



高陽科技(中國)有限公司*

HI SUN TECHNOLOGY (CHINA) LIMITED

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

(股份代號 Stock code: 00818)

Interim Report
中期報告 2023



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Business Review

業務回顧

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

		Notes 附註	Turnover 營業額 Unaudited 未經審核		EBITDA [#] EBITDA [#] Unaudited 未經審核	
			1H2023 二零二三年 上半年 HK\$'000 千港元	1H2022 二零二二年 上半年 HK\$'000 千港元	1H2023 二零二三年 上半年 HK\$'000 千港元	1H2022 二零二二年 上半年 HK\$'000 千港元
Continuing Operations	持續經營業務					
Payment and digital services	支付及數字化服務	1	1,023,799	1,451,052	175,405	389,627
Fintech services	金融科技服務	2	115,660	118,178	58,887	25,610
Platform operation solutions	平台運營解決方案	3	59,918	62,040	(17,433)	(19,639)
Financial solutions	金融解決方案	4	94,858	101,040	(35,716)	(37,716)
Others	其他	5	16,675	13,078	(12,678)	(28,705)
Segmental results	分類業績		1,310,910	1,745,388	168,465	329,177
Less: Inter-segment turnover	減：分類間營業額		(297)	(2,894)	-	-
Total	合計		1,310,613	1,742,494	168,465	329,177
Depreciation	折舊				(71,521)	(88,611)
Amortisation	攤銷				(758)	(721)
Fair value gains/(losses) on financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值收益／(虧損)				4,339	(2,509)
Segmental operating profit	分類經營溢利				100,525	237,336
Unallocated other income	未分配其他收入				9,815	1,783
Unallocated corporate expenses	未分配企業開支				(40,605)	(37,956)
Operating profit	經營溢利				69,735	201,163

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

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

Business Review

業務回顧



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

		Notes 附註	Unaudited 未經審核	
			1H2023 二零二三年 上半年 HK\$'000 千港元	1H2022 二零二二年 上半年 HK\$'000 千港元 (Restated) (經重列)
Continuing Operations	持續經營業務			
Revenue	收入	A	1,310,613	1,742,494
Cost of sales	銷售成本	C	(834,281)	(1,139,627)
Gross profit	毛利		476,332	602,867
Other income	其他收入	B	51,779	41,677
Other gains/(losses), net	其他收益/(虧損)淨額		9,179	(7,409)
Selling expenses	銷售開支	C	(86,186)	(68,465)
Administrative expenses	行政費用	C	(367,859)	(320,027)
Credit impairment loss	信貸減值虧損	C	(13,510)	(47,480)
Operating profit	經營溢利		69,735	201,163
Share of results of associated companies	應佔聯營公司之業績	D	220,380	228,450
(Loss)/gain on deemed acquisition and dilution of interest of an associated company	視作收購及攤薄一間聯營公司權益之(虧損)/收益		(224)	441
Gains on disposals of subsidiaries	出售附屬公司之收益		3,277	2,604
Finance costs	融資成本	R	(2,179)	(36,269)
Profit before income tax	除所得稅前溢利		290,989	396,389
Income tax credit/(expense)	所得稅抵免/(開支)	S	66,018	(81,402)
Profit from continuing operations	持續經營業務溢利		357,007	314,987
Profit from discontinued operation	已終止經營業務溢利	T	-	509,577
Profit for the period	期內溢利		357,007	824,564
Profit attributable to:	應佔溢利:			
- Owners of the Company	- 本公司擁有人		316,301	710,401
- Non-controlling interests	- 非控股權益		40,706	114,163
			357,007	824,564
Earnings per share for profit from continuing operations attributable to the owners of the Company:	本公司擁有人應佔持續經營業務溢利之每股盈利:		HK\$ per share 每股港元	HK\$ per share 每股港元 (Restated) (經重列)
Basic	基本		0.115	0.085
Diluted	攤薄		0.083	0.058
Earnings per share for profit attributable to the owners of the Company:	本公司擁有人應佔溢利之每股盈利:		HK\$ per share 每股港元	HK\$ per share 每股港元
Basic	基本		0.115	0.256
Diluted	攤薄		0.083	0.229

Business Review

業務回顧

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

			Unaudited 未經審核 As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
	Notes 附註			
ASSETS		資產		
Investment properties and property, plant and equipment		投資物業及物業、廠房及設備		
	F		100,053	147,480
Right-of-use assets		使用權資產	71,374	55,690
	G			
Intangible assets		無形資產	23,877	25,737
Investments in associated companies		於聯營公司之投資	3,512,246	3,399,895
	H			
Financial assets at fair value through profit or loss		按公平值計入損益之金融資產	94,102	94,057
	I			
Financial asset at fair value through other comprehensive income		按公平值計入其他全面收益之金融資產	36	152,868
	J			
Inventories		存貨	19,069	18,732
	K			
Trade and bills receivables		應收賬款及應收票據	189,502	170,316
	L			
Other financial assets at amortised cost and other current assets		按攤銷成本計量之其他金融資產及其他流動資產	127,639	123,263
	L			
Loan receivables		應收貸款	1,900,485	2,647,625
	M			
Amounts due from an associated company		應收一間聯營公司之款項	5,306	5,306
	N			
Current income tax recoverable		可收回即期所得稅	6,878	10,431
Short-term bank deposits		短期銀行存款	273	1,468
	O			
Restricted bank balances		受限制銀行結餘	1,160,745	1,064,937
	O			
Cash and cash equivalents		現金及現金等價物	3,177,587	3,537,506
	O			
Total assets		資產總值	10,389,172	11,455,311
EQUITY		權益		
Capital and reserves attributable to owners of the Company		本公司擁有人應佔資本及儲備		
Share capital		股本	6,942	6,942
Reserves		儲備	7,007,988	6,611,653
Non-controlling interests		非控股權益	7,014,930	6,618,595
			565,200	935,687
Total equity		權益總額	7,580,130	7,554,282
LIABILITIES		負債		
Deferred income tax liabilities		遞延所得稅負債	2,188	2,438
Trade payables		應付賬款	618,525	642,446
	P			
Payables for payment and digital services business		支付及數字化服務業務之應付款項	1,105,865	965,787
	P			
Other payables and accruals		其他應付款項及應計款項	757,194	967,734
	P			
Amounts due to associated companies		應付聯營公司款項	4,227	4,421
	N			
Current income tax liabilities		即期所得稅負債	34,265	110,499
Lease liabilities		租賃負債	47,703	29,829
	G			
Bank borrowings		銀行借款	1,078	55,748
Asset-backed securities		資產支持證券	237,997	265,058
	Q			
Written put option liabilities		賣出認沽期權負債	-	857,069
	R			
Total liabilities		負債總額	2,809,042	3,901,029
Total equity and liabilities		權益及負債總額	10,389,172	11,455,311
			As at 30 June 2023 於二零二三年 六月三十日 HK\$ per share 每股港元	As at 31 December 2022 於二零二二年 十二月三十一日 HK\$ per share 每股港元
Net assets per share		每股資產淨值	2.730	2.720



INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 中期簡明綜合全面收益表

	Note 附註	Unaudited 未經審核	
		1H2023 二零二三年 上半年 HK\$'000 千港元	1H2022 二零二二年 上半年 HK\$'000 千港元 (Restated) (經重列)
Profit for the period		357,007	824,564
Other comprehensive (loss)/income, net of tax			
Items that may be subsequently reclassified to profit or loss			
Exchange differences arising on translation of foreign subsidiaries		(139,016)	(143,629)
Exchange differences in relation to discontinued operation		-	(15,970)
Share of other comprehensive loss of associated companies		(36,167)	(65,680)
Release of reserve upon dilution of interest in an associated company		(2,460)	297
Items that will not be subsequently reclassified to profit or loss			
Change in value of a financial asset at fair value through other comprehensive income	E	(152,832)	(401,712)
Share of other comprehensive (loss)/income of an associated company		(17)	650
Total comprehensive income for the period, net of tax		26,515	198,520
Total comprehensive income for the period attributable to:			
- Owners of the Company		12,794	131,561
- Non-controlling interests		13,721	66,959
		26,515	198,520

Business Review

業務回顧

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

		Unaudited 未經審核	
		1H2023 二零二三年 上半年 HK\$'000 千港元	1H2022 二零二二年 上半年 HK\$'000 千港元 (Restated) (經重列)
Net cash generated from operating activities	經營活動所得現金淨額	736,522	304,376
Net cash (used in)/generated from investing activities	投資活動 (所用) / 所得現金淨額	(58,650)	114,308
Net cash (used in)/generated from financing activities	融資活動 (所用) / 所得現金淨額	(936,886)	222,228
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物之 (減少) / 增加淨額	(259,014)	640,912
Cash and cash equivalents at beginning of the period (1 January 2022: HK\$40,742,000 is included in the assets classified as held for sale)	期初之現金及現金等價物 (二零二二年一月一日：40,742,000港元乃計入分類為持作出售之資產)	3,537,506	3,295,300
Exchange loss on cash and cash equivalents	現金及現金等價物之匯兌虧損	(100,905)	(98,256)
Cash and cash equivalents at the end of the period	期末之現金及現金等價物	3,177,587	3,837,956
Cash flows of discontinued operation (including proceed from disposal of a subsidiary)	已終止經營業務之現金流量 (包括出售一間附屬公司之所得款項)	-	61,648

Business Review 業務回顧

During the six months ended 30 June 2023 (“1H2023”), the consolidated turnover of Hi Sun Technology (China) Limited (the “Company”) and its subsidiaries (collectively, the “Group”) amounted to HK\$1,310.6 million, representing a decrease of 25% when compared with the six months ended 30 June 2022 (“1H2022”). Profit for the period totalled HK\$357.0 million as compared to HK\$824.6 million in 1H2022.

