日內	2,726	-
Falling within 91 to 180 days	91至180日	48	1,520
		2,774	1,520

22 應收賬款及應收票據 (續)

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。

主要根據發票日期之應收賬款賬齡分析如下：

		Unaudited 未經審核	Audited 經審核
		At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	78,467	128,311
91 days to 180 days	91日至180日	16,323	10,947
181 days to 365 days	181日至365日	35,729	17,934
Over 365 days	365日以上	19,276	19,100
		149,795	176,292

(b) 應收票據

該結餘指到期日為六個月內之銀行承兌票據。

本集團應收票據之到期狀況如下：

		Unaudited 未經審核	Audited 經審核
		At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Falling within 90 days	90日內	2,726	-
Falling within 91 to 180 days	91至180日	48	1,520
		2,774	1,520

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

23 SHORT-TERM BANK DEPOSITS, RESTRICTED BANK BALANCE AND CASH AND CASH EQUIVALENTS

23 短期銀行存款、受限制銀行結餘以及現金及現金等價物

		Unaudited 未經審核 At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current assets	流動資產		
Short-term bank deposits (Note (i))	短期銀行存款 (附註(i))	2,354	6,832
Restricted bank balance (Note (ii))	受限制銀行結餘 (附註(ii))	655,777	765,462
Cash and cash equivalents (Note (iii))	現金及現金等價物 (附註(iii))	3,837,956	3,254,558

Notes:

- (i) 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 (31 December 2021: bank deposits with maturity dates in January 2022 and June 2022 which are placed as guaranteed deposits for a project and bank deposits 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.
- (ii) In accordance with the notice issued by the Payment and Settlement Department of the People's Bank of China (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.
- (iii) Included in cash and cash equivalents were HK\$440,000 (31 December 2021: HK\$386,000) bank deposits with original maturities within three months which are placed as guaranteed deposits for tenders.

附註：

- (i) 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(二零二一年十二月三十一日：存置作為一個項目的保證按金並於二零二二年一月及二零二二年六月到期的銀行存款，以及原有到期日為三至十二個月的定期存款或存置作為應付票據的保證按金的銀行存款)，並以人民幣計值。
- (ii) 根據中國人民銀行(「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。
- (iii) 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440,000港元(二零二一年十二月三十一日：386,000港元)。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

24 SHARE CAPITAL

24 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 2021, 30 June 2021, 1 January 2022 and 30 June 2022	於二零二一年一月一日、 二零二一年六月三十日、 二零二二年一月一日及 二零二二年六月三十日	4,000,000,000	10,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2021, 30 June 2021, 1 January 2022 and 30 June 2022	於二零二一年一月一日、 二零二一年六月三十日、 二零二二年一月一日及 二零二二年六月三十日	2,776,833,835	6,942

Notes:

- (a) During the period ended 30 June 2022, the Company repurchased a total of 22,341,000 ordinary shares (six months ended 30 June 2021: nil) on the Stock Exchange at approximately HK\$21,823,000 (six months ended 30 June 2021: nil), including the aggregate purchase consideration of HK\$21,750,000 (six months ended 30 June 2021: nil) and the related expenses of HK\$73,000 (six months ended 30 June 2021: nil). No repurchased shares have been cancelled during period ended 30 June 2022 (six months ended 30 June 2021: nil).

附註：

- (a) 截至二零二二年六月三十日止期間內，本公司於聯交所以約21,823,000港元(截至二零二一年六月三十日止六個月：無)購回合共22,341,000股普通股(截至二零二一年六月三十日止六個月：無)，包括總購買代價21,750,000港元(截至二零二一年六月三十日止六個月：無)及相關開支73,000港元(截至二零二一年六月三十日止六個月：無)。於截至二零二二年六月三十日止期間，概無註銷任何購回的股份(截至二零二一年六月三十日止六個月：無)。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

24 SHARE CAPITAL (Continued)

Notes:

(a) (Continued)

Details of the ordinary shares repurchased on the Stock Exchange during the period ended 30 June 2022 are as follows:

Month of repurchase	購回月份	Number of ordinary shares repurchased 購回普通股數目 (Thousand shares) (千股)	Highest purchase price per ordinary share 每股普通股最高購買價 (HK\$) (港元)	Lowest purchase price per ordinary share 每股普通股最低購買價 (HK\$) (港元)
June 2022	二零二二年六月	22,341	1.00	0.92

(b) Share award scheme

The Company operates a share award scheme (the “Share Award 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 Share Award Scheme include the Group’s full-time employees, and Executive and non-Executive Directors. The Share Award 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 Share Award Scheme.

