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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

		Notes 附註	Turnover 營業額		EBITDA EBITDA	
			1H2015 二零一五年 上半年 HK\$'000 千港元	1H2014 二零一四年 上半年 HK\$'000 千港元	1H2015 二零一五年 上半年 HK\$'000 千港元	1H2014 二零一四年 上半年 HK\$'000 千港元
Payment processing solutions	支付交易處理解決方案	1	143,157	302,354	4,343	(7,466)
Financial solutions	金融解決方案	2	108,165	35,087	(20,404)	(54,346)
Electronic power meters and solutions	電能計量產品及 解決方案	3	82,869	150,023	(5,707)	(14,128)
Telecommunication solutions	電訊解決方案	4	66,897	97,397	6,603	2,739
Payment platform solutions	支付平台解決方案	5	64,826	48,409	13,082	9,187
Others	其他		-	4,770	(4,956)	(6,893)
Segmental results	分類業績		465,914	638,040	(7,039)	(70,907)
Less: Inter-segment turnover	減：分類間營業額		(723)	(1,067)	-	-
Total	合計		465,191	636,973	(7,039)	(70,907)
Depreciation	折舊				(20,856)	(29,318)
Amortisation	攤銷				(5,495)	(2,596)
Segmental operating loss	分類經營虧損				(33,390)	(102,821)
Unallocated other income	未分配其他收入				3,025	1,601
Unallocated corporate expenses	未分配企業開支	6			(31,443)	(19,531)
Operating loss	經營虧損				(61,808)	(120,751)

## Financial Review 財務分析

### INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT

### 中期簡明綜合收益表

			1H2015 二零一五年 上半年 HK\$'000 千港元	1H2014 二零一四年 上半年 HK\$'000 千港元
		Notes 附註		
Revenue	收入	A	465,191	636,973
Cost of sales	銷售成本	B	(308,046)	(449,916)
Gross profit	毛利		157,145	187,057
Other income	其他收入		18,031	10,826
Selling expenses	銷售開支	B	(62,757)	(92,621)
Administrative expenses	行政費用	B	(174,227)	(226,013)
Operating loss	經營虧損		(61,808)	(120,751)
Share of loss of a joint venture	應佔一間合營企業之虧損	C	(3,137)	-
Share of profit of an associated company	應佔一間聯營公司之溢利	D	100,683	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	D	(8,550)	(40,636)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)		27,188	(79,513)
Income tax expense	所得稅開支		(217)	(329)
Profit/(loss) for the period	期內溢利/(虧損)		26,971	(79,842)
Profit/(loss) attributable to:	應佔溢利/(虧損)：			
– Equity holders of the Company	– 本公司權益持有人		29,755	(78,508)
– Non-controlling interests	– 非控股權益		(2,784)	(1,334)
			26,971	(79,842)
<b>Earnings/(loss) per share for profit/(loss) attributable to the equity holders of the Company:</b>	<b>本公司權益持有人應佔溢利/(虧損)之每股盈利/(虧損)：</b>		<b>HK\$ per share 每股港元</b>	<b>HK\$ per share 每股港元</b>
Basic	基本		0.01	(0.03)
Diluted	攤薄		0.01	(0.04)

# 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 2015 於二零一五年 六月 三十日 HK\$'000 千港元	As at 31 December 2014 於二零一四年 十二月 三十一日 HK\$'000 千港元
		Notes 附註		
<b>ASSETS</b>	<b>資產</b>			
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	129,771	146,270
Intangible assets	無形資產	F	24,012	29,389
Interest in a joint venture	於一間合營企業之權益	G	-	2,584
Interest in an associated company	於一間聯營公司之權益	H	1,464,496	1,370,383
Available-for-sale financial asset	可供出售金融資產		7,219	-
Inventories	存貨	I	76,833	53,726
Trade and bills receivables	應收賬款及應收票據	J	206,082	336,828
Receivables from payment processing solutions business	支付交易處理解決方案業務之應收款項	J	94,418	106,784
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	J	44,121	53,314
Amount due from a joint venture	應收一間合營企業款項	L	6,924	10,666
Amount due from an associated company	應收一間聯營公司款項	L	5,600	12,075
Short-term bank deposits	短期銀行存款		6,823	11,056
Cash and cash equivalents	現金及現金等價物		2,242,178	1,977,677
<b>Total assets</b>	<b>資產總值</b>		<b>4,308,477</b>	4,110,752
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to the Company's equity holders</b>	<b>本公司權益持有人應佔資本及儲備</b>			
Share capital	股本		6,942	6,942
Reserves	儲備		3,217,722	3,185,439
			<b>3,224,664</b>	3,192,381
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>19,056</b>	21,822
<b>Total equity</b>	<b>權益總額</b>		<b>3,243,720</b>	3,214,203
<b>LIABILITIES</b>	<b>負債</b>			
Deferred income tax liabilities	遞延所得稅負債		147	187
Trade and bills payables	應付賬款及應付票據	K	134,901	178,002
Payables for payment processing solutions business	支付交易處理解決方案業務之應付款項	K	546,438	311,391
Other payables and accruals	其他應付款項及應計款項	K	359,478	378,967
Amount due to an associated company	應付一間聯營公司款項	L	456	-
Current income tax liabilities	當期所得稅負債		23,337	28,002
<b>Total liabilities</b>	<b>負債總額</b>		<b>1,064,757</b>	896,549
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>4,308,477</b>	4,110,752
			2015 二零一五年 HK\$ per share 每股港元	2014 二零一四年 HK\$ per share 每股港元
Net assets per share	每股資產淨值		1.17	1.16

## Financial Review 財務分析

### INTERIM CONDENSED CONSOLIDATED CASH FLOW STATEMENT

### 中期簡明綜合現金流量表

		1H2015 二零一五年 上半年 HK\$'000 千港元	1H2014 二零一四年 上半年 HK\$'000 千港元
<b>Net cash generated from operating activities</b>	經營業務所得現金淨額	<b>259,219</b>	95,839
<b>Net cash generated from/(used in) investing activities</b>	投資活動所得/(所用)現金淨額	<b>1,280</b>	(25,319)
<b>Net cash generated from/(used in) financing activities</b>	融資活動所得/(所用)現金淨額	<b>4,219</b>	(916)
<b>Net increase in cash and cash equivalents</b>	現金及現金等價物增加淨額	<b>264,718</b>	69,604
Cash and cash equivalents at beginning of the period	期初之現金及現金等價物	<b>1,977,677</b>	1,061,136
Exchange loss on cash and cash equivalents	現金及現金等價物之匯兌虧損	<b>(217)</b>	(17,090)
<b>Cash and cash equivalents at end of the period</b>	期末之現金及現金等價物	<b>2,242,178</b>	1,113,650

During the six months ended 30 June 2015 ("1H2015"), the consolidated turnover of Hi Sun Technology (China) Limited (the "Company") and its subsidiaries (the "Group") amounted to HK\$465.2 million, representing a decrease of 27% when compared with the six months ended 30 June 2014 ("1H2014"). Profit for the period totaled HK\$27.0 million as compared to a loss of HK\$79.8 million in 1H2014.

With regard to the balance sheet, the total assets as at 30 June 2015 amounted to HK\$4,308.5 million, when compared with HK\$4,110.8 million as at 31 December 2014. As at 30 June 2015, net current assets amounted to HK\$1,616.7 million, when compared with HK\$1,663.1 million as at 31 December 2014.

截至二零一五年六月三十日止六個月(「二零一五年上半年」)，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465,200,000港元，較截至二零一四年六月三十日止六個月(「二零一四年上半年」)減少27%。期內溢利合共為27,000,000港元，而於二零一四年上半年之虧損則為79,800,000港元。

就資產負債表而言，於二零一五年六月三十日，資產總值為4,308,500,000港元，而於二零一四年十二月三十一日則為4,110,800,000港元。於二零一五年六月三十日，流動資產淨值為1,616,700,000港元，而於二零一四年十二月三十一日則為1,663,100,000港元。

## Financial Review 財務分析

### SEGMENT PERFORMANCE REVIEW

#### (1) Payment processing solutions

Turnover	營業額
Share option expense	購股權費用
EBITDA	EBITDA
Operating loss	經營虧損

Segmental turnover amounted to HK\$143.2 million, a drop of 53% as compared to 1H2014. The decline in segmental turnover was mainly due to a keen market competition and suspension of acquisition of new merchants, we have gradually resumed the acquisition of new merchants in accordance with the requirement of the relevant regulatory bodies in Q2 2015. Segmental operating loss amounted to HK\$9.5 million, as compared to HK\$26.7 million in 1H2014. The decrease in segmental operating loss was mainly due to the fact that no share option expense was being recognised for the payment processing solutions segment in respect of grants of options in a non-wholly owned subsidiary of the Company during 1H2015 (1H2014: HK\$27.3 million).

### 分類表現分析

#### (1) 支付交易處理解決方案

1H2015 二零一五年 上半年 HK\$'000 千港元	1H2014 二零一四年 上半年 HK\$'000 千港元	Change 變動 + / (-)
143,157	302,354	-53%
-	(27,289)	N/A 不適用
4,343	(7,466)	N/A 不適用
(9,466)	(26,722)	N/A 不適用

分類營業額為143,200,000港元，較二零一四年上半年減少53%。分類營業額下降主要由於市場競爭激烈及暫停接入新商戶所致，於二零一五年第二季我們已根據相關監管機構之規定逐步恢復接入新商戶。分類經營虧損為9,500,000港元，而於二零一四年上半年則為26,700,000港元。分類經營虧損下降主要由於概無就於二零一五年上半年向本公司之非全資附屬公司授出購股權而於支付交易處理解決方案分類確認購股權開支(二零一四年上半年：27,300,000港元)。

## Financial Review 財務分析

### (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\$108.2 million, increased by 213% as compared to 1H2014. The increase in segmental turnover was mainly due to the revenue recognition for certain project milestones reached during the current period. Segmental operating loss totaled HK\$26.7 million when compared with segmental operating loss of HK\$55.5 million in 1H2014. Such decrease in operating loss was mainly attributable to increase in segmental turnover.

### (3) Electronic power meters and solutions

Turnover	營業額
EBITDA	EBITDA
Operating loss	經營虧損

Segmental turnover amounted to HK\$82.9 million as compared to HK\$150.0 million in 1H2014. Decline in turnover was mainly due to a drop in shipment level as compared to 1H2014. Segmental operating loss amounted to HK\$8.3 million, as compared to HK\$18.0 million in 1H2014. Drop in segmental loss was mainly attributable to improved gross profit margin due to change in product sales mix and cost control measures.