With regard to the balance sheet, the total assets as at 30 June 2023 amounted to HK\$10,389.2 million as compared to HK\$11,455.3 million as at 31 December 2022. As at 30 June 2023, net current assets amounted to HK\$3,800.9 million, as compared to HK\$3,689.9 million as at 31 December 2022.

SEGMENT PERFORMANCE REVIEW

(1) Payment and digital services

Key performance indicators

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

* Turnover from external customers

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

Segmental turnover amounted to HK\$1,023.5 million as compared to HK\$1,448.8 million in 1H2022. Segmental operating profit amounted to HK\$113.7 million, 64% down as compared to 1H2022.

The decrease in segmental turnover and segmental operating profit is primarily attributable to the further replacement of the traditional payment market by digital payments. At the same time, the Group is actively making strategic adjustment to focus more on the digital services business. While the digital services business is in the expansion stage, the handling fee rate of digital payment is lower than that of traditional payment. As such, the decline in the overall transaction volume and average handling fee rate during the digital transformation period has resulted in a decrease in revenue and operating profit during the relevant period. Despite the expected short-term pressure during the period of digital transformation, the Group firmly believes that this strategic adjustment will bring about the cornerstone of more stable development in the future.

截至二零二三年六月三十日止六個月(「二零二三年上半年」),高陽科技(中國)有限公司(「本公司」)及其附屬公司(統稱「本集團」)之綜合營業額為1,310,600,000港元,較截至二零二二年六月三十日止六個月(「二零二二年上半年」)減少25%。期內溢利合共為357,000,000港元,而於二零二二年上半年則為824,600,000港元。

就資產負債表而言,於二零二三年六月三十日,資產總值為10,389,200,000港元,而於二零二二年十二月三十一日則為11,455,300,000港元。於二零二三年六月三十日,流動資產淨值為3,800,900,000港元,而於二零二二年十二月三十一日則為3,689,900,000港元。

分類表現回顧

(1) 支付及數字化服務

主要表現指標

Unaudited 未經審核		Change 變動 + / (-)
1H2023 二零二三年 上半年 HK\$'000 千港元	1H2022 二零二二年 上半年 HK\$'000 千港元	
1,023,502	1,448,789	-29%
175,405	389,627	-55%
113,741	311,990	-64%

* 來自外部客戶之營業額

[‡] EBITDA按分類經營溢利扣除利息開支、稅項、折舊及攤銷計算

分類營業額為1,023,500,000港元,而於二零二二年上半年為1,448,800,000港元。分類經營溢利為113,700,000港元,較二零二二年上半年下降64%。

分類營業額及分類經營溢利減少主要歸因於數字支付進一步取代傳統支付市場。同時,本集團正積極進行戰略調整,更加專注於數字化服務業務。雖然數字化服務業務處於擴張階段,但數字支付的手續費率低於傳統支付。因此,於數字化轉型期間的整體交易量及平均手續費率下降導致有關期間的收入及經營溢利減少。儘管預期於數字化轉型期間將短期承壓,但本集團堅信這項戰略調整將成為日後更加穩定發展的基石。

Business Review

業務回顧

(2) Fintech services

Key performance indicators

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

* Turnover from external customers

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

During 1H2023, segmental turnover amounted to HK\$ 115.7 million as compared to HK\$117.5 million in 1H2022. Segmental operating profit amounted to HK\$55.6 million as compared to HK\$21.8 million in 1H2022. Increase in segmental operating profit mainly contributed by a decrease in credit impairment loss.

(3) Platform operation solutions

Key performance indicators

Turnover*	營業額*
EBITDA [‡]	EBITDA [‡]
Fair value gains/(loss) on financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值收益／(虧損)
Operating loss	經營虧損

* Turnover from external customers

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

(2) 金融科技服務

主要表現指標

Unaudited 未經審核		
1H2023 二零二三年 上半年 HK\$'000 千港元	1H2022 二零二二年 上半年 HK\$'000 千港元	Change 變動 + / (-)

115,660	117,549	-2%
58,887	25,610	+130%
(13,567)	(45,561)	N/A 不適用
55,574	21,768	+155%

* 來自外部客戶之營業額

[‡] EBITDA按分類經營溢利扣除利息開支、稅項、折舊及攤銷計算

二零二三年上半年，分類營業額為115,700,000港元，而二零二二年上半年為117,500,000港元。分類經營溢利為55,600,000港元，而二零二二年上半年則為21,800,000港元。分類經營溢利增加主要來自於信貸減值虧損的減少。

(3) 平台運營解決方案

主要表現指標

Unaudited 未經審核		
1H2023 二零二三年 上半年 HK\$'000 千港元	1H2022 二零二二年 上半年 HK\$'000 千港元	Change 變動 + / (-)

59,918	62,038	-3%
(17,433)	(19,639)	N/A 不適用
4,339	(2,509)	N/A 不適用
(16,071)	(24,683)	N/A 不適用

* 來自外部客戶之營業額

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

Business Review 業務回顧

In 1H2023, we continued to provide high-quality and efficient supporting services, such as product development, business operation and system maintenance, to China Mobile Fintech, the IVR Base of China Mobile and the Animation Base of China Mobile. Segmental turnover amounted to HK\$60.0 million as compared to HK\$62.0 million in 1H2022. Segmental operating loss amounted to HK\$16.1 million as compared to HK\$24.7 million in 1H2022, which was primarily attributable to the fair value gains on financial assets through profit or loss amounted to HK\$4.3 million in 1H2023 as compared to fair value losses of HK\$2.5 million in 1H2022. Please refer to note I for details.

(4) Financial solutions

Key performance indicators

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

* Turnover from external customers

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

During 1H2023, segmental turnover amounted to HK\$94.9 million as compared to HK\$101.0 million in 1H2022. Segmental operating loss totalled HK\$39.0 million as compared to HK\$41.6 million in 1H2022. The segmental operating loss was mainly due to the upfront costs on various projects incurred during the period.

(5) Others

Other business operations mainly included our electronic power meters and solutions business and various new business projects in development stage. Turnover from these businesses contributed approximately 1.3% of the total consolidated turnover from continuing operations of the Group.

Segmental turnover amounted to HK\$16.7 million as compared to HK\$13.1 million in 1H2022. Segmental operating loss amounted to HK\$13.8 million as compared to HK\$30.1 million in 1H2022.

於二零二三年上半年，我們繼續為中移金科、中移動IVR基地及中移動動漫基地提供優質高效的支援服務，如產品開發、業務營運及系統維護。分類營業額為60,000,000港元，而二零二二年上半年為62,000,000港元。分類經營虧損為16,100,000港元，而二零二二年上半年則為24,700,000港元，主要由於於二零二三年上半年，按公平值計入損益之金融資產公平值收益為4,300,000港元，而二零二二年上半年為公平值虧損2,500,000港元。詳情請參閱附註I。

(4) 金融解決方案

主要表現指標

Unaudited 未經審核		
1H2023 二零二三年 上半年 HK\$'000 千港元	1H2022 二零二二年 上半年 HK\$'000 千港元	Change 變動 + / (-)
94,858	101,040	-6%
(35,716)	(37,716)	N/A 不適用
(38,955)	(41,646)	N/A 不適用

* 來自外部客戶之營業額

[‡] EBITDA按分類經營虧損扣除利息開支、稅項、折舊及攤銷計算

於二零二三年上半年，分類營業額為94,900,000港元，而於二零二二年上半年為101,000,000港元。分類經營虧損合共為39,000,000港元，而於二零二二年上半年為41,600,000港元。分類經營虧損乃主要由於各類項目於期內產生的前期成本。

(5) 其他

其他業務運營主要包括電能計量產品及解決方案業務及各類開發階段的新業務項目。該等業務的營業額貢獻約佔本集團來自持續經營業務綜合營業額總額的1.3%。

分類營業額為16,700,000港元，而二零二二年上半年為13,100,000港元。分類經營虧損為13,800,000港元，而於二零二二年上半年為30,100,000港元。

Business Review

業務回顧

OVERALL FINANCIAL RESULTS AND POSITION

(A) Revenue

The consolidated turnover amounted to HK\$1,310.6 million in 1H2023, representing a decrease of 25% over 1H2022. Such decrease was mainly contributed by decrease in segmental turnover of the payment and digital services segment. Please also refer to Notes 1 to 5 above on segmental performance.

(B) Other income

Other income mainly consisted of interest income and government subsidies.

(C) Cost of sales and operating expenses

During 1H2023, cost of sales decreased significantly mainly due to decline in total turnover particularly in the payment and digital services segment.

Increase in operating expenses was mainly due to increase in staff cost during 1H2023.

