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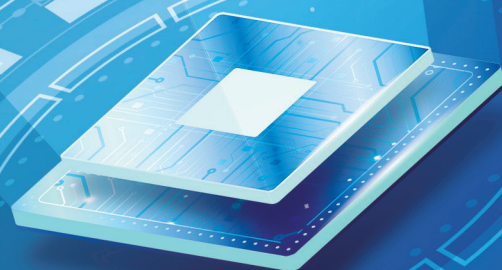
國微控股有限公司
SMIT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 2239



2022
Interim Report
中期報告



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公司資料 CORPORATE INFORMATION

董事會

執行董事

黃學良先生(主席兼執行董事)
帥紅宇先生(於二零二二年八月十九日辭任)
龍文駿先生

非執行董事

關重遠先生
蔡靖先生

獨立非執行董事

張俊傑先生
胡家棟先生
金玉豐先生

高級管理層

帥紅宇先生(於二零二二年八月十九日辭任)
龍文駿先生

公司秘書

鄭啟培先生(CPA)

審核委員會

胡家棟先生(主席)
關重遠先生
張俊傑先生

薪酬委員會

張俊傑先生(主席)
金玉豐先生
關重遠先生

BOARD OF DIRECTORS

Executive Directors

Mr. Huang Xueliang (*Chairman and Executive Director*)
Mr. Shuai Hongyu (resigned on 19 August 2022)
Mr. Loong, Manfred Man-tsun

Non-Executive Directors

Mr. Kwan, Allan Chung-yuen
Mr. Cai Jing

Independent Non-Executive Directors

Mr. Zhang Junjie
Mr. Woo Kar Tung, Raymond
Mr. Jin Yufeng

SENIOR MANAGEMENT

Mr. Shuai Hongyu (resigned on 19 August 2022)
Mr. Loong, Manfred Man-tsun

COMPANY SECRETARY

Mr. Cheng Kai Pui, Eric (CPA)

AUDIT COMMITTEE

Mr. Woo Kar Tung, Raymond (*Chairman*)
Mr. Kwan, Allan Chung-yuen
Mr. Zhang Junjie

REMUNERATION COMMITTEE

Mr. Zhang Junjie (*Chairman*)
Mr. Jin Yufeng
Mr. Kwan, Allan Chung-yuen



公司資料

CORPORATE INFORMATION

提名委員會

黃學良先生(主席)
金玉豐先生
胡家棟先生

開曼群島註冊辦事處

Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

中國主要營業地點

中國深圳市
南山區
沙河西路1801號
國實大廈22樓

香港總部及主要營業地點

香港
新界
沙田科學園
科技大道東16號
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公司網站

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開曼股份過戶登記處

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

NOMINATION COMMITTEE

Mr. Huang Xueliang (*Chairman*)
Mr. Jin Yufeng
Mr. Woo Kar Tung, Raymond

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

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HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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COMPANY'S WEBSITE

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CAYMAN SHARE REGISTRAR AND TRANSFER AGENT

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands



公司資料

CORPORATE INFORMATION

香港證券登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712至1716室

主要往來銀行

花旗銀行香港分行
香港
九龍
尖沙咀
海港城港威1座21樓

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師

股份代號

2239

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKER

Citibank N.A. Hong Kong Branch
21/F, Tower 1, The Gateway, Harbour City
Tsim Sha Tsui
Kowloon
Hong Kong

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

STOCK CODE

2239



管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧

本集團是全球付費電視廣播接收的領先安全裝置供應商，通過銷售可讓終端使用者接收付費電視內容的條件接收模塊（或視密卡）產品，為全世界付費電視行業設計、開發及營銷安全裝置。

本集團於二零一八年取得必要批准承接「芯片設計全流程電子設計自動化系統開發與應用」之國家重大科技專項，正式啟動對電子設計自動化系統的研發，為驗證此專項研發，特開拓了半導體集成電路智能技術業務，逐步發展出雲服務及集成電路（「IC」）解決方案兩大新業務線。

視密卡

二零二二年上半年，視密卡市場整體銷售同比略有下降。本集團視密卡銷售收益較二零二一年上半年下降29.3%至約7.4百萬美元（截至二零二一年六月三十日止六個月：10.4百萬美元），佔本集團總收益46.5%。

BUSINESS REVIEW

The Group is a leading security devices provider globally for pay-TV broadcasting access. It designs, develops and markets security devices primarily for the pay-TV industry worldwide through sales of conditional access modules, or CAMs, products which provide end users with access to pay-TV content.

The Group obtained requisite approval for the implementation of the national science and technology project of “Development and Application of Full Process Electronic Design Automation System for Chip Design” in 2018 and duly launched the research and development of EDA system, and in order to verify this special research and development, we specially penetrated into the semi-conductor IC smart technology business, and gradually developed into the two main new business lines of cloud service and integrated circuit (“IC”) solutions.

CAM

In the first half of 2022, as the overall market sales of CAMs slightly declined compared to the same period last year, the Group’s revenue generated from CAM sales amounted to approximately US\$7.4million, representing a decrease of 29.3% when compared to that in the first half of 2021 (for the six months ended 30 June 2021: US\$10.4 million), and accounted for 46.5% of the Group’s total revenue.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

二零二二年上半年視密卡最大市場歐洲區的收入佔視密卡總銷售額的71.7%，同比下降13.0%，主要由於OTT機頂盒衝擊視密卡的運營商大客戶市場，且疫情致使北歐與西歐的銷售仍未恢復。俄羅斯區域銷售收入對比去年同期下降84%，主要受俄烏衝突影響，運營商客戶無法順利支付訂單款項，同時市場萎縮，大客戶銷量同比減少。新興市場銷售同比下降57.2%，主要因為印度及非洲區域受新冠疫情影響客戶需求依然低迷。國內市場銷售同比上升49%，主要來自國內工程卡銷售的增長。

隨著俄烏衝突的加劇，歐洲油價上漲，通貨膨脹加劇，失業率上升，歐洲大部分地區居民消費乏力；加之OTT節目侵蝕DVB廣播節目市場，傳統機頂盒與CAM的需求下滑；另物流成本及交期仍有較大壓力。對此本集團將藉助升級平台硬件的成本優勢，適當調整大客戶的價格以爭取增量訂單；在卡塔爾世界盃的大屏節目需求上，針對運營商大客戶主打4K/UHD TV捆綁ECP CAM，藉此全球盛事擴大市場份額；繼續就訂單交付做好預案。行業最重要的IBC展會已重啟，本集團將攜最新的CI Plus 2.0與HbbTV系列產品參展，吸引更多商機。

In the first half of 2022, the European region remained the largest market for CAMs, accounting for 71.7% of the total sales of CAMs and representing a decrease of 13.0% compared to the same period last year, mainly due to adverse impact of the OTT set-top boxes in the markets where the major operator customers of CAMs operate and failure to resume sales in Northern Europe and Western Europe as affected by the COVID-19 pandemic. The sales of CAMs in Russia decreased by 84% compared to the same period last year mainly due to difficulties of the operator customers in making payment for their orders as a result of the Russia-Ukraine conflict and year-on-year decrease in sales volume from major customers due to shrinking market. The sales in emerging markets decreased by 57.2% year-on-year, mainly because customer demand in India and Africa remained low under the effect of COVID-19 pandemic. The domestic market sales increased by 49% year-on-year, mainly due to the growth of sales of domestic Pro-CAMs.

As the conflict between Russia and Ukraine escalated, Europe witnessed hiking oil prices, intensifying inflation and rising unemployment rate, which resulted in sluggish consumer spending in most regions of Europe. Meanwhile, demand for traditional set-top boxes and CAMs has been declining since the DVB program market had been eroded by OTT programs. Furthermore, there still existed great pressure on logistics costs and lead time. In view of the aforesaid, the Group will leverage on the cost advantage of platform hardware upgrading and appropriate adjustment of the price for major customers to secure additional orders. In response to the demand for large-screen programs arising from the Qatar World Cup, the Group will focus on 4K/UHD TVs bundled with ECP CAMs for major operator customers, aiming to expand the market share by virtue of this global event; and more efforts will be made to plan for order delivery. IBC exhibition, the most important show for the industry, has been reopened, and the Group will participate in the exhibition with its latest CI Plus 2.0 and HbbTV series products to explore more business opportunities.



管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

雲服務

根據本集團佈局半導體集成電路智能技術的發展路線，本集團推出面向用戶的高效設計驗證雲服務平臺，集中部署集成電路雲端設計服務。

二零二二年上半年，本集團雲服務銷售收益約為2.0百萬美元（截至二零二一年六月三十日止六個月：2.0百萬美元），較去年同期基本持平，佔本集團總收益12.7%。

集成電路解決方案

因集團未來發展戰略調整的需要，目前部分項目按原計劃繼續跟進各項指標的研發進度，全力推進各個點工具的市場化進程，個別產品已取得少量訂單。同步加強相應知識產權的儲備以及專項人才的吸收與培養，持續提升團隊管理水平。創新產品開發方面，智能傳感解決方案不斷推陳出新，但受供應鏈影響量產放緩。

二零二二年上半年，本集團集成電路解決方案銷售收益約為6.5百萬美元（截至二零二一年六月三十日止六個月：3.1百萬美元），較二零二一年上半年上升110.6%，佔本集團總收益40.8%。研發經費支出主要包括員工成本及芯片投片費用，約為17.8百萬美元，約佔總收入的112.4%。

未來本集團將持續加大對集成電路解決方案的研發投入及資本佈局，全面推進新營收增長點的市場化進程。

Cloud Services

Based on the deployment for development of the Group's semi-conductor integrated circuits smart technology business, the Group launched an users-oriented verification cloud service platform focused on deployment of cloud design services for integrated circuit.

In the first half of 2022, the Group's sales revenue from cloud services was approximately US\$2.0 million (six months ended 30 June 2021: US\$2.0 million), basically similar to the same period last year, accounting for 12.7% of the Group's total revenue.

IC Solutions

Subject to the adjustment of the Group's future development strategy, we are continuing to push forward the research and development progress of various indicators according to the original plan for some projects, and making every effort to promote the marketization process of various point tools, and have secured a small number of orders for individual products. Meanwhile, we are strengthening the reserve of corresponding intellectual property rights as well as the recruitment and fostering of specialized talents to continuously improve the management level of our team. In terms of innovative product development, we continued to develop new smart sensing technology solutions, but production volume was slowed down due to the supply chain impact.

In the first half of 2022, the Group's sales revenue from IC solutions was approximately US\$6.5 million (six months ended 30 June 2021: US\$3.1 million), representing an increase of 110.6% compared to the first half of 2021 and accounting for 40.8% of the Group's total revenue, and R&D expenditures, mainly constituted of staff cost and IC tape-out fee, was approximately US\$17.8 million, representing 112.4% of the total revenue.

In the future, the Group will comprehensively promote the marketisation process of new revenue growth points by continuously strengthening the investment in R&D and capital deployment in respect of integrated circuit solutions.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧

收益

截至二零二二年六月三十日止六個月，本集團的收益為15.8百萬美元（二零二一年同期：15.5百萬美元）。下表列示按業務分部劃分的收益明細：

		截至六月三十日止六個月				
		Six Months Ended 30 June				
		二零二二年		二零二一年		
		2022		2021		
		百萬美元	%	百萬美元	%	變動百分比
		US\$ Million	%	US\$ Million	%	Change in %
視密卡	CAM	7.4	46.5%	10.4	67.1%	-20.6%
雲服務	Cloud Services	2.0	12.7%	2.0	12.9%	0.1%
集成電路解決方案	IC Solutions	6.5	40.8%	3.1	20.0%	110.6%
		15.8	100%	15.5	100%	2.2%

於回顧期內，本集團收益較二零二一年同期增加2.2%，主要由於集成電路解決方案收益增加。

毛利及毛利率

截至二零二二年六月三十日止六個月的毛利為7.1百萬美元，較二零二一年同期下降0.1百萬美元；毛利率為44.9%（二零二一年同期：46.8%），主要由於部分集成電路解決方案業務毛利率較低所致。

研發開支

研發開支主要包括本集團研發人員的薪金及福利、租金及辦公開支、條件接收認證費用、專業服務費及交通及住宿。於回顧期內，研發開支對比去年同期減少3.0%至19.8百萬美元，主要由於政府項目專項開支減少所致。

FINANCIAL REVIEW

Revenue

For the six months ended 30 June 2022, the Group generated revenue of US\$15.8 million (for the same period in 2021: US\$15.5 million). The following table shows revenue breakdown by business segments:

During the review period, the Group's revenue increased by 2.2% compared to the same period in 2021, which was mainly attributable to the increase in IC solution revenue.

Gross Profit and Gross Profit Margin

Gross profit amounted to US\$7.1 million for the six months ended 30 June 2022, representing a decrease of US\$0.1 million compared to the same period in 2021. Gross profit margin amounted to 44.9% (for the same period of 2021: 46.8%), which was mainly attributable to lower gross profit margins of certain IC solution business.

Research and Development Expenses

Research and development expenses mainly include salaries and benefits of the Group's research and development staff, rental and office expenses, CA certification fees, professional service fees and transportation and lodging. During the review period, research and development expenses decreased by 3.0% to US\$19.8 million compared to the same period last year, mainly due to decrease in expenses for government projects.



管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

銷售及分銷開支

銷售及分銷開支主要包括銷售及營銷人員的薪金及福利、營銷、培訓及推廣開支、差旅及招待費及租金及辦公開支。於回顧期內，銷售及分銷開支為0.8百萬美元，較去年同期下降10.3%。主要由於營銷推廣開支減少。

一般及行政開支

一般及行政開支主要包括管理層、行政及財務人員的薪金及福利、專業服務費、租金及辦公開支以及差旅及招待費。於回顧期內，一般及行政開支與去年同期對比上升9.2%至5.5百萬美元，主要由於本集團業務擴張，人數上升，行政部門員工成本增加。

所得稅抵免

截至二零二二年六月三十日止期間，本集團錄得95.1萬美元的所得稅抵免，這主要包括海外所得稅開支及基於稅項虧損的遞延所得稅。截至二零二一年六月三十日止期間，本集團所得稅抵免淨額為99.3萬美元，這主要包括基於稅項虧損的遞延所得稅和其他暫時性差異。所得稅抵免的減少主要是由於一間香港附屬公司動用過往期間產生之稅項虧損。

期內虧損

期內虧損為4.7百萬美元，較二零二一年同期增加152.4%，主要由於研發經費支出中，相關政府補助確認的其他收益減少，及分佔使用權益法入帳的投資淨溢利減少。

Selling and Distribution Expenses

Selling and distribution expenses mainly include salaries and benefits of sales and marketing staff, marketing, training and promotion expenses, travel and entertainment and rental and office expenses. During the review period, selling and distribution expenses amounted to US\$0.8 million, representing a decrease of 10.3% compared to the same period last year, mainly due to decrease in marketing promotion expenses.

General and Administrative Expenses

General and administrative expenses mainly include salaries and benefits of management, administrative and finance staff, professional service fees, rental and office expenses, and travel and entertainment. During the review period, general and administrative expenses amounted to US\$5.5 million, representing an increase of 9.2% compared to the same period last year, mainly due to an increase in staff costs of the administrative department arising from increased headcount following the expansion of the Group's operation.

Income Tax Credit

For the period ended 30 June 2022, income tax credit of US\$951 thousand mainly consists of overseas income tax expenses and deferred income tax on tax losses. For the period ended 30 June 2021, the net income tax credit of US\$993 thousand mainly consisted of deferred income tax on tax loss and other temporary differences. The decrease in income tax credit was mainly due to the utilization of tax losses incurred in previous period by a Hong Kong subsidiary.

Loss for the Period

The loss for the period amounted to US\$4.7 million, representing an increase of 152.4% compared to the same period in 2021, mainly due to a decrease in other income in respect of the government grants associated with the R&D expenditure and a decrease in share of net profit from investments accounted for using the equity method.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

流動資金、財務資源及債務結構

回顧期內，本集團繼續維持良好及穩健的流動資金狀況。於二零二二年六月三十日，本集團之現金及現金等價物合計為34.6百萬美元（二零二一年十二月三十一日：18.8百萬美元）。本集團於二零二二年六月三十日的現金及現金等價物主要分別以人民幣及美元列值。於二零二二年六月三十日，本集團錄得流動資產淨值4.2百萬美元（二零二一年十二月三十一日：12.3百萬美元）及流動比率為108%（二零二一年十二月三十一日：130.6%）。

於二零二二年六月三十日，本集團銀行借款31.2百萬美元（二零二一年十二月三十一日：28.4百萬美元），但有租賃負債3.0百萬美元（二零二一年十二月三十一日：2.6百萬美元），且受限制銀行存款為0.4百萬美元（二零二一年十二月三十一日：無）。銀行借款中，31.2百萬美元（二零二一年十二月三十一日：10.4百萬美元）及零美元（二零二一年十二月三十一日：18.0百萬美元）分別按浮動利率及固定利率計息。所有銀行借款均以人民幣計值。除此之外本集團概無任何其他尚未償還債務、銀行融資或任何發行在外或已授權但尚未發行的債券、定期貸款、其他借款或性質上屬於借款的債務、承兌信用、租購承擔、抵押及押記、或然負債或尚未解除的擔保。除上述銀行借款外，於二零二二年六月三十日，本集團在中國內地持有未動用的銀行融資人民幣196百萬元（相等於29.2百萬美元）（二零二一年十二月三十一日：人民幣204.0百萬元（相等於32.0百萬美元））。於二零二二年六月三十日，本集團資產負債比率（按銀行借款總額除以權益總額計算為24.4%（二零二一年十二月三十一日：20.5%））。

資本承擔

於二零二二年六月三十日，本集團已訂約但未撥備之資本承擔為5.3百萬美元（二零二一年十二月三十一日：6.5百萬美元），並無已授權但未訂約之資本承擔（二零二一年十二月三十一日：無）。

Liquidity, Financial Resources and Debt Structure

During the review period, the Group continued to maintain a healthy and solid liquidity position. As at 30 June 2022, total cash and cash equivalents of the Group amounted to US\$34.6 million (as at 31 December 2021: US\$18.8 million). As at 30 June 2022, the cash and cash equivalents of the Group were mainly denominated in RMB and US dollars. The Group recorded net current assets amounting to US\$4.2 million (as at 31 December 2021: US\$12.3 million) and its current ratio was 108% as at 30 June 2022 (as at 31 December 2021: 130.6%).

