

2014

Interim Report
中 期 報 告

高陽科技(中國)有限公司*

HI SUN TECHNOLOGY (CHINA) LIMITED

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

(股份代號 Stock code: 00818)

* For Identification Purpose Only
僅供識別

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Financial Review

財務分析

INTERIM CONDENSED SEGMENT RESULT ANALYSIS

中期簡明分類業績分析

| | | | Turnover | | EBITDA | |
|---------------------------------------|--------------|---|----------------|------------|------------------|------------|
| | | | 營業額 | | EBITDA | |
| | | | 1H2014 | 1H2013 | 1H2014 | 1H2013 |
| | | | 二零一四年 | 二零一三年 | 二零一四年 | 二零一三年 |
| | | | 上半年 | 上半年 | 上半年 | 上半年 |
| | | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 | 千港元 | 千港元 |
| | | | | (restated) | | (restated) |
| | | | | (重列) | | (重列) |
| Telecommunication solutions | 電訊解決方案 | 1 | 97,397 | 107,106 | 2,739 | 21,533 |
| Financial solutions | 金融解決方案 | 2 | 35,087 | 46,488 | (54,346) | (47,666) |
| Payment platform solutions | 支付平台解決方案 | 3 | 48,409 | 46,161 | 9,187 | 10,532 |
| Payment processing solutions | 支付交易處理解決方案 | 4 | 302,354 | 55,004 | (7,466) | (27,587) |
| Electronic power meters and solutions | 電能計量產品及解決方案 | 5 | 150,023 | 141,881 | (14,128) | 4,485 |
| Others | 其他 | | 4,770 | 1,944 | (6,893) | (13,791) |
| Segmental results | 分類業績 | | 638,040 | 398,584 | (70,907) | (52,494) |
| Less: Inter-segment turnover | 減：分類間營業額 | | (1,067) | (501) | - | - |
| Total | 合計 | | 636,973 | 398,083 | (70,907) | (52,494) |
| Depreciation | 折舊 | | | | (29,318) | (17,875) |
| Amortisation | 攤銷 | | | | (2,596) | (2,629) |
| Segmental operating loss | 分類經營虧損 | | | | (102,821) | (72,998) |
| Unallocated other income/(loss) | 未分配其他收入／(虧損) | | | | 1,601 | (1,728) |
| Unallocated corporate expenses | 未分配企業開支 | 6 | | | (19,531) | (47,224) |
| Operating loss | 經營虧損 | | | | (120,751) | (121,950) |

Financial Review 財務分析

INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT

中期簡明綜合收益表

| | | | 1H2014 二零一四年 上半年 HK\$'000 千港元 | 1H2013 二零一三年 上半年 HK\$'000 千港元 |
|---|---------------------------|---|---|---|
| Revenue | 收入 | A | 636,973 | 398,083 |
| Cost of sales | 銷售成本 | B | (449,916) | (266,058) |
| Gross profit | 毛利 | | 187,057 | 132,025 |
| Other income | 其他收入 | | 10,826 | 4,676 |
| Other losses, net | 其他虧損淨額 | | – | (2,827) |
| Selling expenses | 銷售開支 | B | (92,621) | (76,036) |
| Administrative expenses | 行政費用 | B | (226,013) | (167,924) |
| Impairment of intangible assets | 無形資產減值 | C | – | (11,864) |
| Operating loss | 經營虧損 | | (120,751) | (121,950) |
| Share of profit of an associated company | 應佔一間聯營公司之溢利 | D | 81,874 | 38,433 |
| Loss on dilution of interest in an associated company | 於一間聯營公司之權益攤薄虧損 | D | (40,636) | – |
| Loss before income tax | 除所得稅前虧損 | | (79,513) | (83,517) |
| Income tax expense | 所得稅開支 | | (329) | (2,822) |
| Loss for the period | 期內虧損 | | (79,842) | (86,339) |
| Loss attributable to: | 應佔虧損： | | | |
| – Equity holders of the Company | – 本公司權益持有人 | | (78,508) | (83,508) |
| – Non-controlling interests | – 非控股權益 | | (1,334) | (2,831) |
| | | | (79,842) | (86,339) |
| Loss per share for loss attributable to the equity holders of the Company: | 本公司權益持有人應佔虧損之每股虧損： | | HK\$ per share 每股港元 | HK\$ per share 每股港元 |
| Basic loss | 基本虧損 | | (0.03) | (0.03) |
| Diluted loss | 攤薄虧損 | | (0.04) | (0.03) |

Financial Review

財務分析

INTERIM CONDENSED CONSOLIDATED BALANCE SHEET

中期簡明綜合資產負債表

| | | | As at 30 June 2014 於二零一四年 六月 三十日 HK\$'000 千港元 | As at 31 December 2013 於二零一三年 十二月 三十一日 HK\$'000 千港元 |
|---|--------------------|---|--|--|
| ASSETS | 資產 | | | |
| Investment properties, property, plant and equipment and leasehold land | 投資物業、物業、廠房及設備及租賃土地 | E | 192,337 | 193,575 |
| Intangible assets | 無形資產 | F | 63,504 | 68,420 |
| Interest in an associated company | 於一間聯營公司之權益 | G | 1,593,962 | 1,561,681 |
| Available-for-sale financial assets | 可供出售金融資產 | | 24,000 | 30,395 |
| Inventories | 存貨 | H | 87,387 | 76,602 |
| Trade and bills receivables | 應收賬款及應收票據 | I | 268,871 | 345,467 |
| Receivables from payment processing solutions business | 支付交易處理解決方案業務之應收款項 | I | 109,141 | 165,797 |
| Other receivables, prepayments and deposits | 其他應收款項、預付款項及按金 | I | 62,530 | 49,493 |
| Amount due from an associated company | 應收一間聯營公司款項 | K | 693 | 3,451 |
| Short-term bank deposits | 短期銀行存款 | | 20,728 | 20,428 |
| Cash and cash equivalents | 現金及現金等價物 | | 1,113,650 | 1,061,136 |
| Total assets | 資產總值 | | 3,536,803 | 3,576,445 |
| EQUITY | 權益 | | | |
| Share capital | 股本 | | 6,942 | 6,942 |
| Reserves | 儲備 | | 2,672,425 | 2,752,418 |
| Shareholders' funds | 股東資金 | | 2,679,367 | 2,759,360 |
| Non-controlling interests | 非控股權益 | | (14,958) | (13,384) |
| Total equity | 權益總額 | | 2,664,409 | 2,745,976 |
| LIABILITIES | 負債 | | | |
| Deferred tax liabilities | 遞延稅項負債 | | 660 | 1,245 |
| Trade and bills payables | 應付賬款及應付票據 | J | 168,071 | 157,836 |
| Payables for payment processing solutions business | 支付交易處理解決方案業務之應付款項 | J | 300,304 | 243,415 |
| Other payables | 其他應付款項 | J | 331,022 | 349,578 |
| Amount due to an associated company | 應付一間聯營公司款項 | K | 63,312 | 69,964 |
| Current income tax liabilities | 當期所得稅負債 | | 9,025 | 8,431 |
| Total liabilities | 負債總額 | | 872,394 | 830,469 |
| Total equity and liabilities | 權益及負債總額 | | 3,536,803 | 3,576,445 |
| | | | HK\$ per share 每股港元 | HK\$ per share 每股港元 |
| Net assets per share | 每股資產淨值 | | 0.96 | 0.99 |

Financial Review 財務分析

INTERIM CONDENSED CONSOLIDATED CASH FLOW STATEMENT

中期簡明綜合現金流轉表

| | | 1H2014 二零一四年 上半年 HK\$'000 千港元 | 1H2013 二零一三年 上半年 HK\$'000 千港元 |
|---|-----------------|---|---|
| Net cash generated from operating activities | 經營業務所得現金淨額 | 95,839 | 72,336 |
| Net cash used in investing activities | 投資活動所用現金淨額 | (25,319) | (17,360) |
| Net cash (used in)/generated from financing activities | 融資活動(所用)/所得現金淨額 | (916) | 6,029 |
| Net increase in cash and cash equivalents | 現金及現金等價物增加淨額 | 69,604 | 61,005 |
| Cash and cash equivalents at beginning of the period | 期初之現金及現金等價物 | 1,061,136 | 794,195 |
| Exchange loss on cash and cash equivalents | 現金及現金等價物之匯兌虧損 | (17,090) | (9,255) |
| Cash and cash equivalents at end of the period | 期末之現金及現金等價物 | 1,113,650 | 845,945 |

During the six months ended 30 June 2014 ("1H2014"), the consolidated turnover of Hi Sun Technology (China) Limited (the "Company") and its subsidiaries (the "Group") amounted to HK\$637.0 million, representing an increase of 60% when compared with the six months ended 30 June 2013 ("1H2013"). Loss for the period totaled HK\$79.8 million as compared to a loss of HK\$86.3 million in 1H2013.

With regard to the balance sheet, the total assets as at 30 June 2014 amounted to HK\$3,536.8 million, when compared with HK\$3,576.4 million as at 31 December 2013. As at 30 June 2014, net current assets amounted to HK\$781.6 million, when compared with HK\$890.2 million as at 31 December 2013.

截至二零一四年六月三十日止六個月(「二零一四年上半年」)，高陽科技(中國)有限公司(「本公司」)及其附屬公司(「本集團」)之綜合營業額為637,000,000港元，較截至二零一三年六月三十日止六個月(「二零一三年上半年」)增加60%。期內虧損合共為79,800,000港元，而於二零一三年上半年之虧損則為86,300,000港元。

就資產負債表而言，於二零一四年六月三十日，資產總值為3,536,800,000港元，而於二零一三年十二月三十一日則為3,576,400,000港元。於二零一四年六月三十日，流動資產淨值為781,600,000港元，而於二零一三年十二月三十一日則為890,200,000港元。

Financial Review

財務分析

SEGMENT PERFORMANCE REVIEW

(1) Telecommunication solutions

| | |
|-------------------------|-----------|
| Turnover | 營業額 |
| EBITDA | EBITDA |
| Operating (loss)/profit | 經營(虧損)/溢利 |

During 1H2014, segmental turnover amounted to HK\$97.4 million, a decrease of 9% as compared to 1H2013. Segmental operating loss amounted to HK\$3.3 million as compared to operating profit of HK\$15.0 million in 1H2013. The decline in segmental turnover and operating profit was mainly caused by a project which was substantially completed with most of the expenses incurred and expensed off in 2012, but the final acceptance was only received from the customer during 1H2013. Also, additional resources were placed in certain number of projects such as the cloud communication platform and multi-function communication applications for commercial use. Currently, the provision of nationwide IVR platform and related services to China Mobile continues to be the major revenue contributor of this segment.

(2) Financial solutions

| | |
|----------------|--------|
| Turnover* | 營業額* |
| EBITDA | EBITDA |
| Operating loss | 經營虧損 |

* Turnover from external customers

During the current period, segmental turnover amounted to HK\$34.5 million, decreased by 25% as compared the 1H2013. The drop in segmental turnover was mainly due to the decrease in hardware sales as compared to 1H2013. Segmental operating loss totaled HK\$55.5 million when compared with segmental operating loss of HK\$48.9 million in 1H2013. Such increase in operating loss was mainly attributable to increase in outsourcing costs of a number of projects.

分類表現分析

(1) 電訊解決方案

| 1H2014 二零一四年 上半年 HK\$'000 千港元 | 1H2013 二零一三年 上半年 HK\$'000 千港元 | Change 變動 +/- |
|---|---|---------------------|
| 97,397 | 107,106 | -9% |
| 2,739 | 21,533 | -87% |
| (3,330) | 15,037 | N/A 不適用 |

於二零一四年上半年，分類營業額為97,400,000港元，較二零一三年上半年減少9%。分類經營虧損為3,300,000港元，而二零一三年上半年則為經營溢利15,000,000港元。分類營業額及經營溢利下跌主要由於一個已大致完成的項目於二零一二年產生及支銷大部分開支，惟於二零一三年上半年始獲客戶最終接納。除此，我們對若干項目投放了資源，如作商業用途的雲端通訊平台及多功能通訊應用程式。目前，向中國移動提供全國IVR平台及相關服務繼續成為此分類之主要收入來源。

(2) 金融解決方案

| 1H2014 二零一四年 上半年 HK\$'000 千港元 | 1H2013 二零一三年 上半年 HK\$'000 千港元 | Change 變動 +/- |
|---|---|---------------------|
| 34,549 | 45,987 | -25% |
| (54,346) | (47,666) | N/A 不適用 |
| (55,530) | (48,881) | N/A 不適用 |

* 來自外部客戶之營業額

期內，分類營業額為34,500,000港元，較二零一三年上半年減少25%。分類營業額減少主要由於硬體銷售較二零一三年上半年減少所致。分類經營虧損合共55,500,000港元，而於二零一三年上半年之分類經營虧損則為48,900,000港元。經營虧損增加主要由於若干項目的外判成本增加所致。

Financial Review 財務分析

(3) Payment platform solutions

| | |
|------------------|--------|
| Turnover* | 營業額* |
| EBITDA | EBITDA |
| Operating profit | 經營溢利 |

* Turnover from external customers

Segmental turnover amounted to HK\$47.9 million as compared to HK\$46.2 million in 1H2013. Segmental operating profit amounted to HK\$8.9 million, as compared to HK\$10.0 million in 1H2013. We expect that we will continue to benefit from China Mobile's increasing input into its mobile payment business especially for the launch of 4G services. Currently, we are developing other value added services such as exploration and innovation of mobile internet business.

(4) Payment processing solutions

| | |
|---------------------------------|--------|
| Turnover | 營業額 |
| Impairment of intangible assets | 無形資產減值 |
| Share option expense | 購股權費用 |
| EBITDA | EBITDA |
| Operating loss | 經營虧損 |

Segmental turnover amounted to HK\$302.4 million, an increase of 450% as compared to 1H2013. Segmental operating profit (before share option expenses and impairment loss) amounted to HK\$0.6 million, as compared to operating loss of HK\$22.7 million in 1H2013. At present, business operations regarding the existing merchants of the payment processing solutions segment continue as usual. Whilst reformation process required by the relevant regulatory bodies is still in progress, the acceptance of new merchants will be resumed upon the passing of inspection.

(3) 支付平台解決方案

| 1H2014 二零一四年 上半年 HK\$'000 千港元 | 1H2013 二零一三年 上半年 HK\$'000 千港元 | Change 變動 +/- |
|---|---|---------------------|
| 47,880 | 46,161 | +4% |
| 9,187 | 10,532 | -13% |
| 8,933 | 9,998 | -11% |

* 來自外部客戶之營業額

分類營業額為47,900,000港元，而二零一三年上半年則為46,200,000港元。分類經營溢利為8,900,000港元，而二零一三年上半年則為10,000,000港元。我們預期將繼續受惠於中國移動對其移動支付業務的投入(尤其是配合推出4G服務)。目前，我們正開發移動互聯網業務的探索和創新等其他增值服務。

(4) 支付交易處理解決方案

| 1H2014 二零一四年 上半年 HK\$'000 千港元 | 1H2013 二零一三年 上半年 HK\$'000 千港元 | Change 變動 +/- |
|---|---|---------------------|
| 302,354 | 55,004 | +450% |
| - | (11,864) | N/A 不適用 |
| (27,289) | - | N/A 不適用 |
| (7,466) | (27,587) | N/A 不適用 |
| (26,722) | (34,577) | N/A 不適用 |

分類營業額為302,400,000港元，較二零一三年上半年增加450%。分類經營溢利(扣除購股權開支及減值虧損前)為600,000港元，而於二零一三年上半年則為經營虧損22,700,000港元。目前，支付交易處理解決方案分類現有商戶的業務營運如常進行，惟按相關監管機構要求之整改工作仍在進行中，待通過查核後，將恢復接納新商戶。

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During the period, as recognition and incentives for several management, share options were granted to those grantees to subscribe for up to 20% of the enlarged registered capital of the operating subsidiary at the exercise price of RMB1.2 for every RMB1.0 in the enlarged registered capital of the operating subsidiary. The fair value of the employee services received in exchange for the grant of the share options of HK\$27.3 million is recognized as an expense in 1H2014. During 1H2013, impairment of intangible assets amounted to HK\$11.9 million was recorded due to the changes in market conditions to our operations in Japan.

(5) Electronic power meters and solutions

| | |
|-------------------------|-----------|
| Turnover | 營業額 |
| EBITDA | EBITDA |
| Operating (loss)/profit | 經營(虧損)/溢利 |

Segmental turnover amounted to HK\$150.0 million as compared to HK\$141.9 million in 1H2013. Segmental operating loss amounted to HK\$18.0 million, as compared to a segmental operating profit of HK\$0.6 million in 1H2013. Such loss was mainly attributable to the decline in gross profit margin due to change in product sales mix and additional resources allocated to R&D and sales and marketing efforts on tendering and provision for slow moving inventory.

(6) Unallocated corporate expenses

The amount mainly represents corporate office expenses and net exchange gain. The decrease as compared to 1H2013 was mainly caused by the change from net foreign exchange loss to gain given the appreciation of Japanese yen.

期內，作為對數名管理層人員的肯定及鼓勵，本公司向該等承授人授出購股權，認購營運附屬公司最多20%經擴大註冊股本，行使價為營運附屬公司經擴大註冊股本中每人民幣1.0元作價人民幣1.2元。就交換授出購股權所獲取僱員服務的公平值27,300,000港元已於二零一四年上半年確認為開支。於二零一三年上半年，由於我們於日本的營運市況出現變動，為數11,900,000港元的無形資產減值已入賬。

(5) 電能計量產品及解決方案

| 1H2014 二零一四年 上半年 HK\$'000 千港元 | 1H2013 二零一三年 上半年 HK\$'000 千港元 | Change 變動 + / (-) |
|---|---|-------------------------|
| 150,023 | 141,881 | +6% |
| (14,128) | 4,485 | N/A 不適用 |
| (17,983) | 613 | N/A 不適用 |

分類營業額為150,000,000港元，而二零一三年上半年則為141,900,000港元。分類經營虧損為18,000,000港元，而二零一三年上半年則為分類經營溢利600,000港元。虧損主要由於產品銷售組合變化導致毛利率下降、增發額外資源進行研發以及有關投標的銷售及市場推廣及呆滯存貨撥備所致。

(6) 未分配企業開支

金額主要指公司辦公室開支及外匯收益淨額。相比二零一三年上半年有所減少乃主要由於日圓升值導致外匯虧損淨額轉為收益所致。

Financial Review 財務分析

OVERALL FINANCIAL RESULTS AND POSITION

(A) Revenue

The consolidated turnover amounted to HK\$637.0 million, representing an increase of 60% over 1H2013. Such increase was mainly contributed by the increase in segmental turnover of our payment processing solutions segment. Please also refer to Notes (1) to (5) above.