24 股本 (續)

附註：

(a) (續)

截至二零二二年六月三十日止期間，於聯交所購回的普通股詳情如下：

Month of repurchase	購回月份	Number of ordinary shares repurchased 購回普通股數目 (Thousand shares) (千股)	Highest purchase price per ordinary share 每股普通股最高購買價 (HK\$) (港元)	Lowest purchase price per ordinary share 每股普通股最低購買價 (HK\$) (港元)
June 2022	二零二二年六月	22,341	1.00	0.92

(b) 股份獎勵計劃

本公司運作一項股份獎勵計劃（「股份獎勵計劃」），旨在對若干合資格參與者為本集團的成長及發展所作貢獻予以肯定及獎賞，並提供激勵以挽留該等人士，令本集團能持續營運及發展；及吸引合適人員推動本集團進一步發展。該股份獎勵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。該股份獎勵計劃於二零二一年六月二十九日生效，除非該股份獎勵計劃另行修訂或終止，否則將由該日起計十年期間仍然有效及生效。於報告日期，並無根據股份獎勵計劃獎勵任何股份。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

25 TRADE AND BILLS PAYABLES

25 應付賬款及應付票據

		Unaudited 未經審核 At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current portion	即期部分		
Trade payables (Note (a))	應付賬款 (附註(a))	555,967	497,080
Bills payables (Note (b))	應付票據 (附註(b))	725	8,503
		556,692	505,583

Notes:

(a) Trade payables

At 30 June 2022 and 31 December 2021, the ageing analysis of the trade payables primarily based on invoice date was as follows:

附註:

(a) 應付賬款

於二零二二年六月三十日及二零二一年十二月三十一日，主要根據發票日期之應付賬款賬齡分析如下：

		Unaudited 未經審核 At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	365,720	468,595
91 days to 180 days	91日至180日	178,318	11,272
181 days to 365 days	181日至365日	3,149	7,089
Over 365 days	365日以上	8,780	10,124
		555,967	497,080

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。

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

25 TRADE AND BILLS PAYABLES (Continued)

Notes: (Continued)

(b) Bills payables

The balance represents bank acceptance notes:

		Unaudited 未經審核 At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Due within 90 days	90日內到期	725	5,993
Due within 91 to 180 days	91日至180日內到期	–	2,510
		725	8,503

25 應付賬款及應付票據 (續)

附註：(續)

(b) 應付票據

該結餘指銀行承兌票據：

26 PAYABLES FOR PAYMENT PROCESSING SOLUTIONS BUSINESS AND OTHER PAYABLES AND ACCRUALS

26 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 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2021 於二零二一年 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))	604,840	624,296
Other payables and accruals (Note (b))	其他應付款項及應計款項 (附註(b))	935,899	1,076,401
		1,540,739	1,700,697

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

26 PAYABLES FOR PAYMENT PROCESSING SOLUTIONS BUSINESS AND OTHER PAYABLES AND ACCRUALS (Continued)

26 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(續)

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 required to be settled with merchants upon the respective contracted settlement clearance dates 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。有關金額需於各合約規定的結算日期與商戶結算，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 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2021 於二零二一年 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	132,683	266,720
Deposits	按金	49,026	60,751
Receipt in advance from customers (Note 1)	預先收取客戶之款項(附註1)	99,261	77,241
Advance from merchant recruitment agents	來自招攬商戶代理的墊款	447,946	435,842
Others	其他	206,983	235,847
Total	合計	935,899	1,076,401

Note:

- (i) A contract liability is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. The Group recognised its contract liabilities under other payables and accruals as receipt in advance from customers in the balance sheet.

Revenue recognised during the period ended 30 June 2022 that was included in the contract liability balance at the beginning of the period amounted to HK\$71,634,000 (six months ended 30 June 2021: HK\$26,653,000).

附註：

- (i) 合約負債於本集團確認相關收入前，於客戶支付代價或合約規定須支付代價且金額已到期時確認。本集團於資產負債表中其他應付款項及應計款項下確認其合約負債為預先收取客戶之款項。

於截至二零二二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71,634,000港元(截至二零二一年六月三十日止六個月：26,653,000港元)。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

27 ASSET-BACKED SECURITIES

27 資產支持證券

	Unaudited 未經審核 At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元
Current	
Asset – backed securities (Note)	237,487
	即期 資產支持證券 (附註)

Note:

During the period ended 30 June 2022, 北京隨行付商業保理有限公司 (Beijing VBill Commercial Factoring Co. Ltd.), a subsidiary of the Group, has obtained approval from the Shanghai Stock Exchange for issuance of asset-backed securities (the “ABS”) in the PRC under an asset-backed securities scheme (the “ABS Scheme”). The ABS are backed by the Group’s loan receivables and administrated under a trust interests. The maximum issue size of the ABS Scheme is RMB1,000,000,000 (equivalent to approximately HK\$1,230,000,000) and the ABS can be issued in not more than 15 phases by 31 December 2023.

On 27 January 2022, the first phase of the ABS Scheme with an issue size of RMB309,000,000 (equivalent to approximately HK\$380,070,000) was established. The ABS are classified into (i) priority tranche with total principal of RMB277,000,000 (equivalent to HK\$340,710,000) which are listed and traded on the Shanghai Stock Exchange with expected maturity date on 29 July 2022 and with coupon rate of 4.8% per annum; and (ii) subordinated tranche with total principal of RMB32,000,000 (equivalent to HK\$39,360,000) with expected maturity date on 31 October 2022 and with no coupon rate.

The principal and interest of the priority tranche ABS shall be repaid monthly in six instalments. The holders of the priority tranche of the ABS shall have priority in receiving coupon interest and repayment of the principal amount of the ABS over the holders of the subordinated tranche of the ABS. The subordinated tranche is not listed and was subscribed by 北京隨信雲鏈科技有限公司 (Beijing Suixin Yunlian Technology Ltd. (“Beijing Suixin Yunlian”), a subsidiary of the Group.