As at 30 June 2022, the Group's bank borrowings were US\$31.2 million (as at 31 December 2021: US\$28.4 million), and lease liabilities were US\$3.0 million (as at 31 December 2021: US\$2.6 million). Restricted bank deposit were US\$0.4 million (as at 31 December 2021: Nil). Bank borrowing of US\$31.2 million (31 December 2021: US\$10.4 million) and US\$Nil (31 December 2021: US\$18.0 million) carried variable interest rate and fixed interest rate respectively. All bank borrowings were dominated in Renminbi. In addition, the Group did not have any other outstanding indebtedness, banking facilities or any outstanding or authorised but unissued debt securities, term loans, other borrowings or indebtedness in the nature of borrowing, acceptance credits, hire purchase commitments, mortgages and charges, contingent liabilities or guarantees outstanding. Apart from the bank borrowings mentioned above, the Group holds undrawn banking facilities of RMB196 million (equivalent to US\$29.2 million) (as at 31 December 2021: RMB204.0 million (equivalent to US\$32.0 million)) in Mainland China as at 30 June 2022. The Group's gearing ratio, as calculated by dividing total bank borrowings by total equity, was 24.4% as at 30 June 2022 (as at 31 December 2021: 20.5%).

Capital Commitments

As at 30 June 2022, the Group has capital commitments amounted to US\$5.3 million (as at 31 December 2021: US\$6.5 million) contracted, but not provided for, and did not have any authorised but not contracted for capital commitments (as at 31 December 2021: nil).



管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

重大投資、重要收購、出售附屬公司及聯營公司

於二零二二年六月三十日，本集團共於六間（二零二一年十二月三十一日：六間）非上市公司擁有股本證券投資，且於公平值合共約為26.5百萬美元（二零二一年十二月三十一日：25.0百萬美元）的非上市基金擁有權益。

由於二零二二年六月三十日之重大投資的規模超過上市規則附錄十六第32(4A)段所述的5%限額，故於下文披露此項重大投資的詳情。

於二零二零年十一月十九日，本集團以總代價人民幣5,000,001元（相等於752,831美元）收購於中國註冊成立的芯行紀科技有限公司（「**芯行紀**」）的10%股權。芯行紀主要提供芯片設計服務，目前處於早期開發階段。截至二零二一年十二月三十一日止年度，芯行紀與中國若干獨立企業投資者訂立注資協議，該等投資者同意購買芯行紀的額外股份，本集團於芯行紀的股權由10%攤薄至約4.7%。於二零二一年十二月三十一日，本集團持有的芯行紀股權的公平值約為14,589,000美元，佔本集團於二零二一年十二月三十一日總資產的6.3%。公平值收益約13,812,000美元已於本集團截至二零二一年十二月三十一日止年度的綜合收益表確認。截至二零二二年六月三十日止六個月，芯行紀進一步與中國若干獨立企業投資者訂立注資協議，該等投資者同意購買芯行紀的額外股份，本集團於芯行紀的股權由4.7%進一步攤薄至約4.2%。於二零二二年六月三十日，本集團持有的芯行紀股權的公平值約為16,098,000美元，佔本集團於二零二二年六月三十日總資產的7.1%。公平值收益約2,356,000美元已於本集團截至二零二二年六月三十日止六個月的綜合收益表中確認。芯行紀自成立以來並無分派股息。該項投資並非交易性金融資產。本集團認為此乃擴大本集團集成電路解決方案業務分部之戰略投資。本集團將定期審閱其投資策略。

Significant Investment, Material Acquisition and Disposal of Subsidiaries and Associated Companies

As at 30 June 2022, the Group had equity securities investments in a total of six (31 December 2021: six) unlisted companies and had interest in an unlisted fund with an aggregate fair value of approximately US\$26.5 million (31 December 2021: US\$25.0 million).

Details of a significant investment as at 30 June 2022 are disclosed below as the size of this investment exceeded the 5% threshold under paragraph 32(4A) of Appendix 16 to the Listing Rules.

On 19 November 2020, the Group acquired 10% equity interest of X-Times Design Automation Co., LTD (“**X-Times**”), a company incorporated in the PRC, at a total consideration of RMB5,000,001 (equivalent to US\$752,831). X-Times is mainly engaged in the provision of IC design services which is currently in the early development stage. During the year ended 31 December 2021, X-Times entered into capital injection agreement with certain independent corporate investors from the PRC who agreed to purchase additional share of X-Times, the equity interest of the Group in X-Times was diluted from 10% to approximately 4.7%. As at 31 December 2021, the fair value of the equity interest in X-Times held by the Group was approximately US\$14,589,000, representing 6.3% of the Group’s total assets as at 31 December 2021. Fair value gain of approximately US\$13,812,000 was recognised in the consolidated income statement of the Group for the year ended 31 December 2021. During the six months ended 30 June 2022, X-Times further entered into capital injection agreement with certain independent corporate investors from the PRC who agreed to purchase additional share of X-Times, the equity interest of the Group in X-Times was further diluted from 4.7% to approximately 4.2%. As at 30 June 2022, the fair value of the equity interest in X-Times held by the Group was approximately US\$16,098,000, representing 7.1% of the Group’s total assets as at 30 June 2022. Fair value gain of approximately US\$2,356,000 was recognised in the consolidated income statement of the Group for the six months ended 30 June 2022. No dividend has been distributed by X-Times since establishment. The investment is not financial assets held for trading. The Group considers this as a strategic investment which broaden the Group’s IC solution business segment. The Group will review its investment strategy regularly.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

除本中期報告所披露者外，本集團於二零二二年六月三十日並無持有其他重大投資。

或然負債

於二零二二年六月三十日，本集團並無任何重大或然負債。

貨幣風險及管理

本集團主要於歐洲(美元計值交易)及中國(人民幣計值交易)進行銷售。本集團的視密卡銷售主要以美元計值，而集成電路智能技術銷售主要以美元及人民幣計值。本集團生產成本主要以人民幣計值。

於回顧期內，本集團並無訂立任何外匯遠期合約或使用任何衍生工具合約來對沖貨幣風險。本集團密切監視外匯匯率變化以管理貨幣風險並會在必要時考慮對沖重大外匯風險。

僱員及薪酬政策

於二零二二年六月三十日，本集團聘用416名僱員(二零二一年十二月三十一日：392名僱員)，其中399名駐於中國內地、13名駐於香港及4名駐於德國。本集團的員工成本(包括薪酬、花紅、社會保障、公積金及股份激勵計劃)總額為15.2百萬美元，佔本集團總收益95.9%。

Save for those disclosed in this interim report, there were no other significant investments held by the Group as at 30 June 2022.

Contingent Liabilities

As at 30 June 2022, the Group did not have any significant contingent liabilities.

Currency Risk and Management

The Group's sales are primarily made in Europe (in US dollar-denominated transactions) and the PRC (in RMB-denominated transactions). The Group's CAM sales are predominantly denominated in US dollars, while sales of IC smart technology are predominantly denominated in US dollars and RMB. The Group's costs of production are predominantly denominated in RMB.

During the review period, the Group did not enter into any foreign currency forward contracts or use any derivative contracts to hedge against its currency exposure. The Group manages its currency risk by closely monitoring the movement of foreign currency rates and may consider hedging significant foreign currency exposure should the need arise.

Employees and Remuneration Policy

As at 30 June 2022, the Group employed 416 employees (as at 31 December 2021: 392 employees), of whom 399 were based in Mainland China, 13 in Hong Kong and 4 in Germany. The Group's staff costs (including salaries, bonus, social insurance, provident funds and share incentive plan) amounted to US\$15.2 million in aggregate, representing 95.9% of the total revenue of the Group.



管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

本集團與所有全職僱員均訂立僱傭協議。若干高級管理層及主要研發人員已與本集團簽訂保密協議及不競爭協議。各高級行政人員已同意於僱傭協議生效期間及之後的一段時間內對本公司的任何保密資料、商業秘密或專業知識或本集團收到的任何第三方的機密資料絕對保密，且除職務上需要外，彼等不會對該等保密資料加以利用。此外，各高級行政人員已同意於受僱期結束後兩年內受不競爭限制的約束。

本集團的成功依賴其吸引、挽留及激勵合資格人員的能力。本集團亦致力培訓及發展我們的僱員。本集團利用研發中心、研究實驗室及項目管理團隊，確保每名僱員通過接受從技術、解決方案及服務，直至客戶、市場及行業等方面課題上進行的持續培訓來維持現時的技能，本集團為所有新僱員提供入職培訓，以及在職培訓以持續提升僱員的技術、專業及管理能力。

The Group has entered into employment agreements with all of its full-time employees. Certain senior management and key research and development personnel have signed confidentiality agreements and non-competition agreements with the Group. Each senior executive officer has agreed to hold, both during and after the effective period of his or her employment agreement, in strict confidence and not to use, except as required in the performance of his or her employment duties, any confidential information, trade secrets or know-how of the Group or the confidential information of any third party received by the Group. Additionally, each senior executive officer has agreed to be bound by non-competition restrictions for a period of two years following the expiry of his or her term of employment.

The Group's success depends on its ability to attract, retain and motivate qualified personnel. The Group is also dedicated to the training and development of employees. Towards that end, the Group leverages on the resources of its research and development centre, research laboratories and project management team to ensure that each employee maintains his or her current skill-set through continuous training on topics ranging from technologies, solutions and services to clients, markets and the industry. The Group provides introductory training and orientation for all new employees, as well as on-the-job training to continuously improve employees' technical, professional and management skills.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

展望

為充分應對今年以來地緣衝突造成的芯片供應鏈混亂局面，各國努力推進集成電路產業國策的踐行，美歐日相繼出台的芯片法案均進入了新階段。作為芯片製造核心的台積電亦啟動全球佈局以曲線自救。而中國則加快了各地建設新芯片工廠的步伐，全力提升產能。集團在業務發展戰略調整的過程中不斷探索，力求在新業務增長點上有所突破。

視密卡業務方面，進一步落實不同區域新產品的階段性成果。歐洲市場現階段已有八個運營商產品在進行中；而目前已收到的日韓及歐洲主流電視機廠家的最新集成機型顯示，CI Plus 2.0 CAM兼容性良好；新興市場中，印度及土耳其的機頂盒、電視機及方案供應商希望借助CI Plus 2.0 Bridge統一其硬件平台，具體合作模式已提上議程，有望在年內實現批量出貨。國內的運營商直播電視方案推廣卓有成效，目前已在某省屬國有大型傳媒企業及某知名有線網絡公司部署，預計下半年將達成銷售。

雲服務業務方面，本集團仍密切跟進已有項目訂單的執行情況，確保配套的售前售後管理協定的高效履行，為雲平台核心設備的安全維護及技術支持提供穩定而優質的服務。

OUTLOOK

To fully address the chaotic situation of the chip supply chain caused by the geopolitical conflict this year, countries have made efforts to promote the implementation of their national policies on the integrated circuit industry, and new progress has been made by the chip bills launched by the U.S., Europe and Japan in tandem. TSMC, as the core chipmaker, has also initiated a global deployment to find solutions for loss cut. In China, the construction of new chip plants has been accelerated to ramp up production capacity. During the adjustment to its business development strategy, the Group has been exploring new business growth points and striving for breakthroughs.

For the CAM business, the Group further secured the phased progress of new products in different regions. Eight products for operators in Europe are under way at this stage; the latest integrated models received from mainstream TV manufacturers in Japan, Korea and Europe have proven the good compatibility of CI Plus 2.0 CAM; and in emerging markets, set-top box, TV and solution providers in India and Turkey hoped to integrate their hardware platforms using CI Plus 2.0 Bridge. The specific cooperation model is already on the agenda and bulk shipment can be expected within the year. The live TV solution for domestic operators has been successfully promoted and deployed in a large state-owned provincial media enterprise and a well-known cable network company, with sales expected in the second half of the year.

For the cloud services business, the Group will continue to closely follow up on the execution of the existing project orders and ensure the efficient implementation of the supporting pre-sales and post-sales management agreements, so as to provide stable and quality services for the security maintenance and technical support of the core equipment of the cloud platform.



管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

集成電路解決方案業務方面，本集團將繼續加強項目管理，密切跟進驗收進度，加大市場推廣力度。同時深化團隊建設，完善人才培養體系，健全激勵機制，為集團多樣化發展提供充足的儲備力量。在疫情衝擊的大勢下，保持市場敏感性，調動行業與高校資源，發揮粵港澳大灣區的地域優勢，積極探索新產品新業務，不斷提高技術創新水平。

面對全球芯片供應短缺帶來的價格戰等諸多挑戰，本集團未來將優化業務結構，提高管理效能，結合自身發展調整戰略；圍繞芯片設計開拓思路，充分調研，加速產品開發，挖掘更多應用場景下的新機遇。投資佈局上持續關注芯片設計前沿領域，積極探討協同增效下多元化的合作模式。在行業格局橫向整合的趨勢中，尋求兼容並包的可持續發展路線，從而全面提升集團綜合實力，為股東創造更大價值。

For the IC solutions business, the Group will continue to strengthen project management, closely follow up the progress of project acceptance and expand marketing efforts. At the same time, we will strengthen team building, improve talent cultivation system and enhance incentive mechanism to provide sufficient human resources reserve for the Group's diversified development. Under the impact of the pandemic, the Group will maintain market sensitivity, capitalize on resources from the industry and universities, leverage on the geographical advantage of the Guangdong-Hong Kong-Macao Greater Bay Area, actively explore new products and new businesses, and continuously level up technological innovation.

In the face of price wars and other challenges brought about by the global shortage of chip supply, the Group will optimize its business structure, improve management efficiency, and adjust its strategy based on its own development; focusing on chip design, we will develop new ideas, conduct thorough survey, accelerate product development, and explore new opportunities in more application scenarios. In terms of investment deployment, we will continuously pay attention to the cutting-edge areas of chip design and actively explore diversified cooperation models under which synergy and efficiency can be achieved. Under the horizontal integration trend of the industry, we will seek an inclusive and sustainable development path, so as to enhance the Group's comprehensive strength and create greater value for our shareholders.



其他資料

OTHER INFORMATION

回顧期結束後重大事項

於回顧期後直至本中期報告日期，並無發生重大事項。

中期股息

董事會不建議就截至二零二二年六月三十日止六個月派發任何中期股息（截至二零二一年六月三十日止六個月：零）。

購買、出售或贖回本公司上市證券

截至二零二二年六月三十日止六個月，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

公眾持股量

根據公開予本公司查閱的資料並就董事會所知，截至本中期報告日期，本公司維持上市規則所訂明不少於25%的公眾持股量。

SIGNIFICANT EVENTS AFTER THE END OF THE REVIEW PERIOD

There has been no significant events occurring after the end of the review period up to the date of this interim report.

INTERIM DIVIDEND

The Board does not recommend any interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

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

During the six months ended 30 June 2022, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

PUBLIC FLOAT

Based on information that was publicly available to the Company and to the best knowledge of the Board, as at the date of this interim report, the Company maintained the prescribed public float of no less than 25% under the Listing Rules.



其他資料

OTHER INFORMATION

董事及最高行政人員的權益

於二零二二年六月三十日，董事及本公司最高行政人員於須根據證券及期貨條例第352條存置的本公司權益登記冊內所記錄的或根據標準守則知會本公司及聯交所的本公司及其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中的權益及淡倉載列如下：

INTERESTS OF DIRECTORS' AND CHIEF EXECUTIVE

As at 30 June 2022, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of interests of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

董事姓名 Name of director	權益性質 Nature of interest	證券數目及類別 ⁽¹⁾ Number and class of securities ⁽¹⁾	佔本公司權益的 概約百分比 Approximate percentage of interest in our Company
黃學良 ⁽²⁾ Huang Xueliang ⁽²⁾	實益權益及受控法團權益 Beneficial interest and interest in a controlled corporation	173,916,468股股份(L) Shares (L)	54.29%
關重遠 ⁽³⁾ Kwan, Allan Chung-yuen ⁽³⁾	實益權益 Beneficial interest	1,080,414股股份(L) Shares (L)	0.34%
帥紅宇 ⁽⁴⁾ Shuai Hongyu ⁽⁴⁾	實益權益 Beneficial interest	3,263,193股股份(L) Shares (L)	1.02%
龍文駿 ⁽⁵⁾ Loong, Manfred Man-tsun ⁽⁵⁾	實益權益 Beneficial interest	4,578,649股股份(L) Shares (L)	1.43%

附註：

(1) 「L」指董事於本公司或相關相聯法團股份的好倉。

Notes:

(1) The letter "L" denotes the Directors' long positions in the shares of our Company or the relevant associated corporation.



其他資料

OTHER INFORMATION

(2) 於二零二二年六月三十日，黃學良先生於5,043,624股股份中擁有權益並於可認購738,067股股份的購股權中擁有權益。黃先生亦持有深圳前海國微投資有限公司99%權益，而該公司持有Ever Expert Holdings Limited 100%權益。因此，黃先生亦被視為於Ever Expert Holdings Limited持有的168,134,777股股份中擁有權益。

(3) 於二零二二年六月三十日，關重遠先生於223,418股股份中擁有權益。關先生亦持有Cykorp Limited的全部權益。因此，關先生被視作於Cykorp Limited持有的856,996股股份中擁有權益。

(4) 於二零二二年六月三十日，帥紅宇先生持有1,942,619股股份及於可認購1,320,574股股份的購股權中擁有權益。

(5) 於二零二二年六月三十日，龍文駿先生於可認購4,578,649股股份的購股權中擁有權益。

除上文所披露者外，於二零二二年六月三十日，概無董事及／或本公司最高行政人員於須根據證券及期貨條例第352條存置的本公司登記冊內記錄或須根據標準守則知會本公司及香港聯交所的本公司或任何相聯法團（定義見證券及期貨條例第XV部）股份、相關股份或債權證中擁有任何其他權益或淡倉。

(2) As at 30 June 2022, Mr. Huang Xueliang was interested in 5,043,624 Shares and was interested in share options to subscribe for 738,067 Shares. Mr. Huang also held 99% in Shenzhen Qianhai Guowei Investment Co., Limited (深圳前海國微投資有限公司) which wholly owns Ever Expert Holdings Limited. Mr. Huang was therefore also deemed to be interested in the 168,134,777 Shares in which Ever Expert Holdings Limited had interests.

(3) As at 30 June 2022, Mr. Kwan, Allan Chung-yuen was interested in 223,418 Shares. Mr. Kwan also held 100% interest in Cykorp Limited. Mr. Kwan is therefore deemed to be interested in the 856,996 Shares in which Cykorp Limited had interests.