(B) Cost of sales and operating expenses

Increase in cost of sales was primarily due to increase turnover of the payment processing solutions segment.

Increase in operating expenses was primarily due to:

- increase in employee benefit expenses given (i) the increase in headcounts in higher salary banding and general salary inflation; and (ii) share option expenses due to share options granted to several management of the payment processing solutions business segment (please refer to Note (4) above);
- increase in selling and marketing expenses such as travelling and sales commission; and
- partial offset by net foreign exchange gain recognised in current period caused by the appreciation of Japanese yen as compared to net exchange loss recognised in 1H2013.

(C) Impairment of intangible assets

During the six months ended 30 June 2013, due to the change in market condition, goodwill of HK\$11.9 million arising from the acquisition of Merchant Support Co., Ltd and MS Car Credit Co., Ltd (collectively, the “MS Group”) in Japan under the payment processing solutions segment was considered to be fully impaired by the management.

(D) Share of profit of an associated company and loss on dilution of interest in an associated company

The Group’s share of profit of PAX Global Technology Limited (“PAX Global”), which is listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), for the six months ended 30 June 2014 increased in line with the increase in profit of PAX Global in 1H2014. Loss on dilution of interest in an associated company was due to the effect of exercise of share options of PAX Global by some of its directors and employees during the period.

整體財務業績及狀況

(A) 收入

綜合營業額為637,000,000港元，較二零一三年上半年增加60%。有關增加主要由於我們的支付交易處理解決方案分類的分類營業額增加所致。請同時參閱上文附註(1)至(5)。

(B) 銷售成本及經營開支

銷售成本上升乃主要由於支付交易處理解決方案分類的營業額上升所致。

經營開支增加乃主要由於：

- 導致員工福利開支增加由於：(i) 高薪階級工人工數上升及普遍薪金上漲；及(ii) 向支付交易處理解決方案業務分類的數名管理層授出購股權導致產生的購股權開支（請參閱上文附註(4)）；
- 銷售及市場推廣費用如差旅費及銷售佣金上升；及
- 部份由於本期日圓升值而確認之外匯收益淨額所抵銷，相對於二零一三年上半年確認之虧損淨額。

(C) 無形資產減值

於截至二零一三年六月三十日止六個月，由於市況變動，管理層認為由支付交易處理解決方案分類收購日本 Merchant Support Co., Ltd 及 MS Car Credit Co., Ltd (統稱「MS 集團」) 所產生商譽 11,900,000 港元已全數減值。

(D) 應佔一間聯營公司溢利及於一間聯營公司之權益攤薄虧損

本集團應佔於香港聯合交易所有限公司（「聯交所」）上市之百富環球科技有限公司（「百富環球」）截至二零一四年六月三十日止六個月之溢利增加，與百富環球於二零一四年上半年之溢利增加一致。於一間聯營公司之權益攤薄虧損乃由於百富環球若干董事及僱員於期內行使購股權之影響所致。

Financial Review

財務分析

(E) Investment properties, property, plant and equipment and leasehold land

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

(E) 投資物業、物業、廠房及設備以及租賃土地

結餘主要由支付交易處理解決方案及電能計量產品及解決方案分類之固定資產所組成。

(F) Intangible assets

Intangible assets include goodwill of HK\$61.1 million allocated to the electronic power meters and solutions segment.

(F) 無形資產

無形資產包括分配至電能計量產品及解決方案分類的商譽61,100,000港元。

(G) Interest in an associated company

As at 30 June 2014, the fair value of the Group's 40.88% effective interest in PAX Global was HK\$2,260.0 million. As at 30 June 2014, the fair value of the investment is greater than its carrying value.

(G) 於一間聯營公司之權益

於二零一四年六月三十日，本集團於百富環球之40.88%實際權益公平值為2,260,000,000港元。於二零一四年六月三十日，投資公平值高於其賬面值。

(H) Inventories

The amount mainly represents inventories of electronic power meters and solutions segment.

(H) 存貨

金額主要代表電能計量產品及解決方案分類的存貨。

(I) Trade and bills receivables, receivables from payment processing solutions business and other receivables, prepayments and deposits

(I) 應收賬款及應收票據、支付交易處理解決方案業務之應收款項以及其他應收款項、預付款項及按金

| | | As at 30 June 2014 於二零一四年 六月 三十日 HK\$'000 千港元 | As at 31 December 2013 於二零一三年 十二月 三十一日 HK\$'000 千港元 |
|--|---------------------------|--|--|
| Trade receivables (Note (i)) | 應收賬款(附註(i)) | 283,901 | 350,153 |
| Bills receivables | 應收票據 | 1,931 | 12,508 |
| Less: provision for impairment of receivables | 減：應收款項減值撥備 | (16,961) | (17,194) |
| | | 268,871 | 345,467 |
| Receivables from payment processing solutions business (Note (ii)) | 支付交易處理解決方案業務之應收款項(附註(ii)) | 109,141 | 165,797 |
| Prepayments, deposits and others | 預付款項、按金及其他 | 62,530 | 49,493 |
| Total | 合計 | 440,542 | 560,757 |

Financial Review

財務分析

Note (i):

The Group's credit terms to trade debtors range from 0 to 180 days. The ageing analysis of the trade receivables was as follows:

| | | As at 30 June 2014 於二零一四年 六月 三十日 HK\$'000 千港元 | As at 31 December 2013 於二零一三年 十二月 三十一日 HK\$'000 千港元 |
|--------------------|----------|--|--|
| Current to 90 days | 即期至90日 | 167,259 | 272,673 |
| 91 to 180 days | 91至180日 | 35,093 | 21,565 |
| 181 to 365 days | 181至365日 | 40,268 | 23,830 |
| Over 365 days | 365日以上 | 41,281 | 32,085 |
| | | 283,901 | 350,153 |

— Increase in trade receivables aged between 91 to 180 days and 181 to 365 days was mainly due to billings of customers by the telecommunication solutions and financial solutions segments during the period, with the majority expected to be settled in 2H2014.

Note (ii):

This balance mainly represents receivables arising from the payment processing solutions business.

For processing payments on behalf of merchants, the amounts usually become collectible by the Group from the banks or financial institutions once the underlying transactions of the merchants had been acknowledged by the relevant banks and financial institutions.

(J) Trade and bills payables, payables for payment processing solutions business and other payables

Trade payables (Note (i))
Bills payables
Payables for payment processing solutions business (Note (ii))
Other payables and accruals (Note (iii))

Total

應付賬款(附註(i))
應付票據
支付交易處理解決方案業務之
應付款項(附註(ii))
其他應付款項及應計款項
(附註(iii))

合計

附註(i):

本集團給予貿易債務人之信貸期由0至180日不等。應收賬款之賬齡分析如下:

| | As at 30 June 2014 於二零一四年 六月 三十日 HK\$'000 千港元 | As at 31 December 2013 於二零一三年 十二月 三十一日 HK\$'000 千港元 |
|--------------------|--|--|
| Current to 90 days | 167,259 | 272,673 |
| 91 to 180 days | 35,093 | 21,565 |
| 181 to 365 days | 40,268 | 23,830 |
| Over 365 days | 41,281 | 32,085 |
| | 283,901 | 350,153 |

— 賬齡91至180日及181至365日之應收賬款增加乃主要由於期內電訊解決方案及金融解決方案分類客戶之計費預計大部份將於二零一四年下半年結算。

附註(ii):

有關結餘主要指支付交易處理解決方案業務產生之應收款項。

就代表商戶收取之交易處理付款，有關金額一般於商戶之相關交易獲相關銀行及金融機構確認時可由本集團向有關銀行或金融機構收取。

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

| | As at 30 June 2014 於二零一四年 六月 三十日 HK\$'000 千港元 | As at 31 December 2013 於二零一三年 十二月 三十一日 HK\$'000 千港元 |
|--|--|--|
| Trade payables (Note (i)) | 141,547 | 130,547 |
| Bills payables | 26,524 | 27,289 |
| Payables for payment processing solutions business (Note (ii)) | 300,304 | 243,415 |
| Other payables and accruals (Note (iii)) | 331,022 | 349,578 |
| Total | 799,397 | 750,829 |

Financial Review

財務分析

Note (i):

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

| | |
|--------------------|----------|
| Current to 90 days | 現時至90日 |
| 91 to 180 days | 91至180日 |
| 181 to 365 days | 181至365日 |
| Over 365 days | 365日以上 |

附註(i):

獲供應商授予之信貸期介乎0至180日之間。應付賬款之賬齡分析如下:

| As at 30 June 2014 於二零一四年 六月 三十日 HK\$'000 千港元 | As at 31 December 2013 於二零一三年 十二月 三十一日 HK\$'000 千港元 |
|--|--|
| 91,220 | 83,392 |
| 30,785 | 29,653 |
| 10,960 | 7,934 |
| 8,582 | 9,568 |
| 141,547 | 130,547 |

Note (ii):

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

Note (iii):

| | |
|--|---------------|
| Accrued staff costs and pension obligations* | 應計員工成本及退休金供款* |
| Deposits and receipt in advance from customers** | 按金及預先收取客戶款項** |
| Others | 其他 |

附註(ii):

有關結餘指就支付交易處理解決方案業務應付客戶(一般為商戶)之款項。有關金額一般於30日內與該等客戶進行結算。

附註(iii):

| As at 30 June 2014 於二零一四年 六月 三十日 HK\$'000 千港元 | As at 31 December 2013 於二零一三年 十二月 三十一日 HK\$'000 千港元 |
|--|--|
| 82,891 | 130,090 |
| 172,450 | 140,921 |
| 75,681 | 78,567 |
| 331,022 | 349,578 |

* The decrease in accrued staff costs and pension obligations was mainly due to the payment of year end bonus for 2013.

** The increase in deposits and receipt in advance from customers was mainly due to deposits and guarantees received from customers under the payment processing solutions business.

* 應計員工成本及退休金供款減少主要由於期內發放二零一三年年終花紅所致。

** 按金及預先收取客戶款項增加主要由於支付交易處理解決方案業務向客戶所收取的按金及保證金所致。

(K) Amounts due from/to an associated company

The amount due to an associated company represents payable to PAX Global. Amounts due from/to an associated company are unsecured, interest-free and on normal commercial terms.

(K) 應收/應付一間聯營公司款項

應付一間聯營公司款項指應付百富環球之款項。應收/應付一間聯營公司款項為無抵押、免息及按一般商業條款釐定。

Financial Review 財務分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2014, the Group reported total assets of HK\$3,536.8 million (31 December 2013: HK\$3,576.4 million), which were financed by total liabilities of HK\$872.4 million (31 December 2013: HK\$830.4 million) and equity of HK\$2,664.4 million (31 December 2013: HK\$2,746.0 million). The net asset value was HK\$2,664.4 million (31 December 2013: HK\$2,746.0 million). The net asset value per share amounted to HK\$0.96 per share as compared to HK\$0.99 per share as at 31 December 2013.

As at 30 June 2014, the Group had cash and cash equivalents of HK\$1,113.7 million (31 December 2013: HK\$1,061.1 million) and no short-term borrowings (31 December 2013: nil). The net cash position as at 30 June 2014 was HK\$1,113.7 million as compared to HK\$1,061.1 million as at 31 December 2013. The gearing ratio (defined as total borrowings divided by shareholders' equity) was zero (31 December 2013: zero). The gearing ratio is considered healthy and suitable for the continuous growth of the Group's business.

CAPITAL STRUCTURE AND DETAILS OF CHARGES

As at 30 June 2014, the Group had no bank borrowings (at 31 December 2013: nil). As at 30 June 2014, the banking facilities were secured by the leasehold land and buildings of a subsidiary of the Company, with a net book amount of HK\$3.6 million and HK\$13.6 million, respectively. As at 31 December 2013, the banking facilities were secured by the leasehold land and buildings of a subsidiary of the Company, with a net carrying amount of HK\$3.7 million and HK\$14.1 million, respectively.

Approximately HK\$745.9 million, HK\$123.2 million, HK\$125.4 million, HK\$117.4 million and HK\$1.8 million of the Group's cash balances were denominated in Renminbi, Hong Kong dollar, US dollar, Japanese Yen and Macanese pataca ("MOP") respectively as at 30 June 2014.

Approximately HK\$664.5 million, HK\$118.9 million, HK\$166.8 million, HK\$105.4 million, HK\$0.2 million and HK\$5.3 million of the Group's cash balances were denominated in Renminbi, Hong Kong dollar, US dollar, Japanese Yen, Euro and MOP respectively as at 31 December 2013.

流動資金及財務資源

於二零一四年六月三十日，本集團錄得總資產3,536,800,000港元(二零一三年十二月三十一日：3,576,400,000港元)，相應負債總額872,400,000港元(二零一三年十二月三十一日：830,400,000港元)及權益總額為2,664,400,000港元(二零一三年十二月三十一日：2,746,000,000港元)。資產淨值則為2,664,400,000港元(二零一三年十二月三十一日：2,746,000,000港元)。每股資產淨值為每股0.96港元，而於二零一三年十二月三十一日則為每股0.99港元。

於二零一四年六月三十日，本集團有現金及現金等價物1,113,700,000港元(二零一三年十二月三十一日：1,061,100,000港元)及並無短期借款(二零一三年十二月三十一日：無)。於二零一四年六月三十日之現金淨額為1,113,700,000港元，相對二零一三年十二月三十一日則為1,061,100,000港元。資本負債比率(定義為借貸總額除股東權益)為零(二零一三年十二月三十一日：零)。資本負債比率被視為穩健，並適合本集團業務持續發展。

資本架構及抵押詳情

於二零一四年六月三十日，本集團並無銀行貸款(二零一三年十二月三十一日：無)。於二零一四年六月三十日，銀行信貸由本公司一間附屬公司之租賃土地及樓宇(賬面淨值分別為3,600,000港元及13,600,000港元)作抵押。於二零一三年十二月三十一日，銀行信貸由本公司一間附屬公司之租賃土地及樓宇(賬面淨值分別為3,700,000港元及14,100,000港元)作抵押。

於二零一四年六月三十日，本集團之現金結餘分別約745,900,000港元、123,200,000港元、125,400,000港元、117,400,000港元及1,800,000港元乃分別以人民幣、港元、美元、日圓及澳門幣(「澳門幣」)列值。

於二零一三年十二月三十一日，本集團之現金結餘分別約664,500,000港元、118,900,000港元、166,800,000港元、105,400,000港元、200,000港元及5,300,000港元乃分別以人民幣、港元、美元、日圓、歐元及澳門幣列值。

Financial Review

財務分析

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed in this report, the Group did not have any material acquisition or disposal of subsidiaries during the six months ended 30 June 2014.

EXCHANGE RATES EXPOSURE

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

CONTINGENT LIABILITIES

The Group had no material contingent liability as at 30 June 2014.

EMPLOYEES

The total number of employees of the Group as at 30 June 2014 was 2,685. The breakdown of employees by division is as follows:

| | | |
|---------------------------------------|-------------|-------|
| Telecommunication solutions | 電訊解決方案 | 409 |
| Financial solutions | 金融解決方案 | 447 |
| Payment platform solutions | 支付平台解決方案 | 419 |
| Payment processing solutions | 支付交易處理解決方案 | 455 |
| Electronic power meters and solutions | 電能計量產品及解決方案 | 865 |
| Others | 其他 | 57 |
| Corporate office | 總部 | 33 |
| | | 2,685 |

附屬公司的重大收購及出售

除本報告披露外，於截至二零一四年六月三十日止六個月並無進行任何重大的附屬公司收購或出售。

匯率風險

本集團產生之收益、進行採購及支付之費用主要以美元、人民幣、港元及日圓列值。目前，本集團並無訂立任何協議或購買任何工具對沖本集團之匯率風險。倘港元、人民幣或日圓之匯率出現任何重大波動，均可能對本集團之經營業績造成影響。

或然負債

於二零一四年六月三十日，本集團並無任何重大或然負債。

僱員

本集團於二零一四年六月三十日之僱員總數為2,685人。僱員按部門細分如下：

Financial Review

財務分析

The Group ensures that its remuneration packages are comprehensive and competitive. Employees are remunerated with a fixed monthly income plus annual performance related bonuses. The Group operates a Share Option Scheme and employees' incentive schemes. The details of which are set out in the Additional Information. The Group also sponsors selected employees to attend external training courses that suit the needs of the Group's businesses.

Disclaimer:

Non-GAAP measures

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

本集團確保其薪酬待遇全面且具競爭性。僱員之薪酬包括每月定額薪金，另加與表現掛鈎之年度花紅。本集團設有購股權計劃及僱員獎勵計劃，有關詳情載於其他資料。本集團亦資助選定僱員參與符合本集團業務需要之外界培訓課程。

免責聲明：

非公認會計原則指標

若干非公認會計原則指標乃用於評估本集團的表現，例如EBITDA。但該等非公認會計原則指標並非香港公認會計原則所明確認可的指標，故未必可與其他公司的同類指標作比較，因此，該等非公認會計原則指標不應視作經營收入(作為本集團業務指標)的替補或經營活動現金流量(作為衡量流動資金)的替補。提供非公認會計原則指標純粹為加強對本集團現時財務表現的整體理解，此外，由於本集團以往曾向投資者報告若干採用非公認會計原則計算的業績，因此本集團認為包括非公認會計原則指標可為本集團的財務報表提供一致性。

Business Outlook

業務展望

OUTLOOK

Telecommunication solutions

With China Mobile's devotion to develop its internet-traffic based business, the Jiangsu Base of China Mobile fully exploits the advantages of its platform and content with a focus on developing traffic-based products on its mobile clients, whilst accelerating the deployment of platform capabilities, and further transforms into an integrated platform of Internet/mobile internet voice business and products. During this process, we will further strengthen our superior supporting position and obtain more development opportunities. With the flourishing development of the animation and comic industry in China, while supporting the mobile animation and comic base of China Mobile and its mobile animation clients portal of “和動漫”, we actively expand the support of colour printing (enhanced screen display) business, which is the focus of development of China Mobile Group and expected to bring enormous room for development in the future. Meanwhile, we will launch multi-function smart communications cloud services for SME users, providing overall solutions that meet their demands for flexible communications, mobile office and customer management, and strive to be a new growth point for business development.

Financial solutions

At present, we continue to strengthen the competitive edge in the core banking sector. In the new cycle of banking business transformation, we seize the market opportunities and successfully enter into new contracts with customers such as China Guangfa Bank and China Minsheng Banking Corp., Ltd Hong Kong Branch. In the meantime, high-value IT services relating to core banking systems maintain its steady growth, while providing stable source of income. The business in the innovative field of payment and Internet continues to grow and we are providing integrated payment solutions for new customers such as China Bohai Bank. In relation to the channel cooperation, we fully exploit our product and technology advantages in the banking industry and expands new user base to secure orders various financial related customers, and a new product line is gradually formed in the new wave of P2P business development.