附註：

截至二零二二年六月三十日止期間，北京隨行付商業保理有限公司 (本集團一間附屬公司) 已獲得上海證券交易所的批准，根據資產支持證券計劃 (「資產支持證券計劃」) 於中國發行資產支持證券 (「資產支持證券」)。資產支持證券以本集團的應收貸款為支持，並根據信託利益進行管理。資產支持證券計劃的發行規模上限為人民幣1,000,000,000元 (相當於約1,230,000,000港元)，且資產支持證券可於二零二三年十二月三十一日前按不超過15期發行。

於二零二二年一月二十七日，第一期資產支持證券計劃成立，發行規模為人民幣309,000,000元 (相當於約380,070,000港元)。資產支持證券分為(i)本金總額為人民幣277,000,000元 (相當於340,710,000港元) 的優先層級，於上海證券交易所上市及買賣，預計於二零二二年七月二十九日到期，票面年利率為4.8厘；及(ii)本金總額為人民幣32,000,000元 (相當於39,360,000港元) 的次級層級，預計於二零二二年十月三十一日到期，無票面利率。

優先級資產支持證券的本金及利息將按月分六期償還。優先層級資產支持證券的持有人於領取資產支持證券票息及償還本金額方面優先於次級層級資產支持證券的持有人。次級層級並未上市，由本集團的附屬公司北京隨信雲鏈科技有限公司 (「北京隨信雲鏈」) 認購。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

27 ASSET-BACKED SECURITIES (Continued)

Note: (Continued)

On 20 May 2022, the second phase of the ABS Scheme with an issue size of RMB362,000,000 (equivalent to approximately HK\$419,920,000) was established. The ABS are classified into (i) priority tranche with total principal of RMB324,000,000 (equivalent to HK\$375,840,000) which are listed and traded on the Shanghai Stock Exchange with expected maturity date on 31 January 2023 and with coupon rate of 4.87% per annum; and (ii) subordinated tranche with total principal of RMB38,000,000 (equivalent to HK\$44,080,000) with expected maturity date on 28 February 2023 and with no coupon rate.

The principal and interest of the priority tranche ABS shall be repaid monthly in six instalments. The holders of the priority tranche of the ABS shall have priority in receiving coupon interest and repayment of the principal amount of the ABS over the holders of the subordinated tranche of the ABS. The subordinated tranche is not listed and was subscribed by Beijing Suixin Yunlian.

Since Group holds all the subordinated tranches of the ABS, substantially all the risks and rewards of ownership of the loan receivables are retained, the Group continues to recognise the loan receivable in its entirety and recognises a financial liability for the consideration received.

As at 30 June 2022, the Group's asset-backed securities with carrying amount of approximately HK\$237,487,000 (31 December 2021: nil) were collateralised by the loans receivable of the Group with an aggregate carrying amount of approximately HK\$458,494,000 (31 December 2021: nil) (Note 20).

27 資產支持證券(續)

附註：(續)

於二零二二年五月二十日，第二期資產支持證券計劃成立，發行規模為人民幣362,000,000元(相當於約419,920,000港元)。資產支持證券分為(i)本金總額為人民幣324,000,000元(相當於375,840,000港元)的優先層級，於上海證券交易所上市及買賣，預計於二零二三年一月三十一日到期，票面年利率為4.87厘；及(ii)本金總額為人民幣38,000,000元(相當於44,080,000港元)的次級層級，預計於二零二三年二月二十八日到期，無票面利率。

優先級資產支持證券的本金及利息將按月分六期償還。優先層級資產支持證券的持有人於領取資產支持證券票息及償還本金額方面優先於次級層級資產支持證券的持有人。次級層級並未上市，由北京隨信雲鏈認購。

由於本集團持有全部次級層級資產支持證券，保留應收貸款所有權的幾乎所有風險及回報，因此本集團繼續確認應收貸款的全部，並就已收代價確認金融負債。

於二零二二年六月三十日，本集團賬面值約為237,487,000港元(二零二一年十二月三十一日：無)的資產支持證券由本集團賬面總額約為458,494,000港元(二零二一年十二月三十一日：無)的應收貸款作抵押(附註20)。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

28 WRITTEN PUT OPTION LIABILITY

28 賣出認沽期權負債

		Unaudited 未經審核 At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current portion	即期部分		
– VBill (Cayman) (Note (a))	– VBill (Cayman) (附註(a))	829,013	797,710
Non-current portion	非即期部分		
– Megahunt HK (Note (b))	– 兆訊香港 (附註(b))	4,673	104,871
		833,686	902,581

		Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月 2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1 January	於一月一日	902,581	831,207
Unwinding of discount	撥回折讓	35,355	33,967
Derecognition (Note (b))	終止確認 (附註(b))	(104,249)	–
Fair value loss on revaluation recognised in profit or loss (Note (b))	於損益確認之重估公平值虧損 (附註(b))	4,687	–
Exchange realignment	匯兌調整	(4,688)	747
At 30 June	於六月三十日	833,686	865,921

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). 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。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 LIABILITY (Continued)

Notes: (Continued)

(a) (Continued)

As a part of the VBill Subscription, VBill (Cayman) granted a put option, allowing the VBill Investor to request VBill (Cayman) to repurchase, redeem and/or cancel all the VBill (Cayman)'s shares of the VBill Investor at its discretion within 3 to 5 years after the completion date of the subscription under certain conditions at an exercise price of RMB588,000,000 (equivalent to HK\$676,494,000) plus 8.0% interest per annum.