### (2) 金融解決方案

1H2015 二零一五年 上半年 HK\$'000 千港元	1H2014 二零一四年 上半年 HK\$'000 千港元	Change 變動 +/-
108,165	34,549	+213%
(20,404)	(54,346)	N/A 不適用
(26,704)	(55,530)	N/A 不適用

\* 來自外部客戶之營業額

期內，分類營業額為108,200,000港元，較二零一四年上半年增加213%。分類營業額增加主要由於期內若干項目已達至重要階段而確認收益所致。分類經營虧損合共26,700,000港元，而於二零一四年上半年之分類經營虧損則為55,500,000港元。經營虧損減少主要由於分類營業額增加所致。

### (3) 電能計量產品及解決方案

1H2015 二零一五年 上半年 HK\$'000 千港元	1H2014 二零一四年 上半年 HK\$'000 千港元	Change 變動 +/-
82,869	150,023	-45%
(5,707)	(14,128)	N/A 不適用
(8,291)	(17,983)	N/A 不適用

分類營業額為82,900,000港元，而二零一四年上半年則為150,000,000港元。營業額減少主要由於貨運水平較二零一四年上半年有所下跌所致。分類經營虧損為8,300,000港元，而二零一四年上半年則為18,000,000港元。分類虧損下降主要由於產品銷售組合變化及成本控制措施令毛利率改善所致。



## Financial Review 財務分析

### (4) Telecommunication solutions

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

During 1H2015, segmental turnover amounted to HK\$66.9 million, a decrease of 31% as compared to 1H2014. Segmental operating profit amounted to HK\$3.7 million as compared to operating loss of HK\$3.3 million in 1H2014. The decline in segmental turnover was mainly caused by the fact that the acceptance and key terms of certain projects were pending from the customers.

### (5) Payment platform solutions

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

\* Turnover from external customers

Segmental turnover amounted to HK\$64.1 million as compared to HK\$47.9 million in 1H2014. Segmental operating profit amounted to HK\$12.9 million, as compared to HK\$8.9 million in 1H2014. Increase in turnover and operating profit was mainly attributable to increase in income from provincial projects. 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) 電訊解決方案

1H2015 二零一五年 上半年 HK\$'000 千港元	1H2014 二零一四年 上半年 HK\$'000 千港元	Change 變動 +/-
66,897	97,397	-31%
6,603	2,739	+141%
3,653	(3,330)	N/A 不適用

於二零一五年上半年，分類營業額為66,900,000港元，較二零一四年上半年減少31%。分類經營溢利為3,700,000港元，而二零一四年上半年則為經營虧損3,300,000港元。分類營業額下跌主要由於事實上若干服務主要條款有待客戶最終確認。

### (5) 支付平台解決方案

1H2015 二零一五年 上半年 HK\$'000 千港元	1H2014 二零一四年 上半年 HK\$'000 千港元	Change 變動 +/-
64,103	47,880	+34%
13,082	9,187	+42%
12,889	8,933	+44%

\* 來自外部客戶之營業額

分類營業額為64,100,000港元，而二零一四年上半年則為47,900,000港元。分類經營溢利為12,900,000港元，而二零一四年上半年則為8,900,000港元。營業額及經營溢利上升主要歸因於來自省級項目之收入增加所致。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。

## Financial Review 財務分析

### (6) Unallocated corporate expenses

The amount mainly represents corporate office expenses and net exchange loss. The increase as compared to 1H2014 was mainly caused by the change from a net foreign exchange gain to a loss given the depreciation of Japanese Yen during the period.

### (6) 未分配企業開支

金額主要指公司辦公室開支及外匯虧損淨額。相比二零一四年上半年有所增加乃主要由於期內日圓貶值導致外匯收益淨額轉為虧損所致。

## OVERALL FINANCIAL RESULTS AND POSITION

### (A) Revenue

The consolidated turnover amounted to HK\$465.2 million, representing a drop of 27% over 1H2014. Please also refer to Notes (1) to (5) above.

### (A) 收入

綜合營業額為465,200,000港元，較二零一四年上半年下降27%。請同時參閱上文附註(1)至(5)。

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

Decrease in cost of sales was primarily due to decrease in turnover of the payment processing solutions segment and electronic power meter and solutions segment.

### (B) 銷售成本及經營開支

銷售成本減少乃主要由於支付交易處理解決方案分類及電能計量產品及解決方案分類的營業額減少所致。

Decrease in operating expenses was primarily due to:

經營開支減少乃主要由於：

- no share option expense being recognised for the payment processing solutions segment in respect of grants of options in a non-wholly owned subsidiary of the Company during 1H 2014;
- decline in staff cost with a decrease in head count; and
- decline in selling and marketing expenses such as sales commission and project tendering expenses.

- 概無就二零一四年上半年向本公司之非全資附屬公司授出購股權而於支付交易處理解決方案分類確認購股權開支；
- 員工費用下降由於人數減少；及
- 銷售及市場推廣費用如銷售佣金及項目投標費用下降。

### (C) Share of loss of a joint venture

During the current period, the joint venture recognised a net loss of HK\$16.6 million. As an ordinary shareholder of the joint venture, the Group shared a loss of HK\$3.1 million during the period to the extent the carrying amount of the joint venture reduced to nil.

### (C) 應佔一間合營企業之虧損

期內，合營企業確認虧損淨額16,600,000港元。作為合營企業之普通股股東，倘合營企業之賬面值減至零，本集團於期內應佔虧損為3,100,000港元。

### (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 2015 increased with an increase in profit of PAX Global in 1H2015 while partially offset by a decline in effective interest held in PAX Global. 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.

### (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」）截至二零一五年六月三十日止六個月之溢利增加由於百富環球於二零一五年上半年之溢利增加，惟部分被百富環球所持有之實際權益減少所抵銷。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.

### (F) Intangible assets

Intangible assets include computer software of HK\$24.0 million allocated to the financial solutions segment.

### (G) Interest in a joint venture

The amount represents interest in a joint venture of the Company and was accounted for using the equity method of accounting. The joint venture was initially measured at fair value. The carrying amount was increased or decreased to recognise the investor's share of the profits or losses and movements in other comprehensive income of the investee to the extent the carrying amount of the joint venture reduced to nil due to losses, after the initial recognition. The carrying amount of the joint venture also included goodwill and intangible assets identified upon the formation of the joint venture. As at 30 June 2015, the carrying amount of the Group interest in the joint venture was zero. Meanwhile, the fair value of the Group's interest in the joint venture was approximately HK\$99.9 million.

### (H) Interest in an associated company

As at 30 June 2015, the fair value of the Group's 32.7% effective interest in PAX Global was HK\$4,047.7 million. As at 30 June 2015, the fair value of the investment was greater than its carrying value.

### (I) Inventories

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

### (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) 無形資產

無形資產包括分配至金融解決方案分類的電腦軟件24,000,000港元。

### (G) 於一間合營企業之權益

金額指本公司於一間合營企業之權益及採用權益會計法入賬。合營企業初步按公平值計量。在初次確認後，倘合營企業之賬面值因虧損減至零，賬面值將因確認投資者應佔被投資者的溢利或虧損份額以及其他全面收益變動而增加或減少。於合營企業之賬面值亦包括合營企業成立時所識別之商譽及無形資產。於二零一五年六月三十日，本集團於該合營企業之權益的賬面值為零。同時，本集團於該合營企業之權益公平值約為99,900,000港元。

### (H) 於一間聯營公司之權益

於二零一五年六月三十日，本集團於百富環球的32.7%實際權益公平值為4,047,700,000港元。於二零一五年六月三十日，投資公平值高於其賬面值。

### (I) 存貨

金額主要指電能計量產品及解決方案分類的存貨。

## Financial Review 財務分析

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

(j) 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 2015 於二零一五年 六月 三十日 HK\$'000 千港元	As at 31 December 2014 於二零一四年 十二月 三十一日 HK\$'000 千港元
Trade receivables (Note (i))	應收賬款(附註(i))	225,238	352,268
Bills receivables	應收票據	38	3,747
Less: provision for impairment of receivables	減：應收款項減值撥備	(19,194)	(19,187)
		<b>206,082</b>	336,828
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))	94,418	106,784
Prepayments, deposits and others	預付款項、按金及其他	44,121	53,314
<b>Total</b>	<b>合計</b>	<b>344,621</b>	496,926

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:

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 2015 於二零一五年 六月 三十日 HK\$'000 千港元	As at 31 December 2014 於二零一四年 十二月 三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	115,935	250,580
91 to 180 days	91至180日	11,123	28,886
181 to 365 days	181至365日	55,430	39,338
Over 365 days	365日以上	42,750	33,464
		<b>225,238</b>	352,268

— Decrease in trade receivables aged between current to 90 days was mainly due to settlements from customers of telecommunication solutions and financial solutions segments during the period.

— 賬齡介乎即期至90日之應收賬款減少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結算。

## Financial Review 財務分析

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 financial institutions once the underlying transactions of the merchants had been acknowledged by the relevant financial institutions.

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款項，有關金額一般於商戶之相關交易獲相關金融機構確認時可由本集團向有關金融機構收取。

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

### (K) 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 2015 於二零一五年 六月 三十日 HK\$'000 千港元	As at 31 December 2014 於二零一四年 十二月 三十一日 HK\$'000 千港元
Trade payables (Note (i))	應付賬款(附註(i))	133,651	176,805
Bills payables	應付票據	1,250	1,197
Payables for payment processing solutions business (Note (ii))	支付交易處理解決方案業務之應付款項(附註(ii))	546,438	311,391
Other payables and accruals (Note (iii))	其他應付款項及應計款項(附註(iii))	359,478	378,967
<b>Total</b>	<b>合計</b>	<b>1,040,817</b>	<b>868,360</b>

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:

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 2015 於二零一五年 六月 三十日 HK\$'000 千港元	As at 31 December 2014 於二零一四年 十二月 三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	65,535	84,744
91 to 180 days	91至180日	21,297	43,104
181 to 365 days	181至365日	33,988	37,557
Over 365 days	365日以上	12,831	11,400
		<b>133,651</b>	<b>176,805</b>

## Financial Review 財務分析

### Note (ii):

This balance represents payables to merchants and financial institutions for the payment processing solutions business. The amounts are generally due for settlement within 30 days. Increase in balance was mainly due to increase in credit period.

### Note (iii):

### 附註(ii):

有關結餘指就支付交易處理解決方案業務應付商戶及金融機構之款項。有關金額一般於30日內進行結算。結餘上升主要由於信貸期增加所致。

### 附註(iii):

		As at 30 June 2015 於二零一五年 六月 三十日 HK\$'000 千港元	As at 31 December 2014 於二零一四年 十二月 三十一日 HK\$'000 千港元
Accrued staff costs and pension obligations*	應計員工成本及退休金供款*	93,480	138,818
Deposits and receipt in advance from customers**	按金及預先收取客戶款項**	115,445	98,421
Accrued subcontracting cost***	應計分包成本***	101,039	85,766
Others	其他	49,514	55,962
		<b>359,478</b>	<b>378,967</b>

\* The decrease in accrued staff costs and pension obligations was mainly due to the payment of year end bonus for 2014.