展望

電訊解決方案

隨著中移動集團致力發展其有關互聯網流量的業務，移動江蘇基地充分發揮其平台和內容優勢，重點打造基於移動用戶端的流量經營型產品，同時加快平台能力開放的部署，進一步向互聯網／移動互聯網語音類業務和產品的綜合性承載平台轉型；在此過程中，我們將進一步鞏固優勢支撐地位並獲得更多的發展機會。隨著中國動漫產業的蓬勃發展，我們在支撐中移動手機動漫基地及其「和動漫」手機動漫用戶端門戶的基礎上，積極拓展中移動集團重點發展的彩印（增強屏顯）業務的支撐工作，預計會在未來帶來巨大的發展空間。同時，我們將面向中小企業使用者推出多功能智慧通訊雲端服務，提供滿足其靈活通訊、移動辦公、客戶管理等需求的整體解決方案，力爭成為業務發展的新增長點。

金融解決方案

目前我們在核心銀行領域繼續強化競爭優勢，在銀行新一輪業務變革中，把握市場機會，成功與廣發銀行、民生銀行香港分行等客戶簽訂新合約。同時，圍繞核心銀行系統展開的高價值IT服務不但提供穩定的收入來源，亦繼續保持穩健增長。在支付及互聯網創新領域，業務持續增長，我們為渤海銀行等新客戶提供綜合支付解決方案。在管道合作領域，我們充分發揮在銀行業的產品及技術優勢，在新一輪P2P業務發展浪潮中，拓展了新的用戶群，贏得多家類金融相關客戶的訂單，逐步形成新的產品線。

Business Outlook 業務展望

Payment platform solutions

Currently, as the payment platforms solutions provider to the e-commerce base of China Mobile, we offer operation supporting function and services covering development, business operation, system operation and maintenance, market expansion, risk management and financial settlement for the business of 和包 (ie mobile payment). We expect that China Mobile will continue to increase its effort in developing its 和包 business. The development focus of 和包 business includes areas such as air time payment, e-coupons and 和包 NFC (i.e. on-site NFC mobile payment). With China Mobile's increasing demand for various supporting function of its 和包 business, we will achieve stable growth in the income. Meanwhile, we have also commenced exploration and innovation in the mobile Internet business by forming a small-scale team to carry out trail projects. While various supporting functions being performed smoothly, we expect our cooperation relationship with China Mobile will be furthered and strengthened. We will continue to increase our investment in the field of mobile Internet and strive to identify new projects and opportunities.

Payment processing solutions

The huge market potential, brilliant prospect, broad customer base and a great variety of services together create enormous opportunities in the third-party payment market in Mainland China. At present, the business operations regarding the existing merchants of the payment processing solutions segment continue as normal. Whilst the reformation process required by the relevant regulatory bodies is still in process, the acquirement of new merchants was temporarily suspended, and the acquirement of new merchants will be resumed upon the passing of the inspection. At the same time, we are constantly optimising compliance and risk controls. In the future, the third-party payment industry is expected to become a more segmented and subdivided market. We will capitalize on the existing competitive edge to seize the priority in developing related value-added services. We will focus on providing different customized services to enhance customer satisfaction and loyalty through utilization of customer resources and establishment of close business relation with them. We will also acquire and retain quality merchants through our marketing efforts and expand the operation scale of the payment processing business to strengthen our market position.

Electronic power meters and solutions

We expect that the total tenders of smart electronic power meters and collection devices from State Grid will remain stable and the market capacity will be relatively static. State Grid has refined the product technical specifications of smart electronic power meters and collection devices since last year. During 1H2014, we have allocated abundant R&D resources and substantially accomplished the research and development of new products in relation to the technical specifications of State Grid, providing solid foundation the upcoming centralised tenders. At the same time, we actively devote R&D resources and provide products that meet the new product technical specifications requirements of China Southern Power Grid. We target to achieve better performance in the future tenders through our solid product R&D ability and increased marketing effort.

支付平台解決方案

現時，我們作為中國移動電子商務基地的支付平台解決方案供應商，提供對和包(即手機支付)業務的開發、業務運營、系統運維、市場拓展、風險控制、財務清結算等方面運營支撐工作及服務。我們預計中國移動將繼續加大力度發展和包業務，和包業務的發展重點包括話費支付、電子券、和包NFC(即現場NFC手機支付)等範疇。隨著中移動對於和包業務的各項支撐工作需求增加，我們將實現收入的穩定增長。同時，我們還展開了移動互聯網業務的探索和創新，投入小規模團隊開展試驗項目。隨著各項支撐工作平穩進行，我們預期與中移動的合作關係進一步加深加強，我們將持續加大對移動互聯網領域的投入，爭取發現新的專案和機會。

支付交易處理解決方案

中國大陸第三方支付市場潛力巨大、市場前景廣闊，客戶對象範圍大，服務種類形式繁多，機遇處處。目前，有關支付交易處理解決方案分類現有商戶的業務營運正常進行。惟相關監管機構要求之整改工作仍在持續進行中，故暫緩接入新商戶，待通過查核後，將恢復接入新商戶。與此同時，我們正不斷優化合規及風險控制。未來，第三方支付業務將更細化，走向更加細分的市場。我們將把握現有競爭優勢，搶佔先機大力開發相關增值服務。透過善用客戶資源及與之建立良好的夥伴式經營關係，我們將著力提供不同的個性化服務，從而提高客戶的滿意度和忠誠度，並通過市場推廣努力獲取及保留優質商戶及支付交易處理營運規模，夯實自身的市場地位。

電能計量產品及解決方案

我們預計二零一四年國家電網公司智能電能表和採集設備的招標總量將保持在穩定水平，市場容量相對平穩。從去年開始國家電網公司完善了智能電能表和採集設備的產品技術規範。於二零一四年上半年，我們投入大量研發資源，並大致完成了國家電網公司新產品技術規範的研發，為今後的集中招標提供了堅實的基礎。同時，我們積極投入研發資源，提供了符合南方電網公司新產品技術規範要求的產品。通過紮實的產品研發及增強市場推廣力度，我們力爭在日後招標中有更佳表現。

Additional Information

其他資料

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

As at 30 June 2014, the interests and short positions of each Company's director (the "Director") and chief executive in the Company's shares (the "Shares"), underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as notified to the Company were as follows:

(a) Ordinary shares of HK\$0.0025 each in the Company

| Name of Director | 董事姓名 | Number of shares held | | | Approximate percentage of Shareholding* |
|------------------|------|-----------------------|--------------------------------------|-------------|---|
| | | Personal interest | Corporate interest | Total | |
| | | 個人權益 | 公司權益 | 總數 | 百分比* |
| Kui Man Chun | 渠萬春 | 28,650,000 | 617,083,636 (note (i)) (附註(i)) | 645,733,636 | 23.25% |
| Xu Wensheng | 徐文生 | 4,566,000 | | 4,566,000 | 0.16% |
| Li Wenjin | 李文晉 | 6,400,000 | | 6,400,000 | 0.23% |
| Xu Changjun | 徐昌軍 | 16,563,000 | | 16,563,000 | 0.60% |
| Xu Sitao | 許思濤 | 700,000 | | 700,000 | 0.03% |

Note:

(i) These shares are held by Kui Man Chun through Hi Sun Limited, a company which Kui Man Chun holds a 99.16% interest, and Rich Global Limited, a wholly-owned subsidiary of Hi Sun Limited.

* The percentage is calculated based on the total number of issued share of the Company as at 30 June 2014, which was 2,776,833,835 ordinary shares.

Save as disclosed above, as at 30 June 2014, none of the Directors, the chief executives of the Company nor their associates had any interests or short positions in any 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 maintained by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of the Listed Companies.

董事及行政總裁於股份、相關股份及債券之權益及淡倉

於二零一四年六月三十日，各本公司董事（「董事」）及行政總裁於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）之本公司股份（「股份」）、相關股份及債券中，擁有已記入本公司根據證券及期貨條例第352條存置之登記冊或已知會本公司之權益及淡倉如下：

(a) 本公司每股面值0.0025港元之普通股

| Name of Director | 董事姓名 | Number of shares held | | | Approximate percentage of Shareholding* |
|------------------|------|-----------------------|--------------------------------------|-------------|---|
| | | Personal interest | Corporate interest | Total | |
| | | 個人權益 | 公司權益 | 總數 | 百分比* |
| Kui Man Chun | 渠萬春 | 28,650,000 | 617,083,636 (note (i)) (附註(i)) | 645,733,636 | 23.25% |
| Xu Wensheng | 徐文生 | 4,566,000 | | 4,566,000 | 0.16% |
| Li Wenjin | 李文晉 | 6,400,000 | | 6,400,000 | 0.23% |
| Xu Changjun | 徐昌軍 | 16,563,000 | | 16,563,000 | 0.60% |
| Xu Sitao | 許思濤 | 700,000 | | 700,000 | 0.03% |

附註：

(i) 該等股份由渠萬春透過Hi Sun Limited（渠萬春持有99.16%權益之公司）及Hi Sun Limited之全資附屬公司Rich Global Limited持有。

* 百分比乃根據本公司於二零一四年六月三十日之已發行股份總數2,776,833,835股普通股股份計算。

除上文所披露者外，於二零一四年六月三十日，本公司各董事、行政總裁或彼等之聯繫人士概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有已記入本公司根據證券及期貨條例第352條存置之登記冊或根據上市公司董事進行證券交易之標準守則已知會本公司及聯交所之權益及淡倉。

Additional Information 其他資料

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

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 30 June 2014, the following substantial shareholders had interests or short positions in the Shares and underlying shares, being 5% or more of the Company's issued share capital. These interests were in addition to those disclosed above in respect of the Directors and chief executive.

主要股東於股份及相關股份之權益及淡倉

按本公司根據證券及期貨條例第336條存置之主要股東登記冊所顯示，於二零一四年六月三十日，下列主要股東擁有本公司已發行股本5%或以上股份及相關股份之權益及淡倉。該等權益不包括上文所披露有關董事及行政總裁之權益。

| Name of Shareholder 股東名稱 | Number of ordinary shares 普通股數目 | Approximate percentage of shareholding** 股權之概約百分比** |
|--|---------------------------------------|--|
| Rich Global Limited ("RGL")*** | 617,083,636(L)* | 22.22% |
| Hi Sun Limited ("HSL")*** (Note 1) (附註1) | 617,083,636(L)* | 22.22% |
| Mr. Kui Man Chun (Note 1) 渠萬春先生(附註1) | 645,733,636(L)* | 23.25% |
| Ever Union Capital Limited ("Ever Union") | 334,314,000(L)* | 12.04% |
| Mr. Che Fung (Note 2) 車峰先生(附註2) | 334,314,000(L)* | 12.04% |
| Atlantis Investment Management (Hong Kong) Limited | 166,021,000(L)* | 5.98% |
| Ms. Liu Yang (Note 3) 劉央女士(附註3) | 166,021,000(L)* | 5.98% |

Notes:

- HSL is interested in the Company's share capital by virtue of its control of 100% shareholding in RGL, such capital are deemed interest of Mr. Kui Man Chun through his control of 99.16% interest in HSL, in addition to his personal interest as disclosed in the section above.
- Mr. Che Fung is interested in the Company's share capital by virtue of his control of 100% shareholding in Ever Union.
- The 166,021,000 shares were held by Atlantis Investment Management (Hong Kong) Limited ("Atlantis Investment") in the capacity of investment manager. Atlantis Investment is wholly owned by Atlantis Capital Holdings Limited ("Atlantis Capital") which is in turn wholly owned by Ms. Liu Yang. Ms. Liu Yang and Atlantis Capital were, therefore, deemed to be interested in such Shares which Atlantis Investment was interested in under Part XV of the SFO.

附註：

- HSL 因持有 RGL 之 100% 股權而於本公司股本擁有權益。該等股權被視為除上文披露渠萬春先生之個人權益外彼透過控制 HSL 99.16% 權益而擁有之權益。
- 車峰先生因持有 Ever Union 之 100% 股權而於本公司股本擁有權益。
- 該等 166,021,000 股股份由 Atlantis Investment Management (Hong Kong) Limited (「Atlantis Investment」) 以投資經理身分持有。Atlantis Investment 由 Atlantis Capital Holdings Limited (「Atlantis Capital」) 全資擁有，Atlantis Capital 由劉央女士全資擁有。因此，根據證券及期貨條例第 XV 部，劉央女士及 Atlantis Capital 被視為於該等 Atlantis Investment 擁有權益之股份中擁有權益。

Additional Information

其他資料

* The letter “L” denotes a long position in shares.

** The percentage is calculated based on the total number of issued shares of the Company as at 30 June 2014, which was 2,776,833,835 ordinary shares.

*** Mr. Kui Man Chun and Mr. Li Wenjin are directors of RGL and Mr. Kui Man Chun, Mr. Li Wenjin and Mr. Xu Wensheng are directors of HSL which were deemed or taken to have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

* 「L」表示股份之好倉。

** 百分比乃根據本公司於二零一四年六月三十日之已發行股份總數2,776,833,835股普通股股份計算。

*** 梁萬春先生及李文晉先生為RGL董事，渠萬春先生、李文晉先生及徐文生先生均為HSL董事，而其於本公司股份或相關股份中，被視作或當作擁有須根據證券及期貨條例第XV部第2及3分部規定披露之權益或淡倉。

Save as disclosed above, other than the Directors or chief executives of the Company, there were no other parties who had any interests or short positions in the Shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO As at 30 June 2014.

除上文披露者外，除董事或本公司行政總裁以外，概無任何人士於二零一四年六月三十日擁有根據證券及期貨條例第336條本公司須存置之登記冊上記錄之股份或本公司相關股份中之權益或淡倉。

CHANGES IN DIRECTORS' BIOGRAPHICAL DETAILS

Changes in directors' biographical details since the date of the 2013 annual report of the Company and up to the date of this report, which are required to be disclosed pursuant to Rule 13.51B(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), are set out below:

Name of director 董事姓名

Details of changes 變動詳情

Mr. Chang Kai-Tzung, Richard

張楷淳先生

- Retired as a Senior Executive, Global Clients APCEMEA of VISA Inc in Singapore, with effect from 31 March 2014.
- 已辭任新加坡VISA Inc.全球客戶高級行政人員，自二零一四年三月三十一日起生效。

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

除上文所披露者外，並無其他董事資料變更須根據上市規則第13.51B(1)條作出披露。

CONNECTED TRANSACTIONS

Details of the related party transactions which constitute connected transactions or continuing connected transactions not exempted under Rule 14A.31 or Rule 14A.33 of the Listing Rules are disclosed below. The Group has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of such transactions.

關連交易

構成關連交易或持續關連交易但未能根據上市規則第14A.31條或14A.33條獲豁免之關連方交易之詳情披露如下。本集團已遵守根據上市規則第14A章關於該等交易之披露規定。

董事個人資料之變更

自本公司二零一三年年報發出之日起至本報告日，須根據香港聯合交易所有限公司證券上市規則（「上市規則」）第13.51B(1)條作出披露的董事個人資料變更，詳列如下：

Additional Information 其他資料

Grant of Options by and Deemed Disposal of a Wholly-owned Subsidiary

As disclosed in the announcement of the Company dated 6 January 2014 and the circular of 28 January 2014, 重慶結行移動商務有限公司 (“Chongqing Jiexing”), which was accounted for as a wholly-owned subsidiary of the Company, and 隨行付支付有限公司 (“SXF”), a wholly-owned subsidiary of Chongqing Jiexing, entered into a conditional options agreement with certain management of SXF (the “Grantees”) pursuant to which Chongqing Jiexing and SXF conditionally agreed to grant options to the Grantees to subscribe for up to 20% of the enlarged registered capital of SXF at the exercise price of RMB1.2 for every RMB1.0 in the enlarged registered capital of SXF within a specified exercise period. Assuming that all of the Grantees exercise the options in full, the Grantees will, in aggregate, own 20% of the enlarged registered capital of SXF and the Group’s interests in SXF will be diluted from 100% to 80%.

Mr. Shen Zheng, being one of the Grantees, was a director and general manager of SXF and a connected person of the Company. Accordingly, the entering into of the options agreement and the transactions contemplated thereunder constituted connected transactions of the Company under Chapter 14A of the Listing Rules. The options were granted to the Grantees on 18 February 2014.

Details of the related party transactions of the Group which did not constitute continuing connected transactions under Chapter 14A of the Listing Rules are set out in note 27 to the financial statements.

因一間全資附屬公司授出期權而視為出售該全資附屬公司

誠如本公司日期為二零一四年一月六日之公告及日期為二零一四年一月二十八日之通函，本公司全資附屬公司重慶結行移動商務有限公司(「重慶結行」)及隨行付支付有限公司(「SXF」)(重慶結行之全資附屬公司)與SXF多名管理人員(「承授人」)訂立有條件期權協議，據此，重慶結行及SXF有條件同意向承授人授出期權，於指定行使期內認購SXF最多20%經擴大註冊股本，行使價為SXF經擴大註冊股本中每人民幣1.0元作價人民幣1.2元。假設全體承授人悉數行使期權，承授人將合共擁有該附屬公司其中20%經擴大註冊股本，而本集團於SXF之權益將由100%攤薄至80%。

其中一名承授人申政先生為SXF之董事兼總經理，並為本公司之關連人士。因此，根據上市規則第14A章，訂立期權協議及其項下擬進行交易構成本公司之關連交易。期權已於二零一四年二月十八日授予承授人。

不構成上市規則第14A章項下持續關連交易之本集團關聯方交易詳情載於財務報表附註27。

Additional Information

其他資料

SUBSEQUENT EVENT

On 25 July 2014, Main Access Limited (“Main Access”), a subsidiary of the Company, entered into a subscription agreement (the “Subscription Agreement”) with Sequoia Capital CV IV Holdco, Ltd. (“Sequoia”), Cloopen Group Holding Limited (“Cloopen Group Holding”), two subsidiaries of Cloopen Group Holding, namely Cloopen Limited and Anxun Guantong (Beijing) Technology Co., Ltd. (“Anxun”), Beijing Ronglian Yitong Information Technology Co. Ltd. (“Ronglian”), a then wholly-owned subsidiary of the Company, together with Cloopen Co., Ltd., Slivo Co., Ltd., Mr. LI Xiaoguang and Mr. SUN Changxun, pursuant to which and Main Access conditionally agreed to subscribe for and purchase from Cloopen Group Holding, and Cloopen Group Holding conditionally agreed to issue and sell to Main Access 45,800,000 Class B Ordinary Shares of Cloopen Group Holding (“Class B Ordinary Shares”); and Sequoia conditionally agreed to subscribe for and purchase from the Company, and Cloopen Group Holding conditionally agreed to issue and sell to Sequoia 8,457,962 Class B Ordinary Shares and 18,642,038 Series A Preferred Shares of Cloopen Group Holding (“Series A Preferred Shares”). The consideration for the Class B Ordinary Shares issued to Main Access shall be US\$1,382,046; and the consideration for the Class B Ordinary Shares and the Series A Preferred Shares issued to Sequoia shall be US\$1,250,000 and US\$2,750,000 respectively. In addition, Cloopen Group Holding shall duly reserve 13,500,000 Class A Ordinary Shares of Cloopen Group Holding (“Class A Ordinary Shares”), representing 13.5% of its enlarged capital to be issued to the Company’s employees, consultants, officers or directors pursuant to an employee incentive scheme to be adopted following the completion of the Subscription Agreement. Ronglian also entered into certain contractual agreements with among others Anxun.