The fair value of the written put option liability is derived base 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%, with the assumption that the put option will be redeemable on 12 November 2022. The written put option liability was denominated in US\$ and classified under current liabilities as at 30 June 2022 (31 December 2021: same).

(b) On 4 December 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). The Megahunt Subscription was completed on 30 March 2020.

28 賣出認沽期權負債(續)

附註：(續)

(a) (續)

作為VBill認購事項的一部分，VBill (Cayman)會授出一份認沽期權，於認購完成日期後三至五年內，VBill投資者可就此要求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。

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，並假設認沽期權將於二零二二年十一月十二日可贖回。於二零二二年六月三十日賣出認沽期權負債按美元列值及分類為流動負債(二零二一年十二月三十一日：相同)。

(b) 於二零一九年十二月四日，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(「兆訊恒達認購事項」)。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「兆訊恒達投資者」)。根據兆訊恒達認購事項，兆訊恒達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)。兆訊恒達認購事項於二零二零年三月三十日完成。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

28 WRITTEN PUT OPTION LIABILITY (Continued)

Notes: (Continued)

(b) (Continued)

As a part of the Megahunt Subscription, Megahunt HK granted a put option, allowing the Megahunt Investors to 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 fair value of the written put option liability is derived base 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%, with the assumption that the put option will be redeemable from 31 December 2023. The written put option liability was denominated in RMB and classified under non-current liabilities at 31 December 2021.

Prior to the completion of the disposal as detailed in Note 30, the carrying value of the written put option liabilities was approximately HK\$104,249,000.

As disclosed in Note 30, upon the completion of the transfer of the remaining of 8.37% of the issued share capital of Megahunt on 23 May 2022, Megahunt ceased to be a subsidiary of the Company was accounted for as an associated company of the Company. As a result, the relevant written put option liability originally measured at amortised costs was derecognised with a corresponding adjustment to equity. The written put option liability was reclassified and recognised as a derivative financial liability at FVPL thereafter. Refer to Note 5.2 (fair value estimation) and Note 5.4 (fair value measurements using significant unobservable inputs (level 3)) to the interim condensed consolidated financial information.

28 賣出認沽期權負債 (續)

附註：(續)

(b) (續)

作為兆訊恒達認購事項的一部分，兆訊香港授出一份認沽期權，兆訊恒達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恒達投資者的所有兆訊恒達股份。

透過採用10.34%的貼現率，賣出認沽期權負債產生的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，並假設自二零二三年十二月三十一日認沽期權將可購回。於二零二一年十二月三十一日賣出認沽期權負債以人民幣計值及分類為非流動負債。

出售事項完成前（詳見附註30），賣出認沽期權負債的賬面值約為104,249,000港元。

誠如附註30所披露，於二零二二年五月二十三日完成轉讓兆訊恒達已發行股本的餘下8.37%後，兆訊恒達不再為本公司的附屬公司，而作為本公司的一家聯營公司入賬。因此，原先按攤銷成本計量的相關賣出認沽期權負債獲終止確認，並對權益進行相應調整。此後，該賣出認沽期權負債被重新分類並確認為按公平值計入損益之衍生金融負債。請參考中期簡明綜合財務資料附註5.2（公平值估計）及附註5.4（利用重大不可觀察輸入數據計量之公平值（第三級））。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

29 BUSINESS COMBINATION

Acquisition of Good Chain

(i) Summary of acquisition of Good Chain

On 8 June 2021, the Group acquired 40% of the issued share capital of Good Chain (previously an associated company of the Group), 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:

		At date of acquisition 於收購日期 HK\$'000 千港元
Purchase consideration (Note (ii))	購買代價 (附註(ii))	
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 業務合併

收購好鏈

(i) 收購好鏈的概要

於二零二一年六月八日，本集團收購好鏈（先前為本集團聯營公司）40%的已發行股本，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：

	At date of acquisition 於收購日期 HK\$'000 千港元
購買代價 (附註(ii))	
已付現金	12,011
以權益法入賬之好鏈30%股權之 公平值	7,090
	19,101

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

29 BUSINESS COMBINATION (Continued)

Acquisition of Good Chain (Continued)

(i) Summary of acquisition of Good Chain (Continued)

Upon completion of the acquisition, Good Chain became a subsidiary of the Group. It was accounted for as a deemed disposal of the investment in Good Chain, with a resulting gain of approximately HK\$3,555,000 on deemed disposal of an associated company recognised in interim condensed consolidated income statement during the period ended 30 June 2021, followed by an acquisition of a subsidiary.

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

		At date of acquisition 於收購日期 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.

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.