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

\*\*\* The increase in accrued subcontracting cost was caused by the financial solutions segment.

\* 應計員工成本及退休金供款減少主要由於期內發放二零一四年年終花紅所致。

\*\* 按金及預先收取客戶款項上升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增加所致。

\*\*\* 應計分包成本增加乃由於金融解決方案分類所致。

### (L) Amounts due from/to an associated company and a joint venture

The amount due from/to an associated company represents payable from/to PAX Global. The amount due from a joint venture represents receivable from Cloopen Group Holding Limited and its subsidiaries. Amounts due from/to an associated company and a joint venture are unsecured, interest-free and on normal commercial terms.

### (L) 應收／應付一間聯營公司及一間合營企業款項

應收／應付一間聯營公司款項指應收／應付百富環球之款項。應收一間合營企業款項指應收Cloopen Group Holding Limited及其附屬公司之款項。應收／應付一間聯營公司及一間合營企業款項為無抵押、免息及按一般商業條款釐定。

## UPDATES ON CONTRACTUAL ARRANGEMENT

In April 2015, the Group underwent an internal reorganisation such that 60% interests in Hunan Hisun Mobile Pay IT Ltd (湖南高陽通聯信息技術有限公司) (which is a 100% owned subsidiary of the Group and principally engaged in the provision of payment platform solutions in PRC) was transferred to a wholly-owned subsidiary of 重慶結行移動商務有限公司 ("Just-In Mobile"). The Group controls Just-In Mobile through contract-based arrangements and/or structures. Please refer to the 2014 annual report of the Company for further details of the contractual arrangement.

## 合約安排之最新進展

於二零一五年四月，本集團進行內部重組，致使湖南高陽通聯信息技術有限公司(本集團之全資附屬公司及主要於中國從事提供支付平台解決方案)之60%權益轉讓予重慶結行移動商務有限公司(「重慶結行」)之一間全資附屬公司。本集團透過以合約制安排及／或架構控制重慶結行。合約安排之進一步詳情請參閱本公司二零一四年年報。

## Financial Review 財務分析

The Group has adopted contract-based arrangements in Just-In Mobile and 北京容聯易通信息技術有限公司 (“Ronglian Yitong”) (“OPCOs”) for the purpose of enabling the Group as foreign investor, to control and/or benefit from the PRC OPCOs. The board of directors of the Company wishes to emphasize that such contractual agreement may not be as effective in providing operational control as direct ownership. In addition, if the PRC government finds that the agreements that establish the structure of Just-In Mobile and/or Ronglian Yitong in the PRC do not comply with applicable PRC laws and regulations, or if these regulations or their interpretations change in the future, the Group could be subject to severe consequences, including the nullification of the contractual arrangement and the relinquishment of the Group’s interest therein. The Company will monitor the relevant PRC laws and regulations relevant to the contractual arrangements and will take all necessary actions to protect the Company’s interests in the OPCOs.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2015, the Group reported total assets of HK\$4,308.5 million (31 December 2014: HK\$4,110.8 million), which were financed by total liabilities of HK\$1,064.8 million (31 December 2014: HK\$896.5 million) and equity of HK\$3,243.7 million (31 December 2014: HK\$3,214.2 million). The net asset value was HK\$ 3,243.7 million (31 December 2014: HK\$3,214.2 million). The net asset value per share amounted to HK\$1.17 per share as compared to HK\$1.16 per share as at 31 December 2014.

As at 30 June 2015, the Group had cash and cash equivalents of HK\$2,242.2 million (31 December 2014: HK\$1,977.7 million) and no short-term borrowings (31 December 2014: nil). The net cash position as at 30 June 2015 was HK\$2,242.2 million as compared to HK\$1,977.7 million as at 31 December 2014. The gearing ratio (defined as total borrowings divided by shareholders’ equity) was zero (31 December 2014: 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 2015, the Group had no bank borrowings (at 31 December 2014: nil) and had banking facilities of approximately HK\$22.5 million (at 31 December 2014: HK\$22.5 million). As at 30 June 2015, the banking facilities were secured by the leasehold land and buildings of a subsidiary of the Company, with a net book amount of HK\$3.4 million and HK\$12.2 million, respectively. As at 31 December 2014, the banking facilities were secured by the leasehold land and buildings of a subsidiary of the Company, with a net carrying amount of HK\$3.5 million and HK\$12.7 million, respectively.

本集團已於重慶結行及北京容聯易通信息技術有限公司(「容聯易通」)(「中國營運公司」)採納合約制安排，旨在讓本集團(作為外資)控制中國營運公司及／或從中國營運公司中獲益。本公司董事會謹此強調，有關合約安排未必如直接擁有權提供經營控制權般有效。此外，倘中國政府發現就於中國確立重慶結行及／或容聯易通之架構所訂立之協議並不符合中國適用的法律及法規，或倘該等法規或其詮釋日後有變，則本集團可能須承受嚴重後果，包括合約安排無效及須放棄本集團於當中之利益。本公司將監察與合約安排有關之相關中國法律及法規，並將採取一切所需行動以保障本公司於中國營運公司之利益。

### 流動資金及財務資源

於二零一五年六月三十日，本集團錄得總資產4,308,500,000港元(二零一四年十二月三十一日：4,110,800,000港元)，相應負債總額1,064,800,000港元(二零一四年十二月三十一日：896,500,000港元)及權益總額為3,243,700,000港元(二零一四年十二月三十一日：3,214,200,000港元)。資產淨值則為3,243,700,000港元(二零一四年十二月三十一日：3,214,200,000港元)。每股資產淨值為每股1.17港元，而於二零一四年十二月三十一日則為每股1.16港元。

於二零一五年六月三十日，本集團有現金及現金等價物2,242,200,000港元(二零一四年十二月三十一日：1,977,700,000港元)及並無短期借款(二零一四年十二月三十一日：無)。於二零一五年六月三十日之現金淨額為2,242,200,000港元，相對二零一四年十二月三十一日則為1,977,700,000港元。資本負債比率(定義為借貸總額除股東權益)為零(二零一四年十二月三十一日：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

於二零一五年六月三十日，本集團並無銀行貸款(二零一四年十二月三十一日：無)及有銀行信貸約22,500,000港元(二零一四年十二月三十一日：22,500,000港元)。於二零一五年六月三十日，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3,400,000港元及12,200,000港元)作抵押。於二零一四年十二月三十一日，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3,500,000港元及12,700,000港元)作抵押。

## Financial Review 財務分析

Approximately HK\$1,280.7 million, HK\$589.7 million, HK\$274.2 million, HK\$96.2 million and HK\$1.4 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 2015.

Approximately HK\$979.4 million, HK\$626.0 million, HK\$272.9 million, HK\$92.1 million and HK\$7.3 million of the Group's cash balances were denominated in Renminbi, Hong Kong dollar, US dollar, Japanese Yen and MOP respectively as at 31 December 2014.

### 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 2015.

### 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

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

Save as disclosed above, the Group had no material contingent liability as at 30 June 2015.

於二零一五年六月三十日，本集團之現金結餘分別約1,280,700,000港元、589,700,000港元、274,200,000港元、96,200,000港元及1,400,000港元乃分別以人民幣、港元、美元、日圓及澳門幣(「澳門幣」)列值。

於二零一四年十二月三十一日，本集團之現金結餘分別約979,400,000港元、626,000,000港元、272,900,000港元、92,100,000港元及7,300,000港元乃分別以人民幣、港元、美元、日圓及澳門幣列值。

### 附屬公司的重大收購及出售

除本報告披露外，本集團於截至二零一五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

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

除上文披露外，於二零一五年六月三十日，本集團並無任何重大或然負債。



## Financial Review 財務分析

### EMPLOYEES

The total number of employees of the Group as at 30 June 2015 was 2,205. The breakdown of employees by division is as follows:

Telecommunication solutions	電訊解決方案	277
Financial solutions	金融解決方案	380
Payment platform solutions	支付平台解決方案	396
Payment processing solutions	支付交易處理解決方案	401
Electronic power meters and solutions	電能計量產品及解決方案	525
Others	其他	193
Corporate office	總部	33
		2,205

### 僱員

本集團於二零一五年六月三十日之僱員總數為2,205人。僱員按部門細分如下：

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，另加與表現掛鉤之年度花紅。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

### Payment processing solutions

Third-party payment industry is flourishing recently in China, becoming an important component of the financial services sector. Online and Offline Integration as well as internet finance introduce a new strategic business market space into the third-party payment industry. With the inspections by the regulatory bodies being passed in the first quarter and the acquirement of new merchants being resumed gradually, we expect that the operation scale of payment processing in second half of the year will steadily increase. At the same time, we actively devoted ourselves into the business of payment service, which has produced brilliant results. In the future, Hi Sun will expand our prospective financial business, including wealth management and loan service, etc., so as to grasp the trend of developing internet finance. Based on the existing competitive advantages, we will focus on numerous numbers of small and medium enterprises. Through making good use of customer resources and decent operating model of partnership, we will be committed to providing them with various competitive payment and prospective financial products.

### Financial solutions

During the period, Hi Sun continued to expand in the core banking sector, especially in Hong Kong and overseas markets. We successfully entered into core banking contracts with Hong Kong Dah Sing Bank, Bank of Beijing, Hong Kong Branch, China Minsheng Bank, Singapore Branch, etc. In Mainland China, we successfully realized the delivery of the core system of the head office of China CITIC Bank. All these strengthened our leading position in the core banking high-end solutions industry. Besides, with more and more internet financial solutions available, third-party payment solutions facilitate traditional enterprises to integrate with internet finance, thus we have new clients such as TCL and Jifutong Payment Company Limited (集付通支付有限公司). For P2P solutions, relationship with new clients such as Shenzhen Penging (深圳鵬金所) was established. At the same time, our ATM outsourcing services operate steadily, providing continuous and stable cash flow.

