



中國數碼信息有限公司 SINO-I TECHNOLOGY LIMITED

於香港註冊成立之有限公司
Incorporated in Hong Kong with limited liability

Stock Code 股份代號: 250



2022

INTERIM REPORT 中期報告

Corporate Information

The information of the Company as at the date of this report was as follows:

DIRECTORS

Executive Directors

Ms. Liu Rong (*Chairlady*)

Mr. Yu Pun Hoi

Mr. Chen Ming Fei (*Chief Executive Officer*)

Non-executive Directors

Mr. Lam Bing Kwan

Mr. Cheng Chih-Hung

Independent Non-executive Directors

Mr. Fung Wing Lap

Mr. Xiao Sui Ning

Mr. Ho Yeung Nang

COMPANY SECRETARY

Ms. Jay Shree Aggarwal (resigned on 9 September 2022)

(Mr. Ho Chun Ki Frederick appointed on 9 September 2022)

AUDITOR

BDO Limited

Certified Public Accountants

Hong Kong

REGISTERED OFFICE

12/F., The Octagon

No. 6 Sha Tsui Road

Tsuen Wan

New Territories

Hong Kong

SHARE REGISTRAR

Tricor Abacus Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

STOCK CODE

250

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited

The Hongkong and Shanghai Banking Corporation Limited

China CITIC Bank International Limited

WEBSITE ADDRESS

<http://www.sino-i.com>

公司資料

於本報告日期，本公司之資料如下：

董事

執行董事

劉榮女士(主席)

于品海先生

陳鳴飛先生(行政總裁)

非執行董事

林秉軍先生

鄭志宏先生

獨立非執行董事

馮榮立先生

肖遂寧先生

何養能先生

公司秘書

Jay Shree Aggarwal 女士(於2022年9月9日辭任)

(何俊麒先生於2022年9月9日獲委任)

核數師

香港立信德豪會計師事務所有限公司

執業會計師

香港

註冊辦事處

香港

新界

荃灣

沙咀道6號

嘉達環球中心12樓

股份過戶登記處

卓佳雅柏勤有限公司

香港

夏愨道16號

遠東金融中心17樓

股份代號

250

主要往來銀行

星展銀行(香港)有限公司

香港上海滙豐銀行有限公司

中信銀行(國際)有限公司

網址

<http://www.sino-i.com>

Condensed Consolidated Income Statement

For the six months ended 30 June 2022

簡明綜合收益表

截至2022年6月30日止六個月

| | | | For the six months ended 30 June | |
|---|------------------------------------|-------|----------------------------------|-------------|
| | | | 截至6月30日止六個月 | |
| | | | 2022 | 2021 |
| | | | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| | | | (Unaudited) | (Unaudited) |
| | | | (未經審核) | (未經審核) |
| | | Notes | | |
| | | 附註 | | |
| Revenue | 收益 | 6(a) | 507,552 | 445,208 |
| Cost of sales and services provided | 銷售及提供服務之成本 | | (82,331) | (90,707) |
| Gross profit | 毛利 | | 425,221 | 354,501 |
| Other operating income | 其他經營收入 | 6(b) | 80,276 | 64,547 |
| Selling and marketing expenses | 銷售及市場推廣開支 | | (312,748) | (329,775) |
| Administrative expenses | 行政開支 | | (34,965) | (35,550) |
| Other operating expenses | 其他經營開支 | | (145,487) | (80,683) |
| Expected credit loss on financial assets | 金融資產之預期信貸虧損 | | (1,898) | – |
| Finance costs | 融資成本 | 7 | (3,914) | (3,719) |
| Share of results of associates | 應佔聯營公司業績 | | (262) | (1,791) |
| Profit/(Loss) before income tax | 所得稅前溢利/(虧損) | 8 | 6,223 | (32,470) |
| Income tax credit/(expense) | 所得稅抵免/(開支) | 9 | 985 | (2,543) |
| Profit/(Loss) for the period and attributable to owners of the Company | 期內及本公司擁有人應佔溢利/(虧損) | | 7,208 | (35,013) |
| | | | HK cent | HK cent |
| | | | 港仙 | 港仙 |
| Earnings/(Loss) per share for profit/(loss) attributable to the owners of the Company for the period | 期內本公司擁有人應佔溢利/(虧損)之每股盈利/(虧損) | | | |
| — Basic | — 基本 | 11 | 0.04 | (0.18) |
| — Diluted | — 攤薄 | | 0.04 | (0.18) |

Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2022

簡明綜合全面收益報表

截至2022年6月30日止六個月

| | | For the six months ended 30 June 截至6月30日止六個月 | |
|--|-------------------------|--|--|
| | | 2022 HK\$'000 千港元 (Unaudited) (未經審核) | 2021 HK\$'000 千港元 (Unaudited) (未經審核) |
| Profit/(Loss) for the period | 期內溢利／(虧損) | 7,208 | (35,013) |
| Other comprehensive income | 其他全面收益 | | |
| <i>Items that may be reclassified subsequently to profit or loss:</i> | <i>其後可能重新分類至損益賬之項目：</i> | | |
| Exchange differences on translation of financial statements of foreign operations | 換算海外業務財務報表之匯兌差額 | (14,303) | (820) |
| Exchange difference on translation of interests in associates | 換算聯營公司之權益之匯兌差額 | 704 | (21) |
| | | (13,599) | (841) |
| Total comprehensive income for the period and attributable to owners of the Company | 期內及本公司擁有人應佔全面收益總額 | (6,391) | (35,854) |

Condensed Consolidated Statement of Financial Position

As at 30 June 2022

簡明綜合財務狀況報表

於2022年6月30日

| | | | 30 June 2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2021 2021年 12月31日 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|--------------------|----|---|--|
| ASSETS AND LIABILITIES | 資產及負債 | | | |
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 12 | 84,742 | 95,573 |
| Financial assets at fair value through other comprehensive income | 按公允價值計入其他全面收益之金融資產 | | 324 | 324 |
| Financial asset measured at fair value | 按公允價值計量之金融資產 | | 68,674 | – |
| Interests in associates | 於聯營公司之權益 | | 24,247 | 23,806 |
| Goodwill | 商譽 | | 393,804 | 410,928 |
| Other intangible assets | 其他無形資產 | | 486,623 | 545,001 |
| Loans to immediate holding company | 向直接控股公司貸款 | | 1,190,539 | 1,146,841 |
| | | | 2,248,953 | 2,222,473 |
| Current assets | 流動資產 | | | |
| Trade receivables | 應收貿易款項 | 13 | 47,001 | 56,168 |
| Deposits, prepayments and other receivables | 按金、預付款項及其他應收款項 | | 165,015 | 114,144 |
| Amount due from immediate holding company | 應收直接控股公司款項 | | 4,392 | 13,866 |
| Cash and cash equivalents | 現金及等同現金項目 | | 48,681 | 92,698 |
| | | | 265,089 | 276,876 |
| Current liabilities | 流動負債 | | | |
| Trade payables | 應付貿易款項 | 14 | 50,757 | 37,084 |
| Other payables and accruals | 其他應付款項及應計費用 | | 116,657 | 135,949 |
| Dividend payables | 應付股息 | | – | 13,400 |
| Contract liabilities | 合約負債 | | 411,046 | 428,242 |
| Provision for tax | 稅項撥備 | | 183,007 | 180,020 |
| Amount due to a director | 欠一名董事款項 | | 532 | 532 |
| Amounts due to associates | 欠聯營公司款項 | | 4,004 | 4,281 |
| Amounts due to related companies | 欠關連公司款項 | | 1,797 | 2,522 |
| Bank borrowings, secured | 有抵押銀行借貸 | | 117,082 | 122,399 |
| Other employee benefits | 其他僱員福利 | | 7,683 | 8,032 |
| Lease liabilities | 租賃負債 | | 24,024 | 22,824 |
| | | | 916,589 | 955,285 |
| Net current liabilities | 流動負債淨額 | | (651,500) | (678,409) |
| Total assets less current liabilities | 總資產減流動負債 | | 1,597,453 | 1,544,064 |

Condensed Consolidated Statement of Financial Position (Continued)

As at 30 June 2022

簡明綜合財務狀況報表 (續)

於 2022 年 6 月 30 日

| | | | 30 June 2022 2022 年 6 月 30 日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2021 2021 年 12 月 31 日 HK\$'000 千港元 (Unaudited) (未經審核) |
|--------------------------------|--------------|----|---|--|
| ASSETS AND LIABILITIES | 資產及負債 | | | |
| Non-current liabilities | 非流動負債 | | | |
| Other employee benefits | 其他僱員福利 | | 2,803 | 2,931 |
| Lease liabilities | 租賃負債 | | 20,805 | 24,151 |
| Provision for warranty | 保修撥備 | | 2,408 | 2,517 |
| Deferred tax liabilities | 遞延稅項負債 | | 51,144 | 57,522 |
| | | | 77,160 | 87,121 |
| Net assets | 資產淨值 | | 1,520,293 | 1,456,943 |
| EQUITY | 權益 | | | |
| Share capital | 股本 | 15 | 240,597 | 240,597 |
| Reserves | 儲備 | | 1,279,696 | 1,216,346 |
| Total equity | 權益總額 | | 1,520,293 | 1,456,943 |

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2022

簡明綜合 現金流量報表

截至2022年6月30日止六個月

| | | For the six months ended 30 June | |
|--|-------------------------|----------------------------------|----------------|
| | | 截至6月30日止六個月 | |
| | | 2022 | 2021 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| Net cash used in operating activities | 經營業務所耗現金淨額 | (7,567) | (99,147) |
| Net cash (used in)/generated from investing activities | 投資活動(所耗)/所得現金淨額 | (6,771) | 182,517 |
| Net cash (used in)/generated from financing activities | 融資活動(所耗)/所得現金淨額 | (27,084) | 65,345 |
| Net (decrease)/increase in cash and cash equivalents | 現金及等同現金項目(減少)/增加淨額 | (41,422) | 148,715 |
| Cash and cash equivalents at 1 January | 於1月1日之現金及等同現金項目 | 92,698 | 265,080 |
| Effect of foreign exchange rate changes, on cash held | 外幣匯率變動對所持現金之影響 | (2,595) | 2,244 |
| Cash and cash equivalents at 30 June | 於6月30日之現金及等同現金項目 | 48,681 | 416,039 |
| Analysis of the balances of cash and cash equivalents | 現金及等同現金項目結餘之分析 | | |
| Cash at banks and in hand | 銀行現金及庫存現金 | 48,681 | 416,039 |

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2022

截至2022年6月30日止六個月

| | | Equity attributable to the Company's owners | | | | | | | Total |
|---|-------------------------|---|------------------------------|-----------------|------------------|------------------------------|---------------|------------------|-----------|
| | | 本公司擁有人應佔權益 | | | | | | | |
| | | Share capital | Capital distribution reserve | General reserve | Exchange reserve | Share-based payments reserve | Other reserve | Retained profits | |
| | | 股本 (note 15) (附註15) | 資本 分配儲備 | 一般儲備 | 匯兌儲備 | 以股份支付 之儲備 | 其他儲備 | 保留溢利 | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| At 1 January 2022 (unaudited) | 於2022年1月1日 (未經審核) | 240,597 | 52,622 | (41,148) | 6,439 | 6,583 | - | 1,191,850 | 1,456,943 |
| Profit for the period | 期內溢利 | - | - | - | - | - | - | 7,208 | 7,208 |
| Other comprehensive income | 其他全面收益 | | | | | | | | |
| <i>Items that may be reclassified subsequently to profit or loss:</i> | <i>其後可能重新分類至損益賬之項目：</i> | | | | | | | | |
| — Exchange differences on translation of financial statements of foreign operations | — 換算海外業務財務報表之匯兌差額 | - | - | - | (14,303) | - | - | - | (14,303) |
| — Exchange differences on translation of interests in associates | — 換算聯營公司之權益之匯兌差額 | - | - | - | 704 | - | - | - | 704 |
| Total comprehensive income for the period | 期內全面收益總額 | - | - | - | (13,599) | - | - | 7,208 | (6,391) |
| Share-based payments expense | 以股份支付之開支 | - | - | - | - | 1,067 | - | - | 1,067 |
| Initial recognition of promissory note (Note) | 初步確認承付票 (附註) | - | - | - | - | - | 69,117 | - | 69,117 |
| Fair value changes on promissory note | 承付票之公允價值變動 | - | - | - | - | - | (443) | - | (443) |
| At 30 June 2022 (unaudited) | 於2022年6月30日 (未經審核) | 240,597 | 52,622 | (41,148) | (7,160) | 7,650 | 68,674 | 1,199,058 | 1,520,293 |

Note: On 19 January 2022, Nan Hai Corporation Limited ("Nan Hai") and the Company entered into the second supplemental agreement, pursuant to which Nan Hai has agreed to refund a portion of the consideration based on the adjustment mechanism as detailed in the Company's announcement dated 19 January 2022. On 29 April 2022, Nan Hai issued a promissory note with face value of approximately RMB60,797,769 (the "Note") to the Company. The Note bears no interest and payable on the second anniversary from the date of the Note, subject to further adjustments (where necessary) as described in the aforesaid announcement. Approximately HK\$69,117,000 was initially recognised under financial asset measured at fair value through other reserve.