29 業務合併 (續)

收購好鏈 (續)

(i) 收購好鏈的概要 (續)

完成收購後，好鏈成為本集團的附屬公司。其入賬列作視作出售於好鏈的投資，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由此產生的視作出售一間聯營公司之收益約3,555,000港元，隨後為收購一間附屬公司。

因收購確認的資產及負債如下：

		At date of acquisition 於收購日期 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

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。

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

29 BUSINESS COMBINATION (Continued)

Acquisition of Good Chain (Continued)

(ii) Purchase consideration – cash outflow

Outflow of cash to acquire subsidiary, net of cash acquired	收購附屬公司而現金流出， 扣除已獲得現金	
Cash consideration	現金代價	12,011
Less: Cash acquired	減：已獲得現金	(1)
Net outflow of cash – investing activities	現金流出淨額 – 投資活動	12,010

29 業務合併 (續)

收購好鏈 (續)

(ii) 購買代價 – 現金流出

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

30 DISPOSALS OF SUBSIDIARIES

(a) Disposal of Megahunt

On 15 December 2021, Megahunt HK entered into share transfer agreements with certain purchasers (the “Megahunt Purchasers”), pursuant to which Megahunt HK has conditionally agreed to dispose of an aggregate of approximately 20% of the issued share capital of Megahunt at an aggregate consideration of RMB208,727,000 (equivalent to approximately HK\$254,647,000). The Megahunt Purchasers include 天津韋豪泰達海河股權投資合夥企業(有限合夥) (“天津韋豪”), 天津芯聚科技合夥企業(有限合夥), 天津芯智科技合夥企業(有限合夥) and 天津信芯科技合夥企業(有限合夥). Upon completion of all share transfer agreements, the Group’s interest in Megahunt would decrease from approximately 65.73% to approximately 45.73%. Completion of each of the share transfer agreements was not inter-conditional to each other.

30 出售附屬公司

(a) 出售兆訊恒達

於二零二一年十二月十五日，兆訊香港與若干買家（「兆訊恒達買家」）訂立股份轉讓協議，據此，兆訊香港已有條件同意出售兆訊恒達合共約20%的已發行股本，總代價為人民幣208,727,000元（相當於約254,647,000港元）。兆訊恒達買家包括天津韋豪泰達海河股權投資合夥企業（有限合夥）（「天津韋豪」）、天津芯聚科技合夥企業（有限合夥）、天津芯智科技合夥企業（有限合夥）及天津信芯科技合夥企業（有限合夥）。完成所有股份轉讓協議後，本集團於兆訊恒達的權益將由約65.73%減至約45.73%。完成各份股份轉讓協議並非互為條件。

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

30 DISPOSALS OF SUBSIDIARIES (Continued)

(a) Disposal of Megahunt (Continued)

As at 31 December 2021, transfer of an aggregate of approximately 11.63% of the issued share capital of Megahunt at an aggregate consideration of RMB116,364,000 (equivalent to approximately HK\$142,324,000) was completed. The associated assets and liabilities of Megahunt and its subsidiary (together the “Disposal Group”) were presented as held for sale in the consolidated financial statements as at 31 December 2021.

On 23 May 2022, the transfer of the remaining of 8.37% of the issued shares capital of Megahunt at an aggregate consideration of RMB92,363,000 (equivalent to approximately HK\$108,382,000) was completed, Megahunt ceased to be a subsidiary of the Company and was accounted for as an associated company of the Company.

Previously, the Group’s sales of information security chips and solutions business is engaged by the Disposal Group. The above disposal constituted a discontinued operation under HKFRS 5, and accordingly, sales of information security chips and solutions business are reported in the current period as a discontinued operation.

30 出售附屬公司 (續)

(a) 出售兆訊恒達 (續)

於二零二一年十二月三十一日，按總代價人民幣116,364,000元(相當於約142,324,000港元)轉讓兆訊恒達合共約11.63%的已發行股本已完成。於二零二一年十二月三十一日，兆訊恒達及其附屬公司(統稱「出售集團」)的相關資產及負債於綜合財務報表內呈列為持作出售。

於二零二二年五月二十三日，按總代價人民幣92,363,000元(相當於約108,382,000港元)轉讓兆訊恒達餘下8.37%已發行股本已完成，兆訊恒達不再為本公司的附屬公司，並作為本公司的一家聯營公司入賬。

出售集團先前從事本集團的銷售信息安全芯片及解決方案業務。上述出售構成香港財務報告準則第5號的已終止經營業務，因此信息安全芯片及解決方案業務銷售於本期間呈報為已終止經營業務。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

30 DISPOSALS OF SUBSIDIARIES (Continued)

30 出售附屬公司(續)

(a) Disposal of Megahunt (Continued)

(a) 出售兆訊恒達(續)