Credit impairment loss was primarily due to impairment loss on aged loan receivable balances under the fintech services segment.

(D) Share of results of associated companies

Amount mainly represented share of the results of PAX Global Technology Limited (“PAX Global”), an associated company of the Company, the shares of which are listed on the Stock Exchange.

(E) Other comprehensive loss on financial asset at FVOCI

Amount represented interest in shares of Cloopen Group Holding Limited (“Cloopen”) whose American depositary shares (the “ADSs”) had been traded on the New York Stock Exchange up to suspension of its trading from 17 May 2023 (New York time), following which the ADSs has become eligible for trading in the over-the-counter market in the United States.

Based on the fair value of the ADS as at 30 June 2023 is based on its quoted bid prices in over-the-counter market (31 December 2022: New York Stock Exchange), the Group recognised an “other comprehensive loss” of approximately HK\$152.8 million in 1H2023 due to the change in fair value of its interest in Cloopen.

整體財務業績及狀況

(A) 收入

二零二三年上半年綜合營業額為1,310,600,000港元，較二零二二年上半年減少25%。有關減少乃主要由於本集團的支付及數字化服務分類之分類營業額減少所致。有關分類表現亦請參閱上文附註1至5。

(B) 其他收入

其他收入主要包括利息收入及政府補貼。

(C) 銷售成本及經營開支

於二零二三年上半年，銷售成本大幅減少，主要由於總營業額下跌，尤其是支付及數字化服務分類。

二零二三年上半年，經營開支增加乃主要由於員工成本增加。

信貸減值虧損乃主要由於金融科技服務分類項下的逾期應收貸款結餘的減值虧損。

(D) 應佔聯營公司之業績

有關金額主要指分佔本公司之聯營公司百富環球科技有限公司（「百富環球」）之業績，百富環球之股份於聯交所上市。

(E) 按公平值計入其他全面收益之金融資產之其他全面虧損

金額指於Cloopen Group Holding Limited（「Cloopen」）的股份權益，其美國存託股份（「美國存託股份」）曾於紐約證券交易所買賣，直至二零二三年五月十七日（紐約時間）起暫停買賣為止，隨後美國存託股份符合資格於美國場外市場買賣。

基於於二零二三年六月三十日美國存託股份的公平值基於場外市場的所報買入價（二零二二年十二月三十一日：紐約證券交易所），本集團於二零二三年上半年確認因其於Cloopen之權益的公平值變動導致的「其他全面虧損」約152,800,000港元。

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Cloopen is a multi-capability cloud-based communications solution provider in China offering a full suite of cloud-based communications solutions, covering communications platform as a service (CPaaS), cloud-based contact centers (cloud-based CC), and cloud-based unified communications and collaborations (cloud-based UC&C).

Further details are set out in the Company's announcements dated 20 January 2021, 4 February 2021, 10 February 2021, 1 July 2021, 28 February 2022, 4 May 2022 and 18 May 2023.

(F) Investment properties and property, plant and equipment

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

(G) Right-of-use assets and lease liabilities

Balance represented leases which are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

(H) Investments in associated companies

Balance mainly represented the Group's interests in PAX Global and Megahunt Technologies Inc. ("Megahunt"). The Group is optimistic about the future prospects of its associated companies and will continue to demonstrate prudence and resilience in assessing its investment strategy towards the enhancement of shareholders' value.

(i) Pax Global

As at 30 June 2023, the Group held 364,000,000 ordinary shares of PAX Global and the fair value of the Group's approximately 33.85% effective interest in PAX Global was approximately HK\$2,162.2 million and the fair value of the investment was lower than its carrying value. The recoverable amount, based on discounted cashflow model, exceeded the carrying value as at 30 June 2023. The interest in PAX Global of HK\$2,966.8 million represented approximately 28.6% of the Group's unaudited total assets as at 30 June 2023 and the cost of investment as at 30 June 2023 was HK\$259.8 million.

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

Cloopen為中國基於雲的多功能通訊解決方案供應商，提供全套基於雲的通訊解決方案，涵蓋通訊平台即服務(CPaaS)、基於雲的聯絡中心(基於雲的CC)及基於雲的統一通訊及協作(基於雲的UC&C)。

有關進一步詳情，載於本公司日期為二零二一年一月二十日、二零二一年二月四日、二零二一年二月十日、二零二一年七月一日、二零二二年二月二十八日、二零二二年五月四日及二零二三年五月十八日的公佈。

(F) 投資物業及物業、廠房及設備

結餘主要指支付及數字化服務分類以及其他業務運營的電能計量產品及解決方案之固定資產。

(G) 使用權資產及租賃負債

結餘指確認為使用權資產，並於租賃資產可供本集團使用之日期確認為相應負債的租賃。

(H) 於聯營公司之投資

結餘主要指本集團於百富環球及兆訊恒達科技股份有限公司(「兆訊恒達」)之權益。本集團對其聯營公司的未來前景持樂觀態度，並將繼續審慎及靈活地評估其投資策略，以提升股東價值。

(i) 百富環球

於二零二三年六月三十日，本集團持有百富環球364,000,000股普通股，且本集團於百富環球約33.85%實際權益之公平值約為2,162,200,000港元，而投資公平值低於其賬面值。於二零二三年六月三十日，可收回金額根據貼現現金模式超過賬面值。於二零二三年六月三十日，於百富環球的權益2,966,800,000港元約佔本集團未經審核資產總值的28.6%，而於二零二三年六月三十日之投資成本為259,800,000港元。

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

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業務回顧

PAX Global is one of the global leading suppliers of E-payment Terminals solutions business. The continuous progress in payment technology, coupled with the growing consumer preference for convenient and secure payment options, along with global cashless initiatives, has opened up new opportunities for PAX Global's products and solutions. Despite facing challenging macroeconomic conditions, PAX Global has showcased resilience to risks and adaptability to volatile environments. PAX Global remains at the forefront of market trends and actively drives the enhancement of payment terminal technology.

In 1H2023, the decrease in unaudited net profit of PAX Global was mainly due to the decline in revenue generated from certain regions, which is primarily attributed to the drop in purchase orders resulting from the slowdown in the economic growth in these regions. Looking forward, we are optimistic about PAX Global maintaining a positive outlook on the market demand for its payment terminals and being well-prepared to capitalise on the vast opportunities within the global payments industry.

(ii) *Megahunt*

As at 30 June 2023, the Group held approximately 45.73% of the issued shares of Megahunt. The interest in Megahunt of HK\$515.2 million represented approximately 5.0% of the Group's unaudited total assets as at 30 June 2023. Megahunt is principally engaged in the sale of information security chips and solutions, computer hardware and software, system integration and the development of SOC.

In 1H2023, due to the impact of the global economic conditions and the tightened global semiconductor supply chain, the growth of the information security chip industry tended to slow down and competition became more intense. The information security chip market is generally expected to develop steadily in 2023, subject to changes due to the policy impact on the payment market. At the same time, it is expected that the security chips used in the Internet of Things (IoT) will achieve preliminary sales in 2023. Other research and development projects are progressing smoothly and the cost reduction initiatives of various products are also rolling out in an orderly manner.

百富環球是全球領先的電子支付終端解決方案業務供應商之一。支付技術的持續進步，加上消費者對便捷、安全的支付方式的偏好日益增加以及全球無現金化倡議，已為百富環球的產品及解決方案打開全新的機遇。儘管面對具挑戰性的宏觀經濟條件，百富環球仍展現出抵禦風險的韌性及應對動盪環境的適應能力。百富環球繼續立足於市場趨勢的前沿地位，積極推動支付終端技術的提升。

於二零二三年上半年，百富環球的未經審核純利減少主要由於若干地區產生的收益下降所致，所述收益下降主要歸因於該等區域的經濟增長放緩導致採購定單減少。展望未來，我們對百富環球維持其支付終端市場需求存有正面展望，並已做好把握全球支付行業龐大機遇的準備持樂觀態度。

(ii) *兆訊恒達*

於二零二三年六月三十日，本集團持有兆訊恒達已發行股份約45.73%。於二零二三年六月三十日，於兆訊恒達的權益515,200,000港元約佔本集團未經審核資產總值的5.0%。兆訊恒達主要從事銷售信息安全芯片及解決方案、計算機硬件及軟件、系統綜合及發展系統芯片(SOC)。

二零二三年上半年受全球經濟狀況以及全球半導體供應鏈緊張的影響，信息安全芯片行業增長趨於緩慢，競爭更加激烈。預計二零二三年信息安全芯片市場整體平穩發展，惟可受支付市場的政策影響而改變。同時，預計二零二三年應用於物聯網的安全芯片將會錄得初步的銷量。其他各項研發專案進展順利，各產品的成本降低工作亦在有條不紊的開展。

Business Review 業務回顧

(I) Financial assets at fair value through profit or loss

The balance represented the fair value of equity securities listed in Hong Kong of HK\$1.0 million; and the fair value of interests in a venture capital fund of HK\$93.1 million.

(J) Financial asset at fair value through other comprehensive income

The balance represented the fair value of the ADS as at 30 June 2023 based on its quoted bid prices in over-the-counter market (31 December 2022: New York Stock Exchange) and its carrying amount is denominated in US\$. The cost of investment as at 30 June 2023 was HK\$127.8 million.