附註：於2022年1月19日，Nan Hai Corporation Limited 南海控股有限公司*（「南海」）與本公司訂立第二份補充協議，據此南海同意根據調整機制退回部分代價，詳情載於本公司日期為2022年1月19日之公告。於2022年4月29日，南海向本公司發行面值約人民幣60,797,769元之承付票（「票據」），票據為不計息並須於票據日期起第二週年到期償還，可按上述公告所述作進一步調整（如需要）。約69,117,000港元初步透過其他儲備確認為按公允價值計量之金融資產。

* 僅供識別

Condensed Consolidated Statement of Changes in Equity (Continued)

簡明綜合權益變動表 (續)

For the six months ended 30 June 2022

截至2022年6月30日止六個月

| | | Equity attributable to the Company's owners 本公司擁有人應佔權益 | | | | | | |
|---|-------------------|---|--|-------------------------|--------------------------|--|--------------------------|-----------------|
| | | Share capital 股本 (note 15) (附註15) | Capital distribution reserve 資本分配儲備 | General reserve 一般儲備 | Exchange reserve 匯兌儲備 | Share-based payments reserve 以股份支付之儲備 | Retained profits 保留溢利 | Total 總額 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January 2021 (audited) | 於2021年1月1日(經審核) | 240,597 | 52,622 | (41,148) | 260 | 4,448 | 1,299,810 | 1,556,589 |
| Loss for the period | 期內虧損 | - | - | - | - | - | (35,013) | (35,013) |
| Other comprehensive income | 其他全面收益 | | | | | | | |
| Items that may be reclassified subsequently to profit or loss: | 其後可能重新分類至損益賬之項目： | | | | | | | |
| — Exchange differences on translation of financial statements of foreign operations | — 換算海外業務財務報表之匯兌差額 | - | - | - | (820) | - | - | (820) |
| — Exchange differences on translation of interests in associates | — 換算聯營公司之權益之匯兌差額 | - | - | - | (21) | - | - | (21) |
| Total comprehensive income for the period | 期內全面收益總額 | - | - | - | (841) | - | (35,013) | (35,854) |
| Share-based payments expense | 以股份支付之開支 | - | - | - | - | 1,067 | - | 1,067 |
| At 30 June 2021 (unaudited) | 於2021年6月30日(未經審核) | 240,597 | 52,622 | (41,148) | (581) | 5,515 | 1,264,797 | 1,521,802 |

Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

1. GENERAL INFORMATION

Sino-i Technology Limited (the “Company”) is a limited liability company incorporated and domiciled in Hong Kong. The address of its registered office and its principal place of business is located at 12/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).

The Company and its subsidiaries (the “Group”) are principally engaged in the provision of enterprise cloud services and digital business and information technology services.

The immediate holding company of the Company is Nan Hai, a company incorporated and domiciled in Bermuda and its shares are listed on the Main Board of the Hong Kong Stock Exchange. The directors of the Company consider the ultimate holding company of the Company is Dadi Holdings Limited, a limited liability company incorporated in Hong Kong.

These condensed consolidated interim financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

These condensed consolidated interim financial statements are unaudited, but have been reviewed by the audit committee of the Company and approved and authorised for issue by the board of directors (the “Board”) on 26 August 2022.

2. BASIS OF PREPARATION

These condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard 34, Interim Financial Reporting (“HKAS 34”), issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure provisions of Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

These condensed consolidated interim financial statements have been prepared with the same accounting policies adopted in the 2021 annual consolidated financial statements, except for those that relate to new standards or interpretations effective for the first time for periods beginning on or after 1 January 2022 as disclosed in note 3.

簡明綜合中期財務報表附註

截至2022年6月30日止六個月

1. 一般資料

中國數碼信息有限公司(「本公司」)為於香港註冊成立之有限公司及以香港為註冊地。其註冊辦事處及主要營業地點為香港新界荃灣沙咀道6號嘉達環球中心12樓。本公司股份於香港聯合交易所有限公司(「香港聯交所」)主板上市。

本公司及其附屬公司(「本集團」)主要從事提供企業雲服務及數字商業及信息技術服務。

本公司之直接控股公司為南海，該公司於百慕達註冊成立及以百慕達為註冊地，其股份於香港聯交所主板上市。本公司董事認為，本公司最終控股公司為大地控股有限公司，為於香港註冊成立之有限公司。

除另有指明者外，此等簡明綜合中期財務報表以港元(「港元」)呈列。

此等簡明綜合中期財務報表未經審核，惟已由本公司審核委員會審閱，並於2022年8月26日獲董事會(「董事會」)批准及授權刊發。

2. 編製基準

此等簡明綜合中期財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)及香港聯合交易所有限公司主板證券上市規則(「上市規則」)之適用披露規定編製。

此等簡明綜合中期財務報表已按照與2021年年度綜合財務報表所採納之相同會計政策編製，惟不包括於附註3中披露與2022年1月1日或之後開始之期間內首次生效之新訂準則或詮釋有關之會計政策。

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

2. BASIS OF PREPARATION (Continued)

The preparation of these condensed consolidated interim financial statements in compliance with HKAS 34 requires the use of certain judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates. The areas where significant judgements and estimates have been made in preparing these condensed consolidated interim financial statements and their effect are disclosed in note 4.

These condensed consolidated interim financial statements contain condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2021 unaudited annual financial statements.

The financial information relating to the year ended 31 December 2021 that is included in the condensed consolidated interim financial statements as comparative information does not constitute the Company's statutory annual consolidated financial statements for that year. Further information relating to the statutory financial statements is as follows:

The financial statements for the year ended 31 December 2021 have yet to be reported on by the Company's auditor and will be delivered to the Registrar of Companies in due course. As at the date of this report, the Company's auditor has yet to report on those financial statements.

These condensed consolidated interim financial statements have been prepared on the going concern basis which assumes the realisation of assets and satisfaction of liabilities in the ordinary course of business notwithstanding that the Group had net current liabilities of approximately HK\$651,500,000 as at 30 June 2022. The Board is of the opinion that the Group will have sufficient resource to satisfy its working capital and other financing requirement in the foreseeable future on the basis that the Board foresees that the Group is able to generate positive cash flows from operation for the next twelve months.

In the view of the above, the Board is of the opinion that the Group will have sufficient cash resources to satisfy its future working capital and other financing requirements. Accordingly, these condensed consolidated interim financial statements have been prepared on a going concern basis.

簡明綜合中期財務報表附註 (續)

截至2022年6月30日止六個月

2. 編製基準 (續)

編製符合香港會計準則第34號之此等簡明綜合中期財務報表須作出會影響政策應用以及年內迄今資產及負債、收入及開支呈報金額之若干判斷、估計及假設。實際結果可能與此等估計有所不同。編製此等簡明綜合中期財務報表時所作出重大判斷及估計的範圍及其影響於附註4中披露。

此等簡明綜合中期財務報表載有簡明綜合財務報表及選定說明附註。該等附註包括對理解本集團自2021年末經審核年度財務報表刊發以來財務狀況及業績變動而言屬重大之事件及交易說明。

截至2021年12月31日止年度之財務資料作為比較資料載入簡明綜合中期財務報表，該等資料並不構成該年度本公司之法定年度綜合財務報表。有關法定財務報表之進一步資料如下：

截至2021年12月31日止年度之財務報表尚未由本公司核數師作出報告，並將於適當時候呈交予公司註冊處處長。截至本報告日期，本公司核數師尚未就該等財務報表作出報告。

此等簡明綜合中期財務報表乃按持續經營基準編製，即假設在日常業務過程中變現資產及清償負債，儘管本集團於2022年6月30日有流動負債淨額約651,500,000港元。董事會認為，預計本集團在未來十二個月內能夠從經營業務中產生正數現金流，本集團在可預見未來將有足夠資源滿足其營運資金及其他融資需求。

鑒於上述情況，董事會認為，本集團將有足夠現金資源滿足其未來之營運資金及其他融資需求。因此，該等簡明綜合中期財務報表乃按持續經營基準編製。

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

簡明綜合中期財務報表附註 (續)

截至2022年6月30日止六個月

3. CHANGES IN HKFRSs

Except as described below, the accounting policies and methods of computation used in the preparation of these condensed consolidated interim financial statements are consistent with those adopted in preparing the annual consolidated financial statements for the year ended 31 December 2021.

The Group has adopted the following new standards, interpretation and amendments to standards which are relevant to the Group's operations and are mandatory for the financial period beginning on 1 January 2022:

| | |
|--|---|
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2018–2020 |
| Amendments to HKFRS 3 Business Combinations | Reference to the Conceptual Framework |
| Amendments to HKAS 16 Property, Plant and Equipment | Proceeds before Intended Use |
| Amendments to HKAS 37 Provisions, Contingent Liabilities and Contingent Assets | Onerous Contracts — Cost of Fulfilling a Contract |

The adoption of the above new standards, interpretation and amendments to standards did not have any significant financial impact on these condensed consolidated interim financial statements.

4. USE OF JUDGEMENTS AND ESTIMATES

In preparing these condensed consolidated interim financial statements, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2021.

3. 香港財務報告準則變動

編製此等簡明綜合中期財務報表所採用的會計政策及計算方法與編製截至2021年12月31日止年度的年度綜合財務報表所採用者一致。惟下文所述者除外。

本集團已採納下列與本集團營運相關且於2022年1月1日開始的財政期間須強制採納的新訂準則，詮釋及準則的修訂本：

| | |
|------------------------------|--------------------------|
| 香港財務報告準則 (修訂本) | 2018年至2020年香港財務報告準則的年度改進 |
| 香港財務報告準則第3號業務合併 (修訂本) | 概念框架之提述 |
| 香港會計準則第16號物業、廠房及設備 (修訂本) | 擬定用途前之所得款項 |
| 香港會計準則第37號撥備、或然負債及或然資產 (修訂本) | 虧損性合約 — 履行合約之成本 |

採納上述新訂準則，詮釋及準則的修訂本對此等簡明綜合中期財務報表概無任何重大財務影響。

4. 判斷及估計之運用

編製此等簡明綜合中期財務報表時，管理層在應用本集團會計政策時作出之重大判斷及估計不確定因素之主要來源與截至2021年12月31日止年度之綜合財務報表所應用者相同。

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

簡明綜合中期財務報表附註 (續)

截至2022年6月30日止六個月

5. SEGMENT INFORMATION

The chief operating decision-maker (“CODM”) has been identified as the executive directors. Information reported to CODM for the purpose of resource allocation and assessment of segment performance is based on the business segments of the Group.

In a manner consistent with the way in which information is reported internally to the Group’s most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented two reportable segments — “Enterprise cloud services” and “Digital business and information technology services” in its condensed consolidated interim financial statements for the six months ended 30 June 2022.