(i) Details of the disposal of Megahunt

(i) 出售兆訊恒達的詳情

		At date of disposal 於出售日期 HK\$'000 千港元
Consideration	代價	
Proceeds received	已收所得款項	108,382
Fair value of retained interest	保留權益的公平值	536,584
		644,966
Less: Net assets disposed of:	減：所出售資產淨值：	
Property, plant and equipment	物業、廠房及設備	54,696
Right-of-use assets	使用權資產	5,601
Intangible assets	無形資產	18,666
Other financial assets at amortised cost	按攤銷成本計量之其他金融資產	2,060
Inventories	存貨	185,749
Other current assets	其他流動資產	53,637
Amount due from an associated company	應收一間聯營公司款項	59,630
Trade and bills receivables	應收賬款及應收票據	68,502
Cash and cash equivalents	現金及現金等價物	62,577
Lease liabilities	租賃負債	(4,780)
Trade payables	應付賬款	(42,897)
Bank borrowing	銀行借款	(10,732)
Other payables and accruals	其他應付款項及應計款項	(35,046)
Current income tax liabilities	即期所得稅負債	(12,668)
Amounts due to fellow subsidiaries	應付同系附屬公司款項	(4,427)
		(400,568)
Add: Non-controlling interests disposed of	加：所出售非控股權益	184,102
Add: Release of exchange reserve up on disposal	加：於出售時釋出的匯兌儲備	1,611
Less: Release of other reserves upon disposal	減：於出售時釋出的其他儲備	(772)
Gain of disposal of Megahunt recognised in interim condensed consolidated income statement	於中期簡明綜合收益表確認的出售兆訊恒達之收益	429,339

In the interim condensed consolidated cash flow statement for the period ended 30 June 2022, net cash inflow for disposal of HK\$35,155,000 represents proceeds received of HK\$108,382,000, less cash and cash equivalents disposal of HK\$62,577,000 and capital gains tax of HK\$10,650,000.

於截至二零二二年六月三十日止期間之中期簡明綜合現金流量表內，出售的現金流入淨額35,155,000港元指已收所得款項108,382,000港元，扣除所出售現金及現金等價物62,577,000港元及資本利得稅10,650,000港元。

The fair value of the 45.73% retained equity interest as at date of disposal as part of the consideration received was valued by an independent valuer.

所保留45.73%股權於出售日期之公平值(作為部分已收代價)乃由一名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 DISPOSALS OF SUBSIDIARIES (Continued)

(a) Disposal of Megahunt (Continued)

(ii) Financial performance and cash flow information of discontinued operation

The financial performance and cash flow information presented are for the period from 1 January 2022 to 23 May 2022 and the period ended 30 June 2021.

30 出售附屬公司 (續)

(a) 出售兆訊恒達 (續)

(ii) 已終止經營業務的財務表現及現金流量資料

自二零二二年一月一日至二零二二年五月二十三日期間及截至二零二一年六月三十日止期間之財務表現及現金流量資料呈列如下。

		Unaudited 未經審核	
		For the period from 1 January 2022 to 23 May 2022 自 二零二二年 一月一日至 二零二二年 五月二十三日 止期間 HK\$'000 千港元	For the period ended 30 June 2021 截至 二零二一年 六月三十日 止期間 HK\$'000 千港元
Revenue	收入	246,379	205,092
Cost of sales	銷售成本	(105,387)	(123,879)
Gross profit	毛利	140,992	81,213
Other income	其他收入	6,939	3,255
Selling expenses	銷售開支	(4,811)	(4,575)
Administrative expenses	行政費用	(49,536)	(40,967)
Reversal of credit impairment loss	信貸減值虧損撥回	-	34
Operating profit	經營溢利	93,584	38,960
Finance costs	融資成本	(143)	(169)
Profit before income tax	除所得稅前溢利	93,441	38,791
Income tax expense	所得稅開支	(13,203)	(6,263)
Profit from discontinued operation	已終止經營業務溢利	80,238	32,528
Exchange difference on translation of discontinued operation	換算已終止經營業務產生之匯兌差額	(15,970)	2,161
Total comprehensive income from discontinued operation	已終止經營業務之全面收益總額	64,268	34,689

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

30 DISPOSALS OF SUBSIDIARIES (Continued)

- (a) Disposal of Megahunt (Continued)
 (ii) *Financial performance and cash flow information of discontinued operation (Continued)*

30 出售附屬公司(續)

- (a) 出售兆訊恒達(續)
 (ii) *已終止經營業務的財務表現及現金流量資料(續)*

		Unaudited 未經審核	
		For the period from 1 January 2022 to 23 May 2022 自 二零二二年 一月一日至 二零二二年 五月二十三日 期間 HK\$'000 千港元	For the period ended 30 June 2021 截至 二零二一年 六月三十日 止期間 HK\$'000 千港元
Profit from discontinued operation attributable to:	以下應佔已終止經營業務溢利：		
– Owners of the Company	– 本公司擁有人	43,401	21,381
– Non-controlling interests	– 非控股權益	36,837	11,147
		80,238	32,528
Total comprehensive income from discontinued operation attributable to:	以下應佔已終止經營業務之全面收益總額：		
– Owners of the Company	– 本公司擁有人	34,763	22,802
– Non-controlling interests	– 非控股權益	29,505	11,887
		64,268	34,689
Net cash inflow from operating activities	經營活動的現金流入淨額	34,766	44,525
Net cash outflow from investing activities	投資活動的現金流出淨額	(18,438)	(19,458)
Net cash inflow/(outflow) from financing activities	融資活動的現金流入／(流出)淨額	10,165	(1,013)
Net increase in cash generated by the Disposal Group	出售集團產生之現金增加淨額	26,493	24,054

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

30 DISPOSALS OF SUBSIDIARIES (Continued)

(a) Disposal of Megahunt (Continued)

(iii) Assets and liabilities of the Disposal Group classified as held for sale

The following assets and liabilities were reclassified as held for sale in relation to the discontinued operation as at 31 December 2021.