Upon the completion of the Subscription Agreement on 1 August 2014, the Group’s interests in Ronglian decreased from 100% to 52.9% (or 45.8% on a fully-diluted basis). Moreover, the Group ceased to have control over Ronglian since the Group did not control the majority of the board of directors of Ronglian upon the Completion. The relevant financial impact of the transaction will be reflected in the consolidated financial statements of the Group for the year ending 31 December 2014.

結算日後事項

於二零一四年七月二十五日，本公司附屬公司 Main Access Limited (「Main Access」) 與 Sequoia Capital CV IV Holdco, Ltd. (「Sequoia」)、Cloopen Group Holding Limited (「Cloopen Group Holding」)、Cloopen Group Holding 兩間附屬公司，雲通訊(香港)有限公司及安迅冠通(北京)科技有限公司(「安迅」)、本公司當時之全資附屬公司北京容聯易通信息技術有限公司(「容聯」)，連同 Cloopen Co., Ltd、Slivo Co., Ltd、李曉光先生及孫昌勳先生訂立認購協議(「認購協議」)。據此，Main Access 有條件同意向 Cloopen Group Holding 認購及購入，而 Cloopen Group Holding 有條件同意向 Main Access 發行及出售 Cloopen Group Holding 之 45,800,000 股 B 類普通股(「B 類普通股」)；Sequoia 有條件同意向本公司認購及購入，而 Cloopen Group Holding 有條件同意向 Sequoia 發行及出售 Cloopen Group Holding 之 8,457,962 股 B 類普通股及 18,642,038 股 A 系列優先股(「A 系列優先股」)。發行予 Main Access 之 B 類普通股之代價將為 1,382,046 美元；而發行予 Sequoia 之 B 類普通股及 A 系列優先股之代價將分別為 1,250,000 美元及 2,750,000 美元。此外，Cloopen Group Holding 將妥為保留 13,500,000 股 Cloopen Group Holding A 類普通股(「A 類普通股」)，相當於根據認購協議完成後將採納之僱員獎勵計劃而發行予本公司僱員、顧問、高級職員或董事之經擴大股本之 13.5%。容聯亦與(其中包括)安迅訂立若干合同協議。

於二零一四年八月一日完成認購協議後，本集團於容聯之權益將由 100% 減至 52.9% (或按全面攤薄基準為 45.8%)。此外，由於完成認購後本集團並無控制容聯董事會之大部份成員，本集團不再控制容聯。交易之相關財務影響將於本集團截至二零一四年十二月三十一日止年度之綜合財務報表中反映。

Additional Information 其他資料

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period.

DIRECTORS' 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 enquiry had been made to all the directors of the Company (the "Directors") and the Directors have confirmed that they have complied with the Model Code throughout the six months ended 30 June 2014.

The Company has also established written guidelines with exact terms as set out in Appendix 10 to the Listing Rules for securities transactions by employees who are likely to be in possession of unpublished inside information of the Company.

CORPORATE GOVERNANCE

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

The Company has in formulating its corporate governance practices applied the Principles and complied with all of the Code Provisions for the six months ended 30 June 2014.

The Board periodically reviews and monitors the Company's policies and practices on corporate governance or compliance with legal and regulatory requirements. The Board also reviews the employee handbook, training and continuous professional development of directors and senior management, to ensure that the operations are conducted in accordance with the standards of the CG Code.

購買、出售或贖回股份

本公司於期內並無贖回其任何股份。期內，本公司或其任何附屬公司概無購買或出售任何本公司股份。

董事之證券交易

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」)。

經向本公司全體董事(「董事」)作出具體查詢後，董事已確認彼等於截至二零一四年六月三十日止六個月一直遵守標準守則。

本公司亦已制定有關可能取得本公司未公佈內幕消息之僱員進行證券交易之書面指引，該等指引與上市規則附錄10所載條款相同。

企業管治

本公司之企業管治常規乃按照上市規則附錄14企業管治守則及企業管治報告(「企業管治守則」)所載之原則(「原則」)及守則條文(「守則條文」)訂立。

於截至二零一四年六月三十日止六個月，本公司在制定其企業管治常規時已應用原則，並一直遵守全部守則條文。

董事會定期檢討及監察本公司有關企業管治或遵守法律及監管規定之政策及慣例。董事會亦檢討董事及高層管理人員之僱員手冊、培訓及持續專業發展，確保業務根據企業管治守則之標準進行。

Additional Information

其他資料

AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) comprises three independent non-executive Directors, namely Mr. Tam Chun Fai, Mr. Leung Wai Man, Roger and Mr. Xu Sitao. The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including review of the unaudited condensed consolidated interim financial report for the six months ended 30 June 2014 with the Directors.

DIRECTORS’ INTEREST IN COMPETING BUSINESS

None of the Directors have an interest in any business constituting a competing business to the Group.

SHARE CAPITAL AND SHARE OPTIONS

The Company operates a share option scheme 2011 (the “Scheme”) for the purpose of attracting, retaining and motivating talented employees in order to strive for future developments and expansion of the Group. Eligible participants of the Scheme (the “Participants”) include the Group’s full-time employees, and executive and non-executive Directors. The Scheme became effective on 29 April 2011 and unless otherwise cancelled or amended, will remain valid and effective for a period of 10 years from that date. Further details of the Scheme can be found in the circular of the Company dated 28 March 2011.

As at the date of this report, 267,342,983 shares were available for issue under the Scheme.

No share option of the Company was granted or exercised during the six months ended 30 June 2014. As at 30 June 2014, and up to the date of this report, there was no issued and outstanding share option under the Scheme which has not been exercised or lapsed.

審核委員會

本公司的審核委員會(「審核委員會」)由三名獨立非執行董事譚振輝先生、梁偉民先生及許思濤先生組成。審核委員會已與管理層審閱本集團所採納會計原則及慣例，並討論內部監控及財務申報事宜，包括與董事審閱截至二零一四年六月三十日止六個月之未經審核簡明綜合中期財務報告。

董事於競爭業務之權益

概無董事於任何與本集團構成競爭之業務中持有任何權益。

股本及購股權

本公司設立二零一一年購股權計劃(「該計劃」)，旨在吸引、留聘及激勵有潛質之僱員，以助推動日後發展及擴充本集團業務。該計劃之合資格參與者(「參與者」)包括本集團全職僱員以及執行及非執行董事。該計劃於二零一一年四月二十九日生效，除另行取消或修訂外，將由該日起計10年期間仍然有效及生效。該計劃之進一步詳情可參閱本公司日期為二零一一年三月二十八日之通函。

於本報告日期，267,342,983股股份根據該計劃可供發行。

本公司並無於截至二零一四年六月三十日止六個月授出或行使購股權。於二零一四年六月三十日及截至本報告日期，亦無根據該計劃發行而尚未行使之購股權仍未行使或失效。

Additional Information 其他資料

EMPLOYEES' INCENTIVE PROGRAMMES

(a) Option deeds of a subsidiary

On 1 September 2011, Mega Hunt Microelectronics Limited ("Mega Hunt Microelectronics"), an indirectly owned subsidiary of the Group entered into six option deeds with certain directors and employees of Mega Hunt Microelectronics and its subsidiary. 3,500,000 ordinary shares of Mega Hunt Microelectronics may be issued upon the exercise of all options granted under the option deeds at an exercise price of HK\$1.00 per share. Unless otherwise cancelled or amended, the option deeds will remain valid and effective for the period of 36 months from 1 September 2011.

Under the option deeds, 50% of the options shall vest upon the expiry of a period of 12 months from the date of the option deeds; and the balance of 50% of the options shall vest upon the expiry of a period of 24 months from the date of the option deeds. Prior to exercise of the option, the option holders are not entitled to dividends. There are also no accelerated vesting rights in case of winding of Mega Hunt Microelectronics.

Up to the date of this report, no option has been exercised under the option deeds.

(b) Issuance of share options of a subsidiary

On 6 January 2014, Chongqing Jiexing, a wholly-owned subsidiary of the Company, SXF, a wholly-owned subsidiary of Chongqing Jiexing and several management of SXF ("Eligible Employees") entered into a conditional options agreement pursuant to which Chongqing Jiexing and SXF conditionally agreed to grant options to the Eligible Employees with the right to subscribe for up to 20% of the enlarged registered and paid up capital of SXF at the exercise price of RMB1.2 for every RMB1.0 in the enlarged registered and paid up capital of SXF within a period of 6 months from the date of grant.

僱員獎勵計劃

(a) 一間附屬公司之購股權契約

於二零一一年九月一日，兆訊微電子有限公司(「兆訊微電子」)，本集團的間接附屬公司與兆訊微電子及其附屬公司的若干董事及僱員訂立六份購股權契據。3,500,000股兆訊微電子普通股可於根據購股權契據授出的所有購股權按行使價每股1.00港元獲行使時發行。除另有註銷或修訂者外，購股權契據將自二零一一年九月一日起一直有效及生效，為期36個月。

根據購股權契據，50%購股權將自購股權契據日期起計12個月屆滿後歸屬；餘下50%購股權則自購股權契據日期起計24個月屆滿後歸屬。購股權獲行使前，購股權持有人無權獲派股息。倘兆訊微電子清盤，亦無加速歸屬權利。

截至本報告日期，並無購股權根據購股權契據已獲行使。

(b) 發行一間附屬公司之購股權

於二零一四年一月六日，重慶結行(本公司全資附屬公司)、SXF(重慶結行之全資附屬公司)與SXF若干管理人員(「合資格僱員」)訂立有條件購股權協議，據此，重慶結行及SXF有條件同意向合資格僱員授出購股權，自授出日期起六個月內認購SXF最多20%經擴大註冊及繳足股本，行使價為SXF經擴大註冊及繳足股本中每人民幣1.0元作價人民幣1.2元。

Additional Information

其他資料

The exercise of the options shall be conditional upon and subject to the fulfilment and satisfaction of the exercise condition that each of the Eligible Employees shall have been under full time employment of SXF for at least 2 years on the exercise date and the remaining terms of employment under each of their respective employment contracts with SXF shall not be less than 36 months from exercise date. The options were granted on 18 February 2014. Assuming that all of the Eligible Employees exercise the options in full, the Eligible Employees will, in aggregate, own 20% of the enlarged capital of SXF and the Group's interests in SXF will be diluted from 100% to 80%.

Up to the date of this report, no option has been exercised under the options agreement.

PENSION SCHEME

The subsidiaries operating in Hong Kong are required to participate in a defined contribution retirement scheme of the Group or Company set up in accordance with the Hong Kong Mandatory Provident Fund Ordinance. Under the scheme, the employees are required to contribute 5% of their monthly salaries up to a maximum of HK\$1,250 (before 1 June 2014) and HK\$1,500 (after 1 June 2014) and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries up to a maximum of HK\$1,500 (the "Mandatory Contributions"). The employees are entitled to 100% of the employer's Mandatory Contributions upon their retirement at the age of 65 years old, death or total incapacity.

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

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained the public float as required under the Listing Rules throughout the six months ended 30 June 2014.

購股權須待行使條件履行及達成後方可行使，即於行使日期，每名合資格僱員須已成為SXF之全職僱員至少兩年，且各自與SXF訂立之僱員合約所載剩餘僱用年期自行使日期起計不少於36個月。有關購股權於二零一四年二月十八日授出。假設全體合資格僱員悉數行使購股權，合資格僱員將合共擁有SXF其中20%經擴大股本，而本集團於SXF之權益將由100%攤薄至80%。

截至本報告日期，並無購股權根據購股權協議已獲行使。

退休金計劃

於香港營運之附屬公司須參加本集團或本公司根據香港強制性公積金條例成立之定額供款退休計劃。根據該計劃，僱員須按月薪5%作出供款，上限為1,250港元(二零一四年六月一日前)及1,500港元(二零一四年六月一日後)，而彼等可選擇作出額外供款。僱主每月供款按僱員月薪5%計算，上限為1,500港元(「強制性供款」)。僱員年屆65歲退休或身故或喪失工作能力時，享有全部僱主之強制性供款。

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

足夠公眾持股量

根據本公司現有公開資料及就董事所知，董事確認，本公司於截至二零一四年六月三十日止六個月維持上市規則規定之公眾持股量。

Interim Condensed Consolidated Income Statement 中期簡明綜合收益表

| | | Unaudited 未經審核 | | |
|---|---------------------------|---|----------------------------------|------------------------|
| | | Six months ended 30 June 截至六月三十日止六個月 | | |
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | |
| | Note 附註 | | | |
| Revenue | 收入 | 6 | 636,973 | 398,083 |
| Cost of sales | 銷售成本 | 8 | (449,916) | (266,058) |
| Gross profit | 毛利 | | 187,057 | 132,025 |
| Other income | 其他收入 | 6 | 10,826 | 4,676 |
| Other losses, net | 其他虧損淨額 | 6 | - | (2,827) |
| Selling expenses | 銷售開支 | 8 | (92,621) | (76,036) |
| Administrative expenses | 行政費用 | 8 | (226,013) | (167,924) |
| Impairment of intangible assets | 無形資產減值 | 8 | - | (11,864) |
| Operating loss | 經營虧損 | | (120,751) | (121,950) |
| Share of profit of an associated company | 應佔一間聯營公司溢利 | 24 | 81,874 | 38,433 |
| Loss on dilution of interest in an associated company | 於一間聯營公司之權益攤薄虧損 | 24 | (40,636) | - |
| Loss before income tax | 除所得稅前虧損 | | (79,513) | (83,517) |
| Income tax expense | 所得稅開支 | 11 | (329) | (2,822) |
| Loss for the period | 期內虧損 | | (79,842) | (86,339) |
| Loss attributable to: | 應佔虧損： | | | |
| — Equity holders of the Company | — 本公司權益持有人 | | (78,508) | (83,508) |
| — Non-controlling interests | — 非控股權益 | | (1,334) | (2,831) |
| | | | (79,842) | (86,339) |
| | | | HK\$ per share 每股港元 | HK\$ per share 每股港元 |
| Loss per share for loss attributable to equity holders of the Company: | 本公司權益持有人應佔虧損之每股虧損： | | | |
| Basic loss per share | 每股基本虧損 | 13 | (0.03) | (0.03) |
| Diluted loss per share | 每股攤薄虧損 | 13 | (0.04) | (0.03) |

The notes on pages 34 to 68 form an integral part of this condensed consolidated interim financial information.

第34至68頁之附註乃簡明綜合中期財務資料其中部分。

Interim Condensed Consolidated Statement of Comprehensive Income

中期簡明綜合全面收益表

| | | Unaudited 未經審核 | |
|---|-----------------------------|---|----------------------------------|
| | | Six months ended 30 June 截至六月三十日止六個月 | |
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Loss for the period | 期內虧損 | (79,842) | (86,339) |
| Other comprehensive loss, net of tax | 其他全面虧損 (扣除稅項) | | |
| <i>Items that have been reclassified or may be subsequently reclassified to profit or loss</i> | <i>已重新分類或其後可能重新分類至損益之項目</i> | | |
| Exchange differences arising on translation of the financial statements of foreign subsidiaries | 換算海外附屬公司財務報表產生之匯兌差額 | (19,768) | 12,326 |
| Fair value gain on revaluation of available-for-sale financial assets | 重估可供出售金融資產之公平值收益 | – | 1,248 |
| Release of reserve upon disposal of an available-for-sale financial asset | 出售可供出售金融資產時解除儲備 | (289) | – |
| Share of other comprehensive (loss)/income of an associated company | 所佔一間聯營公司之其他全面(虧損)/收益 | (15,290) | 7,123 |
| Release of reserve upon dilution of interest in an associated company | 於一間聯營公司之權益攤薄時解除儲備 | (835) | – |
| Total comprehensive loss for the period, net of tax | 期內全面虧損總額 (扣除稅項) | (116,024) | (65,642) |
| Total comprehensive loss attributable to: | 應佔全面虧損總額： | | |
| — Equity holders of the Company | — 本公司權益持有人 | (114,450) | (62,917) |
| — Non-controlling interests | — 非控股權益 | (1,574) | (2,725) |
| | | (116,024) | (65,642) |

The notes on pages 34 to 68 form an integral part of this condensed consolidated interim financial information.

第34至68頁之附註乃簡明綜合中期財務資料其中部分。

Interim Condensed Consolidated Balance Sheet 中期簡明綜合資產負債表

| | | Unaudited 未經審核 30 June 六月三十日 2014 二零一四年 HK\$'000 千港元 | Audited 經審核 31 December 十二月三十一日 2013 二零一三年 HK\$'000 千港元 |
|--|------------------------|---|--|
| | | Note 附註 | |
| ASSETS | 資產 | | |
| Non-current assets | 非流動資產 | | |
| Investment properties | 投資物業 | 14 | 2,147 |
| Property, plant and equipment | 物業、廠房及設備 | 15 | 154,380 |
| Leasehold land | 租賃土地 | 16 | 35,810 |
| Intangible assets | 無形資產 | 17 | 63,504 |
| Interest in an associated company | 於一間聯營公司之權益 | 24 | 1,593,962 |
| Available-for-sale financial assets | 可供出售金融資產 | | 24,000 |
| Long-term deposits and prepayments | 長期按金及預付款項 | 19 | 9,708 |
| Total non-current assets | 非流動資產總額 | | 1,883,511 |
| Current assets | 流動資產 | | |
| Inventories | 存貨 | | 87,387 |
| Trade and bills receivables | 應收賬款及應收票據 | 18 | 268,871 |
| Receivables from payment processing solutions business | 支付交易處理解決方案業務之應收款項 | 19 | 109,141 |
| Other receivables, prepayments and deposits | 其他應收款項、預付款項及按金 | 19 | 52,822 |
| Amount due from an associated company | 應收一間聯營公司款項 | 27 | 693 |
| Short-term bank deposits | 短期銀行存款 | 20 | 20,728 |
| Cash and cash equivalents | 現金及現金等價物 | 20 | 1,113,650 |
| Total current assets | 流動資產總額 | | 1,653,292 |
| Total assets | 資產總額 | | 3,536,803 |
| EQUITY | 權益 | | |
| Capital and reserves attributable to the Company's equity holders | 本公司權益持有人應佔股本及儲備 | | |
| Share capital | 股本 | 23 | 6,942 |
| Reserves | 儲備 | | 2,672,425 |
| Non-controlling interests | 非控股權益 | | 2,679,367 |
| Total equity | 權益總額 | | 2,664,409 |

The notes on pages 34 to 68 form an integral part of this condensed consolidated interim financial information.