Please also refer to note E above for details.

(K) Inventories

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

(L) Trade and bills receivables, other financial assets at amortised cost and other current assets

(I) 按公平值計入損益之金融資產

結餘指於香港上市股本證券的公平值1,000,000港元；及於創投基金之權益的公平值93,100,000港元。

(J) 按公平值計入其他全面收益之金融資產

結餘指於二零二三年六月三十日美國存託股份的公平值，乃基於其於場外市場的所報買入價（二零二二年十二月三十一日：紐約證券交易所）且其賬面值以美元計值。於二零二三年六月三十日之投資成本為127,800,000港元。

有關詳情亦請參閱上文附註E。

(K) 存貨

金額主要指其他業務運營的電能計量產品及解決方案業務的存貨。

(L) 應收賬款及應收票據、按攤銷成本計量之其他金融資產及其他流動資產

		Unaudited 未經審核 As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Trade receivables (Note (i))	應收賬款 (附註(i))	202,492	181,963
Bills receivables	應收票據	2,775	4,850
Less: provision for impairment of receivables	減：應收款項減值撥備	(15,765)	(16,497)
		189,502	170,316
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	127,639	123,263
Total	合計	317,141	293,579

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Note (i):

The Group's credit terms to trade debtors normally range from 0 to 180 days. The ageing analysis of the trade receivables primarily based on the relevant invoice dates is as follows:

		Unaudited 未經審核	Audited 經審核
		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	148,971	143,537
91 to 180 days	91至180日	5,993	4,844
181 to 365 days	181至365日	27,019	8,748
Over 365 days	365日以上	20,509	24,834
		202,492	181,963

- Changes in trade receivables aged from current to 90 days was mainly due to increase in account receivables balances under payment and digital services segment, as partially net off by decrease in outstanding balance under financial solutions segment.
- Increase in trade receivables aged from 181 to 365 days was mainly due to increase in account receivables under financial solutions segment.

(M) Loan receivables

Loan receivables are amounts due from customers under the fintech services segment in the ordinary course of business and primarily denominated in RMB.

The ageing analysis of loan receivables based on the payment due date is as follows:

		Unaudited 未經審核	Audited 經審核
		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Current	即期	1,893,003	2,637,486
1 to 3 months past due	逾期一至三個月	15,048	26,579
Over 3 months past due	逾期三個月以上	159,583	143,806
Loan receivables, gross	應收貸款總額	2,067,634	2,807,871
Less: provision for impairment of loan receivables	減：應收貸款之減值撥備	(167,149)	(160,246)
Loan receivables, net	應收貸款淨額	1,900,485	2,647,625

附註(i):

本集團一般給予貿易債務人之信貸期由0至180日不等。主要根據相關發票日期之應收賬款賬齡分析如下：

		Unaudited 未經審核	Audited 經審核
		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	148,971	143,537
91 to 180 days	91至180日	5,993	4,844
181 to 365 days	181至365日	27,019	8,748
Over 365 days	365日以上	20,509	24,834
		202,492	181,963

- 賬齡介乎即期至90日之應收賬款變動主要乃由於支付及數字化服務分類之應收賬款結餘增加，部分被金融解決方案分類之未償還結餘減少所抵銷。
- 賬齡介乎181日至365日之應收賬款增加主要乃由於金融解決方案分類之應收賬款增加。

(M) 應收貸款

應收貸款為於日常業務過程中根據金融科技服務分類項下應收客戶的款項，有關款項主要以人民幣計值。

根據到期付款日之應收貸款賬齡分析如下：

		Unaudited 未經審核	Audited 經審核
		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Current	即期	1,893,003	2,637,486
1 to 3 months past due	逾期一至三個月	15,048	26,579
Over 3 months past due	逾期三個月以上	159,583	143,806
Loan receivables, gross	應收貸款總額	2,067,634	2,807,871
Less: provision for impairment of loan receivables	減：應收貸款之減值撥備	(167,149)	(160,246)
Loan receivables, net	應收貸款淨額	1,900,485	2,647,625

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(N) Amounts due from/to associated companies

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

(N) 應收／應付聯營公司之款項

應收／應付聯營公司之款項為無抵押及免息。

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

(O) 短期銀行存款、受限制銀行結餘以及現金及現金等價物

		Unaudited 未經審核 As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Current assets	流動資產		
Short-term bank deposits	短期銀行存款	273	1,468
Restricted bank balances (<i>Note</i>)	受限制銀行結餘 (<i>附註</i>)	1,160,745	1,064,937
Cash and cash equivalents	現金及現金等價物	3,177,587	3,537,506
Restricted bank balances and cash and cash equivalents	受限制銀行結餘以及現金及現金等價物	4,338,332	4,602,443

Note:

In accordance with the notice issued by the Payment and Settlement Department of the People's Bank of China ("PBOC") from 14 January 2019, all customer reserve accounts held by third-party payment institutions should be cancelled and the customer reserves should be deposited in a dedicated deposit account maintained centrally by a designated agency. Since the transfer of fund of the dedicated deposit account is subject to measures imposed by PBOC, the customer reserves maintained therein are restricted in nature.

As at 30 June 2023, the amount comprised (i) the customer reserves deposited in the abovesaid dedicated deposit account which was denominated in RMB; and (ii) the funds deposited in designated bank accounts for the operation of the Group's cross-border payment business.

附註：

根據中國人民銀行(「中國人民銀行」)支付結算司發佈的通知，自二零一九年一月十四日起，第三方支付機構持有的所有客戶儲備金賬戶將被撤銷，且客戶儲備金須集中存放於指定機構的專用存款賬戶中。由於該專用存款賬戶中的資金轉賬受中國人民銀行實施的措施監管，因此於其中存放的該等客戶儲備金本質上受限制。

於二零二三年六月三十日，該金額包括(i)存放於上述專用存款賬戶中以人民幣計值的客戶儲備金；及(ii)存放於指定銀行賬戶用於經營本集團跨境支付業務的資金。



Business Review

業務回顧

(P) Trade payables, payables for payment and digital services business and other payables and accruals

(P) 應付賬款、支付及數字化服務業務之應付款項以及其他應付款項及應計款項

		Unaudited 未經審核 As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Trade payables (Note (i))	應付賬款 (附註(i))	618,525	642,446
Payables for payment and digital services business (Note (ii))	支付及數字化服務業務之應付款項 (附註(ii))	1,105,865	965,787
Other payables and accruals (Note (iii))	其他應付款項及應計款項 (附註(iii))	757,194	967,734
Total	合計	2,481,584	2,575,967

Note (i):

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

附註(i):

供應商授予之信貸期由0至180日不等。主要根據發票日期之應付賬款賬齡分析如下：

		Unaudited 未經審核 As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	349,264	294,502
91 to 180 days	91至180日	110,770	194,648
181 to 365 days	181至365日	150,087	145,038
Over 365 days	365日以上	8,404	8,258
		618,525	642,446

- Change in trade payables aged between current to 90 days, 91 to 180 days and 181 to 365 days were mainly due to changes in outstanding balances under the payment and digital services segment.

- 賬齡介乎即期至90日、91日至180日以及181至365日之應付賬款變動主要由於支付及數字化服務分類項下未償還結餘變動所致。

Note (ii):

This balance represents payables to merchants for the payment and digital services business.

附註(ii):

有關結餘指就支付及數字化服務業務應付商戶之款項。

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Note (iii):

Accrued staff costs and pension obligations*	應計員工成本及退休金責任*
Deposits	按金
Receipt in advance from customers**	預先收取客戶之款項**
Advance from business channel partners**	來自業務渠道合作商的墊款**
Others***	其他***

附註(iii):

Unaudited 未經審核	Audited 經審核
As at 30 June 2023 於二零二三年 六月三十日	As at 31 December 2022 於二零二二年 十二月三十一日
HK\$'000 千港元	HK\$'000 千港元
127,384	234,408
35,236	42,546
17,720	43,678
405,006	426,295
171,848	220,807
757,194	967,734

- * The decrease in accrued staff costs and pension obligations was mainly due to the payment of year 2022 year-end bonus during 1H2023.
- ** Receipt in advance from customers and advance from business channel partners represented advances and guarantees received from merchants and partners under the payment and digital services segment.
- *** Balance mainly represented accrued subcontracting costs and other accrued handling fees payable under the payment and digital services segment.

- * 應計員工成本及退休金責任減少乃主要由於於二零二三年上半年支付二零二二年終花紅所致。
- ** 預先收取客戶之款項及來自業務渠道合作商的墊款指支付及數字化服務分類項下的商戶及合作商收取之墊款及保證金。
- *** 結餘主要指應計分包成本及支付及數字化服務分類項下應付其他應計手續費。

(Q) Asset-backed securities

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

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

(Q) 資產支持證券

結餘指優先層級資產支持證券(「資產支持證券」)的尚未行使賬面值。

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

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The first phase of the ABS Scheme with an issue size of RMB309 million (equivalent to approximately HK\$380.1 million) was established on 27 January 2022, the second phase with an issue size of RMB362 million (equivalent to approximately HK\$419.9 million) was established on 20 May 2022 and the third phase with an issue size of RMB303 million (equivalent to approximately HK\$339.4 million) was established on 30 December 2022. The priority tranche is issued to qualified institutional investors in the PRC and the subordinated tranche is issued to 北京隨信雲鏈科技有限公司 (Beijing Suixin Yunlian Technology Ltd.) (“Beijing Suixin Yunlian”). The proceeds from the issuance are principally used as general working capital of the fintech services segment. The issuance of the ABS widens the fund-raising channels of the Group to access low-cost capital, which in turn will be used to improve the financing structure of the Company and promote its operating activities and investments. Further details are set out in the Company’s announcements dated 27 January 2022, 20 May 2022 and 30 December 2022.