(4) As at 30 June 2022, Mr. Shuai Hongyu was interested in 1,942,619 Shares and was interested in share options to subscribe for 1,320,574 Shares.

(5) As at 30 June 2022, Mr. Loong, Manfred Man-tsun was interested in share options to subscribe for 4,578,649 Shares.

Save as disclosed above, as at 30 June 2022, none of the Directors and/or the chief executive of the Company had any other interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.



其他資料

OTHER INFORMATION

主要股東權益

於二零二二年六月三十日，據本公司董事所知悉，主要股東／其他人士（除董事及本公司最高行政人員外）於須根據證券及期貨條例第336條存置的本公司登記冊內記錄的本公司股份及相關股份中的權益及淡倉如下：

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2022, so far as known to the Directors of the Company, the interests or short positions of substantial shareholders/other persons (other than Directors and chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

股東姓名／名稱 Name of Shareholder	身份／權益性質 Capacity/nature of interest	證券數目及類別 ⁽¹⁾ Number and class of securities ⁽¹⁾	持股概約百分比 Approximate percentage of shareholding
張士雲女士 ⁽²⁾ Ms. Zhang Shiyun ⁽²⁾	配偶的權益 Interest of your spouse	173,916,468股股份(L) Shares (L)	54.29%
深圳前海國微投資有限公司 ⁽²⁾ Shenzhen Qianhai Guowei Investment Co., Ltd. ⁽²⁾	於受控法團的權益 Interest in controlled corporation	168,134,777股股份(L) Shares (L)	52.48%
Ever Expert Holdings Limited ⁽²⁾	實益擁有人 Beneficial owner	168,134,777股股份(L) Shares (L)	52.48%
鑫芯(香港)投資有限公司 Xinxin (Hongkong) Capital Co., Limited	實益擁有人 Beneficial owner	29,999,000股股份(L) Shares (L)	9.36%
鑫芯(上海)投資有限公司 ⁽³⁾ Xinxin (Shanghai) Investment Co., Ltd. ⁽³⁾	於受控法團的權益 Interest in a controlled corporation	29,999,000股股份(L) Shares (L)	9.36%
國家集成電路產業投資基金股份有限公司 ⁽³⁾ China Integrated Circuit Industry Investment Fund Co., Ltd. ⁽³⁾	於受控法團的權益 Interest in a controlled corporation	29,999,000股股份(L) Shares (L)	9.36%

附註：

(1) 字母「L」代表股份好倉。

Notes:

(1) The letter "L" denotes a long position.



其他資料

OTHER INFORMATION

(2) 於二零二二年六月三十日，黃學良先生於5,043,624股股份直接擁有權益及於可認購738,067股股份的購股權擁有權益。黃先生亦持有深圳前海國微投資有限公司的99%權益，而深圳前海國微投資有限公司持有Ever Expert Holdings Limited 100%權益。因此，黃先生及深圳前海國微投資有限公司亦被視為於由Ever Expert Holdings Limited持有的168,134,777股股份中擁有權益。張女士為黃先生的配偶，因此被視為於黃先生擁有權益的全部股份中擁有權益。

(3) 據董事所知，國家集成電路產業投資基金股份有限公司持有鑫芯（上海）投資有限公司的100%權益，而鑫芯（上海）投資有限公司持有鑫芯（香港）投資有限公司的100%權益。因此，於二零二二年六月三十日，國家集成電路產業投資基金股份有限公司及鑫芯（上海）投資有限公司各自被視為於鑫芯（香港）投資有限公司所持有的29,999,000股股份中擁有權益。

除上文所披露者外，於二零二二年六月三十日，概無其他人士於須根據證券及期貨條例第336條存置的本公司登記冊內被記錄為於本公司股份或相關股份中擁有權益或淡倉。

購股權計劃

首次公開發售前購股權計劃

為確認及認可其部分僱員、董事及顧問對SMIT Corporation發展作出的貢獻，SMIT Corporation於二零零八年二月二十一日採納一項股份激勵計劃（「二零零八年股份計劃」）。作為籌備本公司上市而進行的重組的一部分，本公司透過於二零一五年九月十五日通過的唯一股東書面決議案採納二零零八年股份計劃作為首次公開發售前購股權計劃（「首次公開發售前購股權計劃」），承擔SMIT Corporation根據二零零八年股份計劃授出的購股權的所有權利及責任，而SMIT Corporation與該等購股權持有人訂立的所有購股權協議（以根據二零零八年股份計劃授出的所有該等購股權及其作用，以及訂立的購股權協議及其作用為限）按照其條款將為有效、具約束力及對本公司可強制執行，猶如該等購股權已由本公司根據首次公開發售前購股權計劃授出。

(2) As at 30 June 2022, Mr. Huang Xueliang was directly interested in 5,043,624 Shares and was interested in share options to subscribe for 738,067 Shares. Mr. Huang also held a 99% interest in Shenzhen Qianhai Guowei Investment Co., Ltd. (深圳前海國微投資有限公司), which in turn held a 100% interest in Ever Expert Holdings Limited. Mr. Huang and Shenzhen Qianhai Guowei Investment Co., Ltd. (深圳前海國微投資有限公司) were therefore also deemed to be interested in the 168,134,777 Shares held by Ever Expert Holdings Limited. Ms. Zhang is the spouse of Mr. Huang and was therefore deemed to be interested in all the Shares Mr. Huang was interested in.

(3) To the best of our Directors' knowledge, China Integrated Circuit Industry Investment Fund Co., Ltd. held a 100% interest in Xinxin (Shanghai) Investment Co., Ltd. which in turn held a 100% interest in Xinxin (Hongkong) Capital Co., Limited. Each of China Integrated Circuit Industry Investment Fund Co., Ltd. and Xinxin (Shanghai) Investment Co., Ltd. is therefore deemed to be interested in the 29,999,000 Shares held by Xinxin (Hongkong) Capital Co., Limited as at 30 June 2022.

Save as disclosed above, as at 30 June 2022, no other persons were recorded in the register of the Company required to be kept under Section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company.

SHARE OPTION SCHEME

Pre-IPO Share Option Scheme

To recognise and acknowledge the contributions made by certain of its employees, Directors and consultants to the growth of SMIT Corporation, SMIT Corporation adopted a share incentive plan on 21 February 2008 (the "2008 Share Plan"). As part of the reorganisation in preparation for the listing of the Company, the Company assumed the 2008 Share Plan as the Pre-IPO Share Option Scheme (the "Pre-IPO Share Option Scheme") by resolutions in writing of the sole shareholder passed on 15 September 2015, and assumed all the rights and obligations under options granted by SMIT Corporation under the 2008 Share Plan, and all share option agreements entered into between SMIT Corporation and the holders of such options, to the extent and effect that all such share options granted under, and such share option agreements entered, under the 2008 Share Plan will be valid, binding and enforceable against the Company in accordance with their terms, as if such options had been granted by the Company under the Pre-IPO Share Option Scheme.

其他資料 OTHER INFORMATION

於上市日期或之後，概無根據首次公開發售前購股權計劃進一步授出購股權。

No further options were granted under the Pre-IPO Share Option Scheme on or after the Listing Date.

以下載列首次公開發售前購股權計劃項下於二零二二年六月三十日尚未行使購股權的詳情：

Set out below are details of the outstanding options under the Pre-IPO Share Option Scheme as at 30 June 2022:

承授人類別/名稱	二零二二年 一月一日 已授出 購股權的 相關股份數目	授出日期	行使價	歸屬日期	到期日	在行使 日期前 加權平均				於 二零二二年 六月三十日 尚未行使
	Number of Share underlying the options granted as at 1 January 2022					收市價	回贖期所行使	回贖期所註銷	回贖期所失效	
董事										
Directors										
黃學良 Huang Xueliang	737,847	30/09/2012	0.62美元 USD0.62	30/09/2016	25/04/2022	-	-	-	737,847	-
	738,067	01/08/2013	0.56美元 USD0.56	01/08/2017	31/07/2023	-	-	-	-	738,067
帥紅宇 Shuai Hongyu	679,022	30/09/2012	0.62美元 USD0.62	30/09/2016	25/04/2022	-	-	-	679,022	-
	730,120	01/08/2013	0.56美元 USD0.56	01/11/2013	31/07/2023	-	-	-	-	730,120
	590,454	01/08/2013	0.56美元 USD0.56	01/08/2017	31/07/2023	-	-	-	-	590,454
龍文駿 Loong, Manfred Man-tsun	4,578,649	01/08/2013	0.14美元 USD0.14	01/11/2013	31/07/2023	-	-	-	-	4,578,649
關連人士										
Connected persons										
白玉 BaiYu	73,807	30/09/2012	0.62美元 USD0.62	30/09/2016	25/04/2022	-	-	-	73,807	-

其他資料 OTHER INFORMATION

承授人類別/名稱	二零二二年一月一日已授出購股權的相關股份數目 Number of Share underlying the options granted as at 1 January 2022	授出日期 Date of Grant	行使價 Exercise Price	歸屬日期 Vesting Date	到期日 Expiration Date	在行使日期前加權平均收市價 Weighted average closing price before the exercise dates	回顧期所行使 Exercised during the review period	回顧期所註銷 Cancelled during the review period	回顧期所失效 Lapsed during the review period	於二零二二年六月三十日尚未行使 Outstanding as at 30 June 2022
僱員 Employees	2,494,680	30/09/2012	0.62美元 USD0.62	30/09/2016	25/04/2022	-	-	-	2,494,680	-
	1,851,557	01/08/2013	0.56美元 USD0.56	01/08/2017	31/07/2023	-	-	-	-	1,851,557
其他合資格參與者(包括前僱員及顧問) Other eligible participants (including former employees and consultants)	348,197	01/03/2012	1.21美元 USD1.21	01/03/2016	01/03/2022	-	-	-	348,197	-
	274,390	01/03/2013	0.62美元 USD0.62	01/03/2017	01/03/2023	-	-	-	-	274,390
	104,390	01/03/2014	0.41美元 USD0.41	01/03/2018	01/03/2024	-	-	-	-	104,390
總計 Total	13,201,180					-	-	-	4,333,553	8,867,627

於回顧期，概無首次公開發售前購股權獲行使。

During the Review Period, none of Pre-IPO Share Options were exercised.

於回顧期，概無首次公開發售前購股權被註銷。

During the review period, none of the Pre-IPO Share Options were cancelled.

於回顧期，合共4,333,553份首次公開發售前購股權根據首次公開發售前購股權計劃的條款失效。

During the review period, a total number of 4,333,553 Pre-IPO Share Options had lapsed in accordance with the terms of the Pre-IPO Share Option Scheme.

除上文所披露者外，於回顧期，概無其他首次公開發售前購股權獲行使、註銷或失效。

Save as disclosed above, no other Pre-IPO Share Options were exercised, cancelled or lapsed during the Review Period.

於二零二二年六月三十日，根據首次公開發售前購股權計劃授出的購股權所涉及的可予發行股份數目為8,867,627股股份，可按介乎每股股份0.14美元至每股股份0.62美元的各自行使價行使，相當於本公司於二零二二年六月三十日已發行股本約2.77%。

The number of outstanding Shares subject to the options granted under the Pre-IPO Share Option Scheme as at 30 June 2022 was 8,867,627 Shares, exercisable at the respective exercise price between US\$0.14 per Share and US\$0.62 per Share, representing approximately 2.77% of the issued share capital of the Company as at 30 June 2022.



銷售至位於遭受國際制裁司法權區的客戶

截至二零二二年六月三十日止期間，本集團曾向位於俄羅斯的客戶銷售視密卡，佔本集團截至二零二二年六月三十日止期間總收益的2.0%，並向位於巴爾幹地區及烏克蘭的客戶銷售視密卡，佔本集團截至二零二二年六月三十日止期間總收益的22.3%。截至二零二二年六月三十日止期間，本集團並無向白俄羅斯、埃及及黎巴嫩作出任何銷售。截至二零二二年六月三十日止期間，來自根據美國、歐盟、聯合國及澳洲的法律受到若干經濟制裁的國家或地區（「**被制裁國家**」）相關客戶的收益貢獻百分比比較二零二一年相應期間者有所提高。

二零二二年下半年，預期本集團將繼續向位於俄羅斯、烏克蘭及巴爾幹地區的客戶銷售且預期本集團向位於俄羅斯、烏克蘭及巴爾幹地區的客戶的銷售相對穩定。本集團亦預期其向位於埃及、黎巴嫩及白俄羅斯的客戶的銷售仍為零或不重大。截至二零二二年六月三十日止期間，本集團並無，且現時或日後概無意於被制裁國家或名列OFAC制裁名單（包括特別指定國民和被禁止人士名單）或美國、歐盟、聯合國或澳洲存置的其他受限制人士名單的若干人士及實體（「**被制裁人士**」）訂立本集團認為將令本集團或其投資者可能違反國際制裁或成為美國、歐盟、聯合國及澳洲的制裁相關法律法規（「**國際制裁**」）對象的任何交易。

SALES TO CUSTOMERS LOCATED IN JURISDICTIONS SUBJECT TO INTERNATIONAL SANCTIONS

During the period ended 30 June 2022, the Group had CAM sales to customers located in Russia, which accounted for 2.0% of the Group's total revenue for the period ended 30 June 2022, as well as CAM sales to customers located in the Balkans and Ukraine, which accounted for 22.3% of the Group's total revenue for the period ended 30 June 2022. During the period ended 30 June 2022, the Group had no sales to Belarus, Egypt and Lebanon. The percentage of revenue contribution from relevant customers located in the countries or territories which are targeted with certain economic sanctions under the laws of the United States, the European Union, the United Nations and Australia (the "**Sanctioned Countries**") in the period ended 30 June 2022 has increased as compared to those in the corresponding period in 2021.

In the second half of 2022, the Group is expected to continue its sales to customers located in Russia, Ukraine and the Balkans and sales in the areas are expected to be relatively stable. The Group also expects its sales to customers located in Egypt, Lebanon and Belarus to remain zero or immaterial. During the period ended 30 June 2022, the Group did not, and has no present or future intention to, enter into any transactions in the Sanctioned Countries or with certain person(s) and entity(ies) listed on OFAC's sanctions lists including the Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the United States, the European Union, the United Nations or Australia (the "**Sanctioned Persons**") that the Group believes would put the Group or its investors at risk of violating international sanctions or becoming the target of sanction-related laws and regulations in the United States, the European Union, the United Nations and Australia (the "**International Sanctions**").



其他資料

OTHER INFORMATION

為繼續監察及評估本集團的業務並採取措施遵守招股章程所披露本集團向聯交所作出的持續承諾，並保障本集團及股東的利益，截至二零二二年六月三十日止六個月，本集團已採取下列措施及努力，以監控及評估有關可能面臨國際制裁風險的業務活動：

- (i) 本集團已成立風險管理委員會，由本集團的高級管理人員組成，職責包括(其中包括)監控本集團面臨的制裁風險與出口控制及本集團執行相關內部控制程序的情況；
- (ii) 本集團於釐定其是否應在被制裁國家及與被制裁人士從事任何業務機會前評估制裁風險。本集團高級管理人員已進行相關客戶盡職調查，不限於客戶的身份及背景以及彼等的主要業務活動，並對照相關被制裁國家及被制裁人士名單檢查有關資料，以識別任何可能面臨的制裁風險；及
- (iii) 風險管理委員會繼續監控本集團面臨的制裁風險，當風險管理委員會認為必要時，本集團將聘請在國際制裁事宜方面具備必要專長及經驗的外部國際制裁法律顧問提供推薦意見及建議。截至二零二二年六月三十日止期間，風險管理委員會並無發現本集團面臨須聘請外部國際制裁法律顧問的任何制裁風險。

董事認為，有關風險管理措施及努力提供合理充足及有效的框架協助本集團識別和監控任何重大國際制裁風險，以保護本公司及其股東的整體利益。

To continuously monitor and evaluate the Group's business and take measures to comply with the Group's continuing undertakings to the Stock Exchange as disclosed in the Prospectus, and to protect the interests of the Group and the Shareholders, the Group undertook the following measures and efforts to monitor and evaluate its business activities in connection with possible International Sanctions risks for the six months ended 30 June 2022:

- (i) the Group has set up a risk management committee, comprising the Group's senior management, whose responsibilities include, among others, monitoring the Group's exposure to sanctions risks and export controls and the Group's implementation of the related internal control procedures;
- (ii) the Group evaluated sanctions risks prior to determining whether it should embark on any business opportunities in the Sanctioned Countries and with Sanctioned Persons. The Group's senior management had conducted relevant customer due diligence without limitation to identity and background of customers and their principal business activities and check such information against the relevant lists of Sanctioned Countries and Sanctioned Persons to identify any possible exposure to sanctions risks; and
- (iii) the risk management committee continuously monitored the Group's exposure to sanctions risks and the Group would, as and when the risk management committee considers it necessary, retain an external International Sanctions legal adviser with necessary expertise and experience in International Sanctions matters for providing recommendations and advice. During the period ended 30 June 2022, the risk management committee did not discover any exposure to sanctions risks by the Group which it considered necessary for the Group to retain an external International Sanctions legal adviser.

The Directors are of the view that such risk management measures and efforts provided a reasonably adequate and effective framework to assist the Group in identifying and monitoring any material International Sanctions risk so as to protect the interests of the Company and its Shareholders as a whole.



其他資料

OTHER INFORMATION

遵守企業管治守則

自本公司股份於二零一六年三月三十日上市起，本公司已採納上市規則附錄十四所載的企業管治守則及企業管治報告（「企業管治守則」），作為其本身的企業管治守則。於截至二零二二年六月三十日止六個月，本公司一直遵守企業管治守則所載的守則條文，惟守則條文第A.2.1條除外。

根據企業管治守則條文第A.2.1條，其規定主席及行政總裁的角色應予區分，且不應由同一人士出任。由於本公司主席與行政總裁的職責均由黃學良先生履行，本公司因而偏離企業管治守則。董事會相信，基於黃學良先生於業內的豐富經驗、個人履歷及其對本集團及本集團過往發展所擔當的關鍵角色，由其出任主席兼行政總裁實屬必要。董事會相信，一人身兼兩職的安排能提供強勢及貫徹的領導，並有助本集團進行更有效的規劃及管理。由於所有主要決策將於諮詢董事會成員後作出，且董事會有三名獨立非執行董事提供獨立意見，故董事會認為，目前有充足保障措施，確保董事會內有足夠的權力制衡。董事會亦將繼續檢討及監察本公司的常規，以遵守企業管治守則及讓本公司維持高水平的企業管治常規。

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code and Corporate Governance Report (the “CG Code”) contained in Appendix 14 to the Listing Rules as its own code of corporate governance since the listing of the Company’s shares on 30 March 2016. The Company has complied with the code provisions of the CG Code set out therein except for the code provision A.2.1 of the CG Code throughout the six months ended 30 June 2022.