第34至68頁之附註乃簡明綜合中期財務資料其中部分。

Interim Condensed Consolidated Balance Sheet

中期簡明綜合資產負債表

| | | | Unaudited 未經審核 30 June 六月三十日 2014 二零一四年 HK\$'000 千港元 | Audited 經審核 31 December 十二月三十一日 2013 二零一三年 HK\$'000 千港元 |
|--|-------------------|----|---|--|
| LIABILITIES | 負債 | | | |
| Non-current liabilities | 非流動負債 | | | |
| Deferred tax liabilities | 遞延稅項負債 | | 660 | 1,245 |
| Total non-current liabilities | 非流動負債總額 | | 660 | 1,245 |
| Current liabilities | 流動負債 | | | |
| Trade and bills payables | 應付賬款及應付票據 | 21 | 168,071 | 157,836 |
| Payables for payment processing solutions business | 支付交易處理解決方案業務之應付款項 | 22 | 300,304 | 243,415 |
| Other payables | 其他應付款項 | 22 | 331,022 | 349,578 |
| Amount due to an associated company | 應付一間聯營公司款項 | 27 | 63,312 | 69,964 |
| Current income tax liabilities | 當期所得稅負債 | | 9,025 | 8,431 |
| Total current liabilities | 流動負債總額 | | 871,734 | 829,224 |
| Total liabilities | 負債總額 | | 872,394 | 830,469 |
| Total equity and liabilities | 權益及負債總額 | | 3,536,803 | 3,576,445 |
| Net current assets | 流動資產淨值 | | 781,558 | 890,234 |
| Total assets less current liabilities | 資產總值減流動負債 | | 2,665,069 | 2,747,221 |

On behalf of the Board

代表董事會

XU WENSHENG

徐文生
Director
董事

LI WENJIN

李文晉
Director
董事

The notes on pages 34 to 68 form an integral part of this condensed consolidated interim financial information.

第34至68頁之附註乃簡明綜合中期財務資料其中部分。

Interim Condensed Consolidated Statement of Changes in Equity 中期簡明綜合權益變動表

| | | Unaudited 未經審核 | | | | | | | |
|---|-------------------------|---|------------------|------------------------|-------------------|---------------------|----------------------|---|-----------|
| | | Attributable to equity holders of the Company 本公司權益持有人應佔 | | | | | | | |
| | | Share capital | Share premium | Contributed surplus | Other reserves | Exchange reserve | Retained earnings | Non- controlling interests 非控股 權益 | Total |
| | | 股本 | 股份溢價 | 實繳盈餘 | 其他儲備 | 外匯儲備 | 保留盈利 | 權益 | 合計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Balance at 1 January 2014 | 於二零一四年一月一日之結餘 | 6,942 | 1,063,153 | 168,434 | 417,739 | 181,786 | 921,306 | (13,384) | 2,745,976 |
| Comprehensive loss | 全面虧損 | | | | | | | | |
| Loss for the period | 期內虧損 | - | - | - | - | - | (78,508) | (1,334) | (79,842) |
| Other comprehensive loss | 其他全面虧損 | | | | | | | | |
| Exchange differences arising on translation of the financial statements of foreign subsidiaries | 換算海外附屬公司財務報表產生之匯兌差額 | - | - | - | - | (19,528) | - | (240) | (19,768) |
| Release of reserve upon disposal of an available-for-sale financial asset | 出售可供出售金融資產時解除儲備 | - | - | - | - | (289) | - | - | (289) |
| Share of other comprehensive loss of an associated company (Note 24) | 所佔一間聯營公司之其他全面虧損(附註24) | - | - | - | - | (15,290) | - | - | (15,290) |
| Release of reserve upon dilution of interest in an associated company (Note 24) | 於一間聯營公司之權益變薄時解除儲備(附註24) | - | - | - | - | (835) | - | - | (835) |
| Total comprehensive loss | 全面虧損總額 | - | - | - | - | (35,942) | (78,508) | (1,574) | (116,024) |
| Share of other reserve of an associated company (Note 24) | 應佔一間聯營公司之其他儲備(附註24) | - | - | - | 7,168 | - | - | - | 7,168 |
| Employees' incentive programme of a subsidiary (Note 23) | 一間附屬公司之僱員獎勵計劃(附註23) | - | - | - | 27,289 | - | - | - | 27,289 |
| Balance at 30 June 2014 | 於二零一四年六月三十日之結餘 | 6,942 | 1,063,153 | 168,434 | 452,196 | 145,844 | 842,798 | (14,958) | 2,664,409 |

The notes on pages 34 to 68 form an integral part of this condensed consolidated interim financial information.

第34至68頁之附註乃簡明綜合中期財務資料其中部分。

Interim Condensed Consolidated Statement of Changes in Equity

中期簡明綜合權益變動表

| | | Unaudited 未經審核 | | | | | | | Total |
|---|-----------------------|---|---------------|---------------------|----------------|------------------|-------------------|---------------------------|-----------|
| | | Attributable to equity holders of the Company 本公司權益持有人應佔 | | | | | | | |
| | | Share capital | Share premium | Contributed surplus | Other reserves | Exchange reserve | Retained earnings | Non-controlling interests | |
| | | 股本 | 股份溢價 | 實繳盈餘 | 其他儲備 | 外匯儲備 | 保留盈利 | 非控股權益 | |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| Balance at 1 January 2013 | 於二零一三年一月一日之結餘 | 6,684 | 930,020 | 168,434 | 477,302 | 152,394 | 891,261 | 55,290 | 2,681,385 |
| Comprehensive loss | 全面虧損 | | | | | | | | |
| Loss for the period | 期內虧損 | - | - | - | - | - | (83,508) | (2,831) | (86,339) |
| Other comprehensive income | 其他全面收益 | | | | | | | | |
| Exchange differences arising on translation of the financial statements of foreign subsidiaries | 換算海外附屬公司財務報表產生之匯兌差額 | - | - | - | - | 12,220 | - | 106 | 12,326 |
| Fair value gain on revaluation of available-for-sale financial assets | 重估可供出售金融資產之公平值收益 | - | - | - | 1,248 | - | - | - | 1,248 |
| Share of other comprehensive income of an associated company (Note 24) | 所佔一間聯營公司之其他全面收益(附註24) | - | - | - | - | 7,123 | - | - | 7,123 |
| Total comprehensive income/(loss) | 全面收益/(虧損)總額 | - | - | - | 1,248 | 19,343 | (83,508) | (2,725) | (65,642) |
| Share of other reserve of an associated company (Note 24) | 應佔一間聯營公司之其他儲備(附註24) | - | - | - | 4,064 | - | - | - | 4,064 |
| Employees' incentive programme of a subsidiary (Note 23) | 一間附屬公司之僱員獎勵計劃(附註23) | - | - | - | 17 | - | - | - | 17 |
| Exercise of exchange rights of convertible preference shares issued by a subsidiary | 行使一間附屬公司發行之可換股優先股之轉換權 | 258 | 133,133 | - | (68,395) | - | - | (64,996) | - |
| Balance at 30 June 2013 | 於二零一三年六月三十日之結餘 | 6,942 | 1,063,153 | 168,434 | 414,236 | 171,737 | 807,753 | (12,431) | 2,619,824 |

The notes on pages 34 to 68 form an integral part of this condensed consolidated interim financial information.

第34至68頁之附註乃簡明綜合中期財務資料其中部分。

Interim Condensed Consolidated Cash Flow Statement

中期簡明綜合現金流轉表

| | | Unaudited 未經審核 | |
|---|--------------------------|---|----------------------------------|
| | | Six months ended 30 June 截至六月三十日止六個月 | |
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Cash flows from operating activities | 經營業務之現金流量 | | |
| Cash generated from operations | 經營所得現金 | 95,868 | 72,461 |
| Income tax paid | 已支付所得稅 | (29) | (125) |
| Net cash flows generated from operating activities | 經營業務所得現金淨額 | 95,839 | 72,336 |
| Cash flows from investing activities | 投資活動之現金流量 | | |
| Purchases of intangible assets | 購置無形資產 | - | (76) |
| Proceeds from disposals of property, plant and equipment | 出售物業、廠房及設備所得款項 | 60 | - |
| Purchases of property, plant and equipment | 購置物業、廠房及設備 | (34,142) | (18,036) |
| Proceeds from disposal of an available-for-sale financial asset | 出售可供出售金融資產所得款項 | 3,766 | - |
| Purchases of financial assets at fair value through profit or loss | 購買按公平值計入溢利或虧損之金融資產 | - | (89) |
| Interest received | 已收利息 | 4,997 | 841 |
| Net cash flows used in investing activities | 投資活動所用現金流量淨額 | (25,319) | (17,360) |
| Cash flows from financing activities | 融資活動之現金流量 | | |
| (Increase)/decrease in short-term bank deposits | 短期銀行存款(增加)/減少 | (916) | 6,029 |
| Net cash flows (used in)/generated from financing activities | 融資活動(所用)/所得現金流量淨額 | (916) | 6,029 |
| Net increase in cash and cash equivalents | 現金及現金等價物之增加淨額 | 69,604 | 61,005 |
| Cash and cash equivalents at beginning of the period | 期初之現金及現金等價物 | 1,061,136 | 794,195 |
| Exchange loss on cash and cash equivalents | 現金及現金等價物之匯兌虧損 | (17,090) | (9,255) |
| Cash and cash equivalents at the end of period | 期末之現金及現金等價物 | 1,113,650 | 845,945 |

The notes on pages 34 to 68 form an integral part of this condensed consolidated interim financial information.

第34至68頁之附註乃簡明綜合中期財務資料其中部分。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

1. GENERAL INFORMATION

The principal activity of Hi Sun Technology (China) Limited (the "Company") is investment holding.

The Company and its subsidiaries (collectively referred to as the "Group"), are principally engaged in the provision of telecommunication solutions, provision of financial solutions, provision of payment platform solutions, provision of payment processing solutions and sales of electronic power meters and solutions.

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

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

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

This condensed consolidated interim financial information was approved for issue on 4 August 2014.

This condensed consolidated interim financial information has not been audited.

1. 一般資料

高陽科技(中國)有限公司(「本公司」)之主要業務為投資控股。

本公司及其附屬公司，合稱為(「本集團」)主要從事提供電訊解決方案、提供金融解決方案、提供支付平台解決方案及提供支付交易處理解決方案以及銷售電能計量產品及解決方案。

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

本公司於香港聯合交易所有限公司上市。

除另有所指外，此簡明綜合中期財務資料以千港元(千港元)呈列。

此簡明綜合中期財務資料已於二零一四年八月四日獲批准刊發。

此簡明綜合中期財務資料並未經審核。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

2. BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 June 2014 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 ‘Interim financial reporting’ issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2013, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

3. ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2013, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

There are no new and amended standards to existing HKFRS that are effective for the Group’s accounting year commencing 1 January 2014 that could be expected to have a material impact on the Group.

4. ESTIMATES

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

In preparing this condensed consolidated interim financial information, the significant judgements made by the management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2013.

2. 編製基準

此截至二零一四年六月三十日止六個月之簡明綜合中期財務資料乃按香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。此簡明綜合中期財務資料應與截至二零一三年十二月三十一日止年度之年度財務報表一併閱讀，其根據香港財務報告準則(「香港財務報告準則」)編製。

3. 會計政策

除下文所述者外，所應用會計政策與截至二零一三年十二月三十一日止年度之年度財務報表所採納者貫徹一致，有關會計政策已於該等年度財務報表中載述。

中期期間有關收入之稅項按適用於預計全年盈利總額之稅率累計。

於本集團二零一四年一月一日開始之會計年度生效之新訂香港財務報告準則及現有準則之經修訂標準預期不會對本集團構成重大影響。

4. 估計

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

於編製本簡明綜合中期財務資料時，管理層於應用本集團會計政策及估計不確定之主要來源時作出之重大判斷，與應用於截至二零一三年十二月三十一日止年度之綜合財務報表者相同。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

5. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

5.1 Financial risk factors

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

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2013.

There have been no significant changes in the financial risk management of the Group since year end.

5.2 Liquidity risk

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

5.3 Fair value estimation

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).

5. 財務風險管理及金融工具

5.1 財務風險因素

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

中期簡明綜合財務資料並不包括年度財務報表規定之所有財務風險管理資料及披露，且應與本集團於二零一三年十二月三十一日之年度財務報表一併閱讀。

自年底以來，集團的財務風險管理並無任何重大變動。

5.2 流動資金風險

與年終時比較，金融負債之合約未貼現現金流出量並無重大變動。

5.3 公平值估計

下表分析以估值法按公平值列賬的金融工具。已確定的不同等級如下：

- 相同資產或負債的活躍市場報價（未經調整）（第一級）。
- 除包含於第一級的報價外，資產或負債的可觀察直接（即價格）或間接（即源自價格者）輸入資料（第二級）。
- 並非根據可觀察市場資料而釐定的資產或負債的輸入資料（即不可觀察的輸入資料）（第三級）。

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

5. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5. 財務風險管理及金融工具(續)

5.3 Fair value estimation (Continued)

The following table presents the Group's financial assets that are measured at fair value at 30 June 2014.

5.3 公平值估計(續)

下表呈列本集團於二零一四年六月三十日按公平值計量的金融資產。

| Assets | 資產 | Level 1 第一級 HK\$'000 千港元 | Level 2 第二級 HK\$'000 千港元 | Level 3 第三級 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|------------------------------------|-----------|-----------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| Available-for-sale financial asset | 可供出售金融資產 | | | | |
| — Equity security | — 權益證券 | — | — | 24,000 | 24,000 |
| Total | 合計 | — | — | 24,000 | 24,000 |

The following table presents the Group's financial assets that are measured at fair value at 31 December 2013.

下表呈列本集團於二零一三年十二月三十一日按公平值計量的金融資產。

| Assets | 資產 | Level 1 第一級 HK\$'000 千港元 | Level 2 第二級 HK\$'000 千港元 | Level 3 第三級 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|-------------------------------------|-----------|-----------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| Available-for-sale financial assets | 可供出售金融資產 | | | | |
| — Equity securities | — 權益證券 | — | — | 30,395 | 30,395 |
| Total | 合計 | — | — | 30,395 | 30,395 |

There were no transfers of financial assets between the fair value hierarchy classifications during the period (six months ended 30 June 2013: nil).

於本期間，公平值等級分類間並無金融資產轉讓(截至二零一三年六月三十日止六個月：無)。

There was no change in valuation techniques during the period.

估值技術於期內並無重大變動。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

5. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

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

The following table presents the changes in level 3 instruments for the six months ended 30 June 2013 and 2014:

5. 財務風險管理及金融工具(續)

5.4 利用重大不可觀察輸入數據計量之公平值(第三級)

下表呈列第三級工具於截至二零一三年及二零一四年六月三十日止六個月之變動：

| | | Unaudited 未經審核 Available-for- sale financial assets 可供出售 金融資產 HK\$'000 千港元 |
|---|-------------------|--|
| As at 1 January 2014 | 於二零一四年一月一日 | 30,395 |
| Disposal | 出售 | (6,277) |
| Release of reserve upon disposal of an available-for-sale financial asset | 出售可供出售金融資產時解除儲備 | (289) |
| Exchange realignment | 匯兌調整 | 171 |
| <hr/> | | |
| As at 30 June 2014 | 於二零一四年六月三十日 | 24,000 |
| <hr/> | | |
| As at 1 January 2013 | 於二零一三年一月一日 | 27,267 |
| Fair value gain on revaluation recognised in other comprehensive income | 確認於其他全面收益之重估公平值收益 | 1,248 |
| Exchange realignment | 匯兌調整 | 108 |
| <hr/> | | |
| As at 30 June 2013 | 於二零一三年六月三十日 | 28,623 |

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

5. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

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

Specific valuation techniques used to value level 3 financial instruments include techniques such as discounted cash flow analysis. There are no changes in valuation techniques during the period.

During the six months ended 30 June 2014, there were no reclassifications of financial assets (six months ended 30 June 2013: nil).

5.5 Group's valuation processes

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

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

5. 財務風險管理及金融工具(續)

5.4 利用重大不可觀察輸入數據計量之公平值(第三級)(續)

就第三級金融工具估值使用的指定估值方式包括貼現現金流量分析。於本期間，估值技術並無變動。

截至二零一四年六月三十日止六個月期間，並無重新分類金融資產(截至二零一三年六月三十日止六個月：無)。

5.5 本集團之估值過程

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

應用貼現現金流量技術時，管理層已計及本集團會收取以於結算日出售工具的估計金額、現時利率以及對手方現時信用狀況。倘運用貼現現金流量技術，估計未來現金流量按管理層於結算日的最佳估計及與類似工具的相關市場貼現率作出。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

5. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5.6 Fair value of financial assets and liabilities measured at amortised cost

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

- Trade and bills receivables
- Receivables from payment processing solutions business
- Other receivables and deposits
- Amount due from an associated company
- Short-term bank deposits
- Cash and cash equivalents
- Trade and bills payables
- Payables for payment processing solutions business
- Other payables
- Amount due to an associated company

6. REVENUE, OTHER INCOME AND OTHER LOSSES, NET

The Group is principally engaged in the provision of telecommunication solutions, provision of financial solutions, provision of payment platform solutions, provision of payment processing solutions and sales of electronic power meters and solutions.