(R) Written put option liabilities and finance costs

No written put option liability was recognised as of 30 June 2023, as compared to a balance of approximately HK\$857.1 million as of 31 December 2022, representing the written put options liabilities on written put options granted by VBill Limited (“VBill (Cayman)”) and Mega Hunt Microelectronics Limited (“Megahunt HK”).

Put options granted by VBill (Cayman)

In 2019, the Company, VBill (Cayman), an investor (the “VBill Investor”) and certain other parties entered into the transaction agreements, pursuant to which the VBill Investor subscribed for approximately 14.01% interest in VBill (Cayman) and was granted a put option to require VBill (Cayman) to repurchase, redeem and/or cancel all of the shares of VBill (Cayman) held by the VBill Investor subject to conditions prescribed under the transaction agreements.

In November 2022, VBill (Cayman) received a notice from the VBill Investor to exercise the put option. The repurchase, redemption and/or cancellation of the relevant shares of VBill (Cayman) completed on 14 February 2023, immediately before which the written put option liability was recognised at its fair value in the consolidated balance sheet and correspondingly as ‘other reserves’ within equity.

發行規模為人民幣309,000,000元 (相當於約380,100,000港元) 的資產支持證券計劃第一期已於二零二二年一月二十七日成立，發行規模為人民幣362,000,000元 (相當於約419,900,000港元) 的第二期已於二零二二年五月二十日成立，以及發行規模為人民幣303,000,000元 (相當於約339,400,000港元) 的第三期已於二零二二年十二月三十日成立。優先層級資產支持證券發行予中國合資格機構投資者，而次級層級資產支持證券發行予北京隨信雲鏈科技有限公司 (「北京隨信雲鏈」)。發行的所得款項主要用作金融科技服務分類的一般營運資金。發行資產支持證券將拓寬本集團獲取低成本資金的融資渠道，從而可用於改善本公司的融資結構及促進其經營活動及投資。進一步詳情載於本公司日期為二零二二年一月二十七日、二零二二年五月二十日及二零二二年十二月三十日的公佈。

(R) 賣出認沽期權負債及融資成本

截至二零二三年六月三十日，並無確認任何賣出認沽期權負債，而截至二零二二年十二月三十一日，由VBill Limited (「VBill(Cayman)」) 及兆訊微電子有限公司 (「兆訊香港」) 授出的賣出認沽期權的賣出認沽期權負債餘額約為857,100,000港元。

VBill (Cayman)授出的認沽期權

於二零一九年，本公司、VBill (Cayman)、一名投資者 (「VBill投資者」) 及若干其他方訂立交易協議，據此，VBill投資者認購VBill (Cayman)約14.01%權益，並獲授予認沽期權，可在符合交易協議規定的條件下，要求VBill (Cayman)回購、贖回及／或註銷VBill投資者持有的所有VBill (Cayman)股份。

於二零二二年十一月，VBill (Cayman)自VBill投資者接獲將行使認沽期權的通知。VBill (Cayman)相關股份的回購、贖回及／或註銷於二零二三年二月十四日完成，而在此之前，賣出認沽期權負債於綜合資產負債表中按其公平值確認，並相應於權益中列為「其他儲備」。

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Put options granted by Megahunt HK

On 29 June 2023, the put options granted by Megahunt HK under the subscription agreement entered into between the Company, Megahunt HK, Megahunt and certain of its management and certain investors dated 4 December 2019 ceased to have effect upon Megahunt's formal submission to the Shanghai Stock Exchange of the application for listing of its shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange, immediately before which the written put option liability was reclassified and recognised as a derivative financial liability at fair value through profit or loss.

Finance costs represented the finance charges for the repurchase/redemption amount payable upon the put options becoming exercisable.

(S) Income tax credit

The income tax credit was mainly due to a subsidiary under payment and digital services segment being qualified as a Software and Integrated Circuit Enterprise ("SICE") in 1H2023 where the applicable corporate income tax rate is 0% for two years from its qualification and 12.5% for the following three years.

(T) Discontinued operation

Discontinued operation for the six months ended 30 June 2022 refers to the information security chips and solutions operations of Megahunt.

The corresponding business segment (i.e. the information security chips and solutions segment) was classified as discontinued operation for 1H2022.

兆訊香港授出的認沽期權

於二零二三年六月二十九日，兆訊香港根據本公司、兆訊香港、兆訊恒達及其若干管理層與若干投資者於二零一九年十二月四日訂立的認購協議授出的認沽期權，在兆訊恒達正式向上海證券交易所提交其股份在上海證券交易所科創板上市的申請後失效，而在此之前，賣出認沽期權負債已重新分類，並確認為按公平值計入損益之衍生金融負債。

融資成本指認沽期權可行使時應付的回購／贖回金額的融資費用。

(S) 所得稅抵免

所得稅抵免主要由於支付及數字化服務分類下的一間附屬公司於二零二三年上半年獲得軟件及集成電路企業資格，當中於獲得資格的兩年，其適用企業所得稅率為0%及之後三年的稅率為12.5%。

(T) 已終止經營業務

截至二零二二年六月三十日止六個月，已終止經營業務指兆訊恒達的信息安全芯片及解決方案業務。

有關業務分類(即信息安全芯片及解決方案分類)分類為二零二二年上半年的已終止經營業務。



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Key Financial Performance

主要財務表現

		For the period from 1 January 2022 to 23 May 2022 自二零二二年 一月一日至 二零二二年 五月二十三日 期間 HK\$'000 千港元 (Restated) (經重列)
Profit after income tax of discontinued operation	已終止經營業務之除所得稅後溢利	80,238
Gain on disposal of a subsidiary	出售一間附屬公司之收益	429,339
Profit from discontinued operation	已終止經營業務溢利	509,577

Megahunt is owned as to 45.73% by the Group and is accounted for as an associated company of the Company following completion of the Group's disposal of the entire approximately 20% interest in May 2022. Further details may be referred to the Company's announcement dated 15 December 2021, 28 December 2021, 11 February 2022, 28 February 2022, 14 April 2022 and 23 May 2022.

兆訊恒達由本集團擁有45.73%權益，並於二零二二年五月本集團出售全部約20%權益完成後入賬列作本公司的聯營公司。進一步詳情可參閱本公司日期為二零二一年十二月十五日、二零二一年十二月二十八日、二零二二年二月十一日、二零二二年二月二十八日、二零二二年四月十四日及二零二二年五月二十三日的公佈。

KEY INVESTING AND FINANCING ACTIVITIES

In February 2023, completion of the exercise of the put option granted in 2019 to the relevant investor under the relevant transaction agreements entered into between VBill (Cayman), the VBill Investor and certain other parties took place. Upon completion of the exercise, VBill (Cayman) has become wholly-owned by the Company and certain transaction agreements were terminated and/or amended with immediate effect, such that the said investor's rights and obligations thereunder accordingly ceased and terminated.

In June 2023, Megahunt formally submitted and the Shanghai Stock Exchange formally accepted the application for listing of its shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange (SSE STAR Market). Upon the formal submission of the listing application, the put option granted in 2019 under the relevant transaction agreements ceased to have effect and Megahunt HK will no longer have obligations in relation thereto.

主要投資及融資活動

於二零二三年二月，根據VBill (Cayman)、VBill投資者及若干其他方訂立的相關交易協議，相關投資者於二零一九年所獲授認沽期權的行使完成。於行使完成後，VBill (Cayman)已成為本公司的全資附屬公司，若干交易協議被終止及／或修訂，並即時生效，以使上述投資者於其項下的權利及義務相應中止及終止。

於二零二三年六月，兆訊恒達正式提交及上海證券交易所正式受理其股份於上海證券交易所科創板（上交所科創板）上市的申請。於正式提交上市申請後，根據相關交易協議於二零一九年所獲授的認沽期權不再有效，兆訊香港將不再承擔相關義務。



LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2023, the Group reported total assets of HK\$10,389.2 million (31 December 2022: HK\$11,455.3 million), which were financed by total liabilities of HK\$2,809.0 million (31 December 2022: HK\$3,901.0 million) and equity of HK\$7,580.1 million (31 December 2022: HK\$7,554.3 million). The net asset value was HK\$7,580.1 million (31 December 2022: HK\$7,554.3 million). Net assets per share amounted to HK\$2.730 per share as compared to HK\$2.720 per share as at 31 December 2022.