5. 分部資料

主要營運決策者(「主要營運決策者」)已識別為執行董事。向主要營運決策者呈報資料乃為根據本集團業務分部進行資源分配及評估分部表現而進行。

為與向本集團大部分高級執行管理人員就進行資源分配及表現評估所作內部資料呈報之方式一致，本集團已於截至2022年6月30日止六個月之簡明綜合中期財務報表內呈列兩個可呈報分部—「企業雲服務」及「數字商業及信息技術服務」。

| | | For the six months ended 30 June (Unaudited) 截至6月30日止六個月(未經審核) | | | | | |
|--|---------------------|---|-------------------------|---|-------------------------|-------------------------------------|-------------------------|
| | | Enterprise cloud services 企業雲服務 | | Digital business and information technology services 數字商業及信息技術服務 | | Reportable segment total 可呈報分部總額 | |
| | | 2022 HK\$'000 千港元 | 2021 HK\$'000 千港元 | 2022 HK\$'000 千港元 | 2021 HK\$'000 千港元 | 2022 HK\$'000 千港元 | 2021 HK\$'000 千港元 |
| Reportable segment revenue | 可呈報分部收益 | | | | | | |
| Revenue from external customers | 來自外部客戶之收益 | 471,816 | 445,208 | 35,736 | – | 507,552 | 445,208 |
| Inter-segment revenue | 分部間收益 | – | – | 12,271 | – | 12,271 | – |
| | | 471,816 | 445,208 | 48,007 | – | 519,823 | 445,208 |
| Reportable segment loss before income tax | 可呈報分部所得稅前虧損 | (17,249) | (75,863) | (28,109) | – | (45,358) | (75,863) |
| Bank interest income | 銀行利息收入 | | | | | 1 | 51 |
| Other interest income on financial assets measured at amortised cost | 按攤銷成本計量之金融資產之其他利息收入 | | | | | 43,698 | 53,566 |
| Depreciation of owned assets | 自置資產折舊 | | | | | (4) | (14) |
| Exchange gain/(loss), net | 匯兌收益/(虧損)淨額 | | | | | 17,135 | (2,993) |
| Unallocated corporate expenses | 未分配企業開支 | | | | | (9,249) | (7,217) |
| Profit/(Loss) before income tax | 所得稅前溢利/(虧損) | | | | | 6,223 | (32,470) |

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

簡明綜合中期財務報表附註 (續)

截至2022年6月30日止六個月

5. SEGMENT INFORMATION (Continued)

The reportable segment assets and liabilities as at 30 June 2022 and 31 December 2021 are as follows:

| | Enterprise cloud services 企業雲服務 | | Digital business and information technology services 數字商業及信息技術服務 | | Reportable segment total 可呈報分部總額 | |
|--|--|---|--|---|--|---|
| | 30 June 2022 2022年6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2021 2021年12月31日 HK\$'000 千港元 (Unaudited) (未經審核) | 30 June 2022 2022年6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2021 2021年12月31日 HK\$'000 千港元 (Unaudited) (未經審核) | 30 June 2022 2022年6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2021 2021年12月31日 HK\$'000 千港元 (Unaudited) (未經審核) |
| Reportable segment assets 可呈報分部資產 | 428,411 | 477,645 | 819,003 | 842,828 | 1,247,414 | 1,320,473 |
| Reportable segment liabilities 可呈報分部負債 | (677,497) | (709,437) | (70,087) | (69,026) | (747,584) | (778,463) |

6. REVENUE AND OTHER OPERATING INCOME

(a) The Group's revenue represents income from enterprise cloud services and digital business and information technology services.

6. 收益及其他經營收入

(a) 本集團收益指來自企業雲服務及數字商業及信息技術服務之收入。

| | | For the six months ended 30 June 截至6月30日止六個月 | |
|---|--|--|--|
| | | 2022 HK\$'000 千港元 (Unaudited) (未經審核) | 2021 HK\$'000 千港元 (Unaudited) (未經審核) |
| Enterprise cloud services 企業雲服務 | | 471,816 | 445,208 |
| Digital business and information technology services 數字商業及信息技術服務 | | 35,736 | — |
| | | 507,552 | 445,208 |
| Timing of revenue recognition under HKFRS 15 香港財務報告準則第15號下之收益確認時間 | | | |
| — At a point in time 於某一時間點 | | 17,077 | 13,692 |
| — Transferred over time 隨時間轉移 | | 490,475 | 431,516 |
| | | 507,552 | 445,208 |

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

簡明綜合中期財務報表附註 (續)

截至2022年6月30日止六個月

6. REVENUE AND OTHER OPERATING INCOME (Continued)

(b) Other operating income:

| | | For the six months ended 30 June 截至6月30日止六個月 | |
|--|---------------------|--|--|
| | | 2022 HK\$'000 千港元 (Unaudited) (未經審核) | 2021 HK\$'000 千港元 (Unaudited) (未經審核) |
| Bank interest income | 銀行利息收入 | 59 | 213 |
| Other interest income on financial assets measured at amortised cost | 按攤銷成本計量之金融資產之其他利息收入 | 43,698 | 53,566 |
| Government grants | 政府補助 | 3,042 | 2,814 |
| Refund of value-added tax | 增值稅退款 | 14,997 | 7,693 |
| Exchange gain, net | 匯兌收益淨額 | 17,135 | - |
| Sundry income | 雜項收入 | 1,345 | 261 |
| | | 80,276 | 64,547 |

7. FINANCE COSTS

7. 融資成本

| | | For the six months ended 30 June 截至6月30日止六個月 | |
|-------------------------------------|-----------|--|--|
| | | 2022 HK\$'000 千港元 (Unaudited) (未經審核) | 2021 HK\$'000 千港元 (Unaudited) (未經審核) |
| Interest on bank borrowings | 銀行借貸利息 | 2,147 | 1,931 |
| Interest on lease liabilities | 租賃負債利息 | 1,767 | 1,788 |
| Amount recognised in profit or loss | 於損益賬確認之金額 | 3,914 | 3,719 |

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

簡明綜合中期財務報表附註(續)

截至2022年6月30日止六個月

8. PROFIT/(LOSS) BEFORE INCOME TAX

8. 所得稅前溢利／(虧損)

| | | For the six months ended 30 June 截至6月30日止六個月 | |
|---|-----------------------------|--|--|
| | | 2022 HK\$'000 千港元 (Unaudited) (未經審核) | 2021 HK\$'000 千港元 (Unaudited) (未經審核) |
| The Group's profit/(loss) before income tax is arrived at after charging: | 本集團所得稅前溢利／(虧損) 乃經扣除下列各項後得出： | | |
| Amortisation of intangible assets other than goodwill* | 除商譽外之無形資產攤銷* | 51,609 | 12,559 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | | |
| — owned assets* | — 自置資產* | 5,952 | 6,679 |
| — right-of-use assets* | — 使用權資產* | 17,034 | 18,421 |

* included in other operating expenses

* 計入其他經營開支

9. INCOME TAX CREDIT/(EXPENSE)

9. 所得稅抵免／(開支)

| | | For the six months ended 30 June 截至6月30日止六個月 | |
|--|-----------------|--|--|
| | | 2022 HK\$'000 千港元 (Unaudited) (未經審核) | 2021 HK\$'000 千港元 (Unaudited) (未經審核) |
| Current tax charge for the period | 期內即期稅項支出 | | |
| — The People's Republic of China (the "PRC") | — 中華人民共和國(「中國」) | | |
| Enterprise Income Tax ("EIT") | 企業所得稅(「企業所得稅」) | 3,006 | 3,023 |
| Deferred tax | 遞延稅項 | (3,991) | (480) |
| Income tax (credit)/expense | 所得稅(抵免)／開支 | (985) | 2,543 |

There is no estimated assessable profit subject to Hong Kong profits tax for the six months ended 30 June 2022 and 2021.

截至2022年及2021年6月30日止六個月，本集團並無任何應課香港利得稅之估計應課稅溢利。

For the six months ended 30 June 2022 and 2021, PRC EIT has been provided on the estimated assessable profits of subsidiaries operating in Mainland China at 25%, unless preferential rates are applicable in the cities where the subsidiaries are located.

截至2022年及2021年6月30日止六個月，除非附屬公司所在城市設有優惠稅率，否則於中國大陸經營之附屬公司已就其估計應課稅溢利按25%之稅率作出中國企業所得稅撥備。

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

10. DIVIDEND

No dividend was paid and declared by the Company during the six months ended 30 June 2022 (six months ended 30 June 2021: nil).

11. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings per share for the six months ended 30 June 2022 is based on the profit attributable to the owners of the Company of approximately HK\$7,208,000 (six months ended 30 June 2021: loss of HK\$35,013,000) and on the weighted average number of approximately 19,914,505,000 ordinary shares in issue during the period after deducting the number of shares held by a custodian under the restricted share award scheme.

For the six months ended 30 June 2022 and 2021, diluted earnings/(loss) per share is equal to the basic earnings/(loss) per share as the performance-based targets of the share awards does not meet as at period end date.

12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2022, the Group acquired property, plant and equipment with total costs of approximately HK\$17,249,000 (six months ended 30 June 2021: HK\$22,516,000).

As at 30 June 2022, certain buildings and right-of-use assets of the Group amounting to approximately HK\$12,776,000 (31 December 2021: HK\$13,581,000) were charged to secure bank borrowings.

簡明綜合中期財務報表附註(續)

截至2022年6月30日止六個月

10. 股息

本公司截至2022年6月30日止六個月概無派付及宣派股息(截至2021年6月30日止六個月:無)。

11. 每股盈利/(虧損)

截至2022年6月30日止六個月之每股基本盈利乃按本公司擁有人應佔期內溢利約7,208,000港元(截至2021年6月30日止六個月:虧損35,013,000港元)及期內已發行普通股加權平均數(經扣除一名託管人根據限制性股份獎勵計劃持有之股份數目)約19,914,505,000股計算得出。

截至2022年及2021年6月30日止六個月,由於於期末日未能達成股份獎勵以績效為基礎之目標,故每股攤薄盈利/(虧損)與每股基本盈利/(虧損)相同。

12. 物業、廠房及設備

截至2022年6月30日止六個月,本集團以總成本約17,249,000港元(截至2021年6月30日止六個月:22,516,000港元)採購物業、廠房及設備。

於2022年6月30日,本集團約12,776,000港元(2021年12月31日:13,581,000港元)之若干樓宇及使用權資產已就取得銀行借貸作抵押。

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

簡明綜合中期財務報表附註 (續)

截至2022年6月30日止六個月

13. TRADE RECEIVABLES

Trade receivables are due on presentation of invoices. Based on the invoice dates, the ageing analysis of the trade receivables is as follows:

| | | 30 June 2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2021 2021年 12月31日 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|--------------|---|--|
| 0-90 days | 0至90日 | 16,794 | 27,512 |
| 91-180 days | 91至180日 | 13,802 | 12,871 |
| 181-270 days | 181至270日 | 3,061 | 6,450 |
| 271-360 days | 271至360日 | 4,756 | 2,425 |
| Over 360 days | 超過360日 | 28,378 | 25,701 |
| Trade receivables, gross | 應收貿易款項毛額 | 66,791 | 74,959 |
| Less: Provision for impairment of trade receivables | 減：應收貿易款項減值撥備 | (19,790) | (18,791) |
| Trade receivables, net | 應收貿易款項淨額 | 47,001 | 56,168 |

13. 應收貿易款項

應收貿易款項於出示發票時到期。應收貿易款項按發票日期作出之賬齡分析如下：

14. TRADE PAYABLES

Based on the invoice dates, the ageing analysis of the trade payables is as follows:

| | | 30 June 2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2021 2021年 12月31日 HK\$'000 千港元 (Unaudited) (未經審核) |
|---------------|----------|---|--|
| 0-90 days | 0至90日 | 20,247 | 15,002 |
| 91-180 days | 91至180日 | 8,938 | 6,417 |
| 181-270 days | 181至270日 | 6,143 | 3,721 |
| 271-360 days | 271至360日 | 2,249 | 3,691 |
| Over 360 days | 超過360日 | 13,180 | 8,253 |
| | | 50,757 | 37,084 |

14. 應付貿易款項

應付貿易款項按發票日期作出之賬齡分析如下：

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

簡明綜合中期財務報表附註 (續)