### 支付交易處理解決方案

第三方支付業近年來在國內蓬勃發展，成為金融服務體系的重要組成部分。線上線下融合、互聯網金融等為第三方支付業引入戰略性新業務市場空間。隨著於首季度通過了監管機構核查，並逐步恢復接入新商戶，我們預計下半年支付交易運營規模將穩步增長。與此同時，我們積極投入支付業務，卓有成效。未來，高陽將拓展理財、貸款等准金融業務，積極把握互聯網金融發展浪潮。憑藉現有競爭優勢，我們將聚焦數量龐大的中小企業客戶，透過善用客戶資源及良好的夥伴式經營關係，著力提供各類有競爭力的支付和準金融產品。

### 金融解決方案

期內，高陽在核心銀行領域特別是香港及海外市場持續擴張，與香港大新銀行、北京銀行香港分行、民生銀行新加坡分行等成功簽署核心銀行合約。在國內，我們順利實現了中信銀行總行核心系統的交付。這些都鞏固了我們在核心銀行高端解決方案的行業領先地位。此外，互聯網金融解決方案日益豐富，第三方支付解決方案幫助傳統企業與互聯網金融融合，新增TCL，集付通支付有限公司等用戶。而P2P解決方案，則與深圳鵬金所等新用戶確立關係。同時，我們ATM外包平穩運營，提供持續穩定現金流。

## Business Outlook 業務展望

### Electronic power meters and solutions

In the first half of 2015, the tender volume of smart electronic power meters from State Grid was at comparable level to the corresponding period in last year. The key focus of State Grid in 2015 is to speed up the construction of the state and provincial metrology center, implement lean management on the full-service and full-process metrology, and enhance the intelligence level. The standard of state inspection of electronic power meters and the construction of the related system are implemented in an orderly progress. The standardization of safety and software testing of the electronic power meters are gradually promoted. In order to fulfill the new requirements in the market, we conduct optimization on the managerial system in respect of all aspects including design, research and development, material management and monitoring, and management of manufacturing. As the specific upgrade and reform on the automatic production line are approaching completion and it is expected to officially commence work in the second half of the year, the quality of the products will be further enhanced. We will continue to escalate the technological and quality level of our products and our service level, as well so as to seize more opportunities in the market.

### Telecommunication solutions

While the Jiangsu Base of China Mobile is maintaining the development for the traditional voice business, it is actively promoting products and business based on mobile internet traffic. It will continue to develop the user end of the voice magazine and open the interface thereof in order to provide new opportunities for all aspects on the value chain to grow. In January 2015, Migu Culture and Technology Limited (咪咕文化科技有限公司), a subsidiary of China Mobile, was officially established, which integrates the business and content of the top five fields operated under China Mobile, including music, videos, reading, games and comics. We expect that China Mobile will offer more resources to the business of such five fields. Therefore, the comic business of mobile phone can also be entitled new driving force to grow. As one of the core supporting parties of China Mobile, Hi Sun has obtained new projects of H5 portal and comic electronic books given our background of being the supporting party of the original user end portal, thus our supporting area could be further expanded and our supporting status will be enhanced and consolidated continuously. With the implementation of national strategy of "Internet Plus", we will continue our efforts in an attempt to leverage on the business and technology accumulation in the communications field so as to strive for innovative business and services for individuals and corporate users in the development of internet and communications field, and put more efforts on the exploration of new income growth points.

### 電子計量產品及解決方案

2015年上半年，國家電網公司智慧電能表的招標量與去年同期相約。國家電網2015年之工作重點，是加快國網和省級計量中心建設，實施計量全業務全過程的精益化管理、提升智慧化水準。電能表狀態檢驗工作標準及相關系統建設正有序進行中，電能表安全及軟體測試規範化工作也在逐步推進。為適應新的市場要求，我們對設計研發、物料管控、製造管理等各方面的管理體系進行了完善工作。自動化生產線的針對性升級改造工作已接近完成，預計下半年可以正式啟用，這將進一步提高產品的品質。我們會繼續提高我們的產品技術水準、品質水準以及服務水準，從而獲得更多的市場機會。

### 電訊解決方案

移動江蘇基地在保持常規語音業務發展同時，積極佈局基於移動互聯網的流量產品和業務，持續打造語音雜誌用戶端及開放介面，繼續為價值鏈各方提供新的增長機遇。2015年1月，中國移動旗下的咪咕文化科技有限公司正式成立，整合了中國移動旗下包括音樂、視頻、閱讀、遊戲、動漫在內五大領域的業務及內容。我們預期中國移動將賦予該五大領域的業務更大的資源。由此，移動手機動漫業務亦可獲得新的增長動力。高陽作為中國移動核心支撐方之一，在我們作為原有用戶端門戶支撐方之背景下，已取得新H5門戶和動漫電子書項目，支撐領域進一步擴大，支撐地位不斷提高和鞏固。隨著「互聯網+」國家戰略的確立，我們不斷嘗試利用在通信領域的業務和技術積累，力爭在互聯網及通訊領域發展面向個人和企業使用者的創新業務和服務，努力發掘新的收入增長點。

## Business Outlook 業務展望

### Payment platform solutions

As the supporting party of China Mobile's nation-wide 和包 platform (formerly known as "mobile payment" or "mobile wallet"), we provide comprehensive supporting services for such business. 和包 offers a variety of safe and trendy online and offline payment experience conveniently and expediently for individuals and corporate customers. In the future, we expect that China Mobile will continue to invest in 和包 business, thus it will continue to develop at a fast pace. Such trend will lead to a rise in the demand for our supporting services and income is expected to grow steadily. Meanwhile, we will also put more efforts on the E-commerce payment business expansion of China Mobile in various provinces. Besides, we will maintain the innovation investment in mobile internet business and explore opportunities to create self-operated business in such field in order to lay foundation for further development.

### 支付平台解決方案

作為中國移動全國和包平台(原名「手機支付」、「手機錢包」)的支撐方，我們為該業務提供全面的支撐服務。和包為個人和企業客戶提供方便得宜、豐富多彩、安全時尚的線上、線下支付體驗。未來，我們預期中國移動將持續投入和包業務，將使其繼續快速發展。這對我們的支撐服務需求將有所增長，收入有望穩步提高。同時，我們還加強對中國移動各省電商支付類業務拓展力度。此外，我們亦保持對移動互聯網領域的創新投入，探索在該領域創新自有業務的機會，為進一步發展奠定基礎。

## 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 2015, 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	Personal interest	Number of shares held		Approximate percentage of Shareholding*
			Corporate interest	Total	
		個人權益	公司權益	總數	股權概約百分比*
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 2015, which was 2,776,833,835 ordinary shares.

Save as disclosed above, as at 30 June 2015, none of the Directors, the chief executive 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

於二零一五年六月三十日，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	Personal interest	Number of shares held		Approximate percentage of Shareholding*
			Corporate interest	Total	
		個人權益	公司權益	總數	股權概約百分比*
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二零一五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，於二零一五年六月三十日，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）之任何股份、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

### 主要股東於股份及相關股份之權益及 淡倉

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 30 June 2015, 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.

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，於二零一五年六月三十日，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%

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 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 2015, 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.

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。
- \* 「L」表示股份之好倉。
- \*\* 百分比乃根據本公司於二零一五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。
- \*\*\* 渠萬春先生及李文晉先生為 RGL 董事，渠萬春先生、李文晉先生及徐文生先生均為 HSL 董事，而其於本公司股份或相關股份中，被視作或當作擁有須根據證券及期貨條例第 XV 部第 2 及 3 分部規定披露之權益或淡倉。

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 2015.

除上文披露外，除董事或本公司行政總裁以外，概無任何人士於二零一五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。

## Additional Information 其他資料

### OTHER TRANSACTION DURING THE YEAR

On 6 February 2015, Main Access Limited (“Main Access”), a subsidiary of the Company, entered into a subscription agreement (the “Series B Subscription Agreement”) with Trustbridge Partners V, L.P. (“Trustbridge”), Sequoia Capital CV IV Holdco, Ltd. (“Sequoia”), Cloopen Group Holding Limited (“Cloopen”), a joint venture of the Company, two subsidiaries of Cloopen, namely Cloopen Limited and Anxun Guantong (Beijing) Technology Co., Ltd. (“Anxun”), Beijing Ronglian Yitong Information Technology Co. Ltd. (“Ronglian”), together with Cloopen Co., Ltd., Slivo Co., Ltd., Mr. LI Xiaoguang and Mr. SUN Changxun, pursuant to which Trustbridge conditionally agreed to subscribe for and purchase from Cloopen, and Cloopen conditionally agreed to issue and sell to Trustbridge 19,617,225 Series B Preferred Shares of Cloopen (“Series B Preferred Shares”). The consideration for the Series B Preferred Shares issued to Trustbridge shall be US\$10,200,000. In addition, Cloopen shall duly reserve 9,003,447 Class A Ordinary Shares of Cloopen (“Class A Ordinary Shares”), to be further issued to the Cloopen’s employees, consultants, officers or directors pursuant to an employee incentive scheme to be adopted following the completion of the Series B Subscription Agreement.

Upon the completion of the Series B Subscription Agreement on 11 February 2015, the Group’s interests in Ronglian further decreased to 43.2% (or 35.6% on a fully-diluted basis). The relevant financial impact of the transaction will be reflected in the consolidated financial statements of the Group for the year ending 31 December 2015.

### 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 2015.

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.

### 年內其他交易

於二零一五年二月六日，本公司附屬公司Main Access Limited(「Main Access」)與Trustbridge Partners V, L.P.(「Trustbridge」)、Sequoia Capital CV IV Holdco, Ltd.(「Sequoia」)、本公司一間合營企業Cloopen Group Holding Limited(「Cloopen」)、Cloopen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」)、連同Cloopen Co., Ltd.、Slivo Co., Ltd.、李曉光先生及孫昌勛先生訂立認購協議(「B系列認購協議」)。據此，Trustbridge有條件同意向Cloopen認購及購入，而Cloopen有條件同意向Trustbridge發行及出售Cloopen之19,617,225股B系列優先股(「B系列優先股」)。發行予Trustbridge之B系列優先股之買價將為10,200,000美元。此外，Cloopen將妥為保留9,003,447股Cloopen A類普通股(「A類普通股」)，於根據B系列認購協議完成後將採納之僱員獎勵計劃再發行予Cloopen僱員、顧問、高級職員或董事。

於二零一五年二月十一日完成B系列認購協議後，本集團於容聯之權益將進一步減至43.2% (或按全面攤薄基準為35.6%)。交易之相關財務影響將於本集團截至二零一五年十二月三十一日止年度之綜合財務報表中反映。

### 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二零一五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。

## Additional Information 其他資料

### 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 2015.

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.

### 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 2015 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.

### 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。

於截至二零一五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。

### 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二零一五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。



## Additional Information 其他資料

No share option of the Company was granted or exercised during the six months ended 30 June 2015. As at 30 June 2015, 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.

### 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\$1,500 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 2015.