As at 30 June 2023, the Group had restricted bank balances of HK\$1,160.7 million (31 December 2022: HK\$1,064.9 million), cash and cash equivalents of HK\$3,177.6 million (31 December 2022: HK\$3,537.5 million) and short-term borrowings of HK\$1.1 million (31 December 2022: HK\$55.7 million). The net cash position as at 30 June 2023 was HK\$3,176.5 million (31 December 2022: HK\$3,481.8 million). As at 30 June 2023, the gearing ratio is calculated as total debt divided by total capital, while total debt includes bank borrowings, lease liabilities and asset-backed securities of the Group. The gearing ratio was 3.6% (31 December 2022: 13.8%). The gearing ratio is considered healthy and suitable for the continuing growth of the Group's business.

CAPITAL STRUCTURE AND DETAILS OF CHARGES

As at 30 June 2023, the Group had bank borrowings of HK\$1.1 million (31 December 2022: HK\$55.7 million) carrying fixed interest rates (31 December 2022: same) and banking facilities of approximately HK\$185.2 million (31 December 2022: HK\$284.0 million). As at 30 June 2023, banking facility amounted to HK\$23.5 million was secured by the leasehold land and buildings with net carrying amount of HK\$2.6 million (31 December 2022: HK\$2.7 million) and HK\$3.1 million (31 December 2022: HK\$3.6 million) respectively.

Approximately HK\$3,289.5 million, HK\$492.3 million, HK\$441.9 million, HK\$54.0 million, HK\$6.5 million, HK\$50.0 million, HK\$2.8 million, HK\$1.2 million and HK\$0.1 million of the Group's restricted bank balances and cash and cash equivalents were denominated in Renminbi, Hong Kong dollar, US dollar, Euro, Japanese Yen, British Pound, Singapore dollar, Czech Koruna and Brazilian Real respectively as at 30 June 2023.

流動資金及財務資源

於二零二三年六月三十日，本集團錄得總資產10,389,200,000港元(二零二二年十二月三十一日：11,455,300,000港元)，乃以相應負債總額2,809,000,000港元(二零二二年十二月三十一日：3,901,000,000港元)及權益總額7,580,100,000港元(二零二二年十二月三十一日：7,554,300,000港元)撥資。資產淨值則為7,580,100,000港元(二零二二年十二月三十一日：7,554,300,000港元)。每股資產淨值為2.730港元，而於二零二二年十二月三十一日則為每股2.720港元。

於二零二三年六月三十日，本集團受限制銀行結餘1,160,700,000港元(二零二二年十二月三十一日：1,064,900,000港元)、現金及現金等價物3,177,600,000港元(二零二二年十二月三十一日：3,537,500,000港元)以及短期借款1,100,000港元(二零二二年十二月三十一日：55,700,000港元)。於二零二三年六月三十日之現金淨額為3,176,500,000港元(二零二二年十二月三十一日：3,481,800,000港元)。於二零二三年六月三十日，資本負債比率是按負債總額除以總資本計算，而負債總額包括本集團之銀行借款、租賃負債及資產支持證券。資本負債比率為3.6%(二零二二年十二月三十一日：13.8%)。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

於二零二三年六月三十日，本集團有按固定利率(二零二二年十二月三十一日：相同)計算的銀行借款1,100,000港元(二零二二年十二月三十一日：55,700,000港元)及銀行融資約185,200,000港元(二零二二年十二月三十一日：284,000,000港元)。於二零二三年六月三十日，銀行融資23,500,000港元以租賃土地及樓宇(賬面淨值分別為2,600,000港元(二零二二年十二月三十一日：2,700,000港元)及3,100,000港元(二零二二年十二月三十一日：3,600,000港元))作抵押。

於二零二三年六月三十日，本集團之受限制銀行結餘以及現金及現金等價物分別約3,289,500,000港元、492,300,000港元、441,900,000港元、54,000,000港元、6,500,000港元、50,000,000港元、2,800,000港元、1,200,000港元及100,000港元乃分別以人民幣、港元、美元、歐元、日圓、英鎊、新加坡元、捷克克朗及巴西雷亞爾列值。



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Approximately HK\$2,693.6 million, HK\$681.7 million, HK\$1,125.4 million, HK\$71.5 million, HK\$18.5 million, HK\$5.3 million, and HK\$6.4 million of the Group's restricted bank balances and cash and cash equivalents were denominated in Renminbi, Hong Kong dollar, US dollar, Euro, British Pound, Singapore dollar and Japanese Yen respectively as at 31 December 2022.

SIGNIFICANT INVESTMENT

Save as disclosed in note H and note J under the section titled "Overall Financial Results and Position" on pages 11 to 13, the Group held no significant investment as at 30 June 2023.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed in the section titled "Key Investing and Financing Activities" on page 20, the Group did not have any material acquisition or disposal of subsidiaries, associates and joint ventures during the six months ended 30 June 2023.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no specific plan for material investments or capital assets as at 30 June 2023.

EXCHANGE RATES EXPOSURE

The Group derives its revenue, makes purchases and incurs expenses denominated mainly in US dollar, Renminbi, Euro, British Pound, Japanese Yen, Singapore dollar, Czech Koruna, Brazilian Real and Hong Kong dollar. During the current period, the Group has not entered into any agreements or purchased any instruments to hedge the Group's exchange rate risks. Any material fluctuation in the exchange rates of Hong Kong dollar or Renminbi may have an impact on the operating results of the Group.

於二零二二年十二月三十一日，本集團之受限制銀行結餘以及現金及現金等價物約2,693,600,000港元、681,700,000港元、1,125,400,000港元、71,500,000港元、18,500,000港元、5,300,000港元及6,400,000港元乃分別以人民幣、港元、美元、歐元、英鎊、新加坡元及日圓列值。

重大投資

除第11至13頁標題為「整體財務業績及狀況」一節項下附註H及附註J所披露者外，於二零二三年六月三十日，本集團並無持有任何重大投資。

附屬公司、聯營公司及合資企業之重大收購及出售

除第20頁標題為「主要投資及融資活動」一節所披露者外，本集團於截至二零二三年六月三十日止六個月並無進行任何重大的附屬公司、聯營公司及合資企業收購或出售。

重大投資或資本資產之未來計劃

於二零二三年六月三十日，本集團並無就重大投資或資本資產制定任何特定計劃。

匯率風險

本集團產生之收入、進行採購及產生之開支主要以美元、人民幣、歐元、英鎊、日圓、新加坡元、捷克克朗、巴西雷亞爾及港元計值。於本期間，本集團並無訂立任何協議或購買任何工具以對沖本集團之匯率風險。倘港元或人民幣之匯率出現任何重大波動，均可能對本集團之經營業績造成影響。



CONTINGENT LIABILITIES

(A) Performance Guarantee Agreement with a customer

In 2015, the Company entered into a performance guarantee agreement with a customer (the “Performance Guarantee Agreement”), pursuant to which the Company agreed to provide the customer with a guarantee in relation to the due and punctual performance of a service project of a subsidiary of the Company with a surety of not more than HK\$60 million and to indemnify the customer against any third-party claim of intellectual property right infringement resulting from the acts of the said subsidiary. The Performance Guarantee Agreement remained in full force and effect during the six months ended 30 June 2023.

(B) Guarantee Agreements with associates of the Company

(i) In 2019, the Company entered into a guarantee agreement (the “2019 Manufacturer Guarantee Agreement”) with 3 then subsidiaries of the Company (two of which have become associates of the Company since May 2022), pursuant to which the Company shall guarantee to repay the due and unsettled debts of the said associates individually and/or collectively of up to US\$10 million (equivalent to approximately HK\$78 million) incurred in relation to manufacturing orders placed against a named manufacturer, should any of the said subsidiary/associates individually and/or collectively cease or fail to honour its payment obligations.

In respect of the further expansion of order scale, the Company entered into another guarantee agreement in 2021 (the “2021 Manufacturer Guarantee Agreement”) with the same counterparties, pursuant to which the amount of guarantee was increased to up to US\$20 million (equivalent to approximately HK\$156 million) and the 2019 Manufacturer Guarantee Agreement was terminated and the entirety of the Company’s obligations and liability thereunder, if any, was effectively transferred to the 2021 Manufacturer Guarantee Agreement.

(ii) In 2020, the Company entered into a guarantee agreement (the “2020 OEM Guarantee Agreement”) with a then subsidiary of the Company (an associate of the Company since May 2022) and an independent manufacturer (“OEM”), pursuant to which the Company shall guarantee to repay the said associate’s due and unsettled debts of up to US\$10 million (equivalent to approximately HK\$78 million) owed to the OEM incurred in relation to manufacturing orders placed against the OEM should it cease or fail to honour its payment obligations.

As at 30 June 2023, the Company did not recognise any liability in relation to the Performance Guarantee Agreement, the 2021 Manufacturer Guarantee Agreement and the 2020 OEM Guarantee Agreement, and the Directors considered the possibility of reimbursement thereunder not probable.

Save as disclosed above, the Group had no material contingent liability as at 30 June 2023.