Pursuant to CG Code provision A.2.1, the role(s) of chairman and chief executive should be separated and should not be performed by the same individual. As the duties of chairman and chief executive of the Company are performed by Mr. Huang Xueliang, the Company has deviated from the CG Code. The Board believes that it is necessary to vest both of the roles of chairman and chief executive in Mr. Huang Xueliang due to Mr. Huang’s rich experience and established market reputation in the industry, and the importance of Mr. Huang Xueliang in the strategic development of the Group. The Board believes that the dual role arrangement provides strong and consistent market leadership and is critical for efficient business planning and management of the Group. As all major decisions are made after the consultation with the members of the Board, and there are three independent non- executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board. The Board will also continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.



其他資料

OTHER INFORMATION

遵守上市公司董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載標準守則為董事進行本公司證券交易的行為守則。向全體董事作出具體查詢後，本公司確認全體董事於截至二零二二年六月三十日止六個月一直遵守標準守則所規定的標準。

審閱中期業績

截至二零二二年六月三十日止六個月的未經審計簡明綜合中期財務資料未經本公司外聘核數師審閱。

審核委員會已審閱本集團截至二零二二年六月三十日止六個月的未經審計簡明綜合中期財務資料。

承董事會命
國微控股有限公司
黃學良
主席

香港，二零二二年八月十九日

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED COMPANIES

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct in respect of transactions in securities of the Company by the Directors. Having made specific enquiries with all the Directors, the Company confirms that all the Directors have complied with the required standard as set out in the Model Code during the six months ended 30 June 2022.

REVIEW OF INTERIM RESULTS

The unaudited condensed consolidated interim financial information for the six months ended 30 June 2022 has not been reviewed by the Company's external auditor.

The Audit Committee has reviewed the Group's unaudited condensed consolidated interim financial information for the six months ended 30 June 2022.

By order of the Board
SMIT Holdings Limited
Huang Xueliang
Chairman

Hong Kong, 19 August 2022

簡明綜合財務狀況表

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二二年六月三十日 As at 30 June 2022

		附註 Note	未經審計 Unaudited 六月三十日 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 31 December 2021 美元 USD
資產	ASSETS			
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	7	14,342,145	14,876,320
使用權資產	Right-of-use assets		2,875,847	2,471,727
其他無形資產	Other intangible assets	7	34,332,849	38,825,484
商譽	Goodwill	7	6,396,610	6,733,411
按金及預付款項	Deposits and prepayments	8	1,559,226	5,053,931
使用權益法入賬的投資	Investments accounted for using the equity method	16	76,206,593	79,914,954
透過損益按公平值入賬的金融資產	Financial assets at fair value through profit or loss	9	26,458,309	25,049,366
遞延所得稅資產	Deferred income tax assets		7,340,829	6,712,200
			169,512,408	179,637,393
流動資產	Current assets			
存貨	Inventories		5,582,272	5,755,183
貿易及其他應收款項及預付款項	Trade and other receivables and prepayments	8	15,175,817	27,708,698
受限制銀行存款	Restricted bank deposits		379,951	–
可收回所得稅	Income tax recoverable		30,144	127,779
現金及現金等價物	Cash and cash equivalents		34,596,630	18,799,131
			55,764,814	52,390,791
總資產	Total assets		225,277,222	232,028,184
權益及負債	EQUITY AND LIABILITIES			
權益	Equity			
股本	Share capital	10	6,407	6,407
股份溢價	Share premium	10	101,210,175	101,618,383
合併儲備	Merger reserve		(48,810,141)	(48,810,141)
以股份為基礎的付款儲備	Share-based payment reserve		15,508,349	15,508,349
法定儲備	Statutory reserve		5,320,317	5,320,317
保留盈利	Retained earnings		49,528,351	54,198,221
資本儲備	Capital reserve		1,212,543	1,212,543
匯兌儲備	Exchange reserve		1,936,045	6,897,105
本公司擁有人應佔資本及儲備	Capital and reserves attributable to owners of the Company		125,912,046	135,951,184
非控股權益	Non-controlling interests		2,346,255	2,423,327
總權益	Total equity		128,258,301	138,374,511

上述簡明綜合財務狀況表須與相關附註一併閱讀。

The above condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

簡明綜合財務狀況表

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二二年六月三十日 As at 30 June 2022

	附註 Note	未經審計 Unaudited 六月三十日 二零二二年 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 31 December 2021 美元 USD
負債			
非流動負債			
租賃負債		2,357,313	1,919,114
其他應付款項	12	51,607	–
遞延收入	13	36,739,258	36,559,810
銀行借款	14	6,258,009	15,057,170
		45,406,187	53,536,094
流動負債			
貿易應付款項	11	637,054	1,246,139
應計費用及其他應付款項	12	5,172,515	8,160,780
合約負債		5,841,385	10,427,440
銀行借款	14	24,987,335	13,331,870
遞延收入	13	14,328,592	6,299,117
租賃負債		645,853	652,233
		51,612,734	40,117,579
總負債		97,018,921	93,653,673
總權益及負債		225,277,222	232,028,184

上述簡明綜合財務狀況表須與相關附註一併閱讀。

The above condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

簡明綜合收益表

CONDENSED CONSOLIDATED INCOME STATEMENT

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

未經審計
Unaudited
截至以下日期止六個月
Six months ended

		附註 Note	六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
收益	Revenue	5	15,843,776	15,501,372
銷售成本	Cost of sales	15	(8,726,782)	(8,241,351)
毛利	Gross profit		7,116,994	7,260,021
其他收益／(虧損)·淨額	Other gains/(losses), net	6	2,544,857	(190,948)
其他收入	Other income	6	12,100,102	14,940,411
研發開支	Research and development expenses	15	(19,828,179)	(20,433,414)
銷售及分銷開支	Selling and distribution expenses	15	(836,437)	(932,850)
一般及行政開支	General and administrative expenses	15	(5,484,279)	(5,023,880)
金融資產之減值淨虧損	Net impairment losses on financial assets	15	(28,251)	(208,434)
經營虧損	Operating loss		(4,415,193)	(4,589,094)
融資收入	Finance income		45,000	159,751
融資成本	Finance costs		(712,009)	(684,221)
融資成本·淨額	Finance costs, net		(667,009)	(524,470)
分佔使用權益法入賬的投資 淨(虧損)／溢利	Share of net (losses)/profits of investments accounted for using the equity method	16	(529,255)	2,274,261
除所得稅前虧損	Loss before income tax		(5,611,457)	(2,839,303)
所得稅抵免	Income tax credit	17	951,380	993,122
期內虧損	Loss for the period		(4,660,077)	(1,846,181)
以下各項應佔虧損：	Loss is attributable to:			
本公司擁有人	Owners of the Company		(4,669,870)	(1,838,265)
非控股權益	Non-controlling interests		9,793	(7,916)
			(4,660,077)	(1,846,181)
期內本公司擁有人應佔每股虧損	Loss per share attributable to owners of the Company for the period			
每股基本虧損	Basic loss per share	19	(0.01)	(0.01)
每股攤薄虧損	Diluted loss per share	19	(0.01)	(0.01)

上述簡明綜合收益表須與相關附註一併閱讀。

The above condensed consolidated income statement should be read in conjunction with the accompanying notes.

簡明綜合全面收益表

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

未經審計
Unaudited
截至以下日期止六個月
Six months ended

		六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
期內虧損	Loss for the period	(4,660,077)	(1,846,181)
其他全面(虧損)/收益 後續可能重新分類至損益的項目	Other comprehensive (loss)/income Items that may be reclassified subsequently to profit or loss		
匯兌差額	Translation differences	(3,183,618)	809,738
分佔使用權益法入賬的 投資匯兌差額	Share of translation differences of investments accounted for using the equity method	(1,864,307)	957,645
期內其他全面(虧損)/收益， 扣除稅項	Other comprehensive (loss)/income for the period, net of tax	(5,047,925)	1,767,383
期內全面虧損總額	Total comprehensive loss for the period	(9,708,002)	(78,798)
以下各項應佔：	Attributable to:		
本公司擁有人	Owners of the Company	(9,630,930)	(115,092)
非控股權益	Non-controlling interests	(77,072)	36,294
		(9,708,002)	(78,798)

上述簡明綜合全面收益表須與相關附註一併閱讀。

The above condensed consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

簡明綜合權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

未經審計
Unaudited
本公司擁有人應佔
Attributable to owners of the Company

		股本	股份溢價	合併儲備	以股份為基礎的	法定儲備	資本儲備	匯兌儲備	保留盈利	總額	非控股權益	總權益
					付款儲備							
		Share capital	Share premium	Merger reserve	payment reserve	Statutory reserve	Capital reserve	Exchange reserve	Retained earnings	Total	Non-controlling interests	Total equity
		美元	美元	美元	美元	美元	美元	美元	美元	美元	美元	美元
		USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD
於二零二二年一月一日的結餘	Balance at 1 January 2022	6,407	101,618,383	(48,810,141)	15,508,349	5,320,317	1,212,543	6,897,105	54,198,221	135,951,184	2,423,327	138,374,511
截至二零二二年六月三十日止六個月	For the six months ended 30 June 2022											
全面(虧損)/收益	Comprehensive (loss)/income											
期內(虧損)/溢利	(Loss)/profit for the period	-	-	-	-	-	-	-	(4,669,870)	(4,669,870)	9,793	(4,660,077)
匯兌差額	Translation differences	-	-	-	-	-	-	(3,183,618)	-	(3,183,618)	-	(3,183,618)
分佔使用權益法入賬的投資匯兌差額	Share of translation differences of investments accounted for using the equity method	-	-	-	-	-	-	(1,777,442)	-	(1,777,442)	(86,865)	(1,864,307)
期內全面虧損總額	Total comprehensive loss for the period	-	-	-	-	-	-	(4,961,060)	(4,669,870)	(9,630,930)	(77,072)	(9,708,002)
與擁有人的交易	Transactions with owners											
於二零二二年六月派付二零二一年相關股息(附註18)	Dividends relating to 2021 paid in June 2022 (Note 18)	-	(408,208)	-	-	-	-	-	-	(408,208)	-	(408,208)
與擁有人的交易，直接於權益確認	Transaction with owners, recognised directly in equity	-	(408,208)	-	-	-	-	-	-	(408,208)	-	(408,208)
於二零二二年六月三十日的結餘	Balance at 30 June 2022	6,407	101,210,175	(48,810,141)	15,508,349	5,320,317	1,212,543	1,936,045	49,528,351	125,912,046	2,346,255	128,258,301

上述簡明綜合權益變動表應與隨附附註一併閱讀。

The above condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

簡明綜合權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

未經審計
Unaudited
本公司擁有人應佔

Attributable to owners of the Company

		股本	股份溢價	合併儲備	以股份為基礎的 付款儲備	法定儲備	資本儲備	匯兌儲備	保留盈利	總額	非控股權益	總權益
		Share capital	Share premium	Merger reserve	Share-based payment reserve	Statutory reserve	Capital reserve	Exchange reserve	Retained earnings	Total	Non-controlling interests	Total equity
		美元	美元	美元	美元	美元	美元	美元	美元	美元	美元	美元
		USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD
於二零二一年一月一日的結餘	Balance at 1 January 2021	6,390	101,642,531	(48,810,141)	15,750,615	4,914,429	1,212,543	4,491,395	44,759,935	123,967,697	2,342,185	126,309,882
截至二零二二年六月三十日止六個月 全面(虧損)/收益	For the six months ended 30 June 2021 Comprehensive (loss)/income											
期內虧損	Loss for the period	-	-	-	-	-	-	-	(1,838,265)	(1,838,265)	(7,916)	(1,846,181)
匯兌差額	Translation differences	-	-	-	-	-	-	809,738	-	809,738	-	809,738
分佔使用權益法入賬的投資匯兌差額	Share of translation differences of investments accounted for using the equity method	-	-	-	-	-	-	913,435	-	913,435	44,210	957,645
期內全面虧損總額	Total comprehensive loss for the period	-	-	-	-	-	-	1,723,173	(1,838,265)	(115,092)	36,294	(78,798)
與擁有人的交易	Transactions with owners											
行使購股權(附註10)	Exercise of share options (Note 10)	2	54,441	-	(36,593)	-	-	-	-	17,850	-	17,850
於二零二一年六月派付二零二零年 相關股息(附註18)	Dividends relating to 2020 paid in June 2021 (Note 18)	-	(411,605)	-	-	-	-	-	-	(411,605)	-	(411,605)
與擁有人的交易，直接於權益確認	Transaction with owners, recognised directly in equity	2	(357,164)	-	(36,593)	-	-	-	-	(393,755)	-	(393,755)
於二零二二年六月三十日的結餘	Balance at 30 June 2021	6,392	101,285,367	(48,810,141)	15,714,022	4,914,429	1,212,543	6,214,568	42,921,670	123,458,850	2,378,479	125,837,329

上述簡明綜合權益變動表應與隨附附註一併閱讀。

The above condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

簡明綜合現金流量表

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

未經審計
Unaudited
截至以下日期止六個月
Six months ended

		六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
	附註 Note		
經營活動所得現金流量	Cash flows from operating activities		
經營活動所得現金	Cash generated from operations	16,099,122	16,252,807
已付利息	Interest paid	(712,009)	(663,200)
退回/(已付)所得稅	Income tax refunded/(paid)	60,932	(18,316)
經營活動所得現金淨額	Net cash generated from operating activities	15,448,045	15,571,291
投資活動所得現金流量	Cash flows from investing activities		
購物業、廠房及設備	Purchase of property, plant and equipment	(1,117,488)	(1,012,633)
出售物業、廠房及設備所得款項	Proceeds from sale of property, plant and equipment	-	3,769
購買其他無形資產	Purchase of other intangible assets	(41,492)	(195,073)
收購使用權益法入賬的投資款項	Payment for acquisition of investments accounted for using the equity method	-	(6,490,566)
受限制銀行存款增加	Increase in restricted bank deposits	(379,951)	-
購買透過損益按公平值入賬的一項金融資產	Purchase of a financial asset at fair value through profit or loss	-	(1,546,264)
已收利息收入	Interest income received	45,000	159,751
投資活動所用現金淨額	Net cash used in investing activities	(1,493,931)	(9,081,016)
融資活動所得現金流量	Cash flows from financing activities		
支付股息	Payment for dividend	(408,208)	(411,605)
行使購股權	Exercise of share options	-	9,601
銀行借款所得款項	Proceeds from bank borrowings	6,604,768	-
償還銀行借款	Repayment of bank borrowings	(2,998,704)	(8,305,905)
租賃付款的本金部分	Principal elements of lease payments	(479,966)	(326,698)
融資活動所得/(所用)現金淨額	Net cash generated from/(used in) financing activities	2,717,890	(9,034,607)
現金及現金等價物增加/(減少)淨額	Net increase/(decrease) in cash and cash equivalents	16,672,004	(2,544,332)
於一月一日的現金及現金等價物	Cash and cash equivalents at 1 January	18,799,131	46,482,190
現金及現金等價物匯率變動之影響	Effect of foreign exchange rate changes on cash and cash equivalents	(874,505)	332,349
於六月三十日的現金及現金等價物	Cash and cash equivalents at 30 June	34,596,630	44,270,207

上述簡明綜合現金流量表須與相關附註一併閱讀。

The above condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

1 一般資料

國微控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事以下業務：

- 條件接收模塊(「視密卡」)的開發及銷售，其可確保安全地將數字內容分發及傳輸至電視；
- 提供雲服務，包括雲平台服務及其相關支持服務；及
- 提供集成電路(「IC」)解決方案，包括開發及銷售IC產品及相關設計服務。

本公司為於開曼群島註冊成立及存冊的有限公司。其於開曼群島的註冊辦事處地址為Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands，而其於中華人民共和國(「中國」)的註冊辦事處位於中國深圳市南山區沙河西路1801號國實大廈22樓。

本公司於香港聯合交易所有限公司主板上市。

除非另有說明，本簡明綜合中期財務資料以美元(「美元」)呈列。

本簡明綜合中期財務資料未經審計。

1 GENERAL INFORMATION

SMIT Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) principally engage in the following activities:

- development and sales of conditional access modules (“CAM”) that enable secure distribution and delivery of digital content to television;
- provision of cloud services, including cloud platform services and its related supporting services; and
- provision of integrated circuit (“IC”) solutions, including development and sales of IC products and related design services.

The Company is a limited liability company incorporated and domiciled in the Cayman Islands. The address of its registered office in the Cayman Islands is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and its registered office in the People’s Republic of China (“PRC”) is 22F, Guoshi Building, No. 1801, Sha He Xi Avenue, Nanshan, Shenzhen, PRC.

The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

This condensed consolidated interim financial information is presented in United States dollars (“USD”), unless otherwise stated.

This condensed consolidated interim financial information has not been audited.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策

截至二零二二年六月三十日止六個月的簡明綜合中期財務資料乃根據香港會計準則（「香港會計準則」）第34號「中期財務報告」而編製。

簡明綜合中期財務資料並不包括年度財務報表中通常包括的所有附註類別。因此，本簡明綜合中期財務資料須與截至二零二一年十二月三十一日止年度的年度財務報表（根據香港財務報告準則（「香港財務報告準則」）而編製）及本公司於中期報告期內作出的任何公告一併閱讀。

所應用的會計政策與截至二零二一年十二月三十一日止年度的年度財務報表所載者一致，惟不包括使用預期年度盈利總額所適用稅率對所得稅的估計、未於截至二零二一年十二月三十一日止年度的年度財務報表描述的會計政策，以及採納下文所載於截至二零二二年十二月三十一日止財政年度生效的經修訂準則。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

This condensed consolidated interim financial information for the six months ended 30 June 2022 has been prepared in accordance with Hong Kong Accounting Standards (“HKAS”) 34 “Interim Financial Reporting”.

The condensed consolidated interim financial information does not include all the notes of the type normally included in the annual financial statements. Accordingly, this condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2021, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”), and any public announcements made by the Company during the interim reporting period.

The accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2021, except for the estimation of income tax using the tax rate that would be applicable to expected total annual earnings, accounting policies not described in the annual financial statements for the year ended 31 December 2021, and the adoption of amended standards effective for the financial year ending 31 December 2022 as described below.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策 (續)

2.1 本集團已採納的經修訂準則及會計指引

以下為於二零二二年一月一日或之後開始的會計期間對本集團生效的經修訂準則及會計指引，惟並無對本集團的業績及財務狀況產生任何重大影響。

香港財務報告準則第16號 (修訂本)
HKFRS 16 (Amendment)
年度改進項目 (修訂本)

Annual Improvements Project (Amendments)
香港財務報告準則第3號、香港會計準則第16號及
香港會計準則第37號 (修訂本)
HKFRS 3, HKAS 16 and HKAS 37 (Amendments)
會計指引第5號 (經修訂)
AG 5 (Revised)

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.1 Amended standards and accounting guideline adopted by the Group

The following amended standards and accounting guideline are effective to the Group for accounting periods beginning on or after 1 January 2022 but did not result in any significant impact on the results and financial position of the Group.

二零二一年六月三十日之後的Covid-19相關租金寬減
COVID-19-Related Rent Concessions beyond 30 June 2021
香港財務報告準則的年度改進 (二零一八年至二零二零年
週期)

Annual Improvements to HKFRSs 2018-2020
適用範圍較窄的修訂

Narrow-scope Amendments
經修訂會計指引第5號共同控制合併的合併會計法
Revised Accounting Guideline 5 Merger Accounting for
Common Control Combinations

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

2 編製基準及會計政策 (續)

2.2 本集團尚未採納的新訂及經修訂準則及詮釋

若干新訂及經修訂會計準則及詮釋已頒佈但於截至二零二二年十二月三十一日止之報告期間並未強制生效，而本集團亦無提早採納。

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.2 New and amended standards and interpretation not yet adopted by the Group

Certain new and amended accounting standards and interpretations have been published that are not mandatory for 31 December 2022 reporting periods and have not been early adopted by the Group.

		於下列日期 或之後開始的 會計年度生效 Effective for accounting year beginning on or after
香港財務報告準則第17號 HKFRS 17	保險合約 Insurance Contracts	二零二三年一月一日 1 January 2023
香港財務報告準則第17號(修訂本) HKFRS 17 (Amendment)	香港財務報告準則第17號的修訂 Amendments to HKFRS 17	二零二三年一月一日 1 January 2023
香港會計準則第8號(修訂本) HKAS 8 (Amendments)	會計估計的定義 Definition of Accounting Estimates	二零二三年一月一日 1 January 2023
香港會計準則第12號(修訂本) HKAS 12 (Amendments)	所得稅 Income Taxes	二零二三年一月一日 1 January 2023
香港會計準則第1號及香港財務報告準則 實務報告第2號(修訂本) HKAS 1 and HKFRS Practice Statement 2 (Amendments)	會計政策披露 Disclosure of Accounting Policies	二零二三年一月一日 1 January 2023
香港詮釋第5號(二零二零年) HK Int 5 (2020)	香港詮釋第5號(二零二零年)財務報表的列報 — 借入人對包含可隨時要求償還條款的有期貨款的 分類(香港詮釋第5號(二零二零年)) Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (HK Int 5 (2020))	二零二四年一月一日 1 January 2024
香港會計準則第1號(修訂本) HKAS 1 (Amendment)	將負債分類為流動或非流動 Classification of Liabilities as Current or Non-current	二零二四年一月一日 1 January 2024
香港財務報告準則第10號及香港會計準則 第28號(修訂本) HKFRS 10 and HKAS 28 (Amendments)	投資者及其聯營公司或合營企業之間資產出售或注資 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	待定 To be determined

管理層正在評估該等新訂及經修訂準則以及詮釋的影響，尚無法確定其會否對本集團的經營業績及財務狀況產生重大影響。

Management is in the process of making an assessment on the impact of these new and amended standards and interpretation and is not yet in a position to state whether they will have a significant impact on the Group's results of operations and financial position.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理

3.1 財務風險因素

本集團的業務承受多種財務風險：市場風險（包括外匯風險及現金流量及公平值利率風險）、信用風險及流動資金風險。

簡明綜合中期財務資料並無載列年度財務報表所需的所有財務風險管理資料及披露，且須與本集團於二零二一年十二月三十一日的年度財務報表一併閱讀。

風險管理政策自年末起並無變動。

3.2 流動資金風險

與年末相比，金融負債的合約未貼現現金流出並無重大變動。

3.3 資本管理

本集團管理其資本架構並根據經濟狀況的變動對其作出調整。為了維持或調整資本架構，本集團可能會調整派付予股東的股息、向股東歸還資本或發行新股份。於截至二零二二年六月三十日止六個月期間，並無就管理資本的目標、政策或程序作出任何變動。

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

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

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2021.

There have been no changes in risk management policies since year end.

3.2 Liquidity risk

Compared to year end, there was no material change in the contractual undiscounted cash out flows for financial liabilities.

3.3 Capital management

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the six months ended 30 June 2022.

3 財務風險管理(續)

3.4 公平值估計

本集團流動金融資產(包括貿易及其他應收款項、受限制銀行存款以及現金及現金等價物)及流動金融負債(包括貿易應付款項、應計費用及其他應付款項、租賃負債以及銀行借款)的賬面值由於期限較短而與其公平值相若。非即期存款、銀行借款及租賃負債的賬面值與其基於貼現現金流量估計的公平值相若。

(a) 公平值等級

下表分析以估值方法按公平值列賬之金融工具。不同等級界定如下：

- 相同資產或負債在活躍市場之報價(未經調整)(第1級)。
- 第1級所包括報價以外之輸入數據，有關輸入數據為資產或負債可通過直接(即價格)或間接(即源自價格)觀察得出(第2級)。
- 並非以可觀察市場數據為根據之資產或負債輸入數據(即不可觀察輸入數據)(第3級)。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.4 Fair value estimation

The carrying values of the Group's current financial assets, including trade and other receivables, restricted bank deposits and cash and cash equivalents, and current financial liabilities, including trade payables, accruals and other payables, lease liabilities and bank borrowings approximate their fair values due to their short maturities. The carrying amounts of non-current deposits, bank borrowings and lease liabilities approximate their fair values which are estimated based on the discounted cash flows.

(a) Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined 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).

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理(續)

3.4 公平值估計(續)

(a) 公平值等級(續)

下表呈列本集團之金融資產及負債，乃按於二零二二年六月三十日及二零二一年十二月三十一日之公平值計量。

		第1級 Level 1 美元 USD	第2級 Level 2 美元 USD	第3級 Level 3 美元 USD	總計 Total 美元 USD
於二零二二年 六月三十日 (未經審計)	As at 30 June 2022 (unaudited)				
資產	Assets				
透過損益按公平值 入賬的金融資產	Financial assets at fair value through profit or loss	–	–	26,458,309	26,458,309
於二零二一年 十二月三十一日 (經審計)	As at 31 December 2021 (audited)				
資產	Assets				
透過損益按公平值 入賬的金融資產	Financial assets at fair value through profit or loss	–	–	25,049,366	25,049,366

期內第1級、第2級與第3級之間概無轉撥。

期內估值方法概無其他變動。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.4 Fair value estimation (Continued)

(a) Fair value hierarchy (Continued)

The following table presents the Group's financial assets and liabilities that are measured at fair value at 30 June 2022 and 31 December 2021.

There were no transfers between Levels 1, 2 and 3 during the period.

There were no other changes in valuation techniques during the period.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理 (續)

3.4 公平值估計 (續)

(b) 使用重大不可觀察輸入數據的公平值計量 (第3級)

下表呈列第3級工具於截至二零二二年及二零二一年六月三十日止六個月的變動：

		未經審計 Unaudited 透過損益按公平值 入賬的金融資產 Financial assets at fair value through profit or loss 美元 USD
於二零二一年一月一日的期初結餘	Opening balance at 1 January 2021	11,679,240
期內添置	Addition for the period	1,546,264
於簡明綜合收益表確認的虧損	Losses recognised in condensed consolidated income statement	(64,366)
貨幣換算差額	Currency translation difference	9,387
於二零二一年六月三十日的期末結餘	Closing balance at 30 June 2021	13,170,525
於二零二二年一月一日的期初結餘	Opening balance at 1 January 2022	25,049,366
於簡明綜合收益表確認的收益	Gains recognised in condensed consolidated income statement	2,334,505
貨幣換算差額	Currency translation difference	(925,562)
於二零二二年六月三十日的期末結餘	Closing balance at 30 June 2022	26,458,309

於截至二零二二年及二零二一年六月三十日止六個月的簡明綜合收益表確認的收益／(虧損)總額中，所有金額均歸因於報告期末所持該等資產相關的未變現收益／(虧損)變動。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.4 Fair value estimation (Continued)

(b) Fair value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in level 3 instruments for the six months ended 30 June 2022 and 2021:

		未經審計 Unaudited 透過損益按公平值 入賬的金融資產 Financial assets at fair value through profit or loss 美元 USD
於二零二一年一月一日的期初結餘	Opening balance at 1 January 2021	11,679,240
期內添置	Addition for the period	1,546,264
於簡明綜合收益表確認的虧損	Losses recognised in condensed consolidated income statement	(64,366)
貨幣換算差額	Currency translation difference	9,387
於二零二一年六月三十日的期末結餘	Closing balance at 30 June 2021	13,170,525
於二零二二年一月一日的期初結餘	Opening balance at 1 January 2022	25,049,366
於簡明綜合收益表確認的收益	Gains recognised in condensed consolidated income statement	2,334,505
貨幣換算差額	Currency translation difference	(925,562)
於二零二二年六月三十日的期末結餘	Closing balance at 30 June 2022	26,458,309

Of the total gains/(losses) recognised in the condensed consolidated income statement during the six months ended 30 June 2022 and 2021, all amounts are attributable to the change in unrealised gains/(losses) relating to those assets held at the end of the reporting period.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理 (續)

3.4 公平值估計 (續)

(b) 使用重大不可觀察輸入數據的公平值計量 (第3級) (續)

下表概述有關用於第3級公平值計量的重大不可觀察輸入數據的量化資料：

類型 Description	於二零二二年 六月三十日 之公平值 Fair value at 30 June 2022 美元 USD	估值方法 Valuation technique
非上市基金 (附註9(a)) Unlisted fund (Note 9(a))	570,160	資產淨值 (附註(i)) Net asset value (Note (i))
於二零一七年五月收購的非上市股本證券 (附註9(b)) Unlisted equity security acquired in May 2017 (Note 9(b))	–	資產淨值 (附註(i)) Net asset value (Note (i))
於二零一八年二月收購的非上市股本證券 (附註9(c)) Unlisted equity security acquired in February 2018 (Note 9(c))	–	資產淨值 (附註(i)) Net asset value (Note (i))
於二零一九年六月收購的非上市股本證券 (附註9(d)) Unlisted equity security acquired in June 2019 (Note 9(d))	2,063,938	貼現現金流量 (附註(ii)) Discounted cash flow (Note (ii))
於二零一八年十一月收購的非上市股本證券 (附註9(e)) Unlisted equity security acquired in November 2018 (Note 9(e))	6,236,589	參閱近期可比較公平交易 (附註(iii)) Reference with comparable recent arm's length transactions (Note (iii))
於二零二零年十一月收購的非上市股本證券 (附註9(f)) Unlisted equity security acquired in November 2020 (Note 9(f))	16,097,619	參閱近期可比較公平交易 (附註(iii)) Reference with comparable recent arm's length transactions (Note (iii))
於二零二一年四月收購的非上市股本證券 (附註9(g)) Unlisted equity security acquired in April 2021 (Note 9(g))	1,490,003	貼現現金流量 (附註(iv)) Discounted cash flow (Note (iv))
	26,458,309	

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.4 Fair value estimation (Continued)

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

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements:

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理(續)

3.4 公平值估計(續)

(b) 使用重大不可觀察輸入數據的公平值計量(第3級)(續)

附註：

- (i) 本集團認為，於報告期末，報告資產淨值與非上市基金投資及分別於二零一七年五月及二零一八年二月收購的非上市股本證券的公平值相若。
- (ii) 本集團認為，投資的公平值使用貼現現金流量模式確定，主要不可觀察輸入數據為除稅前貼現率14%、收益複合年增長率17%及最終增長率3%。倘貼現率下調1%，除稅後虧損將減少約287,000美元。除稅前貼現率越高，則公平值越低及除稅後虧損越高。倘收益複合年增長率下調1%，除稅後虧損將增加約169,000美元。收益複合年增長率越高，則公平值越高及除稅後虧損越低。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.4 Fair value estimation (Continued)

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

Note:

- (i) The Group has determined that the reported net asset value approximates the fair value of the unlisted fund investment and the unlisted equity security acquired in May 2017 and February 2018, respectively, at the end of the reporting period.
- (ii) The Group has determined the fair value of the investment using discounted cash flow model with the major unobservable inputs being pre-tax discount rate of 14%, compound annual growth rate in revenue of 17% and terminal growth rate of 3%. If the discount rate shifted downward by 1%, the post-tax loss would be approximately USD287,000 lower. The higher the pre-tax discount rate, the lower the fair value and the higher post-tax loss. If the compound annual growth rate in revenue shifted downward by 1%, the post-tax loss would be approximately USD169,000 higher. The higher the compound annual growth rate in revenue, the higher the fair value and the lower post-tax loss.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理 (續)

3.4 公平值估計 (續)

(b) 使用重大不可觀察輸入數據的公平值計量 (第3級) (續)

附註：(續)

- (iii) 本集團認為，於報告期末，近期可比較公平交易的價格與該等非上市股本證券的公平值相若。
- (iv) 本集團認為，投資的公平值使用貼現現金流量模式確定，主要不可觀察輸入數據為除稅前貼現率13%、收益複合年增長率40%及最終增長率3%。倘貼現率下調1%，除稅後虧損將下降約190,000美元。除稅前貼現率越高，則公平值越低及除稅後虧損越高。倘收益複合年增長率下調1%，除稅後虧損將增加約50,000美元。收益複合年增長率越高，則公平值越高及除稅後虧損越低。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.4 Fair value estimation (Continued)

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

Note: (Continued)

- (iii) The Group has determined that prices in comparable recent arm's length transactions approximate the fair values of these unlisted equity securities at the end of the reporting period.
- (iv) The Group has determined the fair value of the investment using discounted cash flow model with the major unobservable inputs being pre-tax discount rate of 13%, compound annual growth rate in revenue of 40% and terminal growth rate of 3%. If the discount rate shifted downward by 1%, the post-tax loss would be approximately USD190,000 lower. The higher the pre-tax discount rate the lower the fair value and the higher post-tax loss. If the compound annual growth rate in revenue shifted downward by 1%, the post-tax loss would be approximately USD50,000 higher. The higher the compound annual growth rate in revenue, the higher the fair value and the lower post-tax loss.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

4 主要會計估計及判斷

於編製中期財務資料時，管理層需要作出判斷、估計及假設，而此舉會影響會計政策的應用及所呈報資產及負債、收入及開支的金額。實際結果可能有別於該等估計。

於編製此簡明綜合中期財務資料時，管理層於應用本集團會計政策時所作重大判斷以及估計不明朗因素的主要來源與截至二零二一年十二月三十一日止年度綜合財務報表應用者相同。

5 分部資料

管理層根據主要營運決策人（「主要營運決策人」）審閱的用於作出策略決策的資料釐定經營分部。主要營運決策人已被確定為本公司執行董事。

截至二零二二年六月三十日止六個月，主要營運決策人(i)通過審閱四個可報告分部（視密卡、快速驗證系統與軟件、雲服務與集成電路解決方案）的業績以評估本集團的表現；及(ii)根據分部業績的計量評估經營分部的表現，包括有關經營分部的除稅前經調整溢利／（虧損）。

根據本集團之業務模式，管理層已識別下列四個可報告分部：

視密卡 — 安全產品（視密卡）的開發及銷售，可確保安全地將數字內容分發及傳輸至電視。

快速驗證系統與軟件 — 基於硬件的快速驗證系統與軟件的研發與銷售。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of interim 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 expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by 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.

5 SEGMENT INFORMATION

Management has determined the operating segments based on the information reviewed by the chief operating decision-maker ("CODM") that are used to make strategic decisions. The CODM is identified as the Executive Directors of the Company.

During the six months ended 30 June 2022, the CODM (i) assessed the performance of the Group by reviewing the results of four reportable segments (CAM, rapid verification systems and software, cloud services and IC solutions), and (ii) assessed the performance of the operating segments based on a measure of segment results, including adjusted profit/(loss) before tax of the relevant operating segments.

Management has identified the following four reportable segments based on the Group's business model:

CAM – development and sales of security products (CAM) that enable secure distribution and delivery of digital content to television.

Rapid verification systems and software – development and sales of rapid hardware-based verification systems and software.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

5 分部資料 (續)

雲服務 – 提供雲服務，包括雲平台服務及其相關支持服務。

集成電路解決方案 – 集成電路產品的研發、銷售及相關設計服務。

主要營運決策人定期檢討本集團的表現及審閱本集團的內部報告，以評估表現及分配資源。主要營運決策人根據分部業績的計量評估經營分部的表現，包括有關經營分部的經調整溢利／(虧損)。開支(如適用)乃參考各分部的收益貢獻分配至經營分部。融資收入、融資成本以及未分配的收入及開支不計入本集團主要營運決策人所審閱的各經營分部業績。

分部資產主要包括商譽、其他無形資產、使用權益法入賬的投資、透過損益按公平值入賬的金融資產、存貨、貿易及其他應收款項、預付款項及受限制銀行存款，但不包括遞延所得稅資產、物業、廠房及設備、使用權資產、可收回所得稅、現金及現金等價物以及公司及未分配資產。

與分部負債有關的資料並無予以披露，此乃由於該資料並非定期向主要營運決策人報告的資料。

向主要營運決策人提供的其他資料的計量方法與本文件所載的簡明綜合中期財務資料所採用者一致。

5 SEGMENT INFORMATION (Continued)

Cloud services – provision of cloud services, including cloud platform services and its related supporting services.

IC solutions – research, development and sales of IC products and related design services.

The CODM reviews the performance of the Group on a regular basis and reviews the Group's internal reporting in order to assess performance and allocate resources. The CODM assesses the performance of the operating segments based on a measure of segment results, including adjusted profit/(loss) of the relevant operating segments. Expenses, where appropriate, are allocated to operating segments with reference to revenue contributions of respective segments. Finance income, finance costs and unallocated income and expenses are not included in the result for each operating segment that is reviewed by the Group's CODM.