Assets classified as held for sale

30 出售附屬公司 (續)

(a) 出售兆訊恒達 (續)

(iii) 分類為持作出售之出售集團資產及負債

於二零二一年十二月三十一日與已終止經營業務有關而重新分類為持作出售之資產及負債如下。

分類為持作出售之資產

		Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	43,481
Right-of-use assets	使用權資產	5,837
Intangible assets	無形資產	14,347
Other financial assets at amortised cost	按攤銷成本計量之其他金融資產	1,703
Inventories	存貨	156,771
Other current assets	其他流動資產	41,813
Amount due from an associated company	應收一間聯營公司款項	35,501
Trade and bills receivables	應收賬款及應收票據	78,910
Cash and cash equivalents	現金及現金等價物	40,742
Total assets of the Disposal Group classified as held for sale	分類為持作出售之出售集團之資產總值	419,105

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

30 DISPOSALS OF SUBSIDIARIES (Continued)

(a) Disposal of Megahunt (Continued)

(iii) Assets and liabilities of the Disposal Group classified as held for sale (Continued)

Liabilities directly associated with assets classified as held for sale

30 出售附屬公司 (續)

(a) 出售兆訊恒達 (續)

(iii) 分類為持作出售之出售集團資產及負債 (續)

與分類為持作出售資產直接相關的負債

		Audited 經審核 As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Lease liabilities	租賃負債	5,879
Trade payables	應付賬款	19,664
Other payables and accruals	其他應付款項及應計款項	44,482
Current income tax liabilities	即期所得稅負債	8,121
Amounts due to fellow subsidiaries	應付同系附屬公司之款項	4,657
Total liabilities of the Disposal Group classified as held for sale		82,803
分類為持作出售的出售集團之負債總額		82,803

The accumulated foreign exchange gains recognised in other comprehensive income in relation to the discontinued operation as at 31 December 2021 amounted to HK\$21,156,000.

於二零二一年十二月三十一日，已終止經營業務於其他全面收益中確認的累計外匯收益為21,156,000港元。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

30 DISPOSALS OF SUBSIDIARIES (Continued)

(b) Disposal of Jiehang Yunchuang (Beijing) Shuzi Technology Ltd.

On 18 January 2022, the Group also disposed of its 51% equity interests of Jiehang Yunchuang (Beijing) Shuzi Technology Ltd. (“Jiehang Yunchuang”) upon which the Group lost its control over Jiehang Yunchuang.

Details of the disposal of Jiehang Yunchuang

		At date of disposal 於出售日期 HK\$'000 千港元
Consideration	代價	
Proceeds received	已收所得款項	18,096
Less: Net assets disposed of	減：所出售資產淨值	(12,748)
Less: Non-controlling interest disposed of	減：所出售非控股權益	(2,185)
Less: Release of exchange reserve up on disposal	減：於出售時釋出之匯兌儲備	(559)
Gain of disposal of Jiehang Yunchuang recognised in interim condensed consolidated income statement	於中期簡明綜合收益表確認之出售結行雲創之收益	2,604

In the interim condensed consolidated cash flow statement for the period ended 30 June 2022, net cash inflow for disposal of Jiehang Yunchuang of HK\$5,331,000 represents proceeds received of HK\$18,096,000, less cash and cash equivalent disposed of HK\$12,765,000.

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 of up to HK\$60,000,000 and claims of infringement of third party’s intellectual property right. As at 30 June 2022, the Company did not recognise any liability in relation to the Performance Guarantee Agreement. The Directors consider the possibility of reimbursement is not probable (31 December 2021: same).

30 出售附屬公司 (續)

(b) 出售結行雲創(北京)數字科技有限公司

於二零二二年一月十八日，本集團亦出售其於結行雲創(北京)數字科技有限公司(「結行雲創」)的51%股權，其後本集團失去其對結行雲創的控制。

出售結行雲創之詳情

		At date of disposal 於出售日期 HK\$'000 千港元
Consideration	代價	
Proceeds received	已收所得款項	18,096
Less: Net assets disposed of	減：所出售資產淨值	(12,748)
Less: Non-controlling interest disposed of	減：所出售非控股權益	(2,185)
Less: Release of exchange reserve up on disposal	減：於出售時釋出之匯兌儲備	(559)
Gain of disposal of Jiehang Yunchuang recognised in interim condensed consolidated income statement	於中期簡明綜合收益表確認之出售結行雲創之收益	2,604

於截至二零二二年六月三十日止期間之中期簡明綜合現金流量表內，出售結行雲創的現金流入淨額為5,331,000港元，即所收取所得款項18,096,000港元，減去出售的現金及現金等價物12,765,000港元。

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，本公司同意向客戶提供擔保，內容有關本集團一間附屬公司恰當及如期履行為一個現代化項目提供服務，擔保金額不超過60,000,000港元，以及侵犯第三方知識產權的索償。於二零二二年六月三十日，本公司並無確認任何有關表現擔保協議的負債。董事認為提出索償之可能性不高(二零二一年十二月三十一日：相同)。