或然負債

(A) 與一名客戶訂立表現擔保協議

於二零一五年，本公司與一名客戶訂立表現擔保協議（「表現擔保協議」）。據此，本公司同意就本公司一間附屬公司恰當及如期履行服務項目向客戶提供擔保，擔保金額不超過60,000,000港元，並同意就因上述附屬公司侵犯任何第三方知識產權的行為引致的索償向該客戶作出彌償。表現擔保協議於截至二零二三年六月三十日止六個月一直保持十足效力及作用。

(B) 與本公司聯營公司訂立擔保協議

(i) 於二零一九年，本公司與本公司彼時的三間附屬公司（其中兩間自二零二二年五月起成為本公司之聯營公司）訂立一份擔保協議（「二零一九年製造商擔保協議」），據此，倘任何上述附屬公司／聯營公司個別及／或共同停止或未能履行其付款責任，本公司須擔保償還上述聯營公司因向一名指定製造商下達製造訂單所引致而個別及／或共同結欠的到期及未償還債務，保證金不超過10,000,000美元（相當於約78,000,000港元）。

由於訂購量進一步擴大，二零二一年本公司與相同對手方訂立另一份擔保協議（「二零二一年製造商擔保協議」）。據此，擔保金額增至高達20,000,000美元（相當於約156,000,000港元）。二零一九年製造商擔保協議已告終止，而本公司於其項下之全部義務及責任（如有）已有效撥入二零二一年製造商擔保協議。

(ii) 於二零二零年，本公司與本公司彼時一間附屬公司（自二零二二年五月起成為一間聯營公司）及一家獨立製造商（「原設備製造商」）訂立擔保協議（「二零二零年原設備製造商擔保協議」），據此，倘該聯營公司停止或未能履行其付款責任，本公司須擔保償還該聯營公司因其向原設備製造商所下達有關製造訂單所引致而結欠原設備製造商的到期及未償還債務，擔保金額不超過10,000,000美元（相當於約78,000,000港元）。

於二零二三年六月三十日，本公司並無就表現擔保協議、二零二一年製造商擔保協議及二零二零年原設備製造商擔保協議確認任何負債，且董事認為於該等項下提出索償之可能性不高。

除上文披露者外，於二零二三年六月三十日，本集團並無任何重大或然負債。

Business Review

業務回顧

EMPLOYEES

The total number of employees of the Group as at 30 June 2023 was 2,672. The breakdown of employees by division is as follows:

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

僱員

本集團於二零二三年六月三十日之僱員總數為2,672人。僱員按部門細分如下：

支付及數字化服務	945
金融科技服務	131
平台運營解決方案	727
金融解決方案	616
其他	212
總部	41

2,672

The Group ensures that its employees remuneration packages are comprehensive and competitive. Directors are entitled to fixed director's fee, discretionary bonus and other benefits, which are determined with reference to the performance of the individual and the Company, market practice and conditions as well as the Group's corporate goals and objectives in accordance with the remuneration policy of the Company. Employees are remunerated with fixed monthly income plus annual performance related bonuses. The Group also operates share option schemes and share award scheme for the purpose of attracting, retaining, motivating and rewarding the employees. The Group also sponsors selected employees to attend external training courses that suit the needs of the Group's businesses.

Disclaimer:

Non-GAAP measures

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

本集團確保其僱員薪酬待遇全面且具競爭力。董事有權享有固定董事袍金、酌情花紅及其他福利，並根據本公司的薪酬政策及參考個人及本公司的表現、市場慣例及情況以及本集團的企業目標及願景而釐定。僱員之薪酬包括每月定額薪金，另加與表現掛鈎之年度花紅。本集團亦設有購股權計劃及股份獎勵計劃，以吸引、挽留、激勵及獎勵僱員。本集團亦資助選定僱員參與符合本集團業務需要之外界培訓課程。

免責聲明：

非公認會計原則指標

若干非公認會計原則指標乃用於評估本集團之表現，例如EBITDA。該等非公認會計原則指標並非香港公認會計原則所明確認可之指標，故未必可與其他公司之同類指標作比較，因此，該等非公認會計原則指標不應視作經營收入（作為本集團經營表現指標）之替補或經營活動現金流量（作為衡量流動資金之指標）之替補。提供非公認會計原則指標純粹為加強對本集團現時財務表現之整體理解。此外，由於本集團以往曾向投資者報告若干採用非公認會計原則計算之業績，因此本集團認為包括非公認會計原則指標可為本集團之財務報告提供一致性。

Business Outlook 業務展望



China's economic operation in 1H2023 generally continued its recovery trend, while the effects of the growth, employment and price stabilising policies continued to emerge, demand for production gradually recovered, and employment and consumer prices maintained generally stable. However, the current international environment is complex and severe, and the recovery of the world economy is weak. The spillover effects of contractionary policies in major developed economies also added further uncertainties to economy recovery. Due to the still insufficient demand in the domestic market, business entities are facing further difficulties. Despite the pressure and challenges, China's economic recovery as a whole remained on track, and we are optimistic about the momentum of the country's economic recovery, whereas we also expect the economic outlook and business environment would remain challenging throughout the year.

PAYMENT AND DIGITAL SERVICES

In 1H2023, with the end of the epidemic control measures, we made proactive strategic adjustments to pace up our digital transformation. In the first half of the year, digital payments grew by 127% year-on-year. Our PaaS platform continued to provide digital solutions to various subsectors through continuous introduction of new partners. On top of our existing business scenarios such as retail, catering, hotel, gas station, university canteen, tourist attraction, food market, etc., we also launched our digital service product for second-hand car trading, "Jiexingchejia", to help second-hand car dealers realize closed-loop management of digitized automobile assets. We are confident that, despite short term pressure on digital services during the digitization transition period, such strategic adjustment will lay a more solid foundation for future growth.

Meanwhile, we continue to improve our intelligent decision making products catering for the retail industry. In addition to our existing digital management products for normal temperature commodities, we have launched more advanced digital management products for fresh food, short shelf-life goods and non-standardized fresh commodities, assisting merchants to realize fully intelligent management. Besides, we have also introduced intelligent visualization display to help merchants quickly adjust their shelves to adapt to changes in the consumer market. Currently, we have formulated a digital solution for the retail industry that includes the four functional modules, namely "Smart Supply Chain", "Smart Category Management", "Smart Store Management" and "KPI Monitoring and Analysis", and 29 other products. The solution comprehensively improves the operational efficiency and sales capacity of merchants, and carries out intelligent management of the whole cycle of commodity circulation.

中國經濟運行於二零二三年上半年總體上延續了恢復的態勢，穩增長穩就業穩物價政策帶來的效應亦持續顯現，生產需求逐步恢復，就業和消費價格總體維持穩定。然而，目前國際環境複雜嚴峻，世界經濟復甦乏力。主要發達經濟體政策收縮的外溢效應，亦為經濟復甦增添較多不確定因素。基於國內市場需求仍然不足，經營主體亦面對較多困難。儘管面臨壓力和挑戰，中國經濟整體維持向好的基本面，我們對國家經濟復甦勢頭持樂觀態度，惟預期全年經濟前景和經營環境仍具挑戰性。

支付及數字化服務

二零二三年上半年，隨著疫情管制措施的結束，我們積極進行戰略調整，以加快數字化轉型的節奏。於上半年，數字化支付額同比增長127%。在業務方面，我們的PaaS平台通過不斷引入新的合作夥伴繼續為各細分行業提供數字化解決方案。在原有的零售、餐飲、酒店、加油站、高校食堂、旅遊景區、菜市場等業務場景的基礎上，亦推出了針對二手車交易的數字化服務產品「結行車加」，為二手車交易商實現汽車資產數字化的閉環式管理。我們堅信，儘管數字化轉型期間，數字化服務將短期承壓，這項戰略調整能為未來發展樹立更穩固的基石。

同時，我們繼續完善針對零售行業的智慧決策產品。在原有針對常溫商品的數字化管理產品的基礎上，我們推出了更高難度的針對鮮食短保商品和生鮮非標商品的數字化管理產品，為商戶實現全智慧化管理。除此之外，我們還推出了智慧視覺化陳列，以幫助商戶快速調整貨架以適應消費市場的變化。目前，我們已經形成了包括「智慧供應鏈」、「智慧品類管理」、「智慧門店現場管理」和「KPI監測分析」在內的四大功能模塊和29個產品為一體的零售行業數字化解決方案，全面提升商戶的運營效率和銷售能力，並對商品流通全週期進行智慧化管理。



Business Outlook 業務展望

On the other hand, in the first half of the year, based on the steady customer growth on mainstream e-commerce platforms in Europe and the United States, the cross-border business made breakthroughs in new regional markets such as South America, Korea and the Czech Republic and gradually built up the ability to differentiate regional markets in its operation. In terms of overseas fund collection and payment and foreign exchange operation, we launched foreign exchange conversion products, providing more flexible and favorable service experience for a huge number of Chinese sellers operating overseas. During the period, in order to better serve our foreign trade customers, we newly launched B2B foreign trade collection business, with a transaction scale exceeding US\$10 million.

As the PBOC strengthens its supervision of the payment industry, the payment industry has become more regulated, favouring a healthy and sustainable development of the industry as a whole. We will continue to adopt stringent risk control strategies, operate steadily and continue to create more value for our shareholders.

FINTECH SERVICES

Suixin Cloud Chain FinTech Service Platform continued to enhance its comprehensive service capabilities, and launched digital inclusive financial services to the existing platform. Such services are digitally driven, targeting to offer micro, small and medium-sized enterprises (MSMEs) along the supply chain channels to connect with high-quality financial resources to meet their financing needs at different stages of production and operation.