截至2022年6月30日止六個月

15. SHARE CAPITAL

| | | 30 June 2022 2022年6月30日 (Unaudited) (未經審核) | | 31 December 2021 2021年12月31日 (Unaudited) (未經審核) | |
|--|----------------|---|-----------------|--|-----------------|
| | | No. of shares 股份數目 | HK\$'000 千港元 | No. of shares 股份數目 | HK\$'000 千港元 |
| Issued and fully paid: | 已發行及繳足： | | | | |
| Ordinary shares | 普通股 | | | | |
| At beginning and end of the period/year | 於期/年初及期/年末 | | | | |
| | | 21,720,504,877 | 240,597 | 21,720,504,877 | 240,597 |

15. 股本

16. CONTINGENT LIABILITIES

Guarantees given in connection with credit facilities granted to:

| | | 30 June 2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | | 31 December 2021 2021年 12月31日 HK\$'000 千港元 (Unaudited) (未經審核) | |
|--------------|--------|---|--|--|--|
| An associate | 一間聯營公司 | 23,159 | | 22,625 | |

16. 或然負債

就下列所獲授信貸融資而作出之擔保：

In February 1993, a Group's associate borrowed a loan of US\$5 million from a Filipino bank namely Banco de Oro Unibank (formerly known as Equitable PCI Bank Inc. and then as Banco de Oro-EPCI Inc.) ("Banco Unibank"). The loan was secured by a guarantee executed by the Company, and by share mortgage of 74,889,892 shares (the "Philippines Shares") of Acesite (Philippines) Hotel Corporation Inc.. Due to the claim made by the Group against Banco Unibank is still pending, the Group is not able to obtain any updated indebtedness information from Banco Unibank. Given the foregoing limitation, it is estimated that the outstanding balance of the total indebtedness owing to Banco Unibank was approximately US\$2,951,000 (equivalent to approximately HK\$23,159,000) (31 December 2021: US\$2,901,000 (equivalent to approximately HK\$22,625,000)) by reference to the unaudited financial statements of the associate as at 30 June 2022.

於1993年2月，本集團聯營公司向菲律賓賓銀行 Banco de Oro Unibank (前稱 Equitable PCI Bank Inc.，其後稱為 Banco de Oro-EPCI Inc.) (「Banco Unibank」) 借取貸款5,000,000美元。本公司就該貸款提供擔保，並以 Acesite (Philippines) Hotel Corporation Inc. 之 74,889,892 股股份 (「菲律賓賓股份」) 作出之股份押記作抵押。由於本集團對 Banco Unibank 提出之申索仍然待決，本集團無法取得 Banco Unibank 之最新債務資料。鑑於上述限制，參考聯營公司於2022年6月30日之未經審核財務報表，估計結欠 Banco Unibank 債項總額之未償還結餘約為 2,951,000 美元 (相當於約 23,159,000 港元) (2021年12月31日：2,901,000 美元 (相當於約 22,625,000 港元))。

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

簡明綜合中期財務報表附註 (續)

截至2022年6月30日止六個月

17. RELATED PARTY TRANSACTIONS

Remuneration for key management personnel which represents amounts paid to the directors were as follows:

17. 關聯方交易

主要管理層人員之酬金指支付予董事之金額，詳情如下：

| | | For the six months ended 30 June 截至6月30日止六個月 | |
|---|----------------|--|--|
| | | 2022 HK\$'000 千港元 (Unaudited) (未經審核) | 2021 HK\$'000 千港元 (Unaudited) (未經審核) |
| Directors' fees | 董事袍金 | 251 | 277 |
| Basic salaries, other allowances and benefits in kind | 基本薪金、其他津貼及實物利益 | 313 | 312 |
| Pension costs — defined contribution plans | 退休金成本一定額供款計劃 | 82 | 80 |
| Share-based payments expense | 以股份支付之開支 | 879 | 879 |
| | | 1,525 | 1,548 |

Included in other interest income of HK\$43,698,000 (six months ended 30 June 2021: HK\$53,566,000), amount of HK\$43,698,000 (six months ended 30 June 2021: HK\$53,566,000) was interest income from immediate holding company in which Mr. Yu Pun Hoi has 59.25% (as at 30 June 2021: 59.25%) beneficial interests as at 30 June 2022.

在其他利息收入43,698,000港元(截至2021年6月30日止六個月: 53,566,000港元)中, 43,698,000港元(截至2021年6月30日止六個月: 53,566,000港元)為來自于品海先生於2022年6月30日實益擁有59.25%(於2021年6月30日: 59.25%)權益之直接控股公司之利息收入。

During the six months ended 30 June 2022, the Group had paid rental and management fees of approximately HK\$2,435,000 (six months ended 30 June 2021: HK\$2,712,000) to certain subsidiaries of Nan Hai in which Mr. Yu Pun Hoi has 59.25% (as at 30 June 2021: 59.25%) beneficial interests as at 30 June 2022.

截至2022年6月30日止六個月, 本集團已向于品海先生於2022年6月30日實益擁有59.25%(於2021年6月30日: 59.25%)權益之南海旗下若干附屬公司支付租金及管理費付款約2,435,000港元(截至2021年6月30日止六個月: 2,712,000港元)。

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

17. RELATED PARTY TRANSACTIONS (Continued)

Included in the revenue of HK\$507,552,000 (six months ended 30 June 2021: HK\$445,208,000), amount of approximately HK\$3,176,000 (six months ended 30 June 2021: HK\$2,467,000) and approximately HK\$68,000 (six months ended 30 June 2021: HK\$68,000) were enterprise cloud service income from certain subsidiaries of Nan Hai in which Mr. Yu Pun Hoi has 59.25% (as at 30 June 2021: 59.25%) beneficial interests as at 30 June 2022 and companies in which Ms. Liu Rong has 72.47% to 80.00% (as at 30 June 2021: 72.47% to 80.00%) beneficial interests as at 30 June 2022 respectively.

Except as disclosed above and elsewhere in these condensed consolidated interim financial statements, there was no other material related party transaction during the periods.

18. FAIR VALUE MEASUREMENTS

The following table presents financial assets and liabilities measured at fair value in the condensed consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted price (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable of the asset and liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

簡明綜合中期財務報表附註 (續)

截至2022年6月30日止六個月

17. 關聯方交易 (續)

在收益507,552,000港元(截至2021年6月30日止六個月: 445,208,000港元)中, 約3,176,000港元(截至2021年6月30日止六個月: 2,467,000港元)及約68,000港元(截至2021年6月30日止六個月: 68,000港元)分別為來自于品海先生於2022年6月30日實益擁有59.25%(於2021年6月30日: 59.25%)權益之南海旗下若干附屬公司及劉榮女士於2022年6月30日實益擁有72.47%至80.00%(於2021年6月30日: 72.47%至80.00%)權益之公司之企業雲服務收入。

除上文及此等簡明綜合中期財務報表其他章節所披露者外, 期內並無其他重大關聯方交易。

18. 公允價值計量

下表呈列根據公允價值架構於簡明綜合財務狀況報表按公允價值計量之金融資產及負債。此架構根據計量此等金融資產及負債之公允價值所使用主要輸入數據之相對可靠性, 將金融資產及負債劃分為三層。公允價值架構分為以下各層:

- 第1層: 相同資產及負債於活躍市場之報價(未經調整);
- 第2層: 就資產及負債而直接(即價格)或間接(即從價格推算)可觀察之輸入數據(不包括第1層所包含之報價); 及
- 第3層: 並非根據可觀察市場數據而得出之資產或負債輸入數據(無法觀察輸入數據)。

金融資產或負債整體所應歸入之公允價值架構內之層次, 乃基於對公允價值計量屬重大之最低層次輸入數據劃分。

Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2022

簡明綜合中期財務報表附註 (續)

截至2022年6月30日止六個月

18. FAIR VALUE MEASUREMENTS (Continued)

The financial assets measured at fair value in the condensed consolidated statement of financial position are grouped into the fair value hierarchy as follows:

| | | Level 1 第1層 HK\$'000 千港元 | Level 2 第2層 HK\$'000 千港元 | Level 3 第3層 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|--------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| As at 30 June 2022 (Unaudited) | 於2022年6月30日 (未經審核) | | | | |
| Financial assets | 金融資產 | | | | |
| Financial assets at fair value through other comprehensive income | 按公允價值計入其他全面收益之金融資產 | | | | |
| — club debenture | — 會所債券 | - | 324 | - | 324 |
| Financial asset measured at fair value | 按公允價值計量之金融資產 | | | | |
| — Note | — 票據 | - | - | 68,674 | 68,674 |
| | | - | 324 | 68,674 | 68,998 |
| As at 31 December 2021 (Unaudited) | 於2021年12月31日 (未經審核) | | | | |
| Financial asset | 金融資產 | | | | |
| Financial assets at fair value through other comprehensive income | 按公允價值計入其他全面收益之金融資產 | | | | |
| — club debenture | — 會所債券 | - | 324 | - | 324 |

The fair value of the club debenture is determined with reference to the quoted market bid price available to the second-hand market as at the reporting date. Given that the second-hand market is not considered as an active market, the fair values of the club debenture are grouped into Level 2.

Financial asset measured at fair value represented the Note receivable and its fair value is determined with reference to the valuation techniques. Unobservable inputs include discount rates and expected revenue. The valuation requires management to make certain assumptions about unobservable inputs to the model. The fair value of the Note is grouped into Level 3.

There have been no significant transfers between levels 1, 2 and 3 in the reporting period. The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting period.

18. 公允價值計量 (續)

於簡明綜合財務狀況報表按公允價值計量之金融資產乃劃分為以下公允價值架構：

會所債券之公允價值乃參照於報告日期二手市場可得之市場投標報價而定。由於二手市場並不視為活躍市場，會所債券之公允價值列入第2層。

按公允價值計入之金融資產指應收票據款項，其公允價值乃參照估值技術釐定。不可觀察輸入數據包括貼現率及預期收益。估值需要管理層對該估值模式之不可觀察輸入數據作出若干假設。票據之公允價值分類為第3層。

於報告期間，第1層、第2層與第3層之間並無重大轉撥。用於計量公允價值之方法及估值技術與過往報告期間維持不變。

Management Discussion and Analysis

BUSINESS REVIEW

The Group operates in the area of enterprise cloud services through 中企動力科技股份有限公司 (CE Dongli Technology Company Limited*, “CE Dongli”) and 北京新網數碼信息技術有限公司 (Beijing Xinnet Cyber Information Company Limited*, “Xinnet”) and operates in the area of digital business and information technology services through 數碼辰星科技發展(北京)有限公司 (Digicine Oristar Technology Development (Beijing) Company Limited*) and its subsidiary (“Oristar”).

During the reporting period, revenue of the Group was approximately HK\$507.6 million (six months ended 30 June 2021: HK\$445.2 million), and profit for the period was approximately HK\$7.2 million (six months ended 30 June 2021: loss of approximately HK\$35.0 million). The profit is mainly due to the fact that the Group (1) promoted the reduction of product costs through improving production efficiency and enhancing the capability of supporting products; and (2) continued to take various measures to curb the management and administrative expenses.

By virtue of the comprehensive digital marketing, total solutions for digital business and cloud computing infrastructure services offered to corporate clients in China, the Group has been chosen by nearly 3.5 million customers to support their digitalization efforts in its 23 years of operation. The Group has not only provided standardized enterprise service tools to clients through Software as a Service (“SaaS”) services, but also established flexible and scalable product capabilities for the specific needs of enterprises, and collaborated with strategic partners to establish a service ecosystem covering the entire industry chain. We possess a multi-dimensional business system involving almost all industries and all channels. We have also established a nationwide localized service network, so as to effectively address the problems of “the last kilometer” from SaaS software to corporate clients.

With the advancement of digitalisation, more and more enterprises have started to recognise the impact of digital transformation on their business and have started to develop the layout of their products, services and operations accordingly. In the course of our enterprise services, we have also found that our enterprise customers are eager to use digital products and services and to establish private digital operations for their enterprises. CE Dongli has launched “global portal” covering domestic and foreign trade and carried out a comprehensive technology upgrade for portal products. In 2022, we also made upgrades for domestic and foreign trade customers using “global portal” and launched 2022 global portal foreign trade professional edition and marketing professional edition to address the growing business needs of our customers.