本公司並無於截至二零一五年六月三十日止六個月授出或行使購股權。於二零一五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。

### 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1,500港元，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，本公司於截至二零一五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

For the period ended 30 June 2015 截至二零一五年六月三十日止期間

		Unaudited 未經審核		
		Six months ended 30 June 截至六月三十日止六個月		
		2015 二零一五年	2014 二零一四年	
		HK\$'000 千港元	HK\$'000 千港元	
		Note 附註		
<b>Revenue</b>	收入	6	<b>465,191</b>	636,973
Cost of sales	銷售成本	8	<b>(308,046)</b>	(449,916)
<b>Gross profit</b>	毛利		<b>157,145</b>	187,057
Other income	其他收入	6	<b>18,031</b>	10,826
Selling expenses	銷售開支	8	<b>(62,757)</b>	(92,621)
Administrative expenses	行政費用	8	<b>(174,227)</b>	(226,013)
<b>Operating loss</b>	經營虧損		<b>(61,808)</b>	(120,751)
Share of profit of investments accounted for using the equity method	應佔以權益法入賬之投資溢利	24	<b>97,546</b>	81,874
Loss on dilution of interest in an investment accounted for using the equity method	攤薄以權益法入賬之一項投資權益之虧損	24	<b>(8,550)</b>	(40,636)
<b>Profit/(loss) before income tax</b>	除所得稅前溢利/(虧損)		<b>27,188</b>	(79,513)
Income tax expense	所得稅開支	11	<b>(217)</b>	(329)
<b>Profit/(loss) for the period</b>	期內溢利/(虧損)		<b>26,971</b>	(79,842)
<b>Profit/(loss) attributable to:</b>	應佔溢利/(虧損):			
– Equity holders of the Company	– 本公司權益持有人		<b>29,755</b>	(78,508)
– Non-controlling interests	– 非控股權益		<b>(2,784)</b>	(1,334)
			<b>26,971</b>	(79,842)
			<b>HK\$ per share 每股港元</b>	HK\$ per share 每股港元
<b>Earnings/(loss) per share for profit/(loss) attributable to equity holders of the Company:</b>	本公司權益持有人應佔溢利/(虧損)之每股盈利/(虧損):			
Basic	基本	13	<b>0.01</b>	(0.03)
Diluted	攤薄	13	<b>0.01</b>	(0.04)

The notes on pages 32 to 64 form an integral part of this condensed consolidated interim financial information.

第32至64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

For the period ended 30 June 2015 截至二零一五年六月三十日止期間

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
<b>Profit/(loss) for the period</b>	<b>期內溢利/(虧損)</b>	<b>26,971</b>	(79,842)
<b>Other comprehensive income/(loss), net of tax</b>	<b>其他全面收益/(虧損) (扣除稅項)</b>		
<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	211	(19,768)
Fair value loss on revaluation of an available-for-sale financial asset	重估可供出售金融資產之公平值虧損	(198)	-
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 of investments accounted for using the equity method	所佔以權益法入賬之投資之其他全面虧損	(1,307)	(15,290)
Release of reserve upon dilution of interest in an investment accounted for using the equity method	攤薄以權益法入賬之一項投資權益後釋出之儲備	(83)	(835)
<b>Total comprehensive income/(loss) for the period, net of tax</b>	<b>期內全面收益/(虧損)總額 (扣除稅項)</b>	<b>25,594</b>	(116,024)
<b>Total comprehensive income/(loss) attributable to:</b>	<b>應佔全面收益/(虧損)總額：</b>		
- Equity holders of the Company	- 本公司權益持有人	28,360	(114,450)
- Non-controlling interests	- 非控股權益	(2,766)	(1,574)
		<b>25,594</b>	(116,024)

The notes on pages 32 to 64 form an integral part of this condensed consolidated interim financial information.

第32至64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

At 30 June 2015 於二零一五年六月三十日

			Unaudited 未經審核 30 June 六月三十日 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業	14	1,975	2,061
Property, plant and equipment	物業、廠房及設備	15	92,904	108,826
Leasehold land	租賃土地	16	34,892	35,383
Intangible assets	無形資產	17	24,012	29,389
Investments accounted for using the equity method	以權益法入賬之投資	24	1,464,496	1,372,967
Available-for-sale financial asset	可供出售金融資產		7,219	-
Long-term deposits and prepayments	長期按金及預付款項	19	1,639	2,624
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>1,627,137</b>	1,551,250
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		76,833	53,726
Trade and bills receivables	應收賬款及應收票據	18	206,082	336,828
Receivables from payment processing solutions business	支付交易處理解決方案業務之應收款項	19	94,418	106,784
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	19	42,482	50,690
Amounts due from investments accounted for using the equity method	應收以權益法入賬之投資之款項	27	12,524	22,741
Short-term bank deposits	短期銀行存款	20	6,823	11,056
Cash and cash equivalents	現金及現金等價物	20	2,242,178	1,977,677
<b>Total current assets</b>	<b>流動資產總額</b>		<b>2,681,340</b>	2,559,502
<b>Total assets</b>	<b>資產總額</b>		<b>4,308,477</b>	4,110,752
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to the Company's equity holders</b>	<b>本公司權益持有人應佔股本及儲備</b>			
Share capital	股本	23	6,942	6,942
Reserves	儲備		3,217,722	3,185,439
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>3,224,664</b>	3,192,381
			<b>19,056</b>	21,822
<b>Total equity</b>	<b>權益總額</b>		<b>3,243,720</b>	3,214,203

The notes on pages 32 to 64 form an integral part of this condensed consolidated interim financial information.

第32至64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

At 30 June 2015 於二零一五年六月三十日

			Unaudited 未經審核 30 June 六月三十日 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income tax liabilities	遞延所得稅負債		147	187
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>147</b>	187
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	應付賬款及應付票據	21	134,901	178,002
Payables for payment processing solutions business	支付交易處理解決方案業務之應付款項	22	546,438	311,391
Other payables and accruals	其他應付款項及應計款項	22	359,478	378,967
Amount due to an investment accounted for using the equity method	應付以權益法入賬之一項投資之款項	27	456	-
Current income tax liabilities	當期所得稅負債		23,337	28,002
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>1,064,610</b>	896,362
<b>Total liabilities</b>	<b>負債總額</b>		<b>1,064,757</b>	896,549
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>4,308,477</b>	4,110,752
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,616,730</b>	1,663,140
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>3,243,867</b>	3,214,390

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 32 to 64 form an integral part of this condensed consolidated interim financial information.

第32至64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

For the period ended 30 June 2015 截至二零一五年六月三十日止期間

Unaudited  
未經審核

		Attributable to equity holders of the Company 本公司權益持有人應佔						Non- controlling interests 非控股 權益	Total 合計
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Exchange reserve 外匯儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元		
<b>Balance at 1 January 2015</b>	於二零一五年一月一日之結餘	6,942	1,063,153	168,434	487,380	148,095	1,318,377	21,822	3,214,203
<b>Comprehensive income</b>	全面收益								
Profit for the period	期內溢利	-	-	-	-	-	29,755	(2,784)	26,971
<b>Other comprehensive (loss)/income</b>	其他全面(虧損)/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	-	-	-	-	193	-	18	211
Fair value loss on revaluation of an available-for-sale financial asset	重估可供出售金融資產之公平值虧損	-	-	-	(198)	-	-	-	(198)
Share of other comprehensive loss of investments accounted for using the equity method (Note 24)	應佔以權益法入賬之投資之其他全面虧損(附註24)	-	-	-	-	(1,307)	-	-	(1,307)
Release of reserve upon dilution of interest in an investment accounted for using the equity method (Note 24)	攤薄以權益法入賬之一項投資權益後釋出之儲備(附註24)	-	-	-	-	(83)	-	-	(83)
<b>Total comprehensive (loss)/income</b>	全面(虧損)/收益總額	-	-	-	(198)	(1,197)	29,755	(2,766)	25,594
Share of other reserves of investments accounted for using the equity method (Note 24)	應佔以權益法入賬之投資之其他儲備(附註24)	-	-	-	3,923	-	-	-	3,923
<b>Balance at 30 June 2015</b>	於二零一五年六月三十日之結餘	6,942	1,063,153	168,434	491,105	146,898	1,348,132	19,056	3,243,720

The notes on pages 32 to 64 form an integral part of this condensed consolidated interim financial information.

第32至64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

For the period ended 30 June 2015 截至二零一五年六月三十日止期間

		Unaudited 未經審核							
		Attributable to equity holders of the Company 本公司權益持有人應佔						Non- controlling interests 非控股 權益	Total 合計
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Exchange reserve 外匯儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元		
<b>Balance at 1 January 2014</b>	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
<b>Comprehensive loss</b>	<b>全面虧損</b>								
Loss for the period	期內虧損	-	-	-	-	-	(78,508)	(1,334)	(79,842)
<b>Other comprehensive loss</b>	<b>其他全面虧損</b>								
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	-	-	-	-	(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 investment accounted for using the equity method (Note 24)	應佔以權益法入賬之一項投資之其他全面虧損(附註24)	-	-	-	-	(15,290)	-	-	(15,290)
Release of reserve upon dilution of interest in an investment accounted for using the equity method (Note 24)	攤薄以權益法入賬之一項投資權益後釋出之儲備(附註24)	-	-	-	-	(835)	-	-	(835)
<b>Total comprehensive loss</b>	<b>全面虧損總額</b>	-	-	-	-	(35,942)	(78,508)	(1,574)	(116,024)
Share of other reserve of an investment accounted for using the equity method (Note 24)	應佔以權益法入賬之一項投資之其他儲備(附註24)	-	-	-	7,168	-	-	-	7,168
Employees' incentive programme of a subsidiary	一間附屬公司之僱員獎勵計劃	-	-	-	27,289	-	-	-	27,289
<b>Balance at 30 June 2014</b>	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 32 to 64 form an integral part of this condensed consolidated interim financial information.

第32至64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量表

For the period ended 30 June 2015 截至二零一五年六月三十日止期間

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營業務之現金流量</b>		
Cash generated from operations	經營所得現金	264,138	95,868
Income tax paid	已支付所得稅	(4,919)	(29)
<b>Net cash flows generated from operating activities</b>	<b>經營業務所得現金流量淨額</b>	<b>259,219</b>	95,839
<b>Cash flows from investing activities</b>	<b>投資活動之現金流量</b>		
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	171	60
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 property, plant and equipment	購置物業、廠房及設備	(6,529)	(34,142)
Interest received	已收利息	7,638	4,997
<b>Net cash flows generated from/(used in) investing activities</b>	<b>投資活動所得/(所用)現金流量淨額</b>	<b>1,280</b>	(25,319)
<b>Cash flows from financing activities</b>	<b>融資活動之現金流量</b>		
Decrease/(increase) in short-term bank deposits	短期銀行存款減少/(增加)	4,219	(916)
<b>Net cash flows generated from/(used in) financing activities</b>	<b>融資活動所得/(所用)現金流量淨額</b>	<b>4,219</b>	(916)
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物之增加淨額</b>	<b>264,718</b>	69,604
Cash and cash equivalents at beginning of the period	期初之現金及現金等價物	1,977,677	1,061,136
Exchange loss on cash and cash equivalents	現金及現金等價物之匯兌虧損	(217)	(17,090)
<b>Cash and cash equivalents at the end of the period</b>	<b>期末之現金及現金等價物</b>	<b>2,242,178</b>	1,113,650

The notes on pages 32 to 64 form an integral part of this condensed consolidated interim financial information.