Segment assets consist primarily of goodwill, other intangible assets, investments accounted for using the equity method, financial assets at fair value through profit or loss, inventories, and trade and other receivables, prepayments and restricted bank deposits but exclude deferred income tax assets, property, plant and equipment, right-of-use assets, income tax recoverable, cash and cash equivalents and corporate and unallocated assets.

Information relating to segment liabilities is not disclosed as such information is not regularly reported to the CODM.

Other information provided to the CODM is measured in a manner consistent with that as adopted for the condensed consolidated interim financial information contained herein.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

5 分部資料 (續)

5 SEGMENT INFORMATION (Continued)

		視密卡 CAM 美元 USD	快速驗證 系統與軟件 Rapid verification systems and software 美元 USD	雲服務 Cloud services 美元 USD	集成電路 解決方案 IC solutions 美元 USD	總額 Total 美元 USD
截至二零二二年六月三十日止 六個月 (未經審計)	For the six months ended 30 June 2022 (unaudited)					
分部收益	Segment revenue					
外部收益	External revenue	7,374,499	-	2,010,137	6,459,140	15,843,776
收益確認時間	Timing of revenue recognition					
在某一時點確認	At a point in time	7,374,499	-	-	-	7,374,499
按一段時間確認	Over time	-	-	2,010,137	6,459,140	8,469,277
		7,374,499	-	2,010,137	6,459,140	15,843,776
分部業績	Segment results	1,345,692	220,593	207,967	(2,922,079)	(1,147,827)
截至二零二一年六月三十日止 六個月 (未經審計)	For the six months ended 30 June 2021 (unaudited)					
分部收益	Segment revenue					
外部收益	External revenue	10,427,044	-	2,007,502	3,066,826	15,501,372
收益確認時間	Timing of revenue recognition					
在某一時點確認	At a point in time	10,427,044	-	-	-	10,427,044
按一段時間確認	Over time	-	-	2,007,502	3,066,826	5,074,328
		10,427,044	-	2,007,502	3,066,826	15,501,372
分部業績	Segment results	2,345,417	(171,224)	206,904	(184,535)	2,196,562
於二零二二年六月三十日 (未經審計)	At 30 June 2022 (unaudited)					
分部資產	Segment assets	14,472,878	51,285,342	668,323	73,413,241	139,839,784
於二零二一年十二月三十一日 (經審計)	At 31 December 2021 (audited)					
分部資產	Segment assets	14,517,487	52,963,853	1,439,159	99,741,201	168,661,700

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

5 分部資料 (續)

可報告分部業績與除所得稅前虧損的對賬如下：

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
可報告分部業績	Reportable segment results	(1,147,827)	2,196,562
公司及未分配開支，淨額	Corporate and unallocated expenses, net	(3,796,621)	(4,511,395)
融資收入	Finance income	45,000	159,751
融資成本	Finance costs	(712,009)	(684,221)
除所得稅前虧損	Loss before income tax	(5,611,457)	(2,839,303)

可報告分部資產與總資產的對賬如下：

		未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
可報告分部資產	Reportable segment assets	139,839,784	168,661,700
遞延所得稅資產	Deferred income tax assets	7,340,829	6,712,200
物業、廠房及設備	Property, plant and equipment	14,342,145	14,876,320
使用權資產	Right-of-use assets	2,875,847	2,471,727
可收回所得稅	Income tax recoverable	30,144	127,779
現金及現金等價物	Cash and cash equivalents	34,596,630	18,799,131
公司及未分配資產	Corporate and unallocated assets	26,251,843	20,379,327
簡明綜合財務狀況表的總資產	Total assets per condensed consolidated statement of financial position	225,277,222	232,028,184

5 SEGMENT INFORMATION (Continued)

A reconciliation of reportable segment results to loss before income tax is provided as follows:

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
可報告分部業績	Reportable segment results	(1,147,827)	2,196,562
公司及未分配開支，淨額	Corporate and unallocated expenses, net	(3,796,621)	(4,511,395)
融資收入	Finance income	45,000	159,751
融資成本	Finance costs	(712,009)	(684,221)
除所得稅前虧損	Loss before income tax	(5,611,457)	(2,839,303)

Reportable segment assets are reconciled to total assets as follows:

		未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
可報告分部資產	Reportable segment assets	139,839,784	168,661,700
遞延所得稅資產	Deferred income tax assets	7,340,829	6,712,200
物業、廠房及設備	Property, plant and equipment	14,342,145	14,876,320
使用權資產	Right-of-use assets	2,875,847	2,471,727
可收回所得稅	Income tax recoverable	30,144	127,779
現金及現金等價物	Cash and cash equivalents	34,596,630	18,799,131
公司及未分配資產	Corporate and unallocated assets	26,251,843	20,379,327
簡明綜合財務狀況表的總資產	Total assets per condensed consolidated statement of financial position	225,277,222	232,028,184

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

6 其他收益／(虧損)，淨額及其他收入

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

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
其他收益／(虧損)，淨額	Other gains/(losses), net		
– 匯兌收益／(虧損)，淨額	– Exchange gains/(losses), net	210,352	(126,035)
– 透過損益按公平值入賬的 金融資產的公平值收益／ (虧損)	– Fair value gains/(losses) on a financial asset at fair value through profit or loss	2,334,505	(64,366)
– 其他	– Others	–	(547)
		2,544,857	(190,948)
其他收入	Other income		
– 政府補助	– Government grants	12,058,504	14,923,353
– 其他	– Others	41,598	17,058
		12,100,102	14,940,411

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

7 商譽、物業、廠房及設備以及其他無形資產

7 GOODWILL, PROPERTY, PLANT AND EQUIPMENT AND OTHER INTANGIBLE ASSETS

		未經審計 Unaudited		
		商譽 Goodwill	物業、廠房及設備 Property, plant and equipment	其他無形資產 Other intangible assets
		美元 USD	美元 USD	美元 USD
截至二零二一年	Six months ended 30 June 2021			
六月三十日止六個月				
期初賬面淨值	Opening net book amount	6,579,443	14,755,055	32,669,145
添置	Additions	–	1,012,633	195,073
出售	Disposals	–	(22,530)	–
折舊及攤銷 (附註15)	Depreciation and amortisation (Note 15)	–	(2,076,306)	(1,876,983)
貨幣換算差額	Currency translation differences	65,997	143,028	318,962
期末賬面淨值	Closing net book amount	6,645,440	13,811,880	31,306,197
截至二零二二年	Six months ended 30 June 2022			
六月三十日止六個月				
期初賬面淨值	Opening net book amount	6,733,411	14,876,320	38,825,484
添置	Additions	–	2,654,574	2,041,333
出售	Disposals	–	(50,514)	–
折舊及攤銷 (附註15)	Depreciation and amortisation (Note 15)	–	(2,463,406)	(4,759,076)
貨幣換算差額	Currency translation differences	(336,801)	(674,829)	(1,774,892)
期末賬面淨值	Closing net book amount	6,396,610	14,342,145	34,332,849

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

8 貿易及其他應收款項及預付款項

8 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

		未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
應收第三方的貿易款項	Trade receivables from third parties	4,909,888	5,808,980
減：貿易應收款項減值撥備	Less: Provision for impairment of trade receivables	(2,034,532)	(2,117,306)
貿易應收款項－淨額	Trade receivables-net	2,875,356	3,691,674
預付第三方的款項	Prepayments to third parties	8,742,624	13,905,595
預付一名關聯方的款項 (附註20(d))	Prepayment to a related party (Note 20(d))	3,576	15,057
預付一間聯營公司的款項 (附註20(d))	Prepayment to an associate (Note 20(d))	514,051	1,168,499
應收票據	Notes receivable	19,941	48,508
第三方按金及其他應收款項	Deposits and other receivables from third parties	3,651,009	13,120,718
關聯方按金及其他應收款項 (附註20(d))	Deposits and other receivables from related parties (Note 20(d))	928,486	812,578
		16,735,043	32,762,629
減：非即期部分	Less: Non-current portion	(1,559,226)	(5,053,931)
即期部分	Current portion	15,175,817	27,708,698

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

8 貿易及其他應收款項及預付款項(續)

本集團授予客戶的信用期通常為30至180天不等。基於發票日期的貿易應收款項分析如下：

		未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
30天以內	Within 30 days	1,849,093	3,574,196
31至60天	31 to 60 days	762,296	7,591
61至90天	61 to 90 days	226,900	44,898
91至180天	91 to 180 days	–	51,120
181至365天	181 to 365 days	48,086	14,689
365天以上	Over 365 days	2,023,513	2,116,486
		4,909,888	5,808,980

8 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

The Group's credit terms granted to customers generally ranged from 30 to 180 days. An analysis of the trade receivables by invoice date is as follows:

9 透過損益按公平值入賬的金融資產

		未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
非上市基金(附註(a))	Unlisted fund (Note (a))	570,160	591,265
非上市股本證券(附註(b)、(c)、(d)、(e)、(f)及(g))	Unlisted equity securities (Note (b), (c), (d), (e), (f) and (g))	25,888,149	24,458,101
		26,458,309	25,049,366

9 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

9 透過損益按公平值入賬的金融資產 (續)

附註：

(a) 於非上市基金的投資

於二零一七年四月六日，本集團透過認購15,000股無投票權參與可贖回股份於一家非上市基金（其於開曼群島註冊）投資1,500,000美元。於二零二二年六月三十日，公平值570,160美元（二零二一年十二月三十一日：591,265美元）在公平值等級第3級（見附註3.4）。截至二零二二年六月三十日止六個月，虧損總額21,105美元於簡明綜合收益表內確認（截至二零二一年六月三十日止六個月：虧損64,366美元）。

(b) 於盟山科技（深圳）有限公司（「盟山」）的投資

於二零一七年收購的非上市股本證券指盟山（一家於中國註冊成立的公司，主要在中國從事運營一站式跨境電商平台）的8.89%股權。倘盟山未能於投資之日起五年內上市，該投資則可按本集團支付的代價加上每年8%的利息收入減去已收股息贖回。於二零二二年六月三十日，在公平值等級第3級內（附註3.4）的公平值為零（二零二一年十二月三十一日：零）。截至二零二二年及二零二一年六月三十日止六個月，簡明綜合收益表並無確認任何公平值變動。

(c) 於深圳衡宇芯片科技有限公司（「衡宇」）的投資

於二零一八年二月收購的非上市股本證券指於衡宇的約3%權益，該公司於中國註冊成立，主要從事開發應用於通訊、消費電子及數據處理行業的閃存主控芯片。該投資在本集團與衡宇簽訂的《投資協議》中所載的任何指定條件下，可按本集團支付的代價人民幣20,000,000元（相等於約3,166,000美元）加上每年10%的利息收入減去收到的股息予以贖回。於二零二二年六月三十日，在公平值等級第3級內（附註3.4）的公平值為零（二零二一年十二月三十一日：零）。截至二零二二年及二零二一年六月三十日止六個月，簡明綜合收益表並無確認任何公平值變動。

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

Note:

(a) Investment in an unlisted fund

On 6 April 2017, the Group made an investment of USD1,500,000 in an unlisted fund, by way of a subscription for 15,000 non-voting participating redeemable shares, which are registered in the Cayman Islands. As at 30 June 2022, the fair value of USD570,160 (31 December 2021: USD591,265) is within level 3 of the fair value hierarchy (Note 3.4). During the six months ended 30 June 2022, a total loss of USD21,105 (six months ended 30 June 2021: loss of USD64,366) is recognised in the condensed consolidated income statement.

(b) Investment in Mainsweb Technology (Shenzhen) Company Limited ("Mainsweb")

The unlisted equity security acquired in 2017 represents 8.89% interest in Mainsweb, a company incorporated in the PRC being principally engaged in the operation of a one-stop cross-border e-commerce platform in the PRC. The investment is redeemable at the consideration paid by the Group plus an interest income of 8% per annum less dividends received if Mainsweb is unable to be listed within 5 years from the date of investment. As at 30 June 2022, the fair value within level 3 of the fair value hierarchy (Note 3.4) is nil (31 December 2021: nil). During the six months ended 30 June 2022 and 2021, there was no change in fair value recognised in the condensed consolidated income statement.

(c) Investment in StorArt Technology (Shenzhen) Co., Ltd ("StorArt")

The unlisted equity security acquired in February 2018 represents approximately 3% interest in StorArt, a company incorporated in the PRC being principally engaged in development of flash memory main controller integrated circuits which are mainly supplied to the communications, consumer electronics and data processing industries. The investment is redeemable in the event of any of the prescribed conditions set out in the investment agreement signed between the Group and StorArt at the consideration of RMB20 million (equivalent to approximately USD3,166,000) paid by the Group plus an interest income of 10% per annum less dividends received. As at 30 June 2022, the fair value within level 3 of the fair value hierarchy (Note 3.4) is nil (31 December 2021: nil). During the six months ended 30 June 2022 and 2021, there was no change in fair value recognised in the condensed consolidated income statement.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

9 透過損益按公平值入賬的金融資產(續)

附註：(續)

(d) 於IBOXPAY International Inc. (「盒子支付」)的投資

於二零一八年八月三十一日，本公司以總代價1,800,000美元向若干第三方收購於開曼群島註冊成立的公司SMIT Investment Limited (「SMIT Investment」)的未上市優先股，佔SMIT Investment約10.11%權益。SMIT Investment為一間投資控股公司，透過其全資附屬公司持有盒子支付約8.37%股權的投資。盒子支付是領先的移動支付服務提供商及本集團現有客戶。本公司執行董事、首席執行官兼控股股東黃學良先生(「黃先生」)亦擔任SMIT Investment的董事。

於二零一九年六月十七日，SMIT Investment已透過分派原本由SMIT Investment所持盒子支付優先股完成向其若干股東回購其優先股。於回購完成後，本公司所持盒子支付股權少於1%且並無持有SMIT Investment任何股權。於二零二二年六月三十日，公平值2,063,938美元(二零二一年十二月三十一日：2,063,938美元)在公平值等級第3級內(見附註3.4)。截至二零二二年及二零二一年六月三十日止六個月，簡明綜合收益表內確認的公平值並無變動。

(e) 於Sensel, Inc. (「Sensel」)的投資

於二零一八年二月八日，本集團根據其與Sensel等各方簽訂的一份《票據購買協議》(「《票據購買協議》」)，完成了對Sensel的2,000,000美元投資。Sensel是一家以美國為基地的領先觸控技術公司，擁有壓力網格技術，該技術採用力敏方式，糅合了業內的領先性能及額外維度控制。該交易完成後，本集團已根據《票據購買協議》的條款認購了2,000,000美元可轉換成Sensel普通股或優先股的承兌票據。

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

Note: (Continued)

(d) Investment in IBOXPAY International Inc. (“iBoxpay”)

On 31 August 2018, the Company has acquired unlisted preference shares of SMIT Investment Limited (“SMIT Investment”), a company incorporated in the Cayman Islands, at a total consideration of USD1,800,000 from certain third parties, representing approximately 10.11% interest in SMIT Investment. SMIT Investment is an investment holding company which held, through its wholly-owned subsidiary, an investment in approximately 8.37% equity interest of iBoxpay. iBoxpay is a leading mobile payment services provider and an existing customer of the Group. Mr Huang Xueliang (“Mr. Huang”), the executive director, the CEO and controlling shareholder of the Company is also the director of SMIT Investment.

On 17 June 2019, SMIT Investment has completed a repurchase of its preference shares from certain of its shareholders by way of distribution of the preference shares of iBoxpay originally held by SMIT Investment. Upon completion of this repurchase, the Company held less than 1% equity interest of iBoxpay and did not hold any equity interest of SMIT Investment. As at 30 June 2022, the fair value of USD2,063,938 (31 December 2021: USD 2,063,938) was within level 3 of the fair value hierarchy (see Note 3.4). During the six months ended 30 June 2022 and 2021, there was no change in fair value recognised in the condensed consolidated income statement.

(e) Investment in Sensel, Inc. (“Sensel”)

On 8 February 2018, the Group completed a USD2,000,000 investment in Sensel pursuant to a note purchase agreement entered into between, among others, the Group and Sensel (the “Note Purchase Agreement”). Sensel is an advanced sensory technology company based in the United States, which owns the pressure grid technology that combines industry-leading performance and the extra dimension of control in the form of force sensitivity. Upon completion of the transaction, the Group subscribed for a USD2,000,000 promissory note which may be converted into common or preferred shares of Sensel pursuant to the terms of the Note Purchase Agreement.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

9 透過損益按公平值入賬的金融資產 (續)

附註：(續)

(e) 於Sensel, Inc. (「Sensel」) 的投資 (續)

於二零一八年十一月九日，本集團根據股票購買協定 (「股票購買協定」)，通過購買Sensel的優先股 (「股票購買」) 進一步完成5,000,000美元的投資。同時，由Sensel發行並於二零一八年二月由本集團認購的2,000,000美元可換股承兌票據於股票購買完成時被視為轉換為Sensel的優先股，而根據購股協定，本集團所支付的可換股承兌票據下的全部款項已交付予Sensel以換取優先股。股票購買完成後，本集團按全面攤薄基準持有Sensel約9.22%權益。

於二零二零年二月十一日，本集團根據股票購買協定，通過購買Sensel的優先股，進一步完成741,497美元的投資。股票購買完成後，本集團按全面攤薄基準持有Sensel約9%權益。

於二零二一年十月二十二日，Sensel與若干來自香港及全球的獨立個人及企業投資者訂立股票購買協定，總代價約為8,900,000美元，導致本集團所持股權攤薄至約8%。

截至二零二二年六月三十日止六個月期間，Sensel完成向全球企業投資者進一步發行股份，總代價約為10,000,000美元，導致本集團所持股權按全面攤薄基準攤薄至約7%。

於二零二二年六月三十日，公平值6,236,589美元 (二零二一年十二月三十一日：6,236,589美元) 在公平值等級第3級內 (見附註3.4)。截至二零二二年及二零二一年六月三十日止六個月，簡明綜合收益表內確認的公平值並無變動。

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

Note: (Continued)

(e) Investment in Sensel, Inc. ("Sensel") (Continued)

On 9 November 2018, the Group completed a further USD5,000,000 investment in Sensel by way of preferred stock purchase (the "Stock Purchase") pursuant to a stock purchase agreement (the "Stock Purchase Agreement"). Simultaneously, the USD2,000,000 convertible promissory note issued by Sensel and previously subscribed by the Group in February 2018 was deemed converted into preferred shares in Sensel at completion of the Stock Purchase, and the entire amount owed to the Group under such convertible promissory note was tendered to Sensel in exchange for preferred stock pursuant to the Stock Purchase Agreement. Upon completion of the Stock Purchase, the Group held approximately 9.22% interest in Sensel on fully diluted basis.