* For identification purpose only

管理層討論與分析

業務回顧

本集團通過中企動力科技股份有限公司(「中企動力」)及北京新網數碼信息技術有限公司(「新網」)在企業雲服務領域經營業務，並通過數碼辰星科技發展(北京)有限公司及其附屬公司(「辰星科技」)在數字商業及信息技術服務領域經營業務。

報告期內，本集團之收益約為5.076億港元(截至2021年6月30日止六個月：4.452億港元)。期內溢利約為0.072億港元(截至2021年6月30日止六個月：虧損約為0.350億港元)。溢利主要由於本集團(1)通過生產提效和中台產品能力提升，推動產品成本持續下降；及(2)持續採取多種措施壓縮管理及行政開支。

本集團向中國企業客戶提供全方位的數字營銷、數字商務整體解決方案及雲計算基礎設施服務。在23年的經營過程中，已經有近350萬客戶選擇我們支持其推動數字化經營。本集團既通過SaaS(軟件即服務)面向廣大客戶提供標準化企業服務工具，針對企業的個性化需求建立了靈活的可延展產品能力，也同戰略合作夥伴一起建立了覆蓋全產業鏈條的服務生態。我們不僅擁有涉及近乎全行業、全渠道的立體商務體系，更建立了覆蓋全國的本地化服務運營網絡，有效解決了SaaS軟件到企業客戶的「最後一公里」的問題。

伴隨著企業數字化進程的推進，越來越多的企業已經開始認識到數字化轉型對其業務的推動作用，且開始進行相應的產品、服務、運營的佈局。在企業服務的過程中，我們也發現企業客戶對於數字化產品與服務使用的熱切與建立企業私域數字化運營的渴望。中企動力推出了支持內外貿一體化的產品「全球門戶」，並對門戶產品進行了全面技術升級。在2022年又針對使用「全球門戶」的內外貿客戶進行了針對性的升級，並推出了全球門戶2022外貿專業版和營銷專業版，以應對客戶日益增長的業務需求。

Management Discussion and Analysis

(Continued)

BUSINESS REVIEW (Continued)

In the field of e-commerce, increased attempts were made by enterprises to get rid of the constraints of platforms and establish their own private e-commerce ecology, and the diversification of business models has not only covered “to customer” and “to business”, but also extended to the “to government” e-commerce scenario. Under the guidance of OMO (Online Merge Offline) strategy, CE Dongli is able to identify customers’ needs more accurately, and with the support of a solid product and technology foundation, it has established business environment that flexibly respond to the integration of customers’ different needs, creating more precise marketing, more flexible business models and more diverse business access.

ENTERPRISE CLOUD SERVICES

During the reporting period, the revenue of the business segment of enterprise cloud services was approximately HK\$471.8 million (six months ended 30 June 2021: approximately HK\$445.2 million). Loss before income tax was approximately HK\$17.2 million (six months ended 30 June 2021: approximately HK\$75.9 million). The reduction of loss is mainly due to the decrease in the aforementioned product costs and management and administrative expenses.

CE Dongli

With 23 years’ service experience, CE Dongli has successfully developed a SaaS product system that meets the demand for management digitalization for vast number of enterprises in China. It has established an ecosystem for corporate services in which top players of various industries were involved as cooperative partners, and established an extensive network for business and localized services, providing enterprises in China with corporate digitalization and operation solutions.

During the reporting period, the digital marketing products of CE Dongli, including high-end customized products, global portal and self-service website building products, formed a complete product spectrum for large and medium-sized customers to small and micro-sized customers and are able to meet the different needs of customers. In the digital commerce area, CE Dongli has served tens of thousands of corporate clients by providing SaaS services through its major products such as B2B e-commerce portals, B2C mobile malls and online malls. During the reporting period, supporting products of CE Dongli have started to play an important supporting role in its digital commerce, which can be adapted flexibly to different scenarios and meet more diverse business models according to customer needs.

管理層討論與分析 (續)

業務回顧 (續)

在電子商務領域，企業擺脫平台束縛，建立自己私域電商生態的嘗試亦有所增多，且業態的多樣化，已經不僅覆蓋了面向個人用戶、面向企業用戶，也延展至面向政府部門用戶的電商場景。中企動力在OMO (Online Merge Offline 線上線下融合) 戰略指引下，更精準的識別客戶需求，以堅實的產品技術底座為支撐，建立了靈活應對客戶多樣化需求融合的業務場景，讓營銷指向更精準、業務模式更柔性、商業觸角更多樣。

企業雲服務

報告期內，企業雲服務業務分部的收益約為4.718億港元(截至2021年6月30日止六個月：約4.452億港元)。所得稅前虧損約為0.172億港元(截至2021年6月30日至六個月：約0.759億港元)。虧損減少主要由於前述產品成本及管理、行政開支下降。

中企動力

中企動力基於超過23年的服務經驗，研發了滿足廣大中國企業經營管理數字化需求的SaaS產品體系，搭建了企業服務生態並吸引了廣大行業頭部合作夥伴入駐，構建了龐大的商務和本地化服務網絡，為中國企業提供企業數字化經營解決方案。

報告期內，中企動力的高端定製、全球門戶和自助建站等數字營銷產品，已經形成了從大中型客戶到小微客戶的完整產品序列，可以滿足不同規模客戶的差異化需求。在數字商務領域，中企動力通過B2B電商門戶和B2C移動商城、全網商城等主要產品為近萬家企業客戶提供專業的SaaS服務；報告期內，中企動力在數字商務上，中台產品能力已經開始發揮重要的支撐作用，產品可以根據客戶需要進行更為靈活的場景適配和更為多樣的商業模式滿足。

Management Discussion and Analysis

(Continued)

BUSINESS REVIEW (Continued)

ENTERPRISE CLOUD SERVICES (Continued)

CE Dongli (Continued)

In terms of new product development, CE Dongli's 2022 global portal marketing professional edition has established more powerful automatic website optimisation capabilities and automatic updating, achieving a leap forward in the process of digital marketing automation and satisfying customers' needs for more efficient and accurate automated marketing for customers with insufficient operational capabilities and limited marketing investment. The establishment of automatic dialogue and automatic identification capabilities for visitors also allows clients to gain more efficient insights and engagement with visitors. The establishment of a design supporting capability allows the design of customer websites and customer journeys to be more closely aligned with industry upgrades, and the browsing experience of the website is significantly enhanced through investment in research and development.

CE Dongli's 2022 global portal foreign trade professional edition has achieved industry-leading performance in the Google search engine through leading research and development investment and continuous technical enhancement, and the loading speed of our clients' websites is faster which is more than double than that of the top companies in the industry. CE Dongli's 2022 global portal foreign trade professional edition has 42 languages which are widely covered for 10 ASEAN countries, 27 EU countries, and 15 RCEP (Regional Comprehensive Economic Partnership) countries. Large overseas clusters, trans-oceanic lines, static separation technology, and high-proof CDN (Content Distribution Network) also ensure easier maintenance and more stable operation of our clients' websites, and achieve e-commerce level anti-attack capability.

管理層討論與分析 (續)

業務回顧 (續)

企業雲服務 (續)

中企動力 (續)

在新產品的研發方面，中企動力的全球門戶2022營銷專業版建立了更為強大的網站自動優化能力和自動更新，在數字營銷自動化的進程上實現了躍進式發展，滿足了客戶在自身運營能力不足和營銷投入有限的情況下，更為高效和精準的實現自動化營銷，針對訪客的自動對話和自動識別能力的建立，也讓客戶對訪客的洞察與接觸更為高效。基於設計中台能力的建設讓客戶網站設計與客戶旅程設計更緊貼產業的升級，通過基礎研發投入也大幅度提升了網站的瀏覽體驗。

中企動力的全球門戶2022外貿專業版則通過領先於行業的研發投入和持續的技術提升，實現了谷歌搜索引擎評分行業前沿的成績，客戶網站訪問速度也遠超行業頭部公司產品一倍以上。中企動力的全球門戶2022外貿專業版具有42種語言，廣泛覆蓋東盟10國，歐盟27國，以及RCEP（區域全面經濟夥伴關係協定）15個國家。海外大集群、跨洋專線、動靜分離靜態化技術、高防CDN（內容分發網絡）也保證了客戶網站維護更方便，運營更穩定，且實現了電商級抗攻擊能力。

Management Discussion and Analysis

(Continued)

BUSINESS REVIEW (Continued)

ENTERPRISE CLOUD SERVICES (Continued)

Xinnet

During the reporting period, Xinnet continued to serve domestic medium, small and micro-sized enterprises through online, direct sales and a nationwide agent channel system. Apart from business such as domain name management, mailbox and basic online services offered to our members and agents, through years of professionalism, the domain name business of various key customers, including Tencent, JD, Huawei and Sina, has been gradually integrated into Xinnet ecosystem co-operation. In addition to business such as domain name management, public cloud IaaS (Infrastructure as a Service) and mailbox, Xinnet has been striving hard on the website development business and has upgraded the entire website construction system with a brand new version to meet the market demand. It has also continued to expand the enterprise market in the area of corporate application services. Enriching the product lines in respect of public cloud products by adding new products including Redis, RabbitMQ, Web application Firewall, cloud security center etc, in order to meet the needs of users for PaaS (Platform as a Service) products.

DIGITAL BUSINESS AND INFORMATION TECHNOLOGY SERVICES

Oristar

The Company completed the acquisition of Oristar on 26 July 2021. During the reporting period, the digital business and information technology services business segment recorded revenue of approximately HK\$35.7 million and loss before income tax of approximately HK\$28.1 million.

In the first half of 2022, due to the impact of the novel coronavirus pandemic in China (the "Pandemic") and domestic control policies, the national cinema was operating at less than 60% capacity from March to May 2022, the traditional box office cities of Beijing, Shanghai, Guangzhou and Shenzhen were hard-hit. During this period, Oristar worked with partner cinemas during the difficult times and conducted research and development on improving the marketing module of "Oristar Cloud Cinema Management System 4.0", adding private domain operation capabilities for cinema members such as fission marketing and loyalty programs with providing points for use by its users to increase membership bonding, helping cinemas to significantly increase membership activity and repeat purchase rates. As at the end of June 2022, Oristar remained its second position in the industry in terms of the number of cinemas served and grew at a better rate than the average rate in the industry.

管理層討論與分析 (續)

業務回顧 (續)

企業雲服務 (續)

新網

報告期內，新網繼續通過在線、直銷和遍布全國的代理商渠道體系，服務於全國的中小微企業。除為會員及代理提供的域名管理、郵箱和基本的在線服務等業務外，通過多年的專業化，與騰訊、京東、華為、新浪等優質客戶形成了生態合作。除域名托管、公有雲 IaaS (基礎設施即服務)、郵箱等業務外，新網大力深耕網站建設業務，對整個網站建設系統進行全面升級，推出了全新版本，來滿足市場需求。企業應用服務領域也繼續開拓企業市場。在公有雲產品方面繼續豐富產品線，新增 Redis、RabbitMQ、Web 應用防火牆、雲安全中心等產品，滿足用戶對 PaaS (平台即服務) 層產品的需求。

數字商業及信息技術服務

辰星科技

本公司於 2021 年 7 月 26 日完成收購辰星科技。報告期內，數字商業及信息技術服務業務分部的收益約為 0.357 億港元，所得稅前虧損約為 0.281 億港元。

2022 年上半年，受國內新型冠狀病毒疫情 (「疫情」) 及地方管控政策影響，2022 年 3 月至 5 月全國影院營業率不足 60%，傳統票倉城市北京、上海、廣州、深圳更是重災區。在此期間，辰星科技與合作影院共度時艱，對「辰星雲影院管理系統 4.0」的營銷模塊進行了強化研發，增加了裂變、提供積分供會員使用以增加會員黏性的忠誠度計劃等面向影院會員的私域運營能力，幫助影院大幅提升了會員活性和重複購買率。截止 2022 年 6 月底，辰星科技服務影院數目仍保持著行業第二位的優勢，並以優於行業平均水平的速度保持增長。

Management Discussion and Analysis

(Continued)

PROSPECTS

In recent years, enterprises in China have been undergoing a process of digital transformation, and the Pandemic will accelerate this process significantly. As a result of the Pandemic, there are continuous and significant changes in the lifestyle and consumption habits of consumers, while a large number of enterprises are still suffering from capacity deficiencies under this rapid transformation demand. Those who can outperform this long-term competition will be the enterprises with long-term digital strategy and investment and practical implementation. With 23 years of long-term accumulation and growth with customers, the Group has continued to be sensitive to the rhythm and trend of this process, and has reflected it in our products and services. Only by being rooted in the digitalization, which need to be cultivated over a long period of time for enterprise service market, can be long-lasting. The co-evolution of the Group and the market is also being evidenced by the business improvement of numerous clients. We are committed to supporting our clients' business growth.