5. 財務風險管理及金融工具(續)

5.6 按攤銷成本計量的金融資產及負債公平值

下列金融資產及負債的公平值與其賬面值相若：

- 應收賬款及應收票據
- 支付交易處理解決方案業務的應收款項
- 其他應收款項及按金
- 應收一間聯營公司款項
- 短期銀行存款
- 現金及現金等價物
- 應付賬款及應付票據
- 支付交易處理解決方案業務的應付款項
- 其他應付款項
- 應付一間聯營公司款項

6. 收入、其他收入及其他虧損淨額

本集團主要從事提供電訊解決方案、提供金融解決方案、提供支付平台解決方案及提供支付交易處理解決方案以及銷售電能計量產品及解決方案。

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

6. REVENUE, OTHER INCOME AND OTHER LOSSES, NET (Continued)

Revenue, other income and other losses, net recognised during the period are as follows:

6. 收入、其他收入及其他虧損淨額 (續)

於期內已確認之收入、其他收入及其他虧損淨額如下：

| | | Unaudited 未經審核 | |
|---|-----------------------------|---|--|
| | | Six months ended 30 June 截至六月三十日止六個月 | |
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 (restated) (重列) |
| Turnover | 營業額 | | |
| Provision of telecommunication solutions | 提供電訊解決方案 | 97,397 | 107,106 |
| Provision of financial solutions | 提供金融解決方案 | 34,549 | 45,987 |
| Provision of payment platform solutions | 提供支付平台解決方案 | 47,880 | 46,161 |
| Provision of payment processing solutions | 提供支付交易處理 解決方案 | 302,354 | 55,004 |
| Sales of electronic power meters and solutions | 銷售電能計量產品及 解決方案 | 150,023 | 141,881 |
| Licence income from an associated company (Note 27(a)) | 來自一間聯營公司之 特許權收入(附註27(a)) | 2,088 | 438 |
| Others | 其他 | 2,682 | 1,506 |
| | | 636,973 | 398,083 |
| Other income | 其他收入 | | |
| Interest income | 利息收入 | 4,997 | 841 |
| Value added tax refund | 退還增值稅 | 1,365 | 1,083 |
| Subsidy income | 補貼收入 | 1,077 | 492 |
| Rental income | 租金收入 | 1,162 | 1,040 |
| Others | 其他 | 2,225 | 1,220 |
| | | 10,826 | 4,676 |
| Other losses, net | 其他虧損淨額 | | |
| Dividend income on financial assets at fair value through profit or loss | 按公平值計入溢利或虧損之 金融資產股息收入 | - | 10 |
| Fair value losses on financial assets at fair value through profit or loss | 按公平值計入溢利或虧損 之金融資產公平值虧損 | - | (2,837) |
| | | - | (2,827) |
| Turnover, other income and other losses, net | 營業額、其他收入及其他 虧損淨額 | 647,799 | 399,932 |

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

7. SEGMENT INFORMATION

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

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

Due to continual expansion of the Group, the management has changed its internal organisation structure to align more closely with the Group's strategic decision and market dynamics to better serve customers. In particular, separate business units have been set up for its payment processing solutions business and payment platform solutions business. The Group has adopted the new organization structure as the reporting format during the second half of the year ended 31 December 2013. The comparative segment information has been restated to reflect the current organization structure.

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

- (a) Telecommunication solutions — principally engaged in the provision of telecommunication platform operation services and operation value-added services;
- (b) Financial solutions — principally engaged in the provision of information system consultancy, integration and operation services and sales of information technology products to financial institutions and banks;
- (c) Payment platform solutions — principally engaged in the provision of mobile payment platform operation services and operation value-added services;
- (d) Payment processing solutions — principally engaged in provision of payment processing services, merchants recruiting and related products and solutions; and
- (e) Electronic power meters and solutions — principally engaged in the manufacturing and sales of electronic power meters, data collection terminals and provision of information system consultancy services and the research and development of communication technology.

7. 分類資料

管理層根據董事會審閱以作出策略決定之內部報告而釐定經營分類。

董事會從產品角度考慮業務。

由於本集團持續擴展，管理層已改變其內部組織架構，以更緊密配合本集團的策略決定及市場轉變，從而為顧客提供更佳服務。本公司專為支付交易處理解決方案及支付平台解決方案設立個別業務單位。於截至二零一三年十二月三十一日止年度下半年，本集團已採納新組織架構作為報告形式。比較分類資料已經重列，以反映現行組織架構。

於內部報告，本集團分為五大業務分類：

- (a) 電訊解決方案 — 主要從事提供電訊平台運營服務及運營增值服務；
- (b) 金融解決方案 — 主要從事向財務機構及銀行提供資訊系統諮詢、集成與運營服務和銷售資訊科技產品；
- (c) 支付平台解決方案 — 主要從事提供移動付款平台運營服務及運營增值服務；
- (d) 支付交易處理解決方案 — 主要從事支付交易處理服務、商戶招攬及相關產品及解決方案；及
- (e) 電能計量產品及解決方案 — 主要從事產銷電能計量產品、數據收集終端及提供資訊系統諮詢服務以及研究及開發通信技術。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

7. SEGMENT INFORMATION (Continued)

7. 分類資料(續)

An analysis of the Group's revenues and results for the period by operating segment is as follows:

本集團期內之收入及業績按經營分類分析如下：

| | | Unaudited 未經審核 | | | | | | |
|--|-----------------------------------|-------------------------------------|------------------------|----------------------------------|------------------------------------|--|-----------------|-----------------|
| | | Telecomm- unication solutions | Financial solutions | Payment platform solutions | Payment processing solutions | Electronic power meters and solutions | Others | Total |
| | | 電訊解決 方案 | 金融解決 方案 | 支付平台 解決方案 | 交易處理 解決方案 | 電能計量 產品及 解決方案 | 其他 | 總計 |
| | | 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 |
| Six months ended 30 June 2014 | 截至二零一四年六月三十日 止六個月 | | | | | | | |
| Segment turnover | 分類營業額 | 97,397 | 35,087 | 48,409 | 302,354 | 150,023 | 4,770 | 638,040 |
| Inter-segment turnover | 分類間營業額 | - | (538) | (529) | - | - | - | (1,067) |
| Turnover from external customers | 來自外部客戶之營業額 | 97,397 | 34,549 | 47,880 | 302,354 | 150,023 | 4,770 | 636,973 |
| Segmental earnings/(loss) before interest, taxes, depreciation and amortisation ("EBITDA") | 除利息、稅項、折舊及攤銷前分類盈利/(虧損) ([EBITDA]) | 2,739 | (54,346) | 9,187 | (7,466) | (14,128) | (6,893) | (70,907) |
| Depreciation | 折舊 | (4,286) | (1,184) | (254) | (19,256) | (3,042) | (1,296) | (29,318) |
| Amortisation | 攤銷 | (1,783) | - | - | - | (813) | - | (2,596) |
| Segmental operating (loss)/profit | 分類經營(虧損)/溢利 | (3,330) | (55,530) | 8,933 | (26,722) | (17,983) | (8,189) | (102,821) |
| Unallocated other income | 未分配其他收入 | | | | | | | 1,601 |
| Unallocated corporate expense | 未分配企業開支 | | | | | | | (19,531) |
| Share of profit of an associated company | 應佔一間聯營公司溢利 | | | | | | | 81,874 |
| Loss on dilution of interest in an associated company | 於一間聯營公司之權益攤薄虧損 | | | | | | | (40,636) |
| Loss before income tax | 除所得稅前虧損 | | | | | | | (79,513) |
| Income tax expense | 所得稅開支 | | | | | | | (329) |
| Loss for the period | 期內虧損 | | | | | | | (79,842) |

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

7. SEGMENT INFORMATION (Continued)

Unallocated corporate expenses represent costs that are used for all segments, including depreciation of property, plant and equipment of HK\$626,000 (six months ended 30 June 2013: HK\$992,000), depreciation of investment properties of HK\$86,000 (six months ended 30 June 2013: HK\$86,000) and amortisation of leasehold land HK\$380,000 (six months ended 30 June 2013: HK\$381,000), respectively.

The segment assets and liabilities at 30 June 2014 and additions to non-current assets for the six months ended 30 June 2014 are as follows:

7. 分類資料(續)

未分配企業開支指所有分類所用成本，包括物業、廠房及設備折舊626,000港元(截至二零一三年六月三十日止六個月：992,000港元)、投資物業折舊86,000港元(截至二零一三年六月三十日止六個月：86,000港元)及租賃土地攤銷380,000港元(截至二零一三年六月三十日止六個月：381,000港元)。

於二零一四年六月三十日之分類資產及負債及截至二零一四年六月三十日止六個月之非流動資產添置如下：

| | | Telecomm- unication solutions | Financial solutions | Payment platform solutions | Payment processing solutions 支付 交易處理 解決方案 | Electronic power meters and solutions 電能計量 產品及 解決方案 | Others | Unallocated | Elimination | Total |
|---|--|-------------------------------------|------------------------|----------------------------------|--|---|-----------------|-----------------|-----------------|-----------------|
| | | 電訊解決 方案 | 金融解決 方案 | 支付平台 解決方案 | 交易處理 解決方案 | 電能計量 產品及 解決方案 | 其他 | 未分配 | 抵銷 | 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Unaudited | 未經審核 | | | | | | | | | |
| Segment assets | 分類資產 | 709,816 | 111,994 | 88,935 | 891,060 | 458,800 | 106,514 | 2,272,974 | (1,103,290) | 3,536,803 |
| Segment liabilities | 分類負債 | (131,631) | (136,074) | (200,939) | (788,821) | (271,049) | (406,839) | (40,331) | 1,103,290 | (872,394) |
| Unaudited | 未經審核 | | | | | | | | | |
| Additions to non-current assets (excluding long-term deposits, interest in an associated company and available-for-sale financial assets) | 非流動資產添置 (不包括長期按金、 於一間聯營公司之 權益及可供出售 金融資產) | 2,113 | 504 | 103 | 30,434 | 972 | 16 | - | - | 34,142 |

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

7. SEGMENT INFORMATION (Continued)

The segment assets and liabilities at 31 December 2013 and additions to non-current assets for the six months ended 30 June 2013 are as follows:

| | | Telecomm- unication solutions | Financial solutions | Payment platform solutions | Payment processing solutions 支付 交易處理 解決方案 | Electronic power meters and solutions 電能計量 產品及 解決方案 | Others | Unallocated | Elimination | Total |
|---|--|-------------------------------------|-------------------------------|----------------------------------|--|---|-----------------------|------------------------|-----------------------|-----------------------|
| | | 電訊解決 方案 HK\$'000 千港元 | 金融解決 方案 HK\$'000 千港元 | 支付平台 解決方案 HK\$'000 千港元 | 交易處理 解決方案 HK\$'000 千港元 | 電能計量 產品及 解決方案 HK\$'000 千港元 | 其他 HK\$'000 千港元 | 未分配 HK\$'000 千港元 | 抵銷 HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| Audited | 經審核 | | | | | | | | | |
| Segment assets | 分類資產 | 732,878 | 218,302 | 88,076 | 806,116 | 473,051 | 116,513 | 2,261,571 | (1,120,062) | 3,576,445 |
| Segment liabilities | 分類負債 | (133,096) | (177,195) | (211,836) | (700,289) | (263,129) | (414,998) | (49,988) | 1,120,062 | (830,469) |
| Unaudited (restated) | 未經審核(重列) | | | | | | | | | |
| Additions to non-current assets (excluding long-term deposits, interest in an associated company and available-for-sale financial assets) | 非流動資產添置 (不包括長期按金、 於一間聯營公司之 權益及可供出售 金融資產) | 2,108 | 388 | 101 | 13,715 | 1,202 | 557 | 41 | - | 18,112 |

Additions to non-current assets comprise additions to property, plant and equipment and intangible assets including additions resulting from acquisition through business combinations.

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

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

The Group principally domiciles in Mainland China, Hong Kong, Japan and Macau.

7. 分類資料(續)

於二零一三年十二月三十一日之分類資產及負債及截至二零一三年六月三十日止六個月之非流動資產添置如下：

非流動資產添置包括對物業、廠房及設備及無形資產的添置，包括透過業務合併進行收購產生的添置。

向董事會提供之資料採用與簡明綜合中期財務資料一致的方法計量。該等資產及負債按分類的業務而分配。

分類間之銷售按正常商業條款進行。向董事會匯報來自外部客戶之收入採用與簡明綜合收益表一致的方法計量。

本集團主要於中國大陸、香港、日本及澳門註冊。

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

8. EXPENSES BY NATURE

Expenses included in cost of sales, selling expenses, administrative expenses and impairment of intangible assets are analysed as follows:

8. 以性質區分之開支

於銷售成本、銷售開支、行政費用及無形資產減值計入之開支分析如下：

| | | Unaudited 未經審核 | |
|---|------------------------|---|----------------------------------|
| | | Six months ended 30 June 截至六月三十日止六個月 | |
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Auditor's remuneration | 核數師酬金 | 1,400 | 1,300 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 29,944 | 18,867 |
| Depreciation of investment properties | 投資物業折舊 | 86 | 86 |
| Amortisation of leasehold land | 租賃土地攤銷 | 500 | 500 |
| Amortisation of intangible assets | 無形資產攤銷 | 2,476 | 2,510 |
| Employee benefit expenses (Note 10) | 僱員福利開支(附註10) | 260,720 | 199,807 |
| Costs of inventories sold (including provision for inventories) | 售出存貨成本(包括存貨撥備) | 172,031 | 128,247 |
| Operating lease rentals in respect of land and buildings | 土地及樓宇之營業租賃租金 | 23,312 | 16,592 |
| Operating lease rentals in respect of equipment | 設備之營業租賃租金 | 8,377 | 8,318 |
| Research and development costs (including staff cost) | 研究及開發成本 (包括員工成本) | 69,302 | 69,732 |
| (Gain)/loss on disposal of property, plant and equipment | 出售物業、廠房及設備之 (收益)/虧損 | (5) | 13 |
| Provision for inventories | 存貨撥備 | 3,693 | - |
| Impairment of intangible assets | 無形資產減值 | - | 11,864 |

9. NET FOREIGN EXCHANGE GAIN/(LOSS)

The net foreign exchange gain recognised in the condensed consolidated income statement and included in administrative expenses for the period ended 30 June 2014 amounted to HK\$3,337,000 (six months ended 30 June 2013: exchange loss of HK\$25,383,000).

9. 外匯淨收益/(虧損)

截至二零一四年六月三十日止期間，於簡明綜合收益表中確認並計入行政費用之外匯淨收益為3,337,000港元(截至二零一三年六月三十日止六個月：外匯虧損25,383,000港元)。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

10. EMPLOYEE BENEFIT EXPENSES

10. 僱員福利開支

| | | Unaudited 未經審核 | |
|---|-------------------------|---|----------|
| | | Six months ended 30 June 截至六月三十日止六個月 | |
| | | 2014 | 2013 |
| | | 二零一四年 | 二零一三年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Wages and salaries | 工資及薪金 | 197,591 | 164,430 |
| Pension costs and social security costs | 退休金成本及社會保障成本 | 35,840 | 35,360 |
| Employees' incentive programme of a subsidiary (Note 23) | 一間附屬公司之僱員獎勵 計劃(附註23) | 27,289 | 17 |
| | | 260,720 | 199,807 |

11. INCOME TAX EXPENSE

11. 所得稅開支

Hong Kong profits tax has been provided for at the rate of 16.5% (six months ended 30 June 2013: 16.5%) on the estimated assessable profit for the period. Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the countries in which the Group operates.

期內，香港利得稅已按估計應課稅溢利之16.5%作出撥備(截至二零一三年六月三十日止六個月：16.5%)。海外溢利之稅項則根據期內估計應課稅溢利以本集團經營業務之國家適用稅率計算。

| | | Unaudited 未經審核 | |
|---------------------------------------|---------|---|----------|
| | | Six months ended 30 June 截至六月三十日止六個月 | |
| | | 2014 | 2013 |
| | | 二零一四年 | 二零一三年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Current income tax | 現時所得稅項 | | |
| — Hong Kong profits tax | — 香港利得稅 | — | — |
| — Overseas taxation | — 海外稅項 | 755 | 3,375 |
| Deferred tax | 遞延稅項 | (544) | (553) |
| Adjustments in respect of prior years | 過往年度調整 | 118 | — |
| | | 329 | 2,822 |
| Income tax expense | 所得稅開支 | 329 | 2,822 |

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

12. DIVIDENDS

No dividend on ordinary share has been paid or declared by the Company for the six months ended 30 June 2014 (six months ended 30 June 2013: nil).

13. LOSS PER SHARE

(a) Basic

Basic loss per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

12. 股息

截至二零一四年六月三十日止六個月，本公司並無派付或宣派任何普通股股息(截至二零一三年六月三十日止六個月：無)。

13. 每股虧損

(a) 基本

每股基本虧損乃按本公司權益持有人應佔虧損除期內已發行普通股加權平均數計算。

| | | Unaudited 未經審核 | |
|---|-----------------------|--|-------------|
| | | Six months ended 30 June 截至六月三十日止六個月 | |
| | | 2014 | 2013 |
| | | 二零一四年 | 二零一三年 |
| Loss attributable to equity holders of the Company (HK\$'000) | 本公司權益持有人應佔虧損 (千港元) | (78,508) | (83,508) |
| Weighted average number of ordinary shares in issue (thousands) | 已發行普通股加權平均數 (千股) | 2,776,834 | 2,759,124 |
| Basic loss per share (HK\$ per share) | 每股基本虧損(每股港元) | (0.03) | (0.03) |

(b) Diluted

Diluted loss per share is calculated by adjusting the net income and the weighted average number of ordinary shares outstanding to assume conversion of all potentially dilutive shares. The Group has two (six months ended 30 June 2013: three) categories of potentially dilutive shares: share options issued by two subsidiaries: Mega Hunt Microelectronics Limited ("Mega Hunt Microelectronics") (Note 23(b)) and 隨行付支付有限公司("SXF") (Note 23(c)) and share options issued by an associated company (six months ended 30 June 2013: convertible preference shares issued by a subsidiary: Success Bridge Limited, share options issued by Mega Hunt Microelectronics and share options issued by an associated company).

(b) 攤薄

每股攤薄虧損乃按轉換所有潛在攤薄股份之假設而調整收入淨額及發行在外普通股加權平均數計算。本集團擁有兩類(截至二零一三年六月三十日止六個月：三類)潛在攤薄股份：兩間附屬公司：兆訊微電子有限公司(「兆訊微電子」)(附註23(b))及隨行付支付有限公司(「SXF」)(附註23(c))發行之購股權以及一間聯營公司發行之購股權(截至二零一三年六月三十日止六個月：一間附屬公司Success Bridge Limited發行之可換股優先股、兆訊微電子發行之購股權及一間聯營公司發行之購股權)。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

13. LOSS PER SHARE (Continued)

(b) Diluted (Continued)

Dilutive effects arise from share options issued by an associated company.

For share options issued by the associated company, the exercise of the outstanding share options in the associated company would have a dilutive effect. The exercise of the share options in the associated company would be dilutive if the net loss attributable to the equity holders of the Company will increase as a result of decrease in the Group's share of profit of the associated company and increase in loss on dilution of interest in the associated company. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual fair value of the associated company's shares) based on the monetary value of the subscription rights attached to outstanding share options of the associated company. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options of the associated company.