On 11 February 2020, the Group completed a further USD741,497 investment in Sensel by way of preferred stock purchase pursuant to a stock purchase agreement. Upon completion of the Stock Purchase, the Group held approximately 9% interest in Sensel on fully diluted basis.

On 22 October 2021, Sensel entered into a stock purchase agreement with certain independent individual and corporate investors from Hong Kong and globally at a total consideration of approximately USD8,900,000, resulted in a dilution of equity interest held by the Group to approximately 8%.

During the six months period ended 30 June 2022, Sensel completed a further share issuance to corporate investors globally at a total consideration of approximately USD10,000,000, resulted in a dilution of equity interest held by the Group to approximately 7% on fully diluted basis.

As at 30 June 2022, the fair value of USD6,236,589 (31 December 2021: USD6,236,589) was within level 3 of the fair value hierarchy (see Note 3.4). During the six months ended 30 June 2022 and 2021, there was no change in fair value recognised in the condensed consolidated income statement.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

9 透過損益按公平值入賬的金融資產(續)

附註：(續)

- (f) 於芯行紀科技有限公司(「芯行紀」)的投資

於二零二零年十一月十九日，本集團以總代價人民幣5,000,001元(相等於752,831美元)收購於中國註冊成立的公司芯行紀的10%股權。芯行紀主要從事提供芯片設計服務。

截至二零二一年十二月三十一日止年度，芯行紀與中國若干獨立企業投資者訂立注資協議，該等投資者同意以代價人民幣280,200,000元購買芯行紀的額外股份，因此，本集團於芯行紀的股權由10%攤薄至約5%。

截至二零二二年六月三十日止六個月期間，芯行紀完成向全球企業投資者進一步發行股份，代價為人民幣35,000,000元及30,000,000美元(合共相當於約35,500,000美元)，導致本集團所持股權按全面攤薄基準攤薄至約4%。

於二零二二年六月三十日，公平值16,097,619美元(二零二一年十二月三十一日：14,589,119美元)屬於公平值等級第3級內(見附註3.4)。截至二零二二年六月三十日止六個月，簡明綜合收益表內確認總收益2,355,610美元(截至二零二一年六月三十日止六個月：無)。

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

Note: (Continued)

- (f) Investment in X-Times Design Automation Co. Ltd ("X-Times")

On 19 November 2020, the Group acquired 10% equity interest of X-Times, a company incorporated in the PRC, at a total consideration of RMB5,000,001 (equivalent to USD752,831). X-Times is mainly engaged in the provision of IC design services.

During the year ended 31 December 2021, X-Times entered into a capital injection agreement with certain independent corporate investors from the PRC who agreed to purchase additional share of X-Times at a consideration of RMB280,200,000, the equity interest of the Group in X-Times was therefore diluted from 10% to approximately 5%.

During the six months period ended 30 June 2022, X-Times completed a further share issuance to corporate investors globally at a consideration of RMB35,000,000 and USD30,000,000 (equivalent to approximately USD35,500,000 in total), resulted in a dilution of equity interest held by the Group to approximately 4% on fully diluted basis.

As at 30 June 2022, the fair value of USD16,097,619 (31 December 2021: USD14,589,119) was within level 3 of the fair value hierarchy (see Note 3.4). During the six months ended 30 June 2022, a total gain of USD2,355,610 (six months ended 30 June 2021: Nil) is recognised in the condensed consolidated income statement.

9 透過損益按公平值入賬的金融資產 (續)

附註：(續)

- (g) 於愛集微諮詢(廈門)有限公司(「集微網」)的投資

於二零二一年四月一日，若干投資者及本集團與集微網(於中國註冊成立的公司)訂立投資協議，向集微網注資人民幣85,000,000元(相當於約13,000,000美元)，以取得該公司約15%股權。在該等投資者中，本集團以總代價人民幣10,000,000元(相當於1,546,264美元)收購集微網約2%股權。由於各投資者(包括本集團)的股權收購價相同，故投資代價被視為按公平值計算。集微網主要從事提供集成電路諮詢及顧問服務。

於二零二二年六月三十日，公平值1,490,003美元(二零二一年十二月三十一日：1,568,455美元)屬公平值等級第3級(見附註3.4)。截至二零二二年及二零二一年六月三十日止六個月，簡明綜合收益表內確認的公平值並無變動。

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

Note: (Continued)

- (g) Investment in Xiamen Microplus Information Technologies Limited ("ijiwei.com")

On 1 April 2021, certain investors and the Group entered into an investment agreement with ijiwei.com, a company incorporated in the PRC, to inject RMB85,000,000 (equivalent to approximately USD13,000,000) to ijiwei.com for approximately 15% equity interest of the company. Among the investors, the Group acquired around 2% equity interest of ijiwei.com at a total consideration of RMB10,000,000 (equivalent to USD1,546,264). Since the acquisition price of the equity interest were the same among various investors including the Group, it was considered that the investment consideration was at fair value. ijiwei.com is mainly engaged in the provision of IC consulting and advisory services.

As at 30 June 2022, the fair value of USD1,490,003 (31 December 2021: USD1,568,455) was within level 3 of the fair value hierarchy (see Note 3.4). During the six months ended 30 June 2022 and 2021, there was no change in fair value recognised in the condensed consolidated income statement.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

10 股本及股份溢價

10 SHARE CAPITAL AND SHARE PREMIUM

		未經審計 Unaudited		
		普通股數目 Number of ordinary shares	普通股面值 Normal value of ordinary shares 美元 USD	股份溢價 Share premium 美元 USD
法定：	Authorised:			
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 每股面值0.00002美元的 普通股	Ordinary share of USD0.00002 each at 1 January 2021, 30 June 2021, 1 January 2022 and 30 June 2022	2,500,000,000	50,000	–
已發行及繳足：	Issued and fully paid:			
於二零二一年一月一日	As at 1 January 2021	319,490,861	6,390	101,642,531
行使購股權(附註)	Exercise of share options (Note)	132,000	2	54,441
於二零二一年六月派付 二零二零年相關股息	Dividends relating to 2020 paid in June 2021	–	–	(411,605)
於二零二一年六月三十日	As at 30 June 2021	319,622,861	6,392	101,285,367
於二零二二年一月一日	As at 1 January 2022	320,353,341	6,407	101,618,383
於二零二二年六月派付 二零二一年相關股息	Dividends relating to 2021 paid in June 2022	–	–	(408,208)
於二零二二年六月三十日	As at 30 June 2022	320,353,341	6,407	101,210,175

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

10 股本及股份溢價 (續)

附註：

截至二零二二年六月三十日止六個月，概無購股權獲行使。截至二零二一年六月三十日止六個月，132,000份購股權獲行使以認購本公司132,000股普通股，代價為17,850美元。代價當中2美元計入股本，而餘額54,441美元則計入股份溢價賬。因此36,593美元已由以股份為基礎的付款儲備轉撥至股份溢價賬。於二零二二年六月三十日，合共8,867,627份（二零二一年六月三十日：13,931,660份；二零二一年十二月三十一日：13,201,180份）購股權尚未行使。

11 貿易應付款項

於二零二二年六月三十日，按發票日期呈列的貿易應付款項賬齡分析如下：

		未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
30天以內	Within 30 days	444,585	972,356
31至90天	31 to 90 days	82,733	12,306
91至180天	91 to 180 days	466	19,502
181至365天	181 to 365 days	–	72,642
365天以上	Over 365 days	109,270	169,333
		637,054	1,246,139

10 SHARE CAPITAL AND SHARE PREMIUM (Continued)

Note:

During the six months ended 30 June 2022, no options were exercised. For the six months ended 30 June 2021, 132,000 options were exercised to subscribe for 132,000 ordinary shares in the Company at a consideration of USD17,850. Out of the consideration, USD2 was credited to share capital and the balance of USD54,441 was credited to the share premium account. USD36,593 has been transferred from the share-based payment reserve to the share premium account. As at 30 June 2022, there were in total 8,867,627 (30 June 2021: 13,931,660; 31 December 2021: 13,201,180) options remained outstanding.

11 TRADE PAYABLES

As at 30 June 2022, the ageing analysis of trade payables based on invoice date is as follows:

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

12 應計費用及其他應付款項

12 ACCRUALS AND OTHER PAYABLES

		未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
應計僱員福利開支	Accrued employee benefits expenses	3,175,931	5,766,498
應計特許權使用費	Accrued royalty fee	804,572	1,030,085
其他應付稅項	Other taxes payables	416,446	265,576
其他應付關聯方款項(附註20(d))	Other payable to a related party (Note 20(d))	103,329	–
其他	Others	723,844	1,098,621
應計費用及其他應付款項	Accruals and other payables	5,224,122	8,160,780
減：非即期部分	Less: Non-current portion	51,607	–
即期部分	Current portion	5,172,515	8,160,780

13 遞延收入

13 DEFERRED INCOME

		未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
遞延政府補助	Deferred government grants	51,067,850	42,858,927
減：非即期部分	Less: Non-current portion	(36,739,258)	(36,559,810)
即期部分	Current portion	14,328,592	6,299,117

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

13 遞延收入 (續)

於二零二二年六月三十日，結餘包括中國中央政府為實施國家科技重大項目的遞延政府補助人民幣170,000,000元(相等於約25,000,000美元)(二零二一年十二月三十一日：人民幣184,000,000元(相等於約29,000,000美元))。

遞延收入的賬面值以人民幣計值。

14 銀行借款

非即期	Non-current		
銀行貸款，無抵押	Bank loans, unsecured	4,470,006	10,979,186
銀行貸款，有抵押	Bank loans, secured	1,788,003	4,077,984
		6,258,009	15,057,170
非即期	Current		
銀行貸款，有抵押	Bank loans, secured	19,623,327	10,979,187
銀行貸款，無抵押	Bank loans, unsecured	5,364,008	2,352,683
		24,987,335	13,331,870
		31,245,344	28,389,040

於二零二二年六月三十日，有抵押銀行借款以本公司提供的公司擔保以及黃先生個人擔保(二零二一年十二月三十一日：相同)作為抵押，惟一筆金額為10,385,315美元(二零二一年十二月三十一日：6,273,821美元)的借款僅以黃先生個人擔保作為抵押。

13 DEFERRED INCOME (Continued)

As at 30 June 2022, the balance includes a deferred government grant of RMB170,000,000 (equivalent to approximately USD25,000,000) (31 December 2021: RMB184,000,000 (equivalent to approximately USD29,000,000)) from the PRC Central Government for the implementation of a national science and technology major project.

The carrying amount of deferred income is denominated in RMB.

14 BANK BORROWINGS

	未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
非即期		
銀行貸款，無抵押	4,470,006	10,979,186
銀行貸款，有抵押	1,788,003	4,077,984
	6,258,009	15,057,170
非即期		
銀行貸款，有抵押	19,623,327	10,979,187
銀行貸款，無抵押	5,364,008	2,352,683
	24,987,335	13,331,870
	31,245,344	28,389,040

As at 30 June 2022, secured bank borrowings were secured by the corporate guarantee given by the Company and personal guarantee by Mr. Huang (31 December 2021: same), except for an amount of USD10,385,315 (31 December 2021: USD6,273,821) which was secured by personal guarantee by Mr. Huang only.

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

14 銀行借款 (續)

於二零二二年六月三十日，銀行貸款的實際年利率為每年4.19% (二零二一年十二月三十一日：3.92%)。

本集團的借款還款期限如下：

		未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
一年內	Within 1 year	24,987,335	13,331,870
一年至兩年	Between 1 and 2 year	6,258,009	15,057,170
		31,245,344	28,389,040

本集團可動用及未提取的銀行貸款融資如下：

		未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
可動用及未提取的融資總額	Total available and undrawn facilities	29,204,041	31,996,487

14 BANK BORROWINGS (Continued)

The effective annual interest rates of bank loans as at 30 June 2022 was 4.19% per annum (31 December 2021: 3.92%).

The Group's borrowings were repayable as follows:

The Group's available and undrawn bank loan facilities were as follows:

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

15 按性質劃分的開支

15 EXPENSES BY NATURE

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
核數師酬金	Auditors' remuneration		
– 核數服務	– Audit services	229,726	299,176
售出存貨成本	Cost of inventories sold	7,103,368	6,867,064
僱員福利開支(包括董事酬金)	Employee benefit expenses (including directors' emoluments)	15,178,644	10,265,798
集成電路測試費用	IC testing fee	787,389	9,764,109
向大學支付的其他研發成本	Other research and development cost paid to universities	389,971	327,671
短期租賃相關開支	Expenses relating to short-term leases	1,341,559	1,031,943
法律及專業費用	Legal and professional fees	579,962	490,806
物業、廠房及設備折舊(附註7)	Depreciation of property, plant and equipment (Note 7)	2,463,406	2,076,306
特許權使用費	Royalty expenses	430,135	274,420
差旅及招待開支	Travelling and entertainment expenses	308,584	331,638
使用權資產折舊	Depreciation of right-of-use assets	459,165	261,999
貿易應收款項減值撥備	Provision for impairment of trade receivables	28,251	208,434
廣告成本	Advertising costs	100,964	277,379
存貨減值撥備撥回	Reversal of provision for impairment of inventories	(2,070)	(218,719)
其他無形資產攤銷(附註7)	Amortisation of other intangible assets (Note 7)	4,759,076	1,876,983
其他稅項	Other taxes	63,604	49,565
出售物業、廠房及設備虧損	Loss on disposals of property, plant and equipment	50,514	18,761
其他	Others	631,680	636,596
銷售成本、研發開支、銷售及分銷開支、一般及行政開支及金融資產之減值淨虧損總額	Total cost of sales, research and development expenses, selling and distribution expenses, general and administrative expenses and net impairment losses on financial assets	34,903,928	34,839,929



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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

16 使用權益法入賬的投資

(a) 上海清歌數字科技有限公司（「上海清歌」）

於二零一九年五月，本集團以現金代價人民幣5,590,000元（相等於810,239美元）投資上海清歌的34.94%股權。因此，本集團透過該投資獲得重大影響力，而有關投資已分類為本集團聯營公司。

於二零二一年十月，上海清歌與若干獨立投資者訂立注資協議，後者同意向上海清歌注資合共人民幣20,000,000元（相當於約3,129,000美元）。於二零二一年十月注資交易完成後，本集團於上海清歌的股權由34.94%減少至27.95%。視作出售本集團於上海清歌的股權產生的收益886,484美元已於本集團截至二零二一年十二月三十一日止年度的綜合收益表中確認。

16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

(a) Shanghai Qingge Digital Technology Co., Ltd. (“Shanghai Qingge”)

In May 2019, the Group invested in 34.94% equity interest of Shanghai Qingge for a cash consideration of RMB5,590,000 (equivalent to USD810,239). As a consequence, the Group gained significant influence over this investment and the investment was classified as an associate of the Group.

In October 2021, Shanghai Qingge entered into a capital injection agreement with certain independent investors who agreed to contribute a total of RMB20,000,000 (equivalent to approximately USD3,129,000) into Shanghai Qingge. Upon the completion of the transaction in October 2021, the Group's equity interest in Shanghai Qingge decreased from 34.94% to 27.95%. An amount of USD886,484 resulting from gain on deemed disposal of the Group's equity interest in Shanghai Qingge was recognised in the consolidated income statement of the Group for the year ended 31 December 2021.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

16 使用權益法入賬的投資 (續)

(b) 上海國微思爾芯技術股份有限公司 (「思爾芯上海」)

於二零二零年八月，思爾芯上海與若干獨立投資者訂立注資協議，後者同意向思爾芯上海合計出資人民幣522,911,000元 (相等於約76,221,000美元)。於二零二零年八月交易完成後，本集團於思爾芯上海的股權由49.19%減少至29.75%。

(c) 深圳鴻芯微納技術有限公司 (「鴻芯微納」)

於二零二零年一月，本集團與深圳鴻泰鴻芯股權投資基金合夥企業 (有限合夥) 訂立注資協議，根據協議，SMIT深圳同意向鴻芯微納合計出資人民幣90,000,000元 (相等於12,997,328美元)。於二零二零年一月完成交易後，本集團於鴻芯微納的股權由0.99%增至9.09%，而本集團已委任鴻芯微納五名董事之一。因此，本集團自此起對鴻芯微納有重大影響力，鴻芯微納因此成為本集團的聯營公司，同日透過損益按公平值入賬的金融資產按公平值轉撥至使用權益法入賬的投資。

16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

(b) S2C Ltd. ("S2C Shanghai")

In August 2020, S2C Shanghai entered into a capital injection agreement with certain independent investors which agreed to contribute a total of RMB522,911,000 (equivalent to approximately USD76,221,000) into S2C Shanghai. Upon the completion of the transaction in August 2020, the Group's equity interest in S2C Shanghai decreased from 49.19% to 29.75%.

(c) Shenzhen Giga Design Automation Co., Ltd ("Giga")

In January 2020, the Group entered into a capital injection agreement with Shenzhen Giga Hongtai Hongxin Share Investment Fund Partnership (Limited Partnership). According to the agreement, SMIT Shenzhen agreed to contribute a total of RMB90,000,000 (equivalent to USD12,997,328) into Giga. Upon the completion of the transaction in January 2020, the Group's equity interest in Giga increased from 0.99% to 9.09% and the Group has appointed one out of five directors of Giga. Consequently, the Group had significant influence over Giga since then whereby Giga became an associate of the Group and a transfer to investments accounted for using the equity method was made from financial assets at fair value through profit or loss at its fair value on the same day.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

16 使用權益法入賬的投資 (續)

(d) 上海國微芯芯半導體有限公司 (「國微芯芯」)

於二零二零年三月，本集團與若干獨立投資者訂立股權轉讓協議，該等獨立投資者同意向國微芯芯出資合共人民幣50,000,000元（相等於7,057,063美元），以換取50%股權，以及向本集團支付現金人民幣1,000,000元（相等於約141,000美元），以換取國微芯芯1%股權。於二零二零年三月交易完成後，本集團於國微芯芯的股權由100%下降至49%，並失去控制權。同日，本集團於國微芯芯的保留權益以其公平值重新計量，而就隨後為該作為聯營公司（因為本集團對國微芯芯有重大影響力）的保留權益的入賬而言，該公平值為初步的賬面值。

(e) 深圳鴻泰天使創業投資合夥企業 (有限合夥) (「鴻泰天使基金」)

於二零二一年一月，本集團、深圳鴻泰國微股權投資管理有限公司 (「鴻泰國微」)、黃先生及及深圳市天使投資引導基金有限公司 (獨立第三方) 訂立合夥協議，內容有關成立及管理鴻泰天使基金。鴻泰天使基金的首要目標是針對經營創新技術產業的初創公司進行天使投資及提供管理服務。根據合夥協議條款，所有合夥人向基金初步注資總金額為人民幣100,000,000元（相等於約15,300,000美元），其中本集團出資人民幣36,000,000元（相等於約5,500,000美元），佔鴻泰天使基金股權的36%。本集團於是項投資有重大影響力。

16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

(d) Shanghai SMIT Xinxin Semiconductor Co., Limited (“SMIT Xinxin”)

In March 2020, the Group entered into an equity transfer agreement with certain independent investors which agreed to contribute a total of RMB50,000,000 (equivalent to USD7,057,063) into SMIT Xinxin for 50% of the equity interest and pay RMB1,000,000 (equivalent to approximately USD141,000) by cash to the Group for 1% equity interest in SMIT Xinxin. Upon the completion of the transaction in March 2020, the Group’s equity interest in SMIT Xinxin decreased from 100% to 49% with a loss of control. On the same day, the Group’s retained interest over SMIT Xinxin was remeasured to its fair value, which became the initial carrying amount for the purposes of subsequently accounting for such retained interest as an associate because the Group has significant influence over SMIT Xinxin.