FINANCIAL RESOURCES AND LIQUIDITY

The Group continued to adopt prudent funding and treasury policies. As at 30 June 2022, net assets attributable to the owners of the Company amounted to approximately HK\$1,520.3 million (31 December 2021: approximately HK\$1,456.9 million), including cash and cash equivalents of approximately HK\$48.7 million (31 December 2021: approximately HK\$92.7 million) which were mainly denominated in Renminbi, Hong Kong dollars and United States dollars. As at 30 June 2022, the Group had bank borrowings bearing interest at fixed rates of approximately HK\$117.1 million (31 December 2021: approximately HK\$122.4 million). The Group has not entered into any interest rate hedge during the reporting period.

As at 30 June 2022, the Group's gearing ratio, which is calculated as net debt (which is calculated as the bank borrowings, secured less cash and cash equivalents) divided by the total equity plus net debt, was 4.3% (31 December 2021: 2.0%).

As at 30 June 2022, the Group had no capital commitment (31 December 2021: no capital commitment).

As at 30 June 2022, the Group's contingent liabilities were approximately HK\$23.2 million in connection with the guarantees given to secure credit facilities granted to an associate (31 December 2021: approximately HK\$22.6 million).

As at 30 June 2022, certain interests in property, plant and equipment amounting to approximately HK\$12.8 million were pledged to secure the bank borrowings (31 December 2021: approximately HK\$13.6 million).

管理層討論與分析 (續)

展望

近幾年，中國企業在持續經歷數字化轉型進程，而疫情將極大加速這一進程。由於爆發疫情，我們已經看到了消費者的生活和消費習慣持續、深刻的變化，同時我們也看到了仍然還有大量企業在這種快速的轉型需求下苦於能力不足，能夠跑贏這場長期競賽的，將是具有長遠數字化戰略和投入並切實付諸實施的企業。而本集團在23年的長期積累和伴隨客戶成長的過程中，持續靈敏把握這一進程的節奏與動向，將其顯像化於我們的產品及服務中。企業服務市場的數字化進程都是需要長期深耕的，只有植根於此才能歷久彌新，本集團與市場的共同進化，也正在被無數客戶的經營提升所印證。我們矢志不渝支持客戶的基業長青。

財務資源及流動資金

本集團繼續採取審慎之資金及財務政策。於2022年6月30日，本公司擁有人應佔資產淨值約為15.203億港元（2021年12月31日：約14.569億港元），包括現金及等同現金項目約為0.487億港元（2021年12月31日：約0.927億港元），主要以人民幣、港元、美元為單位。於2022年6月30日，按固定利率計息之本集團銀行借貸約為1.171億港元（2021年12月31日：約1.224億港元）。於報告期間，本集團並無訂立任何利率對沖。

於2022年6月30日，本集團之資本負債比率，（按負債淨額（即有抵押借貸減現金及等同現金項目）除以權益總額加以負債淨額計算）為4.3%（2021年12月31日：2.0%）。

於2022年6月30日，本集團並無資本承擔（2021年12月31日：並無資本承擔）。

於2022年6月30日，本集團之或然負債約為0.232億港元（2021年12月31日：約0.226億港元），乃就一間聯營公司獲授信貸融資提供之擔保所致。

於2022年6月30日，銀行借貸乃以約0.128億港元之若干物業、廠房及設備作抵押（2021年12月31日：約0.136億港元）。

Management Discussion and Analysis

(Continued)

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The majority of the Group's borrowings and business dealings were primarily denominated in Renminbi. Both the operating expenses and revenue were primarily denominated in Renminbi. The Renminbi exchange rate is expected to fluctuate due to uncertainties in global economic development. The Group's assets, liabilities and results may be affected by the Renminbi exchange rates. During the reporting period, fluctuation in Renminbi exchange rates affected the assets and liabilities translation from Renminbi to Hong Kong dollars in financial reporting of the Group, and the Group will keep on monitoring the fluctuation in exchange rates between Renminbi and Hong Kong dollars. The Group proactively seeks control measures to minimize the impact arising from risks and uncertainties as far as practicable, and considers using foreign exchange hedging instruments (if appropriate) from time to time, to minimize the risk exposure arising from changes in Renminbi exchange rates. During the reporting period, the Group has not entered into any foreign exchange hedging instruments.

EMPLOYEE AND REMUNERATION POLICY

The Group employs and remunerates its employees based on their qualifications, experience and performance. In addition to basic salary payments, other benefits include housing, contributions to mandatory provident fund, group medical insurance, group personal accident insurance and examination leave, etc. Employees are eligible to be granted restricted shares (as the case may be) under the Company's restricted share award scheme at the discretion of the Board. The Company's share option scheme lapsed on 28 May 2022. In general, salary review is conducted annually. As at 30 June 2022, the Group had approximately 4,351 employees (30 June 2021: 5,531 employees). The total salaries of and allowances for employees for the six months ended 30 June 2022 were approximately HK\$363.6 million (for the six months ended 30 June 2021: approximately HK\$359.4 million). The Group focuses on providing skill and quality training for various levels of staff, and provides on-the-job capability training to its staff; in respect of staff quality, corresponding training on personal work attitude and work habits is also provided.

管理層討論與分析 (續)

匯率波動風險

本集團大部份借貸及交易主要以人民幣為單位。經營開支及收入主要為人民幣，預期全球經濟發展的不確定性導致人民幣匯率會有波動。本集團所錄之資產、負債以及業績可能亦會受人民幣匯率影響。儘管於報告期內，人民幣匯率波動影響了本集團財務報告中由人民幣匯兌至港元的資產及負債，本集團仍會繼續審視及監察人民幣及港元的匯率變動。本集團尋求積極的管理方法，力求在可行的情況下，減輕風險及不確定因素帶來的影響，將不時考慮利用外匯對沖工具（如適合），降低人民幣匯率變化帶來的風險。報告期內，本集團並無訂立任何外匯對沖工具。

僱員及薪酬政策

本集團員工的聘用及薪酬均以員工之學歷、經驗和工作表現為基礎。除基本薪金外，其他福利包括住房、強制性公積金供款、團體醫療保險、團體個人意外保險及考試休假等。員工可根據本公司限制性股份獎勵計劃並按本公司董事會之酌情決定獲授限制性獎勵股份（視情況而定）。本公司之購股權計劃於2022年5月28日失效。一般而言，每年均會進行薪金檢討。於2022年6月30日，本集團約有4,351名員工（2021年6月30日：5,531名員工）。截至2022年6月30日止六個月，員工之薪金及津貼共約為3.636億港元（截至2021年6月30日止六個月：約3.594億港元）。本集團注重對員工技能和素質的培訓，針對不同崗位的需求，對員工進行崗位能力的培訓；在員工素質方面，對個人工作態度及工作習慣等方面也進行相應的培訓。

Directors' Interests and Short Positions in Shares and Underlying Shares

As at 30 June 2022, the interests and short positions of the directors and chief executive of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

THE COMPANY

Long position in shares in issue

| Name of Director 董事姓名 | Capacity/Nature of interest 身份／權益性質 | Number of shares held 所持股份數目 | Approximate percentage holding 持股概約百分比 | Notes 附註 |
|-------------------------------------|--|---------------------------------|---|-------------|
| Yu Pun Hoi ("Mr. Yu") 于品海(「于先生」) | Corporate interest 公司權益 | 12,838,585,316 (L) | 59.11% | 1 |
| Chen Ming Fei 陳鳴飛 | Family interest 家族權益 | 6,120,000 (L) | 0.03% | |
| | Corporate interest 公司權益 | 199,100,000 (L) | 0.91% | 2 |
| | Other 其他 | 1,566,000,000 (L) | 7.21% | 3 |
| Fung Wing Lap 馮榮立 | Personal interest 個人權益 | 10,000 (L) | 0.00005% | |

Notes:

- Mr. Yu by means of his corporate interest controls the exercise of more than one-third of the voting power at general meetings of Nan Hai, the holding company of the Company. These 12,838,585,316 shares were collectively held by Goalrise Investments Limited, View Power Investments Limited and Wise Advance Investments Limited, all of which are wholly-owned subsidiaries of Nan Hai. As such, Mr. Yu was taken to be interested in these shares for the purposes of Part XV of the SFO.
- These 199,100,000 shares were held by Top Standard Consultants Limited, a company wholly owned by Mr. Chen Ming Fei.
- These 1,566,000,000 shares may be transferred to Mr. Chen Ming Fei as selected participant (which will be subject to the vesting conditions) pursuant to the restricted share award scheme adopted by the Company on 9 October 2018.
- (L) denotes long position.

董事於股份及相關股份之權益及淡倉

於2022年6月30日，本公司董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有須記錄於根據證券及期貨條例第352條存置之登記冊中或已根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)以其他方式知會本公司及香港聯交所之權益及淡倉如下：

本公司

於已發行股份之好倉

附註：

- 于先生透過其公司權益擁有於本公司控股公司南海之股東大會上控制行使超過三分之一之投票權。該等12,838,585,316股股份分別由南海之全資附屬公司Goalrise Investments Limited、View Power Investments Limited及Wise Advance Investments Limited合共持有。因此，就證券及期貨條例第XV部而言，于先生被視為於該等股份中擁有權益。
- 該等199,100,000股股份由陳鳴飛先生透過其全資擁有的公司Top Standard Consultants Limited持有。
- 該等1,566,000,000股股份可能根據本公司於2018年10月9日採納之限制性股份獎勵計劃轉讓予陳鳴飛先生(作為獲選參與者)，惟須受歸屬條件規限。
- (L)指好倉。

Directors' Interests and Short Positions in Shares and Underlying Shares (Continued)

董事於股份及相關股份之權益及淡倉 (續)

ASSOCIATED CORPORATIONS

As disclosed above, Mr. Yu is entitled to control the exercise of more than one-third of the voting power at general meetings of Nan Hai. As such, Mr. Yu is taken to be interested in the shares of the associated corporations of the Company within the meaning of Part XV of the SFO. Nan Hai is a company whose shares are listed on the Hong Kong Stock Exchange, and is an associated corporation of the Company within the meaning of Part XV of the SFO. As at 30 June 2022, the interests of the directors of the Company in shares and underlying shares of Nan Hai were as follows:

Nan Hai

Long and short positions in shares in issue

相聯法團

如上述所披露，于先生擁有於南海之股東大會上可控制行使超過三分之一之投票權。因此，根據證券及期貨條例第XV部，于先生被視為擁有本公司相聯法團股份之權益。南海股份於香港聯交所上市，根據證券及期貨條例第XV部，亦被視為本公司之相聯法團。於2022年6月30日，本公司董事於南海擁有之股份及相關股份之權益如下：

南海

於已發行股份之好倉及淡倉

| Name of Director 董事姓名 | Capacity/Nature of interest 身份／權益性質 | Number of shares held 所持股份數目 | Approximate percentage holding 持股概約百分比 | Notes 附註 |
|--------------------------|--|---------------------------------|---|-------------|
| Mr. Yu 于先生 | Corporate interest 公司權益 | 40,673,177,261 (L) | 59.25% | 1 |
| | | 31,457,142,858 (S) | 45.83% | 2 |
| Chen Ming Fei 陳鳴飛 | Family interest 家族權益 | 2,800,000 (L) | 0.004% | |
| Fung Wing Lap 馮榮立 | Personal interest 個人權益 | 15,756 (L) | 0.00002% | |
| Cheng Chih-Hung 鄭志宏 | Personal interest 個人權益 | 6,800,000 (L) | 0.01% | |

Notes:

- These 40,673,177,261 shares were collectively held by Rosewood Assets Ltd., Pippen Limited, Staverley Assets Limited, First Best Assets Limited and Unicorn Assets Group Limited, companies indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- These 31,457,142,858 shares were charged by Pippen Limited, Rosewood Assets Ltd., First Best Assets Limited and Unicorn Assets Group Limited, such companies are indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- (L) denotes long position and (S) denotes short position.