For share options issued by SXF, the exercise of the outstanding share options in SXF would have an anti-dilutive effect as the net loss attributable to the equity holders of the Company will decrease.

The share options issued by Mega Hunt Microelectronics were not assumed to be exercised as they would have an anti-dilutive impact to the basic loss per share for the six months ended 30 June 2014.

13. 每股虧損(續)

(b) 攤薄(續)

攤薄影響產生自一間聯營公司發行之購股權。

就聯營公司發行之購股權而言，行使聯營公司之未行使購股權可能具有攤薄影響。倘本集團應佔聯營公司溢利減少及於聯營公司之權益攤薄虧損增加將導致本公司權益持有人應佔虧損淨額增加，則行使聯營公司之購股權將具有攤薄影響。釐定可按公平值收購之股份數目(按聯營公司股份之平均年度公平值釐定)乃根據聯營公司之未行使購股權所附之認購權貨幣價值計算。上文所計算之股份數目乃與假設聯營公司之購股權獲行使之已發行股份數目作比較。

就SXF發行之購股權而言，由於本公司權益持有人應佔虧損淨額會減少，故行使SXF之未行使購股權將具有反攤薄影響。

兆訊微電子發行之購股權乃假設不獲行使，因有關購股權將會對截至二零一四年六月三十日止六個月之每股基本虧損產生反攤薄影響。

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

13. LOSS PER SHARE (Continued)

(b) Diluted (Continued)

| | | Unaudited 未經審核 Six months ended 30 June 2014 截至 二零一四年 六月三十日 止六個月 |
|---|---------------------------------|--|
| Loss attributable to equity holders of the Company (HK\$'000) | 本公司權益持有人應佔虧損(千港元) | (78,508) |
| Assuming exercise of all outstanding share options issued by the associated company (HK\$'000) | 假設聯營公司發行之尚未行使購股權獲悉數行使(千港元) | |
| — Decrease in share of profit of the associated company | — 應佔聯營公司之溢利減少 | (3,256) |
| — Increase in loss on dilution of the associated company | — 於聯營公司之攤薄虧損增加 | (22,364) |
| Adjusted loss attributable to equity holders of the Company used to determine diluted loss per share (HK\$'000) | 用以釐定每股攤薄虧損之本公司權益持有人應佔經調整虧損(千港元) | (104,128) |
| Weighted average number of ordinary shares for diluted loss per share (thousands) | 每股攤薄虧損之普通股加權平均數(千股) | 2,776,834 |
| Diluted loss per share attributable to the equity holders of the Company (HK\$ per share) | 本公司權益持有人應佔每股攤薄虧損(每股港元) | (0.04) |

Diluted loss per share for the six months ended 30 June 2013 is the same as the basic loss per share as the conversion of potential ordinary shares in relation to the outstanding convertible preference shares issued by a subsidiary, share options issued by Mega Hunt Microelectronics and share options issued by an associated company would have an anti-dilutive effect to the basic loss per share.

截至二零一三年六月三十日止六個月之每股攤薄虧損與每股基本虧損相同，此乃因轉換與一間附屬公司發行之發行在外可換股優先股、兆訊微電子發行之購股權及一間聯營公司發行之購股權有關之潛在普通股，將會對每股基本虧損產生反攤薄影響。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

14. INVESTMENT PROPERTIES

14. 投資物業

| | | Unaudited 未經審核 HK\$'000 千港元 |
|-------------------------------------|------------------|--|
| Net book value as at 1 January 2014 | 於二零一四年一月一日之賬面淨值 | 2,233 |
| Depreciation | 折舊 | (86) |
| <hr/> | | |
| Net book value as at 30 June 2014 | 於二零一四年六月三十日之賬面淨值 | 2,147 |
| <hr/> | | |
| Net book value as at 1 January 2013 | 於二零一三年一月一日之賬面淨值 | 2,405 |
| Depreciation | 折舊 | (86) |
| <hr/> | | |
| Net book value as at 30 June 2013 | 於二零一三年六月三十日之賬面淨值 | 2,319 |

Interests in investment properties at their net book values are analysed as follows:

投資物業權益按賬面淨值分析如下：

| | | Unaudited 未經審核 30 June 六月三十日 2014 二零一四年 HK\$'000 千港元 | Audited 經審核 31 December 十二月三十一日 2013 二零一三年 HK\$'000 千港元 |
|----------------------------------|--------------|---|--|
| Outside Hong Kong, held on: | 香港境外： | | |
| Leases of between 10 to 50 years | 按10至50年之租約持有 | 2,147 | 2,233 |

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

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

| | | Unaudited 未經審核 HK\$'000 千港元 |
|-------------------------------------|------------------|--------------------------------------|
| Net book value as at 1 January 2014 | 於二零一四年一月一日之賬面淨值 | 154,689 |
| Additions | 添置 | 34,142 |
| Disposals | 出售 | (55) |
| Depreciation | 折舊 | (29,944) |
| Exchange realignment | 匯兌調整 | (4,452) |
| <hr/> | | |
| Net book value as at 30 June 2014 | 於二零一四年六月三十日之賬面淨值 | 154,380 |
| <hr/> | | |
| Net book value as at 1 January 2013 | 於二零一三年一月一日之賬面淨值 | 126,039 |
| Additions | 添置 | 18,036 |
| Disposals | 出售 | (13) |
| Depreciation | 折舊 | (18,867) |
| Exchange realignment | 匯兌調整 | 1,953 |
| <hr/> | | |
| Net book value as at 30 June 2013 | 於二零一三年六月三十日之賬面淨值 | 127,148 |

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

16. LEASEHOLD LAND

The movement of the lease prepayment for land is as follows:

| | | Unaudited 未經審核 HK\$'000 千港元 |
|--|-------------------------|--|
| Net book value as at 1 January 2014 | 於二零一四年一月一日之賬面淨值 | 36,653 |
| Amortisation | 攤銷 | (500) |
| Exchange realignment | 匯兌調整 | (343) |
| Net book value as at 30 June 2014 | 於二零一四年六月三十日之賬面淨值 | 35,810 |
| Net book value as at 1 January 2013 | 於二零一三年一月一日之賬面淨值 | 37,330 |
| Amortisation | 攤銷 | (500) |
| Exchange realignment | 匯兌調整 | 205 |
| Net book value as at 30 June 2013 | 於二零一三年六月三十日之賬面淨值 | 37,035 |

The Group's interests in leasehold land represent prepaid operating lease payments and their net book values are analysed as follows:

16. 租賃土地

租賃土地預付款項之變動如下：

本集團於租賃土地的權益即預繳營業租賃款項，其賬面淨值分析如下：

| | | Unaudited 未經審核 30 June 六月三十日 2014 二零一四年 HK\$'000 千港元 | Audited 經審核 31 December 十二月三十一日 2013 二零一三年 HK\$'000 千港元 |
|----------------------------------|------------------|---|---|
| Outside Hong Kong, held on: | 香港境外： | | |
| Leases of between 10 to 50 years | 按 10 至 50 年之租約持有 | 35,810 | 36,653 |

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

17. INTANGIBLE ASSETS

17. 無形資產

| | | Unaudited 未經審核 | | |
|-------------------------------------|---------------------|-----------------------------------|--|--------------------------------|
| | | Goodwill 商譽 HK\$'000 千港元 | Other intangible assets 其他無形資產 HK\$'000 千港元 | Total 合計 HK\$'000 千港元 |
| Net book value as at 1 January 2014 | 於二零一四年一月一日之 賬面淨值 | 63,373 | 5,047 | 68,420 |
| Amortisation | 攤銷 | - | (2,476) | (2,476) |
| Exchange realignment | 匯兌調整 | (2,319) | (121) | (2,440) |
| Net book value as at 30 June 2014 | | 61,054 | 2,450 | 63,504 |
| Net book value as at 1 January 2013 | | 74,413 | 9,785 | 84,198 |
| Acquisition of subsidiaries | 收購附屬公司 | - | 76 | 76 |
| Amortisation | 攤銷 | - | (2,510) | (2,510) |
| Impairment loss | 減值虧損 | (11,864) | - | (11,864) |
| Exchange realignment | 匯兌調整 | 21 | 151 | 172 |
| Net book value as at 30 June 2013 | | 62,570 | 7,502 | 70,072 |

Goodwill is allocated to the Group's cash generating units ("CGUs") identified according to operating segments. As at 30 June 2014, goodwill of HK\$61,054,000 is allocated to the electronic power meters and solutions segment of the Group (31 December 2013: HK\$63,373,000).

商譽獲分配至按照經營分類識別之本集團現金產生單位(「現金產生單位」)。於二零一四年六月三十日，61,054,000港元之商譽獲分配至本集團的電能計量產品及解決方案分類(二零一三年十二月三十一日：63,373,000港元)。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

18. TRADE AND BILLS RECEIVABLES

| | | Unaudited | Audited |
|---|-------------|------------------|-------------|
| | | 未經審核 | 經審核 |
| | | 30 June | 31 December |
| | | 六月三十日 | 十二月三十一日 |
| | | 2014 | 2013 |
| | | 二零一四年 | 二零一三年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Trade receivables (Note (a)) | 應收賬款(附註(a)) | 283,901 | 350,153 |
| Bills receivables (Note (b)) | 應收票據(附註(b)) | 1,931 | 12,508 |
| Less: provision for impairment of receivables | 減：應收款項減值撥備 | (16,961) | (17,194) |
| | | 268,871 | 345,467 |

Note (a): Trade receivables

The Group's credit terms to trade debtors range from 0 to 180 days. At 30 June 2014 and 31 December 2013, the ageing analysis of the trade receivables is as follows:

| | | Unaudited | Audited |
|--------------------|----------|------------------|-------------|
| | | 未經審核 | 經審核 |
| | | 30 June | 31 December |
| | | 六月三十日 | 十二月三十一日 |
| | | 2014 | 2013 |
| | | 二零一四年 | 二零一三年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Current to 90 days | 即時至90日 | 167,259 | 272,673 |
| 91 to 180 days | 91至180日 | 35,093 | 21,565 |
| 181 to 365 days | 181至365日 | 40,268 | 23,830 |
| Over 365 days | 365日以上 | 41,281 | 32,085 |
| | | 283,901 | 350,153 |

Note (b): Bills receivables

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

18. 應收賬款及應收票據

| | Unaudited | Audited |
|-------------|------------------|-------------|
| | 未經審核 | 經審核 |
| | 30 June | 31 December |
| | 六月三十日 | 十二月三十一日 |
| | 2014 | 2013 |
| | 二零一四年 | 二零一三年 |
| | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 |
| 應收賬款(附註(a)) | 283,901 | 350,153 |
| 應收票據(附註(b)) | 1,931 | 12,508 |
| 減：應收款項減值撥備 | (16,961) | (17,194) |
| | 268,871 | 345,467 |

附註(a)：應收賬款

本集團給予貿易債務人的信貸期由0至180日不等。於二零一四年六月三十日及二零一三年十二月三十一日，應收賬款之賬齡分析如下：

| | Unaudited | Audited |
|----------|------------------|-------------|
| | 未經審核 | 經審核 |
| | 30 June | 31 December |
| | 六月三十日 | 十二月三十一日 |
| | 2014 | 2013 |
| | 二零一四年 | 二零一三年 |
| | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 |
| 即時至90日 | 167,259 | 272,673 |
| 91至180日 | 35,093 | 21,565 |
| 181至365日 | 40,268 | 23,830 |
| 365日以上 | 41,281 | 32,085 |
| | 283,901 | 350,153 |

附註(b)：應收票據

該結餘指到期日為六個月內的銀行承兌票據。

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

18. TRADE AND BILLS RECEIVABLES (Continued)

The maturity profile of the bills receivables is as follows:

18. 應收賬款及應收票據(續)

應收票據的到期狀況如下：

| | | Unaudited | Audited |
|-------------------------------|---------|------------------|-------------|
| | | 未經審核 | 經審核 |
| | | 30 June | 31 December |
| | | 六月三十日 | 十二月三十一日 |
| | | 2014 | 2013 |
| | | 二零一四年 | 二零一三年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Falling within 90 days | 90日內 | 409 | 3,555 |
| Falling within 91 to 180 days | 91至180日 | 1,522 | 8,953 |
| | | 1,931 | 12,508 |

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

19. RECEIVABLES FROM PAYMENT PROCESSING SOLUTIONS BUSINESS AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

19. 支付交易處理解決方案業務之應收款項及其他應收款項、預付款項及按金

| | | Unaudited 未經審核 30 June 六月三十日 2014 二零一四年 HK\$'000 千港元 | Audited 經審核 31 December 十二月三十一日 2013 二零一三年 HK\$'000 千港元 |
|---|--------------------------|---|--|
| Non-current portion | 非即期部分 | | |
| Long-term deposits | 長期按金 | 5,256 | 2,916 |
| Long-term prepayments | 長期預付款項 | 4,452 | - |
| | | 9,708 | 2,916 |
| Current portion | 即期部分 | | |
| Receivables from payment processing solutions business (Note (a)) | 支付交易處理解決方案業務之應收款項(附註(a)) | 109,141 | 165,797 |
| Other receivables, prepayments and deposits | 其他應收款項、預付款項及按金 | 52,822 | 46,577 |
| | | 161,963 | 212,374 |
| Total | 合計 | 171,671 | 215,290 |

Note (a): Receivables from payment processing solutions business

This balance mainly represents receivables arising from the payment processing solutions business.

For processing payments on behalf of merchants, the amounts are usually become collectible by the Group from the banks or financial institutions once the underlying transactions of the merchants had been acknowledged by the relevant banks and financial institutions.

附註(a)：支付交易處理解決方案業務之應收款項

有關結餘主要為支付交易處理解決方案業務產生之應收款項。

就代表商戶收取之交易處理付款，有關金額一般於商戶之相關交易獲相關銀行及金融機構確認時可由本集團向有關銀行及金融機構收取。

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

20. SHORT-TERM BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

Short-term bank deposits of HK\$20,728,000 (31 December 2013: HK\$20,428,000) represent bank deposits of the Group with original maturities over three months which are placed as guaranteed deposits for bills payables and are denominated in RMB.

Included in cash and cash equivalents were HK\$222,370,000 (31 December 2013: HK\$171,388,000) bank deposits with original maturities within three months which are placed as guaranteed deposits for bills payables, tenders or deposits designated for settlement of certain payables in relation to the payment processing solutions business and are denominated in RMB.

21. TRADE AND BILLS PAYABLES

Trade payables (Note (a))

Bills payables (Note (b))

Note (a): Trade payables

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

20. 短期銀行存款以及現金及現金等價物

短期銀行存款20,728,000港元(二零一三年十二月三十一日: 20,428,000港元)指本集團就應付票據而存置作為保證按金之銀行存款, 該等銀行存款原有到期日為三個月以上, 及以人民幣列值。

現金及現金等價物其中222,370,000港元(二零一三年十二月三十一日: 171,388,000港元)指本集團就應付票據而存作保證按金、投標或為若干有關支付交易處理解決方案業務之應付款項作為結算存款之銀行存款, 該等銀行存款原有到期日為三個月以內, 並以人民幣列值。

21. 應付賬款及應付票據

| | | Unaudited 未經審核 30 June 六月三十日 2014 二零一四年 HK\$'000 千港元 | Audited 經審核 31 December 十二月三十一日 2013 二零一三年 HK\$'000 千港元 |
|---------------------------|-------------|---|--|
| Trade payables (Note (a)) | 應付賬款(附註(a)) | 141,547 | 130,547 |
| Bills payables (Note (b)) | 應付票據(附註(b)) | 26,524 | 27,289 |
| | | 168,071 | 157,836 |

附註(a): 應付賬款

本集團之供應商給予之信貸期由0至180日不等。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

21. TRADE AND BILLS PAYABLES (Continued)

At 30 June 2014 and 31 December 2013, the ageing analysis of the trade payables is as follows:

| | | Unaudited 未經審核 30 June 六月三十日 2014 二零一四年 HK\$'000 千港元 | Audited 經審核 31 December 十二月三十一日 2013 二零一三年 HK\$'000 千港元 |
|--------------------|----------|---|--|
| Current to 90 days | 即時至90日 | 91,220 | 83,392 |
| 91 to 180 days | 91至180日 | 30,785 | 29,653 |
| 181 to 365 days | 181至365日 | 10,960 | 7,934 |
| Over 365 days | 365日以上 | 8,582 | 9,568 |
| | | 141,547 | 130,547 |

Note (b): Bills payables

The balance represents bank acceptance notes.

21. 應付賬款及應付票據(續)

於二零一四年六月三十日及二零一三年十二月三十一日，應付賬款之賬齡分析如下：

| | | Unaudited 未經審核 30 June 六月三十日 2014 二零一四年 HK\$'000 千港元 | Audited 經審核 31 December 十二月三十一日 2013 二零一三年 HK\$'000 千港元 |
|----------|--|---|--|
| 即時至90日 | | 91,220 | 83,392 |
| 91至180日 | | 30,785 | 29,653 |
| 181至365日 | | 10,960 | 7,934 |
| 365日以上 | | 8,582 | 9,568 |
| | | 141,547 | 130,547 |

附註(b)：應付票據

該結餘指銀行承兌票據。

| | | Unaudited 未經審核 30 June 六月三十日 2014 二零一四年 HK\$'000 千港元 | Audited 經審核 31 December 十二月三十一日 2013 二零一三年 HK\$'000 千港元 |
|---------------------------|------------|---|--|
| Due within 90 days | 90日內到期 | 8,042 | 27,289 |
| Due within 91 to 180 days | 91至180日內到期 | 18,482 | - |
| | | 26,524 | 27,289 |

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

22. PAYABLES FOR PAYMENT PROCESSING SOLUTIONS BUSINESS AND OTHER PAYABLES

22. 支付交易處理解決方案業務之應付款項及其他應付款項

| | | Unaudited 未經審核 | Audited 經審核 |
|---|--------------------------|-------------------|------------------------|
| | | 30 June 六月三十日 | 31 December 十二月三十一日 |
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Payables for payment processing solutions business (Note (a)) | 支付交易處理解決方案業務之應付款項(附註(a)) | 300,304 | 243,415 |
| Other payables | 其他應付款項 | 331,022 | 349,578 |
| | | 631,326 | 592,993 |

Note (a): Payables for payment processing solutions business

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

附註(a)：支付交易處理解決方案業務之應付款項

有關結餘指應付客戶(一般為支付交易處理解決方案業務之商戶)之款項。有關金額一般於30日內與該等客戶進行結算。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

23. SHARE CAPITAL

23. 股本

| | | Ordinary shares of HK\$0.0025 each 每股面值0.0025港元之 普通股 | |
|---|--|---|-----------------|
| | | Number of shares 股份數目 | HK\$'000 千港元 |
| Authorised: | 法定： | | |
| At 1 January 2013, 30 June 2013, 1 January 2014 and 30 June 2014 | 於二零一三年一月一日、 二零一三年六月三十日、 二零一四年一月一日及 二零一四年六月三十日 | 4,000,000,000 | 10,000 |
| Issued and fully paid: | 已發行及繳足： | | |
| At 1 January 2013 | 於二零一三年一月一日 | 2,673,429,835 | 6,684 |
| Issuance of shares upon the exercise of exchange rights of convertible preference shares issued by a subsidiary | 一間附屬公司所發行可換股 優先股之兌換權獲行使後 所發行股份 | 103,404,000 | 258 |
| At 30 June 2013, 1 January 2014 and 30 June 2014 | 於二零一三年六月三十日、 二零一四年一月一日及 二零一四年六月三十日 | 2,776,833,835 | 6,942 |

Notes:

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

The Company operates a share option scheme 2011 (the "Scheme") for the purpose of attracting, retaining and motivating talented employees in order to strive for future developments and expansion of the Group. Eligible participants of the Scheme include the Group's full-time employees, and Executive and non-Executive Directors. The Scheme became effective on 29 April 2011 and unless otherwise cancelled or amended, will remain valid and effective for a period of 10 years from that date.