第32至64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 holdings.

The Company and its subsidiaries (collectively referred to as the “Group”), are principally engaged in the provision of payment processing solutions, provision of financial solutions, sales of electronic power meters and solutions, provision of telecommunication solutions and provision of payment platform 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 6 August 2015.

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(統稱為「本集團」)主要從事提供支付交易處理解決方案、提供金融解決方案、銷售電能計量產品及解決方案、提供電訊解決方案及提供支付平台解決方案。

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二零一五年八月六日獲批准刊發。

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 2015 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 2014, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

### 3 ACCOUNTING POLICIES

The accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2014, as described in those annual financial statements.

Amendments to HKFRSs effective for the financial year ending 31 December 2015 do not have a material impact on the Group.

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 other amended standards or interpretations that are effective for the first time for this interim period that could be expected to have a material impact on this 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 2014.

### 2 編製基準

此截至二零一五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二零一四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

所應用會計政策與截至二零一四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。

於截至二零一五年十二月三十一日止財政年度生效之香港財務報告準則之修訂並無對本集團構成重大影響。

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。

概無其他於本中期間首次生效之經修訂準則或詮釋可能預期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，與應用於截至二零一四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 for the year ended 31 December 2014.

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，且應與本集團截至二零一四年十二月三十一日止年度財務報表一併閱讀。

自年底以來，本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 asset that is measured at fair value at 30 June 2015.

	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
<b>Assets</b>				
Available-for-sale financial asset				
– Equity security	–	–	7,219	7,219
<b>Total</b>	–	–	7,219	7,219

The Group did not have any financial asset that was measured at fair value at 31 December 2014.

There were no transfers of financial assets between the fair value hierarchy classifications during the period (six months ended 30 June 2014: same).

#### 5.3 公平值估計(續)

下表呈列本集團於二零一五年六月三十日按公平值計量的金融資產。

本集團於二零一四年十二月三十一日並無任何以公平值計量之金融資產。

於本期間，公平值等級分類間並無金融資產轉讓(截至二零一四年六月三十日止六個月：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 (Continued) 5 財務風險管理及金融工具(續)

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

The following table presents the changes in level 3 instrument for the six months ended 30 June 2015:

##### 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二零一五年六月三十日止六個月之變動：

		Unaudited 未經審核 Available- for-sale financial asset 可供出售 金融資產 HK\$'000 千港元
<b>As at 1 January 2015</b>	於二零一五年一月一日	-
Addition	添置	7,356
Fair value loss on revaluation recognised in other comprehensive income	確認於其他全面收益之重估公平值虧損	(198)
Exchange realignment	匯兌調整	61
<b>As at 30 June 2015</b>	於二零一五年六月三十日	<b>7,219</b>
Total gains or losses for the period included in profit or loss for assets held at the end of the period	於期末就所持資產計入損益之期內收益或虧損總額	-
Changes in unrealised gains or losses for the period included in profit or loss at the end of the period	於期末計入損益之期內未變現收益或虧損變動	-

## 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 財務風險管理及金融工具(續)

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

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

#### 5.4 利用重大不可觀察輸入數據計量之公平值(第三級)(續)

下表呈列第三級工具於截至二零一四年六月三十日止六個月之變動：

		Unaudited 未經審核 Available- for-sale financial asset 可供出售 金融資產 HK\$'000 千港元
<b>As at 1 January 2014</b>	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
<b>As at 30 June 2014</b>	於二零一四年六月三十日	24,000
Total gains or losses for the period included in profit or loss for assets held at the end of the period	於期末就所持資產計入損益之期內收益或虧損總額	-
Changes in unrealised gains or losses for the period included in profit or loss at the end of the period	於期末計入損益之期內未變現收益或虧損變動	-

Specific valuation techniques used to value level 3 financial instruments include techniques such as discounted cash flow analysis and equity allocation model. There are no changes in valuation techniques during the period (six months ended 30 June 2014: same).

就第三級金融工具估值使用的指定估值技術包括貼現現金流量分析及權益分配模式等技術。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：相同)。

During the six months ended 30 June 2015, there were no reclassifications of financial assets (six months ended 30 June 2014: same).

截至二零一五年六月三十日止六個月期間，並無重新分類金融資產(截至二零一四年六月三十日止六個月：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 (Continued)

#### 5.5 Group's valuation processes

The Group's finance department includes a team that reviews 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.

The key unobservable assumptions used in the valuation of the available-for-sale financial asset as at 9 February 2015 (date of addition) and 30 June 2015 are:

Unobservable inputs	As at 30 June 2015	As at 9 February 2015 (date of addition)
Pre-tax discount rate	23.7%	22.2%
Terminal growth rate	3.0%	3.0%
Average gross profit margin	42.5%	42.5%
Compound annual growth rate	44.5%	44.8%

As at 30 June 2015, the pre-tax discount rate used to compute the fair value is 23.7%. If the discount rate shifted by 1%, the impact on other comprehensive income would be HK\$327,000.

### 5 財務風險管理及金融工具(續)

#### 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審閱所需金融資產估值(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。

於二零一五年二月九日(添置日期)及二零一五年六月三十日,可供出售金融資產之估值採用之主要不可觀察假設如下:

不可觀察輸入數據	於二零一五年六月三十日	於二零一五年二月九日(添置日期)
稅前貼現率	23.7%	22.2%
終端增長率	3.0%	3.0%
平均毛利率	42.5%	42.5%
複合年增長率	44.5%	44.8%

於二零一五年六月三十日,用作計算公平值之稅前貼現率為23.7%。倘貼現率變動1%,對其他全面收益之影響將為327,000港元。

## 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
- Amounts due from investments accounted for using the equity method
- Short-term bank deposits
- Cash and cash equivalents
- Trade and bills payables
- Payables for payment processing solutions business
- Other payables and accruals
- Amount due to an investment accounted for using the equity method

### 6 REVENUE AND OTHER INCOME

The Group is principally engaged in the provision of payment processing solutions, provision of financial solutions, sales of electronic power meters and solutions, provision of telecommunication solutions and provision of payment platform 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
- 應收以權益法入賬之投資之款項
- 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
- 其他應付款項及應計款項
- 應付以權益法入賬之一項投資之款項

### 6 收入及其他收入

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



## Notes to Condensed Consolidated Interim Financial Information

### 簡明綜合中期財務資料附註

#### 6 REVENUE AND OTHER INCOME (Continued)

#### 6 收入及其他收入(續)

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

於期內已確認之收入及其他收入如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Turnover	營業額		
Provision of payment processing solutions	提供支付交易處理解決方案	143,157	302,354
Provision of financial solutions	提供金融解決方案	108,165	34,549
Sales of electronic power meters and solutions	銷售電能計量產品及解決方案	82,869	150,023
Provision of telecommunication solutions	提供電訊解決方案	66,897	97,397
Provision of payment platform solutions	提供支付平台解決方案	64,103	47,880
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
Others	其他	-	2,682
		<b>465,191</b>	636,973
Other income	其他收入		
Interest income	利息收入	7,638	4,997
Subsidy income	補貼收入	6,340	2,442
Rental income	租金收入	2,948	1,162
Others	其他	1,105	2,225
		<b>18,031</b>	10,826
Turnover and other income	營業額及其他收入	<b>483,222</b>	647,799

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

### 7 SEGMENT INFORMATION

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

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

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

- (a) Payment processing solutions – principally engaged in provision of payment processing services, merchants recruiting and related products and solutions;
- (b) 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) 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 sales of mag-stripe card security decoder chips;
- (d) Telecommunication solutions – principally engaged in the provision of telecommunication platform operation services and operation value-added services; and
- (e) Payment platform solutions – principally engaged in the provision of mobile payment platform operation services and operation value-added services.

### 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。

本集團之內部報告分為五個主要業務分類：

- (a) 支付交易處理解決方案 — 主要從事提供支付交易處理服務、商戶招攬及相關產品及解決方案；
- (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) 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銷售磁條卡加密解碼芯片；
- (d) 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；及
- (e) 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。



# 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)

		Unaudited 未經審核						
		Payment processing solutions 支付 交易處理 解決方案 HK\$'000 千港元	Financial solutions 金融解決 方案 HK\$'000 千港元	Electronic power meters and solutions 電能計量 產品及 解決方案 HK\$'000 千港元	Telecomm- unication solutions 電訊解決 方案 HK\$'000 千港元	Payment platform solutions 支付平台 解決方案 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Six months ended 30 June 2014</b>	<b>截至二零一四年六月三十日 止六個月</b>							
Segment turnover	分類營業額	302,354	35,087	150,023	97,397	48,409	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	302,354	34,549	150,023	97,397	47,880	4,770	636,973
Segmental EBITDA	分類EBITDA	(7,466)	(54,346)	(14,128)	2,739	9,187	(6,893)	(70,907)
Depreciation	折舊	(19,256)	(1,184)	(3,042)	(4,286)	(254)	(1,296)	(29,318)
Amortisation	攤銷	-	-	(813)	(1,783)	-	-	(2,596)
Segmental operating (loss)/profit	分類經營(虧損)/溢利	(26,722)	(55,530)	(17,983)	(3,330)	8,933	(8,189)	(102,821)
Unallocated other income	未分配其他收入							1,601
Unallocated corporate expenses	未分配企業開支							(19,531)
Share of profit of investments accounted for using equity method	應佔以權益法入賬之投資溢利							81,874
Loss on dilution of interest in an investment accounted for using the equity method	攤薄以權益法入賬之一項投資權益之虧損							(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\$752,000 (six months ended 30 June 2014: HK\$626,000), depreciation of investment properties of HK\$86,000 (six months ended 30 June 2014: HK\$86,000) and amortisation of leasehold land HK\$380,000 (six months ended 30 June 2014: HK\$380,000), respectively.