附註：

- 該等40,673,177,261股股份分別由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Rosewood Assets Ltd.、Pippen Limited、Staverley Assets Limited、First Best Assets Limited及Unicorn Assets Group Limited合共持有。
- 該等31,457,142,858股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Pippen Limited、Rosewood Assets Ltd.、First Best Assets Limited及Unicorn Assets Group Limited抵押。
- (L)指好倉，而(S)指淡倉。

Save as disclosed above, as at 30 June 2022, none of the directors nor chief executive of the Company had any interests or short positions in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules.

除上文所披露者外，於2022年6月30日，本公司董事及最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有須記錄於根據證券及期貨條例第352條存置之登記冊中，或已根據上市規則附錄10所載的標準守則以其他方式知會本公司及香港聯交所之權益或淡倉。

Share Option Scheme

On 28 May 2012, the Company adopted a share option scheme (the “Scheme”). Under the Scheme, share options may be granted to directors, employees of the Group and those who have contributed or will contribute to the Group at any time within ten years after its adoption at the discretion of the Board.

Since the adoption of the Scheme and during the period ended 27 May 2022, no share option has been granted, exercised, cancelled or lapsed under the Scheme and there was no outstanding share option under the Scheme as at 30 June 2022 and up to the date of this report. The Scheme lapsed on 28 May 2022.

Employee Benefits

A. RESTRICTED SHARE AWARD SCHEME

On 9 October 2018, to recognise the contributions made by the Group’s employees, the Company adopted a restricted share award scheme (“Restricted Share Award Scheme”), and the Restricted Share Award Scheme supersedes in its entirety the share award scheme (“Share Award Scheme”) adopted by the Company on 8 February 2018 (Details of Share Award Scheme are set out in the Company’s announcement dated 8 February 2018. No share award was granted by the Company under the Share Award Scheme). The Restricted Share Award Scheme shall be valid and effective for a period of ten (10) years commencing on the adoption date. The Restricted Share Award Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company.

Pursuant to the Restricted Share Award Scheme, the Board shall select eligible participants for participation in the Restricted Share Award Scheme and grant not more than a total of 2,462 million restricted shares to selected participants. The restricted shares to be granted may comprise of (i) new shares to be issued by the Company to the selected participants; or (ii) existing shares purchased by the custodian on the market, the costs of which will be borne by the Company, and such restricted shares will be held by the custodian for the benefit of the selected participants before vesting. The restricted shares and the related distribution shall be transferred to the selected participants when the relevant vesting conditions have been satisfied.

As at 30 June 2022, the Company has granted a total of 1,806 million restricted shares to selected participants under the Restricted Share Award Scheme by way of issue and allotment of new shares, and such grant was approved by the independent shareholders of the Company at the general meeting on 19 December 2018. These restricted shares are held by the custodian on behalf of the selected participants. As at 30 June 2022, no restricted shares were vested under the Restricted Share Award Scheme.

購股權計劃

於2012年5月28日，本公司採納一項購股權計劃（「該計劃」）。根據該計劃，於採納後十年內，董事會可隨時酌情授出購股權予本集團之董事、僱員以及曾為或將為本集團作出貢獻之人士。

自採納該計劃起及截至2022年5月27日止期間，並無購股權根據該計劃獲授出、行使、註銷或失效，而截至2022年6月30日及截至本報告日期，於該計劃項下概無任何尚未行使之購股權。該計劃於2022年5月28日失效。

僱員福利

A. 限制性股份獎勵計劃

於2018年10月9日，為肯定本集團人員之貢獻，本公司採納一項限制性股份獎勵計劃（「限制性股份獎勵計劃」），而限制性股份獎勵計劃全面取代本公司於2018年2月8日採納之股份獎勵計劃（「股份獎勵計劃」）。股份獎勵計劃之詳情載於本公司日期為2018年2月8日之公告。本公司並無根據股份獎勵計劃授出股份獎勵。限制性股份獎勵計劃將於採納日期起計十（10）年內有效。限制性股份獎勵計劃並不構成上市規則第17章所界定之股份期權計劃，為本公司的酌情計劃。

根據限制性股份獎勵計劃，董事會將挑選合資格參與者參與限制性股份獎勵計劃，並向獲選參與者授出合共不多於24.62億股限制性股份。將予授出之限制性股份可包括(i)本公司將向獲選參與者發行之新股份；或(ii)託管人於市場上購回之現有股份，相關成本將由本公司承擔，而有關限制性股份於歸屬前將由託管人代獲選參與者之利益持有。當相關歸屬條件達成時，限制性股份及相關分派將轉移至獲選參與者。

截至2022年6月30日，本公司根據限制性股份獎勵計劃通過發行及配發新股份向獲選參與者授出合共18.06億股限制性股份，該等授出於2018年12月19日經本公司獨立股東於股東大會批准。該等限制性股份由託管人代獲選參與者持有。截至2022年6月30日，概無限制性股份根據限制性股份獎勵計劃歸屬。

Employee Benefits (Continued)

B. OTHER EMPLOYEE BENEFITS

In December 2017, CE Dongli, an indirect wholly-owned subsidiary of the Company, implemented a scheme (the “CE Scheme”) to incentivise the senior management of CE Dongli (the “CE Senior Management”). Pursuant to the CE Scheme, the Group will effectively grant a total of 15,996,402 units of right to receive profit-share and bonus reward (the “Bonus Reward”) to CE Senior Management. The recipients of such Bonus Reward have the right to exercise at the price of RMB1 for each unit of Bonus Reward in return for one unit of equity interest in CE Dongli (the “CE Interest”). Upon the exercising of all units of Bonus Reward, the CE Senior Management will in substance indirectly hold a total of 6.6% of the CE Interests. Within one year after the expiry date of the CE Scheme (i.e. 31 December 2022), it is mandatory for the Group to buy back all of the CE Interests from the CE Senior Management (the “Buy-back”) and there is no choice for the Group or the CE Senior Management to opt for alternative equity settlement. The CE Scheme is in substance a long-term employee benefits in form of profit-sharing and bonus plan and lasts for a period of 5 years up to 31 December 2021. The CE Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of CE Dongli.

As at 30 June 2022, a total of 15,996,402 units of the Bonus Reward were granted to the CE Senior Management and 8,133,560 units of which were exercised.

僱員福利 (續)

B. 其他僱員福利

於2017年12月，本公司間接全資附屬公司中企動力實施一項計劃（「中企動力計劃」）以激勵中企動力之高級管理人員（「中企高級管理人員」）。根據中企動力計劃，本集團將向中企高級管理人員實際授出合共15,996,402個收取溢利分享及花紅獎勵（「花紅獎勵」）之權利單位。獲授該等花紅獎勵的人士有權按人民幣1元行使各花紅獎勵單位以換取於中企動力一單位權益（「中企權益」）。於所有花紅獎勵單位獲行使後，中企高級管理人員將實際上間接持有合共6.6%之中企權益。於中企動力計劃屆滿日期後一年（即2022年12月31日）內，本集團必須向中企高級管理人員購回所有中企權益（「購回」），且本集團或中企高級管理人員不得選擇其他股權結算方式。中企動力計劃實質上是以溢利分享及花紅計劃形式提供之長期僱員福利，直至2021年12月31日止為期5年。中企動力計劃並不構成上市規則第17章所定義的股份期權計劃，為中企動力的酌情計劃。

於2022年6月30日，已向中企高級管理人員授出合共15,996,402個花紅獎勵單位，其中8,133,560個花紅獎勵單位已行使。

Substantial Shareholders' Interests and Short Positions

As at 30 June 2022, those persons (other than directors and chief executive of the Company) who had interests or short positions in shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東之權益及淡倉

於2022年6月30日，根據本公司按照證券及期貨條例第336條存置之登記冊所記錄，以下人士（本公司董事及最高行政人員除外）於本公司之股份或相關股份中擁有權益或淡倉：

| Name of person holding an interest in shares which has been disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO | 持有根據證券及期貨條例第XV部第2及3分部已向本公司披露股份權益之人士名稱 | Nature of interest 權益性質 | Number of shares in issue subject to long position 好倉涉及之已發行股份數目 | Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比 | Notes 附註 |
|--|---|--|--|--|-------------|
| Nan Hai | 南海 | Corporate interest 公司權益 | 12,838,585,316 (L) | 59.11% | 1 |
| Vistra Trust (Hong Kong) Limited ("Vistra") | Vistra Trust (Hong Kong) Limited ("Vistra") | Custodian (other than an exempt custodian interest) 託管人(獲豁免託管人權益除外) | 1,806,000,000 (L) | 8.31% | 2 |
| SINO-I RSAS HOLDING LIMITED | SINO-I RSAS HOLDING LIMITED | Other 其他 | 1,806,000,000 (L) | 8.31% | 2 |

Notes:

- Those 12,838,585,316 shares were collectively held by Goalrise Investments Limited, View Power Investments Limited and Wise Advance Investments Limited, all of which are wholly-owned subsidiaries of Nan Hai.
- Vistra acts as the custodian for the Restricted Share Award Scheme adopted by the Company on 9 October 2018 and SINO-I RSAS HOLDING LIMITED is the nominee designated by Vistra to hold the awarded shares to be transferred to selected participants under the Restricted Share Award Scheme before vesting.
- (L) denotes long position.

附註：

- 該等12,838,585,316股股份分別由南海之全資附屬公司Goalrise Investments Limited、View Power Investments Limited及Wise Advance Investments Limited合共持有。
- Vistra為本公司於2018年10月9日所採納限制性股份獎勵計劃的託管人，而SINO-I RSAS HOLDING LIMITED為由Vistra指定且根據限制性股份獎勵計劃於歸屬前持有將轉讓予獲選參與者之獎勵股份之代名人。
- (L)指好倉。

Save as disclosed above, as at 30 June 2022, no person (other than directors and chief executive of the Company) had notified to the Company any interests or short positions in shares or underlying shares of the Company which was required to be recorded in the register kept by the Company under Section 336 of the SFO.

除上文所披露者外，於2022年6月30日，概無人士（本公司董事及最高行政人員除外）知會本公司，其於本公司之股份或相關股份中擁有須記錄於本公司按照證券及期貨條例第336條存置之登記冊之權益或淡倉。

Purchase, Sale or Redemption of Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of its listed securities during the six months ended 30 June 2022.

Interim Dividend

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

Corporate Governance

In the opinion of the Board, the Company has complied with the applicable principles and code provisions set out in the Corporate Governance Code as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2022 except the Company was not able to (i) issue the audited annual results of the Group for the year ended 31 December 2021 on or before 31 March 2022; (ii) despatch the annual report for 2021; and (iii) convene the 2022 annual general meeting of the Company.

Disclosure Pursuant to Rule 13.20 of the Listing Rules

On 29 May 2009, the Company as lender and Nan Hai, the immediate holding company and connected person of the Company, as borrower entered into a loan agreement (the "Loan Agreement") in relation to the loan in the principal amount of approximately HK\$1,645.5 million advanced by the Company to Nan Hai (the "Loan Amount"). The Loan Amount was advanced for the settlement of the consideration payable to the Company pursuant to the sale and purchase agreement entered into between the Company and Nan Hai on 13 November 2007, in relation to the sale of 51% issued share capital of Listar Properties Limited by the Company to Nan Hai. The Loan Agreement was later supplemented by the first supplemental agreement, the second supplemental agreement, the third supplemental agreement, the fourth supplemental agreement, the fifth supplemental agreement, the sixth supplemental agreement, the seventh supplemental agreement and the eighth supplemental agreement dated 20 May 2011, 31 October 2012, 9 May 2013, 30 April 2015, 2 May 2017, 21 March 2019, 31 May 2019 and 7 April 2021 respectively, which among other things extended the repayment date for the outstanding principal and varied certain terms and provisions of the Loan Agreement. On 7 April 2021, the Company as lender entered into a supplemental agreement with Nan Hai as borrower in relation to the extension of the repayment date for the outstanding principal for three years from 30 June 2021 to 29 June 2024.