(e) Shenzhen Hongtai Angel Share Investment Fund Partnership (Limited Partnership) (“Hongtai Angel Fund”)

In January 2021, the Group, Shenzhen Hongtai Guowei Share Investment Management Limited (“Hongtai Guowei”), Mr. Huang, and Shenzhen Angel Investment Guide Fund Limited, an independent third party, entered into a partnership agreement in relation to the establishment and management of Hongtai Angel Fund. The primary objective of Hongtai Angel Fund is to engage in angel investments in, and provide management services to, start-up companies operating in innovative technology sectors. Pursuant to the terms of the partnership agreement, the initial total capital contribution by all partners to the Fund is RMB100 million (equivalent to approximately USD15.3 million), out of which RMB36 million (equivalent to approximately USD5.5 million) is contributed by the Group which accounted for 36% of equity interests in Hongtai Angel Fund. The Group has significant influence over this investment.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

16 使用權益法入賬的投資 (續)

(f) Chipattern Limited (「Chipattern」)

於二零二一年四月，本集團以現金代價人民幣6,000,000元（相當於924,015美元）投資於Chipattern的15%股權。考慮到本集團可委任Chipattern董事會兩名董事中的一名，且Chipattern董事會的決議案須分別由本集團及其他股東委任的董事通過後方可作實，本集團對Chipattern擁有共同控制權，故Chipattern被列為本集團的合營企業。

(g) 截至二零二二年及二零二一年六月三十日止六個月，按權益會計法入賬的投資賬面值變動如下：

16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

(f) Chipattern Limited ("Chipattern")

In April 2021, the Group invested in 15% equity interest of Chipattern with a cash consideration of RMB6,000,000 (equivalent to USD924,015). Considered the facts that the Group has the ability to appoint one out of two directors to the Board of Directors of Chipattern and resolution of the Board of Directors of Chipattern would need to be passed by both the directors appointed by the Group and the other shareholders, respectively, the Group has joint control over Chipattern and Chipattern was classified as a joint venture of the Group.

(g) The carrying amounts of the equity-accounted investments have changed as follows for the six months ended 30 June 2022 and 2021:

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
期初	Beginning of the period	79,914,954	69,176,985
期內添置	Additions for the period	-	6,490,566
分佔淨(虧損)/溢利	Share of net (losses)/profits	(529,255)	2,274,261
分佔使用權益法入賬的 投資匯兌差額	Share of translation differences of investments accounted for using the equity method	(1,864,307)	957,645
貨幣換算差額	Currency translation difference	(1,314,799)	426,544
期末	End of the period	76,206,593	79,326,001

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17 所得稅抵免

本集團分別於深圳經濟特區及上海成立的一家附屬公司及一家聯營公司均已獲中國相關主管稅務機關認可為新企業所得稅法界定的高新技術企業。該等實體均有權於二零二零年至二零二二年三年期間內享有15%的調減企業所得稅（「企業所得稅」）優惠稅率（「高新技術企業優惠稅率」）。截至二零二二年及二零二一年六月三十日止六個月，該等實體的應課稅溢利適用企業所得稅率為15%。

截至二零二二年及二零二一年六月三十日止六個月，已根據期內估計應課稅溢利按16.5%的稅率計提香港利得稅撥備。境外溢利的稅項乃依照本集團經營所在國家的現有立法、詮釋及相關慣例，根據期內估計應課稅溢利，按有關國家通行的適用稅率計算所得。

於簡明綜合收益表計入的所得稅金額如下：

17 INCOME TAX CREDIT

A subsidiary and an associate of the Group established in the Shenzhen Special Economic Zone and Shanghai, respectively have obtained from the respective in-charge tax authorities in the PRC as a High/New Technology Enterprises as defined under the New Enterprise Income Tax Law. Such entities are entitled to a reduced preferential enterprise income tax (“EIT”) rate at 15% (“HNTE Preferential Tax Rate”) for a 3-year period from 2020 to 2022. An EIT tax rate at 15% was applied to the assessable profit of these entities for the six months ended 30 June 2022 and 2021.

For the six months ended 30 June 2022 and 2021, Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the period. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the applicable rates of taxation prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

The amount of income tax credited to the condensed consolidated income statement is as follows:

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
即期所得稅 – 海外稅項	Current income tax – overseas tax		
– 過往年度撥備不足	– Under-provision in previous years	(36,703)	–
遞延所得稅	Deferred income tax		
– 本年度	– Current year	988,083	993,122
所得稅抵免	Income tax credit	951,380	993,122

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18 股息

截至二零二一年十二月三十一日止年度的股息408,208美元已於二零二二年六月(二零二一年：411,605美元)支付。

董事會不建議就截至二零二二年六月三十日止六個月派發任何中期股息(截至二零二一年六月三十日止六個月：零)。

19 每股虧損

每股基本虧損按本公司擁有人應佔本集團虧損除以普通股的加權平均數計算：

18 DIVIDEND

A dividend of USD408,208 that relates to the year of 31 December 2021 was paid in June 2022 (2021: USD411,605).

The Board of Directors does not recommend any interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

19 LOSS PER SHARE

Basic loss per share is calculated by dividing the loss of the Group attributable to owners of the Company by the weighted average number of ordinary shares:

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
本公司擁有人應佔虧損(美元)	Loss attributable to owners of the Company (USD)	(4,669,870)	(1,838,265)
已發行普通股的加權平均數	Weighted average number of ordinary shares in issue	320,353,341	319,515,518
每股基本虧損(美元)	Basic loss per share (USD)	(0.01)	(0.01)

每股攤薄虧損通過調整發行在外的普通股加權平均數，以假設所有可能具有攤薄效應的普通股已經轉換而計算。就購股權而言，假設購股權獲行使時應已發行的股份數目扣除可按公平值(按相關期內每股平均市價釐定)發行的股份數目，所得相同的所得款項總額為無償發行的股份數目。因而產生的無償發行股份數目計入普通股加權平均數作為分母，以計算每股攤薄虧損。

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all potential dilutive ordinary shares. For the share options, the number of shares that would have been issued assuming the exercise of the share options less the number of shares that could have been issued at fair value (determined as the average market price per share for the respective period) for the same total proceeds is the number of shares issued for no consideration. The resulting number of shares issued for no consideration is included in the weighted average number of ordinary shares as the denominator for calculating diluted loss per share.

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19 每股虧損(續)

截至二零二二年及二零二一年六月三十日止六個月，假設轉換購股權產生的潛在普通股對每股虧損並無攤薄影響。因此，每股攤薄虧損等同每股基本虧損。

20 關聯方結餘及交易

倘一方有能力直接或間接控制另一方或對另一方的財務及經營決策行使重大影響，則雙方被視為有關聯。受共同控制或共同重大影響的各方亦被視為關聯方。

- (a) 除此等簡明綜合中期財務資料其他部分另有披露者外，董事認為，下列個人及公司為於截至二零二二年及二零二一年六月三十日止六個月與本集團存在交易或結餘的關聯方：

關聯方姓名／名稱 Name of the related parties	主要業務 Principal activities	與本集團的關係 Relationship with the Group
關重遠先生 Mr. Kwan, Allan Chung-yuen	不適用 N/A	本公司非執行董事 Non-executive director of the Company
劉洋先生(於二零二零年三月二十七日獲委任 及於二零二一年三月二十五日辭任) Mr. Liu Yang (appointed on 27 March 2020 and resigned on 25 March 2021)	不適用 N/A	本公司非執行董事 Non-executive director of the Company
蔡靖先生(於二零二一年四月十三日獲委任) Mr. Cai Jing (appointed on 13 April 2021)	不適用 N/A	本公司非執行董事 Non-executive director of the Company
黃先生 Mr. Huang	不適用 N/A	本公司執行董事、首席執行官及控股股東 Executive director, the CEO and controlling shareholder of the Company
龍文駿先生 Mr. Loong, Manfred Man-tsun	不適用 N/A	本公司執行董事及首席財務官 Executive director and the Chief Financial Officer of the Company
帥紅宇先生(於二零二二年八月十九日辭任) Mr. Shuai Hongyu (resigned on 19 August 2022)	不適用 N/A	本公司執行董事及首席運營官 Executive director and the Chief Operating Officer of the Company

19 LOSS PER SHARE (Continued)

For the six months ended 30 June 2022 and 2021, the potential ordinary shares arising from the assumed conversion of the share options has no dilutive effect on loss per share. Therefore, diluted loss per share equals basic loss per share.

20 RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

- (a) Save as disclosed elsewhere in these condensed consolidated interim financial information, the directors are of the view that the following individuals and companies were related parties that had transactions or balances with the Group during the six months ended 30 June 2022 and 2021:

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

20 關聯方結餘及交易 (續)

- (a) 除此等簡明綜合中期財務資料其他部分另有披露者外，董事認為，下列個人及公司為於截至二零二二年及二零二一年六月三十日止六個月與本集團存在交易或結餘的關聯方：(續)

20 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

- (a) Save as disclosed elsewhere in these condensed consolidated interim financial information, the directors are of the view that the following individuals and companies were related parties that had transactions or balances with the Group during the six months ended 30 June 2022 and 2021: (Continued)

關聯方姓名／名稱 Name of the related parties	主要業務 Principal activities	與本集團的關係 Relationship with the Group
金玉豐先生 Mr. Jin Yufeng	不適用 N/A	獨立董事 Independent Director
胡家棟先生 Mr. Woo Kar Tung, Raymond	不適用 N/A	獨立董事 Independent Director
張俊傑先生 Mr. Zhang Junjie	不適用 N/A	獨立董事 Independent Director
深圳市國微科技有限公司 Shenzhen State Micro Science and Technology Co. Ltd.	集成電路設計研發 Research and development of integrated circuit design	由本公司執行董事、首席執行官及控股股東控制 Controlled by executive director, the CEO and controlling shareholder of the Company
深圳數字電視國家工程實驗室股份有限公司 (「深圳數字電視」) Shenzhen Digital TV National Engineering Laboratory Co., Ltd. ("Shenzhen Digital TV")	數字電視相關產品的研發、生產及銷售 Research, development, production and sales of products related to digital TV	本公司執行董事、首席執行官及控股股東為該公司董事 Executive director, the CEO and controlling shareholder of the Company being the director of this company
上海國微實業發展有限公司(「上海國微」) Shanghai Guo Wei Industrial Development Co., Ltd. ("Shanghai Guo Wei")	電子產品的研發及銷售 Research, development, and sales of electronic products	本公司執行董事、首席執行官及控股股東為該公司董事 Executive director, the CEO and controlling shareholder of the Company being the director of this company
深圳前海國微投資有限公司 Shenzhen Qianhai Guowei Investment Co., Ltd Ever Expert Holdings Limited	投資控股 Investment holding Investment holding	最終控股公司 Ultimate holding company 直接控股公司 Immediate holding company
SMIT Investment	投資控股 Investment holding	本公司執行董事、首席執行官及控股股東為該公司董事 Executive director, the CEO and controlling shareholder of the Company being the director of this company

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20 關聯方結餘及交易 (續)

- (a) 除此等簡明綜合中期財務資料其他部分另有披露者外，董事認為，下列個人及公司為於截至二零二二年及二零二一年六月三十日止六個月與本集團存在交易或結餘的關聯方：(續)

20 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

- (a) Save as disclosed elsewhere in these condensed consolidated interim financial information, the directors are of the view that the following individuals and companies were related parties that had transactions or balances with the Group during the six months ended 30 June 2022 and 2021: (Continued)

關聯方姓名／名稱 Name of the related parties	主要業務 Principal activities	與本集團的關係 Relationship with the Group
盒子支付 iBoxpay	投資控股 Investment holding	本公司執行董事、首席執行官及控股股東為該公司董事 Executive director, the CEO and controlling shareholder of the Company being the director of this company
深圳盒子信息科技有限公司(「深圳盒子」) ShenZhen IBOXPAY Information Technology Co., Ltd. ("ShenZhen IBOXPAY")	移動支付服務供應商 Mobile payment service provider	本公司執行董事、首席執行官及控股股東為該公司董事 Executive director, the CEO and controlling shareholder of the Company being the director of this company
上海清歌 Shanghai Qingge	智能門鎖芯片的研發及銷售 Research and development and sales of smart door lock chip	聯營公司 Associate
思爾芯上海 S2C Shanghai	快速驗證系統與軟件的研發及銷售 Research and development and sales of rapid verification systems and software	聯營公司 Associate
鴻芯微納 Giga	提供電子設計自動化(「EDA」)後端解決方案 Provision of electronic design automation ("EDA") back-end solutions	聯營公司 Associate
國微芯芯 SMIT Xinxin	半導體的研發及服務 Research and development and services of semiconductors	聯營公司 Associate
鴻泰天使基金 Hongtai Angel Fund	針對經營創新技術產業的初創公司進行天使投資及提供管理服務 Angel investments in, and provide management services to, start-up companies operating in innovative technology sectors	聯營公司 Associate
Chipattern	研發EDA工具 Research and development of EDA tools	合營企業 Joint venture

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

20 關聯方結餘及交易 (續)

(b) 與關聯方的交易

除此等簡明綜合中期財務資料其他部分另有披露者外，本集團與關聯方進行以下交易：

20 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(b) Transactions with related parties

Save as disclosed elsewhere in these condensed consolidated interim financial information, the following transactions were undertaken by the Group with related parties:

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
與深圳數字電視的物業有關的經營租賃付款及有關空調及公共事業的成本及費用	Operating lease payments and the costs and fees relating to air-conditioning and public utilities in respect of properties of Shenzhen Digital TV	1,253,673	1,101,569
向上海清歌銷售視密卡產品	Sales of CAM products to Shanghai Qingge	–	94,709
向思爾芯上海支付許可費及技術支援費	License fee and technical supporting fee paid to S2C Shanghai	618,384	617,818
向鴻芯微納提供集成電路解決方案服務	Provision of IC solutions service to Giga	912,973	–

該等交易乃按有關各方相互協定的條款進行。

These transactions are made under terms mutually agreed by the relevant parties.

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20 關聯方結餘及交易 (續)

(c) 主要管理層薪酬

主要管理層包括執行及非執行董事。已付或應付主要管理層的僱員服務薪酬列示如下：

20 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(c) Key management compensation

Key management includes directors (executive and non-executive). The compensation paid or payable to key management for employee services is shown below:

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二二年 30 June 2022 美元 USD	六月三十日 二零二一年 30 June 2021 美元 USD
基本薪金、津貼及實物福利	Basic salaries, allowances and benefits in kind	1,109,942	1,100,299
酌情花紅	Discretionary bonuses	220,994	156,097
退休福利 – 界定供款計劃	Retirement benefit – defined contribution plan	28,466	24,893
		1,359,402	1,281,289

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20 關聯方結餘及交易 (續)

20 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(d) 與關聯方及聯營公司的非貿易結餘

(d) Non-trade balances with related parties and and associate

			未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
		附註 Note		
向一名關聯方支付的按金 (附註8)	Deposits to a related party (Note 8)	(i)	781,381	747,580
應收一名關聯方款項 (附註8)	Receivables from a related party (Note 8)	(ii)	147,105	64,998
預付一名關聯方款項 (附註8)	Prepayment to a related party (Note 8)	(iv)	3,576	15,057
預付一間聯營公司款項 (附註8)	Prepayment to an associate (Note 8)	(iii)	514,051	1,168,499
應付一名關聯方的其他 款項(附註12)	Other payable to a related party (Note 12)	(ii)	(103,329)	–

附註：

- (i) 該金額指向深圳數字電視支付的租務按金，為以人民幣計值。
- (ii) 關聯方結餘的賬面值與其公平值相若，主要以美元計值。該等結餘為無抵押、免息及須應要求償還。
- (iii) 該金額指向一間聯營公司預付的許可費及技術支援費。
- (iv) 該款項指向深圳數字電視支付的租金預付款，以人民幣計值。

Note:

- (i) The amount represented the rental deposit to Shenzhen Digital TV and was denominated in RMB.
- (ii) The carrying amounts of balances with related parties approximate their fair values and are mainly denominated in USD. The balances were unsecured, interest-free and repayable on demand.
- (iii) The amount represents prepaid license fee and technical supporting fee to an associate.
- (iv) The amount represents rental prepayment made to Shenzhen Digital TV denominated in RMB.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

20 關聯方結餘及交易 (續)

(e) 於關聯方的投資

除此等簡明綜合中期財務資料附註16所詳述於聯營公司及一間合營企業的投資外，本集團於關聯方的投資列示如下：

20 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(e) Investment in a related party

Other than the investments in associates and a joint-venture as detailed in Note 16 of these condensed consolidated interim financial information, the Group has an investment in a related party as follows:

	未經審計 Unaudited 六月三十日 二零二二年 As at 30 June 2022 美元 USD	經審計 Audited 十二月三十一日 二零二一年 As at 31 December 2021 美元 USD
於盒子支付的投資(附註9(d)) Investment in iBoxpay (Note 9(d))	2,063,938	2,063,938

SMiT

國微控股有限公司
SMIT HOLDINGS LIMITED