As at the date of this report, 267,342,983 shares were available for issue under the Scheme.

During the six months ended 30 June 2013 and 2014, no share option was granted. As at 31 December 2013 and 30 June 2014, there is no share option outstanding.

附註：

(a) **本公司之購股權**

本公司運作一項二零一一年購股權計劃(「該計劃」)，旨在吸引、留聘及激勵有才幹之僱員，以助本集團日後發展及擴充業務。該計劃的合資格參與者包括本集團的全職僱員以及執行及非執行董事。該計劃於二零一一年四月二十九日生效，除非該計劃取消或修訂，否則將由該日起計十年仍然有效及生效。

於本報告日期，267,342,983股股份根據該計劃可供發行。

於截至二零一三年及二零一四年六月三十日止六個月，概無授出任何購股權。於二零一三年十二月三十一日及二零一四年六月三十日，概無尚未行使之購股權。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

23. SHARE CAPITAL (Continued)

Notes: (Continued)

(b) Option deeds of a subsidiary

On 1 September 2011, Mega Hunt Microelectronics, an indirectly owned subsidiary of the Group entered into six option deeds with certain directors and employees of Mega Hunt Microelectronics and its subsidiary. 3,500,000 ordinary shares of Mega Hunt Microelectronics may be issued upon the exercise of all options granted under the option deeds at an exercise price of HK\$1.00 per share. Unless otherwise cancelled or amended, the option deeds will lapse on 1 September 2014.

Under the option deeds, 50% of the options shall vest upon the expiry of a period of 12 months from the date of the option deeds; and the balance of 50% of the options shall vest upon the expiry of a period of 24 months from the date of the option deeds. Prior to exercise of the option, the option holders are not entitled to dividends. There are also no accelerated vesting rights in case of winding of Mega Hunt Microelectronics.

Up to the date of this report, no options were exercised. No employee share options expenses were recognised in the condensed consolidated income statement during the period (six months ended 30 June 2013: HK\$17,000).

(c) Issuance of share options of a subsidiary

On 6 January 2014, 重慶結行移動商務有限公司 (“Chongqing Jiexing”), a wholly owned subsidiary of the Company, SXF, a wholly owned subsidiary of Chongqing Jiexing, and several management (“Eligible Employees”) of SXF entered into a conditional options agreement pursuant to which Chongqing Jiexing and SXF conditionally agreed to grant options to the Eligible Employees right to subscribe up to 20% of the enlarged registered and paid up capital of SXF of RMB200,000,000 at the exercise price of RMB1.2 for every RMB1.0 in the enlarged registered and paid up capital of SXF within a period of 6 months from the date of grant.

The exercise of the options shall be conditional upon and subject to the fulfilment and satisfaction of the exercise condition that each of the Eligible Employees shall have been under full time employment of SXF for at least 2 years on the exercise date and the remaining terms of employment under each of their respective employment contracts with SXF shall not be less than 36 months from exercise date. The options were granted on 18 February 2014.

Up to the date of this report, no option is exercised. Employee share options expenses of HK\$27,289,000 were fully recognised in the condensed consolidated income statement during the period as all these options were fully vested on grant date.

The weighted average fair value of options granted during the period determined using the Black-Scholes valuation model was HK\$0.67 per option. The significant inputs into the model were exercise price shown above, volatility of 47.84%, zero dividend yield, an expected option life of half year, and an annual risk-free interest rate of 3.66%. The volatility measured at the median of continuously compounded share returns is based on statistical analysis of daily share prices over 130 days.

23. 股本(續)

附註：(續)

(b) 一家附屬公司之購股權契約

於二零一一年九月一日，兆訊微電子，本集團的間接附屬公司與兆訊微電子及其附屬公司的若干董事及僱員訂立六份購股權契約。3,500,000股兆訊微電子普通股可於根據購股權契約授出的所有購股權按行使價每股1.00港元獲行使時發行。除另有註銷或修訂者外，購股權契約將於二零一四年九月一日終止。

根據購股權契約，50%購股權將自購股權契約日期起計12個月期間屆滿後歸屬；餘下50%購股權則自購股權契約日期起計24個月期間屆滿後歸屬。購股權獲行使前，購股權持有人無權獲派股息。倘兆訊微電子清盤，亦無加速歸屬權利。

截至本報告日期，並無購股權已獲行使。於期內，並無僱員購股權開支於簡明綜合收益表確認（截至二零一三年六月三十日止六個月：17,000港元）。

(c) 發行一間附屬公司之購股權

於二零一四年一月六日，重慶結行移動商務有限公司（「重慶結行」），本公司全資附屬公司，SXF，重慶結行之全資附屬公司與SXF若干管理人員（「合資格僱員」）訂立有條件購股權協議，據此，重慶結行及SXF有條件同意向合資格僱員授出購股權，自授出日期起六個月內認購SXF經擴大註冊及繳足股本人民幣200,000,000元中之最多20%，行使價為SXF經擴大註冊及繳足股本中每人民幣1.0元作價人民幣1.2元。

購股權須待行使條件履行及達成後方可行使，即於行使日期，每名合資格僱員須已成為SXF之全職僱員至少兩年，且各自與SXF訂立之僱員合約所載剩餘僱用年期自行使日期起計不少於36個月。有關購股權於二零一四年二月十八日授出。

截至本報告日期，並無購股權獲行使。於期內，已於簡明綜合收益表全數確認僱員購股權開支27,289,000港元，原因為該等購股權已於授出日期悉數歸屬。

於期內，應用柏力克—舒爾斯估值模式釐定之已授出購股權加權平均公平值為每份購股權0.67港元。該模式之重要輸入數據為上文所示行使價、波幅47.84%、股息率零、預期購股權有效期半年以及無風險年利率3.66%。按連續複合股份回報中位數計量之波幅乃基於130日每日股價之統計分析計算。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

24. INTEREST IN AN ASSOCIATED COMPANY

The movement on interest in an associated company is as follows:

| | | Unaudited 未經審核 HK\$'000 千港元 |
|--|---------------------|--------------------------------------|
| At 1 January 2014 | 於二零一四年一月一日 | 1,561,681 |
| Share of profit | 應佔溢利 | 81,874 |
| Share of other comprehensive loss | 應佔其他全面虧損 | (15,290) |
| Share of other reserve | 應佔其他儲備 | 7,168 |
| Dilution of interest in an associated company (Note (i)) | 於一間聯營公司之權益攤薄(附註(i)) | (41,471) |
| | | <hr/> |
| At 30 June 2014 | 於二零一四年六月三十日 | 1,593,962 |

Note (i):

During the six months ended 30 June 2014, certain directors and employees of PAX Global Technology Limited ("PAX Global") exercised their share options granted pursuant to a share option scheme set up on 1 December 2010. As a result of the exercise of these share options, the Group's interest in PAX Global was diluted from 42.51% as at 31 December 2013 to 40.88% as at 30 June 2014. A loss on dilution of interest in an associated company of HK\$40,636,000 was recognised in the condensed consolidated income statement, including dilution of interest in an associated company of HK\$41,471,000 offsetted by release of reserve of HK\$835,000.

24. 於一間聯營公司之權益

於一間聯營公司之權益變動如下：

| | | Unaudited 未經審核 HK\$'000 千港元 |
|---------------------|--|--------------------------------------|
| 於二零一四年一月一日 | | 1,561,681 |
| 應佔溢利 | | 81,874 |
| 應佔其他全面虧損 | | (15,290) |
| 應佔其他儲備 | | 7,168 |
| 於一間聯營公司之權益攤薄(附註(i)) | | (41,471) |
| | | <hr/> |
| 於二零一四年六月三十日 | | 1,593,962 |

附註(i)：

於截至二零一四年六月三十日止六個月，百富環球科技有限公司(「百富環球」)若干董事及僱員行使根據二零一零年十二月一日設立之購股權計劃授出之購股權。由於行使該等購股權，本集團於百富環球之權益由二零一三年十二月三十一日之42.51%攤薄至二零一四年六月三十日之40.88%。於一間聯營公司權益之攤薄虧損40,636,000港元已於簡明綜合收益表確認，包括於一間聯營公司之權益攤薄41,471,000港元，有關金額透過解除撥備835,000港元所抵銷。

| | | Unaudited 未經審核 HK\$'000 千港元 |
|-------------------------------------|-------------|--------------------------------------|
| At 1 January 2013 | 於二零一三年一月一日 | 1,458,419 |
| Share of profit | 應佔溢利 | 38,433 |
| Share of other comprehensive income | 應佔其他全面收益 | 7,123 |
| Share of other reserve | 應佔其他儲備 | 4,064 |
| | | <hr/> |
| At 30 June 2013 | 於二零一三年六月三十日 | 1,508,039 |

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

25. OPERATING LEASE COMMITMENTS

As at 30 June 2014 and 31 December 2013, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

| | |
|---|------------|
| Not later than one year | 不超過一年 |
| Later than one year and not later than five years | 超過一年但不超過五年 |
| Later than five years | 超過五年 |

25. 經營租賃承擔

於二零一四年六月三十日及二零一三年十二月三十一日，本集團於不可撤銷經營租約項下之未來最低租賃付款總額如下：

| Land and buildings 土地及樓宇 | |
|---|--|
| Unaudited 未經審核 30 June 六月三十日 2014 二零一四年 HK\$'000 千港元 | Audited 經審核 31 December 十二月三十一日 2013 二零一三年 HK\$'000 千港元 |
| 37,845 | 26,690 |
| 47,803 | 15,154 |
| 32,574 | - |
| 118,222 | 41,844 |

26. CONTINGENT LIABILITIES

As at 30 June 2014, the Group had no material contingent liabilities (31 December 2013: nil).

26. 或然負債

於二零一四年六月三十日，本集團並無重大或然負債(二零一三年十二月三十一日：無)。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

27. RELATED PARTY TRANSACTIONS

As at 30 June 2014, Rich Global Limited (incorporated in the British Virgin Islands) owns 22.22% of the Company's shares. The remaining 77.78% of the shares are widely held.

(a) Transactions with related parties

Except as disclosed below, the Group has no other significant transaction with related parties during the six months ended 30 June 2014 (six months ended 30 June 2013: nil).

27. 關連方交易

於二零一四年六月三十日，於英屬處女群島註冊成立之 Rich Global Limited 擁有本公司 22.22% 股份。餘下 77.78% 股份由公眾人士持有。

(a) 與關連方之交易

除下文所披露者外，本集團於截至二零一四年六月三十日止六個月，並無與關連方之任何重大交易（截至二零一三年六月三十日止六個月：無）。

| | | Unaudited 未經審核 | |
|---|--------------------|---|----------|
| | | Six months ended 30 June 截至六月三十日止六個月 | |
| | | 2014 | 2013 |
| | | 二零一四年 | 二零一三年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Rental income (Note i) | 租金收入(附註 i) | 700 | 367 |
| Licence income (Note ii) | 特許權收入(附註 ii) | 2,088 | 438 |
| Purchase of electronic payment products (Note iii) | 購買電子支付產品(附註 iii) | 54,745 | 20,834 |
| Sales of mag-stripe card security decoder chips (Note iv) | 銷售磁條卡加密解碼芯片(附註 iv) | 9,680 | 9,224 |

Note i: Rental income from an associated company was charged at a fixed monthly fee mutually agreed between the two parties.

附註 i: 來自一間聯營公司之租金收入每月按雙方共同協定之固定費用收取。

Note ii: Licence income from an associated company was conducted pursuant to the terms and conditions set out in the licence agreement entered into by the Group and the associated company on 13 April 2012.

附註 ii: 來自一間聯營公司之特許權收入按本集團與聯營公司於二零一二年四月十三日訂立之特許權協議所載條款及條件收取。

Note iii: Purchase of electronic payment products was transacted pursuant to the terms and conditions set out in the framework agreement entered into by the Group and an associated company dated 19 December 2012.

附註 iii: 購買電子支付產品乃根據本集團與一間聯營公司所訂立日期為二零一二年十二月十九日之框架協議所載條款及條件進行之交易。

Note iv: Sales of mag-stripe card security decoder chips were transacted pursuant to the terms and conditions set out in the framework agreement entered into by the Group and an associated company on 31 December 2013.

附註 iv: 銷售磁條卡加密解碼芯片乃根據本集團與一間聯營公司於二零一三年十二月三十一日訂立之框架協議所載條款及條件進行交易。

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

27. RELATED PARTY TRANSACTIONS (Continued)

(b) Balances with an associated company

The balances with the associated company are unsecured, interest-free and repayable on demand.

| | Unaudited 未經審核 30 June 六月三十日 2014 二零一四年 HK\$'000 千港元 | Audited 經審核 31 December 十二月三十一日 2013 二零一三年 HK\$'000 千港元 |
|---------------------------------------|---|---|
| Amount due from an associated company | 693 | 3,451 |
| Amount due to an associated company | (63,312) | (69,964) |

27. 關連方交易 (續)

(b) 與聯營公司之結餘

與聯營公司之結餘為無抵押、不計息及按要求償還。

(c) Key management compensation

| | Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|--|---|
| Fees | 405 | 390 |
| Other emoluments: | | |
| Basic salaries, other allowances and benefits in kind | 2,563 | 2,495 |
| Contribution to pension scheme | 31 | 30 |
| | 2,999 | 2,915 |

(c) 主要管理層的補償

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

28. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

On 25 July 2014, Main Access Limited (“Main Access”), a subsidiary of the Company, entered into a subscription agreement (the “Subscription Agreement”) with Sequoia Capital CV IV Holdco, Ltd. (“Sequoia”), Cloopen Group Holding Limited (“Cloopen Group Holding”), two subsidiaries of Cloopen Group Holding, namely Cloopen Limited and Anxun Guantong (Beijing) Technology Co., Ltd. (“Anxun”), Beijing Ronglian Yitong Information Technology Co. Ltd. (“Ronglian”), a then wholly-owned subsidiary of the Company, together with Cloopen Co., Ltd., Slivo Co., Ltd., Mr. Li Xiaoguang and Mr. SUN Changxun, pursuant to which and Main Access conditionally agreed to subscribe for and purchase from Cloopen Group Holding, and Cloopen Group Holding conditionally agreed to issue and sell to Main Access 45,800,000 Class B Ordinary Shares of Cloopen Group Holding (“Class B Ordinary Shares”); and Sequoia conditionally agreed to subscribe for and purchase from the Company, and Cloopen Group Holding conditionally agreed to issue and sell to Sequoia 8,457,962 Class B Ordinary Shares and 18,642,038 Series A Preferred Shares of Cloopen Group Holding (“Series A Preferred Shares”). The Consideration for the Class B Ordinary Shares issued to Main Access shall be US\$1,382,046; and the consideration for the Class B Ordinary Shares and the Series A Preferred Shares issued to Sequoia shall be US\$1,250,000 and US\$2,750,000 respectively. In addition, Cloopen Group Holding shall duly reserve 13,500,000 Class A Ordinary Shares of Cloopen Group Holding (“Class A Ordinary Shares”), representing 13.5% of its enlarged capital to be issued to the Company’s employees, consultants, officers or directors pursuant to an employee incentive scheme to be adopted following the completion of the Subscription Agreement. Ronglian also entered into certain contractual agreements with among others Anxun.

Upon the completion of the Subscription Agreement on 1 August 2014, the Group’s interests in Ronglian decreased from 100% to 52.9% (or 45.8% on a fully-diluted basis). Moreover, the Group ceased to have control over Ronglian since the Group did not control the majority of the board of directors of Ronglian upon the Completion. The relevant financial impact of the transaction will be reflected in the consolidated financial statements of the Group for the year ending 31 December 2014.

28. 結算日後事項

於二零一四年七月二十五日，本公司附屬公司Main Access Limited（「Main Access」）與Sequoia Capital CV IV Holdco, Ltd.（「Sequoia」）、Cloopen Group Holding Limited（「Cloopen Group Holding」）、Cloopen Group Holding兩間附屬公司，雲通訊（香港）有限公司及安迅冠通（北京）科技有限公司（「安迅」）、北京容聯易通信息技術有限公司（「容聯」）、本公司當時之全資附屬公司，連同Cloopen Co., Ltd、Slivo Co., Ltd、李曉光先生及孫昌勳先生訂立認購協議（「認購協議」），據此，Main Access有條件同意向Cloopen Group Holding認購及購入，而Cloopen Group Holding有條件同意向Main Access發行及出售Cloopen Group Holding之45,800,000股B類普通股（「B類普通股」）；Sequoia有條件同意向本公司認購及購入，而Cloopen Group Holding有條件同意向Sequoia發行及出售Cloopen Group Holding之8,457,962股B類普通股及18,642,038股A系列優先股（「A系列優先股」）。發行予Main Access之B類普通股之買價將為1,382,046美元。發行予Sequoia之B類普通股及A系列優先股之買價將分別為1,250,000美元及2,750,000美元。此外，Cloopen Group Holding將妥為保留13,500,000股Cloopen Group Holding A類普通股（「A類普通股」），相當於根據認購協議完成後將採納之僱員獎勵計劃而發行予本公司僱員、顧問、高級職員或董事之經擴大股本之13.5%。容聯亦與（其中包括）安迅訂立若干合同協議。

於二零一四年八月一日完成認購協議後，本集團於容聯之權益將由100%減至52.9%（或按全面攤薄基準為45.8%）。此外，由於完成認購後本集團並無控制容聯董事會之大部份成員，本集團不再控制容聯。交易之相關財務影響將於本集團截至二零一四年十二月三十一日止年度之綜合財務報表中反映。

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

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