購買、出售或贖回上市證券

本公司或其任何附屬公司於截至2022年6月30日止六個月內概無購買、出售或贖回其任何上市證券。

中期股息

董事會並不建議派發截至2022年6月30日止六個月之中期股息（截至2021年6月30日止六個月：無）。

企業管治

董事會認為，本公司於截至2022年6月30日止六個月一直遵守適用原則及上市規則附錄14所載之企業管治守則所載守則條文，惟本公司無法(i)於2022年3月31日或之前刊發本集團截至2021年12月31日止年度之經審核年度業績；(ii)寄發2021年年報；及(iii)召開本公司2022年股東周年大會。

根據上市規則第13.20條作出之披露

於2009年5月29日，本公司（作為貸款人）與本公司直接控股公司兼關連人士南海（作為借款人）訂立貸款協議（「貸款協議」），內容有關本公司向南海墊付本金額約為16.455億港元之貸款（「貸款金額」）。貸款金額乃墊付作清償根據本公司與南海於2007年11月13日所訂立買賣協議就本公司向南海銷售Listar Properties Limited已發行股本之51%而應付本公司之代價。貸款協議其後經日期分別為2011年5月20日、2012年10月31日、2013年5月9日、2015年4月30日、2017年5月2日、2019年3月21日、2019年5月31日及2021年4月7日之首份補充協議、第二份補充協議、第三份補充協議、第四份補充協議、第五份補充協議、第六份補充協議、第七份補充協議及第八份補充協議所補充，據此（其中包括）順延未償還本金之還款日期以及修訂貸款協議若干條款及條文。於2021年4月7日，本公司（作為貸款人）與南海（作為借款人）訂立補充協議，內容有關將未償還本金之還款到期日延長三年，由2021年6月30日延至2024年6月29日。

Disclosure Pursuant to Rule 13.20 of the Listing Rules (Continued)

On 31 May 2019, the Company and Nan Hai entered into the seventh supplemental agreement ("Seventh Supplemental Agreement") under which the Company conditionally agreed to (i) vary the security under the Loan Agreement (as supplemented by the first supplemental agreement, the second supplemental agreement, the third supplemental agreement, the fourth supplemental agreement, the fifth supplemental agreement and the sixth supplemental agreement) by substituting the share mortgage (by way of first fixed charge) in respect of the entire issued share capital of Nan Hai Development Limited, a wholly-owned subsidiary of Nan Hai (the "NHD Share Mortgage") with the share mortgage (by way of first fixed charge) in respect of the entire issued share capital of Listar Properties Limited, a wholly-owned subsidiary of Nan Hai (the "Listar Share Mortgage") and (ii) release of the NHD Share Mortgage pursuant to the Seventh Supplemental Agreement. On 29 August 2019, the Seventh Supplemental Agreement was approved by independent shareholders of the Company, and the Listar Share Mortgage was duly executed and received by the Company.

As at 30 June 2022, the outstanding principal and the accrued interests are approximately HK\$758,996,000 and HK\$60,886,000 respectively. The above-mentioned loan is subject to an interest rate of 8% per annum accrued daily during the extension period based on a 365-day year and shall be paid in arrears when the outstanding principal shall be repaid or prepaid. The default interest rate is 10% per annum on the default amount accrued daily based on a 365-day year.

根據上市規則第 13.20 條作出之披露 (續)

於2019年5月31日，本公司與南海訂立第七份補充協議（「第七份補充協議」），據此，本公司有條件同意(i)更改貸款協議（經首份補充協議、第二份補充協議、第三份補充協議、第四份補充協議、第五份補充協議及第六份補充協議所補充）項下之抵押品，以第一固定押記形式將相關於南海之全資附屬公司Listar Properties Limited全部已發行股本作抵押（「Listar股份抵押」），取代以第一固定押記形式將相關於南海之全資附屬公司南海發展有限公司全部已發行股本作抵押（「南海發展股份抵押」）；及(ii)根據第七份補充協議解除南海發展股份抵押。於2019年8月29日，第七份補充協議已獲本公司獨立股東批准，且本公司已接獲妥為簽立之Listar股份抵押。

於2022年6月30日，未償還本金及累計利息分別約為758,996,000港元及60,886,000港元。上述貸款按年利率8厘計息，於經延長期限內以一年365日作基準按日累計，並須於償還或預付未償還本金時於期後支付。拖欠款額按違約年利率10厘計算，以一年365日作基準按日累計。

Disclosure Pursuant to Rule 13.20 of the Listing Rules (Continued)

On 21 June 2018, the Company as lender and Digital HUIGU Real Estate Management Co., Ltd. (“Digital Huigu”), the subsidiary of Nan Hai and a connected person of the Company, as borrower, entered into a loan agreement (the “Digital Huigu Loan Agreement”) in relation to the loan in the principal amount of approximately HK\$342,506,000 owed and payable to the Company and its subsidiaries by the Digital Huigu. Such amount owed became a term loan repayable within three years from the date of the Digital Huigu Loan Agreement (the “Digital Huigu Loan”). On 7 April 2021, the Company and Digital Huigu entered into the Second Supplemental Digital Huigu Loan Agreement in relation to the extension of the due date for repayment of the Digital Huigu Outstanding Principal by Digital Huigu to the Company for a period of three (3) years to 20 June 2024.

On 31 May 2019, the Company and Digital Huigu entered into the supplemental Digital Huigu loan agreement (“Supplemental Digital Huigu Loan Agreement”) under which the Company conditionally agreed to (i) vary the security under the Digital Huigu Loan Agreement by substituting the NHD Share Mortgage with the Listar Share Mortgage; and (ii) release the NHD Share Mortgage pursuant to Supplemental Digital Huigu Loan Agreement. On 29 August 2019, the Supplemental Digital Huigu Loan Agreement was approved by independent shareholders of the Company, and the Listar Share Mortgage was duly executed and received by the Company.

As at 30 June 2022, the outstanding principal and the accrued interests are approximately HK\$342,506,000 and HK\$28,151,000 respectively. The Digital Huigu Loan is subject to an interest rate of 8% per annum accrued daily based on a 365-day year and shall be paid in arrears when the outstanding principal (or the relevant part thereof) shall be repaid/prepaid. The default interest rate is 10% per annum on the default amount accrued daily based on a 365-day year.

Changes in Membership of the Board and the Director’s Information

There was no change in membership of the Board and the information of the directors of the Company since the date of the Company’s 2021 interim report.

Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. Specific enquiries have been made to all the directors and the directors have confirmed that they have complied with the Model Code as set out in Appendix 10 to the Listing Rules throughout the six months ended 30 June 2022.

根據上市規則第 13.20 條作出之披露 (續)

於2018年6月21日，本公司（作為貸款人）與南海旗下附屬公司兼本公司關連人士數碼慧谷置業管理股份有限公司（「數碼慧谷」，作為借款人）訂立貸款協議（「數碼慧谷貸款協議」），涉及數碼慧谷結欠及應付本公司及其附屬公司本金額約為342,506,000港元之貸款。有關欠款被視為有期貨款（「數碼慧谷貸款」），須於數碼慧谷貸款協議日期起計三年內償還。於2021年4月7日，本公司與數碼慧谷訂立數碼慧谷貸款第二份補充協議，內容有關數碼慧谷向本公司償還數碼慧谷未償還本金之還款到期日延長三(3)年至2024年6月20日。

於2019年5月31日，本公司與數碼慧谷訂立數碼慧谷貸款補充協議（「數碼慧谷貸款補充協議」），據此，本公司有條件同意(i)更改數碼慧谷貸款協議項下之抵押品，以Listar股份抵押取代南海發展股份抵押；及(ii)根據數碼慧谷貸款補充協議解除南海發展股份抵押。於2019年8月29日，數碼慧谷貸款補充協議已獲本公司獨立股東批准，且本公司已接獲妥為簽立之Listar股份抵押。

於2022年6月30日，未償還本金及累計利息分別約為342,506,000港元及28,151,000港元。數碼慧谷貸款按年利率8厘計息，以一年365日作基準按日累計，並須於償還／預付未償還本金（或其相關部分）時於期後支付。拖欠款額按違約年利率10厘計息，以一年365日作基準按日累計。

董事會成員及董事資料變動

自本公司2021年中期報告日期以來，本公司概無董事會成員及董事資料變動。

證券交易標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）。本公司已向所有董事作出特別查詢，董事們確認，彼等於截至2022年6月30日止六個月內一直遵守上市規則附錄10所載之標準守則。

Audit Committee

The audit committee of the Company (the “Audit Committee”) comprises all the independent non-executive directors of the Company, namely Mr. Fung Wing Lap, Mr. Xiao Sui Ning and Mr. Ho Yeung Nang. The Audit Committee has reviewed with management the interim results and the accounting principles and practices adopted by the Group.

Further Delay in Publication of the 2021 Audited Annual Results and 2021 Annual Report

Reference is made to the announcement of the Company dated 30 June 2022 in relation to quarterly update on suspension of trading, the Company was unable to publish the 2021 Audited Annual Results as additional time is required by the Company’s auditor to deal with the audit issues regarding the appraised value of the security provided in respect of the loans owed by the Nan Hai Group (as defined in the Company’s announcement dated 30 June 2022) to the Group. The reason is primarily due to the fact that the auditor needs to confirm the relevant information after Nan Hai Group has completed the internal control investigation. As far as the Board is aware, the internal control investigation of Nan Hai Group is still in progress. The Company and the Company’s auditor are currently unable to provide the estimated time required for completion of such internal control investigation. Accordingly, the publication of the 2021 Audited Annual Results and 2021 Annual Report will be further delayed. The expected date of publication will be announced as and when appropriate. The financial information as set out in this interim report will be subject to finalization and necessary adjustments as may be required following the finalization of the 2021 Audited Annual Results.

Continued Suspension of Trading

Trading in the shares of the Company on the Hong Kong Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2022 and will remain suspended until the Company fulfils the Resumption Guidance (as defined in the Company’s announcement dated 29 June 2022).

Hong Kong, 26 August 2022

By order of the Board
Sino-i Technology Limited
Liu Rong
Chairlady

審核委員會

本公司審核委員會（「審核委員會」）包括本公司全體獨立非執行董事，即馮榮立先生、肖遂寧先生及何養能先生。審核委員會已與管理層審閱中期業績以及本集團所採納之會計準則及實務。

進一步延遲刊發 2021 年經審核年度業績及 2021 年年報

茲提述本公司日期為 2022 年 6 月 30 日之公告，內容有關暫停買賣之季度更新，本公司未能刊發 2021 年經審核年度業績的原因是本公司核數師需額外時間處理有關南海集團結欠本集團的貸款（定義見本公司日期為 2022 年 6 月 30 日之公告）所涉及提供抵押物之評估價值的審計事項。主要原因是核數師需要在南海集團完成內控調查後才能確認相關資料。據董事會所知，南海集團內控調查仍在進行中。本公司及本公司的核數師目前無法提供完成該等內控調查所需的預計時間。因此，2021 年經審核年度業績和 2021 年年報的刊發將進一步推遲。預計刊發日期將會適時另行公告。本中期報告所載財務資料將有待落實，並可能需要按已落實之 2021 年經審核年度業績作出必要調整。

繼續暫停買賣

本公司股份自 2022 年 4 月 1 日上午 9 時正起在香港聯交所暫停買賣，並將繼續暫停買賣直至本公司達成復牌指引（定義見本公司日期為 2022 年 6 月 29 日之公告）。

香港，2022 年 8 月 26 日

承董事會命
中國數碼信息有限公司
主席
劉榮



SINO-I TECHNOLOGY LIMITED
Stock Code 股份代號: 250
www.sino-i.com