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, Megahunt HK and Tianjin Mega Hunt Microelectronics Company Limited (“Tianjin Mega Hunt”) (the “2019 Guarantee Agreement”). Pursuant to the 2019 Guarantee Agreement, the Company agreed to provide Megahunt, Megahunt HK and Tianjin Mega Hunt with a guarantee to repay their due and unsettled debts payable to a supplier, should they fail to honour their obligations of up to 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. Pursuant to the 2021 Guarantee Agreement, the Company agreed to provide Megahunt, Megahunt HK and Tianjin Mega Hunt with a guarantee to repay their due and unsettled debts, should they fail to honour their obligation of up to US\$20,000,000 (equivalent to approximately HK\$156,000,000). As at 30 June 2022, the Company did not recognise any liability in relation to the 2021 Guarantee Agreement. The Directors consider the possibility of reimbursement is not probable (31 December 2021: same).

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 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 2022, the Company did not recognise any liability in relation to the 2020 OEM Guarantee Agreement. The Directors consider the possibility of reimbursement is not probable (31 December 2021: same).

Save as disclosed above, the Group had no material contingent liability as at 30 June 2022 (31 December 2021: same).

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」）。根據二零一九年擔保協議，倘兆訊恒達、兆訊香港及天津兆訊未能履行其付款責任，本公司同意向彼等提供擔保，以償還彼等應付供應商的到期及未償還債務，保證金不超過10,000,000美元（相當於約78,000,000港元）。就訂購量進一步擴大而言，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，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擔保協議。根據二零二一年擔保協議，倘兆訊恒達、兆訊香港及天津兆訊未能履行其付款責任，本公司同意向彼等提供擔保，以償還彼等應付供應商的到期及未償還債務，擔保金額不超過20,000,000美元（相當於約156,000,000港元）。於二零二二年六月三十日，本公司並無確認與二零二一年擔保協議有關的任何負債。董事認為提出索償的可能性不高（二零二一年十二月三十一日：相同）。

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其向原設備製造商所下達有關製造訂單所引致結欠原設備製造商的到期及未償還債務，擔保金額不超過10,000,000美元（相當於約78,000,000港元）。於二零二二年六月三十日，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。董事認為提出索償的可能性不高（二零二一年十二月三十一日：相同）。

除上文所披露者外，於二零二二年六月三十日，本集團並無任何重大或然負債（二零二一年十二月三十一日：相同）。

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 2022, 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 (31 December 2021: same).

(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 2022 (six months ended 30 June 2021: same).

32 關連方交易

於二零二二年六月三十日，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（二零二一年十二月三十一日：相同）。

(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，於截至二零二二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（截至二零二一年六月三十日止六個月：相同）。

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
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))	769	797
– Purchase of electronic payment products (Note (ii))	– 購買電子支付產品 (附註(ii))	159	24,716
– Sales of mag-stripe card security decode chips (Note (iii))	– 銷售磁條卡加密解碼芯片 (附註(iii))	121,340	46,604
– Service charge (Note (iv))	– 服務費用 (附註(iv))	1,529	–
Transaction with Cloopen, an associated company before 9 February 2021 (Note 21(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21(b))		
– Technical and support services charges (Note (v))	– 技術及支援服務費用 (附註(v))	–	12,504

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 terms and conditions of the framework agreement were subsequently renewed on 3 December 2015, 5 December 2018 and 23 December 2021 respectively.
- (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 were subsequently renewed on 30 December 2019 and 10 September 2021 respectively.
- (iv) Service charges were transacted pursuant to the terms and conditions mutually agreed between the two parties.
- (v) 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.

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於二零一五年十二月三十一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其後分別於二零一五年十二月三日、二零一八年十二月五日及二零二一年十二月二十三日續訂。
- (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其後分別於二零一九年十二月三十日及二零二一年九月十日續訂。
- (iv) 服務費用乃根據雙方議定之條款及條件進行交易。
- (v) 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收取。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

32 RELATED PARTY TRANSACTIONS (Continued)

32 關連方交易 (續)

(b) Balances with associated companies

(b) 與聯營公司之結餘

	Unaudited 未經審核 At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Amounts due from associated companies (31 December 2021: HK\$35,501,000 is included in the assets classified as held for sale (Note 30)) (Note i)	應收聯營公司款項 (二零二一年十二月三十一日：35,501,000 港元計入分類為持作出售之資產 (附註30)) (附註i) 4,651	35,501
Amounts due to associated companies (Note i)	應付聯營公司款項 (附註i) 4,611	6,304

Note i: As at 30 June 2022 and 31 December 2021, these balances are denominated in RMB, unsecured, interest-free and repayable on demanded.

附註i: 於二零二二年六月三十日及二零二一年十二月三十一日，該等結餘以人民幣計值、無抵押、不計息及應要求償還。

(c) Key management compensation

(c) 主要管理層之補償

	Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月 2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Fees	袍金 986	870
Other emoluments:	其他酬金：	
Salary and discretionary bonuses	薪金及酌情花紅 5,634	5,133
Employer's contribution to a retirement benefit scheme	僱主之退休福利計劃供款 36	36
	6,656	6,039

高陽科技(中國)有限公司*
HI SUN TECHNOLOGY (CHINA) LIMITED

Website 網址 : www.hisun.com.hk