The segment assets and liabilities as at 30 June 2015 and additions to non-current assets for the six months ended 30 June 2015 are as follows:

#### 7 分類資料(續)

未分配企業開支指所有分類所用成本，分別包括物業、廠房及設備折舊752,000港元(截至二零一四年六月三十日止六個月：626,000港元)、投資物業折舊86,000港元(截至二零一四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(截至二零一四年六月三十日止六個月：380,000港元)。

於二零一五年六月三十日之分類資產及負債及截至二零一五年六月三十日止六個月之非流動資產添置如下：

		Payment processing solutions 支付交易處理解決方案 HK\$'000 千港元	Financial solutions 金融解決方案 HK\$'000 千港元	Electronic power meters and solutions 電能計量產品及解決方案 HK\$'000 千港元	Telecomm-unication solutions 電訊解決方案 HK\$'000 千港元	Payment platform solutions 支付平台解決方案 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Unaudited</b>	<b>未經審核</b>									
Segment assets	分類資產	1,142,984	247,415	324,912	740,043	118,321	95,996	2,785,736	(1,146,930)	4,308,477
Segment liabilities	分類負債	(958,908)	(242,911)	(220,796)	(128,132)	(426,388)	(183,430)	(51,122)	1,146,930	(1,064,757)
<b>Unaudited</b>	<b>未經審核</b>									
Additions to non-current assets (excluding long-term deposits and prepayments, investments accounted for using the equity method and available-for-sale financial asset)	非流動資產添置(不包括長期按金及預付款項、以權益法入賬之投資以及可供出售金融資產)	4,535	576	514	198	679	8	19	-	6,529

## 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 as at 31 December 2014 and additions to non-current assets for the six months ended 30 June 2014 are as follows:

	Payment processing solutions 支付交易處理解決方案 HK\$'000 千港元	Financial solutions 金融解決方案 HK\$'000 千港元	Electronic power meters and solutions 電能計量產品及解決方案 HK\$'000 千港元	Telecomm-unication solutions 電訊解決方案 HK\$'000 千港元	Payment platform solutions 支付平台解決方案 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Audited</b>	<b>經審核</b>								
Segment assets	870,818	318,178	375,413	752,806	97,630	106,776	2,732,244	(1,143,113)	4,110,752
Segment liabilities	(680,978)	(277,056)	(263,151)	(143,890)	(198,600)	(408,385)	(67,602)	1,143,113	(896,549)
<b>Unaudited</b>	<b>未經審核</b>								
Additions to non-current assets (excluding long-term deposits and prepayments, investments accounted for using the equity method and available-for-sale financial asset)	30,434	504	972	2,113	103	16	-	-	34,142

Additions to non-current assets comprise additions to property, plant and equipment.

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)

於二零一四年十二月三十一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：

非流動資產添置包括對物業、廠房及設備的添置。

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 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	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	1,700	1,400
Depreciation of property, plant and equipment	物業、廠房及設備折舊	21,608	29,944
Depreciation of investment properties	投資物業折舊	86	86
Amortisation of leasehold land	租賃土地攤銷	499	500
Amortisation of intangible assets	無形資產攤銷	5,376	2,476
Employee benefit expenses (Note 10)	僱員福利開支(附註10)	209,266	260,720
Costs of inventories sold (including provision for inventories)	售出存貨成本(包括存貨撥備)	65,336	172,031
Operating lease rentals in respect of land and buildings	土地及樓宇之營業租賃租金	19,653	23,312
Operating lease rentals in respect of equipment	設備之營業租賃租金	6,492	8,377
Research and development costs (including staff cost)	研究及開發成本 (包括員工成本)	56,005	69,302
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損/(收益)	265	(5)
Provision for inventories	存貨撥備	4,302	3,693

### 9 NET FOREIGN EXCHANGE LOSS/GAIN

The net foreign exchange loss recognised in the condensed consolidated income statement and included in administrative expenses for the period ended 30 June 2015 amounted to HK\$3,299,000 (six months ended 30 June 2014: exchange gain of HK\$3,337,000).

### 9 外匯淨虧損/收益

截至二零一五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虧損為3,299,000港元(截至二零一四年六月三十日止六個月：外匯收益3,337,000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	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Wages and salaries	工資及薪金	176,963	197,591
Pension costs and social security costs	退休金成本及社會保障成本	32,303	35,840
Employees' incentive programme of a subsidiary	一間附屬公司之僱員獎勵計劃	-	27,289
		<b>209,266</b>	<b>260,720</b>

### 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 2014: 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%(截至二零一四年六月三十日止六個月：16.5%)作出撥備。海外溢利之稅項則根據期內估計應課稅溢利以本集團經營業務之國家當時稅率計算。

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current income tax	當期所得稅		
— Hong Kong profits tax	— 香港利得稅	-	-
— Overseas taxation	— 海外稅項	1,026	755
Deferred tax	遞延稅項	(40)	(544)
Adjustments in respect of prior years	過往年度調整	(769)	118
		<b>217</b>	<b>329</b>



## 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 2015 (six months ended 30 June 2014: nil).

#### 13 EARNING/(LOSS) PER SHARE

##### (a) Basic

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

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年	2014 二零一四年
Profit/(loss) attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利/(虧損)(千港元)	29,755	(78,508)
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	2,776,834
Basic earnings/(loss) per share (HK\$ per share)	每股基本盈利/(虧損)(每股港元)	0.01	(0.03)

##### (b) Diluted

Diluted earnings/(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 three (six months ended 30 June 2014: two) categories of potentially dilutive shares: share options issued by an associated company, share options issued by a joint venture and convertible preference shares issued by a joint venture (six months ended 30 June 2014: share options issued by two subsidiaries: Mega Hunt Microelectronics Limited and 隨行付支付有限公司("SXF") and share options issued by an associated company).

#### 12 股息

截至二零一五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(截至二零一四年六月三十日止六個月：無)。

#### 13 每股盈利/(虧損)

##### (a) 基本

每股基本盈利/(虧損)乃按本公司權益持有人應佔溢利/(虧損)除期內已發行普通股加權平均數計算。

##### (b) 攤薄

每股攤薄盈利/(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。

本集團擁有三類(截至二零一四年六月三十日止六個月：兩類)潛在攤薄股份：一間聯營公司發行之購股權、一間合營企業發行之購股權及一間合營企業發行之可換股優先股(截至二零一四年六月三十日止六個月：兩間附屬公司兆訊微電子有限公司及隨行付支付有限公司("SXF")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 EARNING/(LOSS) PER SHARE (Continued)

#### (b) Diluted (Continued)

Dilutive effects arise from share options issued by the associated company (six months ended 30 June 2014: same).

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 profit attributable to the equity holders of the Company will decrease 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 and convertible preference shares issued by the joint venture, the Group's share of loss exceeded its interest in the joint venture, and hence, the Group discontinued in recognising share of further losses. The exercise of the outstanding share options and convertible preference shares in the joint venture would have an anti-dilutive impact to the basic earnings per share for the period ended 30 June 2015.

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

For share options issued by SXF, the exercise of the outstanding share options in SXF would have an anti-dilutive effect for the period ended 30 June 2014 as the net loss attributable to the equity holders of the Company will decrease.

### 13 每股盈利/(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(截至二零一四年六月三十日止六個月:相同)。

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溢利淨額減少,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。

就合營企業發行之購股權及可換股優先股而言,本集團應佔虧損超出其合營企業之權益,因此,本集團已終止確認應佔之進一步虧損。行使合營企業之尚未行使購股權及可換股優先股將對截至二零一五年六月三十日止期間之每股基本盈利具有反攤薄影響。

兆訊微電子有限公司發行之購股權並非假設為將獲行使,原因為該等購股權將會對截至二零一四年六月三十日止期間之每股基本虧損產生反攤薄影響。

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之未行使購股權將於截至二零一四年六月三十日止期間具有反攤薄影響。

## Notes to Condensed Consolidated Interim Financial Information

### 簡明綜合中期財務資料附註

#### 13 EARNING/(LOSS) PER SHARE (Continued)

##### (b) Diluted (Continued)

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年	2014 二零一四年
Profit/(loss) attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利/(虧損)(千港元)	29,755	(78,508)
Assuming exercise of all outstanding share options issued by the associated company (HK\$'000)	假設一間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	– 應佔一間聯營公司之溢利減少	(881)	(3,256)
– Increase in loss on dilution of the associated company	– 於一間聯營公司之攤薄虧損增加	(4,600)	(22,364)
Adjusted profit/(loss) attributable to equity holders of the Company used to determine diluted earning per share (HK\$'000)	用以釐定每股攤薄盈利之本公司權益持有人應佔經調整溢利/(虧損)(千港元)	24,274	(104,128)
Weighted average number of ordinary shares for diluted earnings/(loss) per share (thousands)	每股攤薄盈利/(虧損)之普通股加權平均數(千股)	2,776,834	2,776,834
Diluted earnings/(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盈利/(虧損)(每股港元)	0.01	(0.04)

#### 13 每股盈利/(虧損)(續)

##### (b) 攤薄(續)

## 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 2015	於二零一五年一月一日之賬面淨值	2,061
Depreciation	折舊	(86)
<hr/>		
Net book value as at 30 June 2015	於二零一五年六月三十日之賬面淨值	1,975
<hr/>		
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

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 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 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	1,975	2,061

## 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 2015	於二零一五年一月一日之賬面淨值	<b>108,826</b>
Additions	添置	<b>6,529</b>
Disposals	出售	<b>(436)</b>
Write off	撤銷	<b>(327)</b>
Depreciation	折舊	<b>(21,608)</b>
Exchange realignment	匯兌調整	<b>(80)</b>
<hr/>		
Net book value as at 30 June 2015	於二零一五年六月三十日之賬面淨值	<b>92,904</b>
<hr/>		
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

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

### 16 LEASEHOLD LAND

### 16 租賃土地

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

租賃土地預付款項之變動如下：

		<b>Unaudited</b> 未經審核 HK\$'000 千港元
Net book value as at 1 January 2015	於二零一五年一月一日之賬面淨值	35,383
Amortisation	攤銷	(499)
Exchange realignment	匯兌調整	8
<hr/>		
Net book value as at 30 June 2015	於二零一五年六月三十日之賬面淨值	<b>34,892</b>
<hr/>		
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)
<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	35,810

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

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：

		<b>Unaudited</b> 未經審核 <b>30 June</b> 六月三十日 <b>2015</b> 二零一五年 <b>HK\$'000</b> 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 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	<b>34,892</b>	35,383

## 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	Other intangible assets	Total 合計
		Goodwill 商譽 HK\$'000 千港元	其他無形資產 HK\$'000 千港元	HK\$'000 千港元
Net book value as at 1 January 2015	於二零一五年一月一日之 賬面淨值	–	29,389	29,389
Amortisation	攤銷	–	(5,376)	(5,376)
Exchange realignment	匯兌調整	–	(1)	(1)
Net book value as at 30 June 2015	於二零一五年六月三十日 之賬面淨值	–	24,012	24,012
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	於二零一四年六月三十日 之賬面淨值	61,054	2,450	63,504

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 18 TRADE AND BILLS RECEIVABLES

### 18 應收賬款及應收票據

		Unaudited 未經審核 30 June 六月三十日 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
Trade receivables (Note (a))	應收賬款(附註(a))	225,238	352,268
Bills receivables (Note (b))	應收票據(附註(b))	38	3,747
Less: provision for impairment of receivables	減：應收款項減值撥備	(19,194)	(19,187)
		<b>206,082</b>	<b>336,828</b>

Note:

(a) Trade receivables

The Group's credit terms to trade debtors range from 0 to 180 days. At 30 June 2015 and 31 December 2014, the ageing analysis of the trade receivables is as follows:

		Unaudited 未經審核 30 June 六月三十日 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
Current to 90 days	即時至90日	115,935	250,580
91 to 180 days	91至180日	11,123	28,886
181 to 365 days	181至365日	55,430	39,338
Over 365 days	365日以上	42,750	33,464
		<b>225,238</b>	<b>352,268</b>

(b) Bills receivables

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

The maturity profile of the bills receivables is as follows:

		Unaudited 未經審核 30 June 六月三十日 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
Falling within 90 days	90日內	38	3,747

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。於二零一五年六月三十日及二零一四年十二月三十一日，應收賬款之賬齡分析如下：

(b) 應收票據

該結餘指到期日為六個月內的銀行承兌票據。

應收票據的到期狀況如下：



## 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 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
<b>Non-current portion</b>	<b>非即期部分</b>		
Long-term deposits and prepayments	長期按金及預付款項	1,639	2,624
<b>Current portion</b>	<b>即期部分</b>		
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))	94,418	106,784
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	42,482	50,690
		<b>136,900</b>	157,474
<b>Total</b>	<b>合計</b>	<b>138,539</b>	160,098

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 financial institutions once the underlying transactions of the merchants had been acknowledged by the relevant 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金融機構確認時可由本集團向有關金融機構收取。

## 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\$6,823,000 (31 December 2014: HK\$11,056,000) represent bank deposits of the Group with original maturities of 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\$532,556,000 (31 December 2014: HK\$249,237,000) bank deposits with original maturities of 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.

### 20 短期銀行存款以及現金及現金等價物

短期銀行存款6,823,000港元(二零一四年十二月三十一日: 11,056,000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532,556,000港元(二零一四年十二月三十一日: 249,237,000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指定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 TRADE AND BILLS PAYABLES

### 21 應付賬款及應付票據

		Unaudited 未經審核 30 June 六月三十日 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
Trade payables (Note (a))	應付賬款(附註(a))	133,651	176,805
Bills payables (Note (b))	應付票據(附註(b))	1,250	1,197
		<b>134,901</b>	<b>178,002</b>

Note:

(a) **Trade payables**

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

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)

Note: (Continued)

(a) **Trade payables (Continued)**

At 30 June 2015 and 31 December 2014, the ageing analysis of the trade payables is as follows:

		Unaudited 未經審核 30 June 六月三十日 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
Current to 90 days	即時至90日	65,535	84,744
91 to 180 days	91至180日	21,297	43,104
181 to 365 days	181至365日	33,988	37,557
Over 365 days	365日以上	12,831	11,400
		<b>133,651</b>	<b>176,805</b>

(b) **Bills payables**

The balance represents bank acceptance notes.

		Unaudited 未經審核 30 June 六月三十日 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
Due within 90 days	90日內到期	1,250	-
Due within 91 to 180 days	91至180日內到期	-	1,197
		<b>1,250</b>	<b>1,197</b>

#### 21 應付賬款及應付票據(續)

附註：(續)

(a) **應付賬款(續)**

於二零一五年六月三十日及二零一四年十二月三十一日，應付賬款之賬齡分析如下：

		Unaudited 未經審核 30 June 六月三十日 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
Current to 90 days	即時至90日	65,535	84,744
91 to 180 days	91至180日	21,297	43,104
181 to 365 days	181至365日	33,988	37,557
Over 365 days	365日以上	12,831	11,400
		<b>133,651</b>	<b>176,805</b>

(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 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
Due within 90 days	90日內到期	1,250	-
Due within 91 to 180 days	91至180日內到期	-	1,197
		<b>1,250</b>	<b>1,197</b>

## 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 AND ACCRUALS

### 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以及應計款項

		Unaudited 未經審核 30 June 六月三十日 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 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))	546,438	311,391
Other payables and accruals	其他應付款項及應計款項	359,478	378,967
		905,916	690,358

Note:

- (a) **Payables for payment processing solutions business**  
This balance represents payables to merchants and financial institutions for the payment processing solutions business. The amounts are generally due for settlement within 30 days.

附註：

- (a) **支付交易處理解決方案業務之應付款項**  
有關結餘指就支付交易處理解決方案業務應付客戶及金融機構之款項。有關金額一般於30日內進行結算。

## 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 2014, 30 June 2014, 1 January 2015 and 30 June 2015	於二零一四年一月一日、 二零一四年六月三十日、 二零一五年一月一日及 二零一五年六月三十日	4,000,000,000	10,000
<hr/>			
Issued and fully paid:	已發行及繳足：		
At 1 January 2014, 30 June 2014, 1 January 2015 and 30 June 2015	於二零一四年一月一日、 二零一四年六月三十日、 二零一五年一月一日及 二零一五年六月三十日	2,776,833,835	6,942
<hr/>			

Note:

(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. No share option was granted.

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，除非該計劃另行取消或修訂，否則將由該日起計十年期間仍然有效及生效。概無授出任何購股權。

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

### 24 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

### 24 以權益法入賬之投資

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

於一間聯營公司之權益變動如下：

		Unaudited 未經審核 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	1,370,383
Share of profit	應佔溢利	100,683
Share of other comprehensive loss	應佔其他全面虧損	(1,228)
Share of other reserve	應佔其他儲備	3,291
Dilution of interest in an associated company (Note (i))	於一間聯營公司之權益攤薄 (附註(i))	(8,633)
<hr/>		
At 30 June 2015	於二零一五年六月三十日	1,464,496
<hr/>		
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 2015, 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 33.07% as at 31 December 2014 to 32.75% as at 30 June 2015. A loss on dilution of interest in an associated company of HK\$8,550,000 (six months ended 30 June 2014: HK\$40,636,000) was recognised in the condensed consolidated income statement, including dilution of interest in an associated company of HK\$8,633,000 (six months ended 30 June 2014: HK\$41,471,000) offsetted by release of reserve of HK\$83,000 (six months ended 30 June 2014: HK\$835,000).

附註(i)：

於截至二零一五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二零一四年十二月三十一日之33.07%攤薄至二零一五年六月三十日之32.75%。於一間聯營公司權益之攤薄虧損8,550,000港元(截至二零一四年六月三十日止六個月：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8,633,000港元(截至二零一四年六月三十日止六個月：41,471,000港元)，有關金額透過解除撥備83,000港元(截至二零一四年六月三十日止六個月：835,000港元)所抵銷。

## Notes to Condensed Consolidated Interim Financial Information

### 簡明綜合中期財務資料附註

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

The movement on interest in a joint venture is as follows:

At 1 January 2015	Share of loss	Share of other comprehensive loss	Share of other reserve
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於二零一五年一月一日	應佔虧損	應佔其他全面虧損	應佔其他儲備
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**Unaudited**  
未經審核  
HK\$'000  
千港元

2,584	(3,137)	(79)	632
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At 30 June 2015

於二零一五年六月三十日

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#### 25 OPERATING LEASE COMMITMENTS

As at 30 June 2015 and 31 December 2014, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

Not later than one year	Later than one year and not later than five years	Later than five years
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不超過一年	超過一年但不超過五年	超過五年
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#### Land and buildings 土地及樓宇

<b>Unaudited</b> 未經審核	<b>Audited</b> 經審核
<b>30 June</b> 六月三十日	<b>31 December</b> 十二月三十一日
<b>2015</b> 二零一五年	<b>2014</b> 二零一四年
<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元

30,926	34,537
48,985	52,946
24,852	29,800

**104,763**                      117,283

#### 26 CONTINGENT LIABILITIES

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

As at 31 December 2014, the Group had no material contingent liabilities.

#### 24 以權益法入賬之投資(續)

於一間合營企業之權益變動如下：

#### 25 經營租賃承擔

於二零一五年六月三十日及二零一四年十二月三十一日，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：

#### 26 或然負債

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

於二零一四年十二月三十一日，本集團並無重大或然負債。

## 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 2015, 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 2015 (six months ended 30 June 2014: nil).

### 27 關連方交易

於二零一五年六月三十日，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，本集團於截至二零一五年六月三十日止六個月，並無與關連方進行之任何其他重大交易(截至二零一四年六月三十日止六個月：無)。

		<b>Unaudited</b>	
		<b>未經審核</b>	
		<b>Six months ended 30 June</b>	
		<b>截至六月三十日止六個月</b>	
		<b>2015</b>	<b>2014</b>
		<b>二零一五年</b>	<b>二零一四年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
Rental income (Note i)	租金收入(附註i)	<b>800</b>	700
Licence income	特許權收入	–	2,088
Purchase of electronic payment products (Note ii)	購買電子支付產品(附註ii)	<b>995</b>	54,745
Sales of mag-stripe card security decoder chips (Note iii)	銷售磁條卡加密解碼芯片(附註iii)	<b>24,287</b>	9,680

#### Notes:

- (i) Rental income from an associated company was charged at a fixed monthly fee mutually agreed between the two parties.
- (ii) Purchase of electronic payment products was transacted pursuant to the terms and conditions set out in the framework agreement entered into by the Group and an associated company dated 19 December 2012.
- (iii) Sales of mag-stripe card security decoder chips were transacted pursuant to the terms and conditions set out in the framework agreement entered into by the Group and an associated company on 31 December 2013.

#### 附註：

- (i) 來自一間聯營公司之租金收入每月按雙方共同協定之固定費用收取。
- (ii) 購買電子支付產品乃根據本集團與一間聯營公司所訂立日期為二零一二年十二月十九日之框架協議所載條款及條件進行之交易。
- (iii) 銷售磁條卡加密解碼芯片乃根據本集團與一間聯營公司於二零一三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)

### 27 關連方交易(續)

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

#### (b) 以權益法入賬之投資之結餘

		Unaudited 未經審核 30 June 六月三十日 2015 二零一五年 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2014 二零一四年 HK\$'000 千港元
Amount due from an associated company	應收一間聯營公司款項	5,600	12,075
Amount due from a joint venture	應收一間合營企業款項	6,924	10,666
		<b>12,524</b>	<b>22,741</b>
Amount due to an associated company	應付一間聯營公司款項	(456)	-

Balances with the associated company and the joint venture are denominated in RMB, unsecured, interest-free and repayable on demand.

與聯營公司及合營企業之結餘為以人民幣計值、無抵押、不計息及按  
要求償還。

#### (c) Key management compensation

#### (c) 主要管理層的補償

		Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月 2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Fees	袍金	428	405
Other emoluments:	其他酬金：		
Basic salaries, other allowances and benefits in kind	基本薪金、其他津貼及實物利益	3,169	2,563
Contribution to pension scheme	退休金計劃供款	36	31
		<b>3,633</b>	<b>2,999</b>

# 2015

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