In addition, in 1H2023, we completed our support for the systems for the acceptance of new generation bills and supply chain bills business. The New Generation Bills System and the Supply Chain Bills System were launched by the Shanghai Commercial Paper Exchange. Compared with traditional bills, these bills systems realize the splitting of bills as desired to further suit the payment and financing needs of small and medium-sized enterprises. The systems will leverage the advantages of bills application in supply chain finance and promote the scale of development of supply chain finance. Up to now, there are more than 40 financial institutions cooperating with Suixin Cloud Chain Platform. MSMEs can make real-time comparison of multiple financial institutions on the Suixin Cloud Chain Platform to choose the most suitable and high-quality financial products. In the first half of this year, the scale of financing for MSMEs on the Suixin Cloud Chain Platform continued to grow rapidly, with a year-on-year increase of 39% compared to the first half of last year. In particular, the bills business recorded a year-on-year increase of 59%.

另一方面，於上半年，跨境業務在歐美主流電商平台客戶穩步提升的基礎上，於南美、韓國和捷克等新區域市場也獲得了突破，逐步建立於不同區域市場的差異化經營能力。在海外資金收付及外匯運營方面，我們推出了外匯兌換產品，為中國廣大的出海賣家提供了更靈活、更優惠的服務體驗。為進一步為外貿客戶服務，我們於期內推出了B2B外貿收款業務，其交易規模已突破千萬美元。

隨著人民銀行加強對支付行業的監管，支付行業越具規範，這將有利於整個行業的健康及可持續發展。我們將持續採取嚴謹的風控策略，穩健經營，繼續為股東創造更多價值。

金融科技服務

隨信雲鏈金融科技服務平台持續提升綜合服務能力，在原有基礎上新增了數字普惠金融服務。新增服務以數字驅動，針對並協助供應鏈上的中小微企業對接優質的金融資源，以滿足其於生產經營中的階段性融資需求。

此外，我們於二零二三年上半年完成了可受理新一代票據業務系統和供應鏈票據業務系統的支援。新一代票據業務系統和供應鏈票據業務系統由上海票據交易所推出，相比傳統票據，其實現了票據的隨意拆分，要切合中小企業의 支付和融資需要。系統將積極發揮票據應用在供應鏈金融中的優勢，進一步提升供應鏈金融的發展規模。截至目前，隨信雲鏈平台的合作金融機構超過40家。中小微企業在隨信雲鏈平台上可對多家資金方進行即時比價，以選擇最適合、最優質的金融產品。今年上半年，隨信雲鏈平台幫助中小微企業融資的規模持續快速增長，與去年上半年同比增長39%，其中票據業務同比增長59%。

Business Outlook 業務展望



We will continue to strengthen our cooperation with financial institutions and enrich the financial products for accepting Suixin, bank bills, commercial bills and digital inclusion, etc.. We will continue to improve the comprehensive service capability of the Suixin Cloud Chain Platform, to provide MSMEs on the platform with convenient and low-cost intelligent financing matching services.

PLATFORM OPERATION SOLUTIONS

In 1H2023, we continued to provide product development, business operation and other related technical services and business operation support services to our major customer, China Mobile Financial Technology Co., Ltd., and our business scale remained stable. Carrying on our R&D track as in last year, we continued to optimize and upgrade our infrastructure platform and software tools to keep pace with the industry's advancing technologies. Looking ahead, alongside the gradual market recovery, we will actively expand into more markets while stabilizing our existing business. In addition to strengthening our underlying platform structure and enhancing our technical capabilities, we will strive for more opportunities with our high quality service standards. In addition, we also plan to top up our investment in areas such as artificial intelligence and marketing.

FINANCIAL SOLUTIONS

In 1H2023, BJ ABS has been focusing on the delivery and maintenance of banking system products to principally ensure the core business systems of two major customers were put into production, in order to achieve two key breakthroughs. Firstly, the core business system of a local bank Hong Kong was upgraded. As the bank's business is widely diversified and international, a high degree of product flexibility is required. Significant system enhancements were accordingly made to the product model and parameter model. Secondly, we put into production the upgrade of the distributed core system of an IT application innovation enterprise in Mainland China. The enterprise is the first national joint-stock commercial bank in Mainland China to implement a distributed micro-service design. In such project, we successfully restructured the original IBS product to achieve the technical goal of migrating from a centralized architecture to a distributed architecture, and concluded the nine senseless downshifting techniques, creating an industrial precedent. Leveraging on these experience, we will continue to cultivate the market and facilitate the industry's digital transformation in the second half of the year.

我們將繼續加強與金融機構的合作，持續豐富受理隨信、銀票、商票、數字普惠等業務的金融產品，不斷提升隨信雲鏈平台的綜合服務能力，為平台上的中小微企業提供便利及低成本的融資智能配對服務。

平台運營解決方案

二零二三年上半年，我們繼續為公司的主要客戶—中移動金融科技有限公司提供產品開發、業務運營等相關技術服務及業務運營支撐服務，業務規模保持穩定。延續了去年的研發路徑，我們繼續優化和升級基礎平台、軟體工具等，以保持同步於業內先進技術。展望未來，隨著市場的逐步復甦，我們在穩固既有業務的基礎上，將積極拓展更多的市場。除了夯實底層平台架構、提升技術能力，我們將以優質的服務水準以爭取更多的機遇。以外，也計劃加大於人工智能、市場行銷等領域投放的資源。

金融解決方案

二零二三年上半年，高陽金信貫切專注於銀行業務系統產品的交付和維護，重點確保兩大重要客戶核心業務系統的投產，以實現兩項重點突破。首先，我們為一家香港本土銀行提供了其核心業務系統的升級，由於其業務種類廣泛齊全且國際化，對產品的靈活性要求亦有較高的要求，因此我們在系統的產品模型、參數模型進行了大幅度的提升。其次，我們為一家國內信息技術應用創新產業提供了其分佈式核心系統的升級，其為內地首家實現分佈式微服務化設計的全國性股份制商業銀行。在專案中，我們成功重整原有的IBS產品，實現從集中式架構往分佈式架構遷移的技術目標，並總結出無感下移提供了其九大工藝，開創行業先河。憑藉以上經驗，我們於下半年將繼續耕耘市場，助力行業的數字化轉型。



Business Outlook

業務展望

Facing the overseas financial IT service opportunities, Hi Sun FinTech Global actively carried out market expansion and research and development of new products and new technologies on the basis of continuously improving overseas service capabilities. In terms of improving overseas service capabilities, apart from setting up overseas representative offices in Laos and Cambodia, we also plan to set up an overseas representative office in Kuala Lumpur to improve services to overseas customers. In terms of market expansion, we signed service contracts with three new customers during the period and achieved business breakthroughs in the Malaysian market. Meanwhile, in order to actively expand into new overseas market, we completed the recruitment of local sales staff in Myanmar, Vietnam and other markets. In terms of research and development of new products and technologies, we made new breakthroughs in the new generation of decentralized and micro-service core systems and successfully signed service contracts with new customers during the period. In addition, we and our partners have successfully put into production the technology for the new generation electronic wallet payment products in Thailand and an African country, and it is expected that the technology would be put into use at social level within this year. Meanwhile, we will focus on the business opportunity of overseas IBM mainframe migration, and carry out further technological research and development.

面向海外金融IT服務機會，高陽寰球在持續提升海外服務能力的基礎上，積極進行市場拓展及新產品新技術的研發。在提升海外服務能力方面，除分別在老撾、柬埔寨設立海外辦事處，我們亦計劃將在吉隆坡設立海外辦事處，以提升對海外客戶的服務。在市場拓展方面，我們於期內三家新客戶簽訂服務合約，並於馬來西亞市場取得業務突破。同時，為積極拓展海外新市場，我們在緬甸、越南等市場完成當地銷售人員的招聘。在新產品技術研發方面，我們在新一代的分散式、微服務核心系統取得新的突破，並於期內順利與新客戶簽訂服務合約。此外，我們與合作夥伴實現了新一代的電子錢包支付產品技術在泰國及一非洲國家的成功投產，並預計該技術將於本年內投入社會的層面使用。同時，我們將針對海外IBM大型主機下移的商機，進一步推行技術研發。

Additional Information 其他資料

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

As at 30 June 2023, the interests and short positions of each director (“Director”) and chief executive of the Company (“Chief Executive”) and their respective associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) (“SFO”)), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code (“Model Code”) for Securities Transactions by Directors of the Listed Issuers contained in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) were as follows:

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於二零二三年六月三十日，本公司各董事（「董事」）及最高行政人員（「最高行政人員」）及彼等各自的聯繫人於本公司及其相聯法團（定義見證券及期貨條例（第571章）（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有已記入本公司根據證券及期貨條例第352條存置之登記冊或根據聯交所證券上市規則（「上市規則」）附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）已以其他方式知會本公司及聯交所之權益及淡倉如下：

Director/Chief Executive	董事／最高行政人員	Interests in the ordinary Shares of HK\$0.0025 each in the Company 於本公司每股面值0.0025港元之普通股之權益			Approximate percentage of interest** 權益之概約百分比**	Interests in associated corporations 於相聯法團之權益	
		Personal interest 個人權益	Corporate interest 公司權益	Total 總數		Number of shares/Amount of registered capital held 所持股份數目／註冊資本	Approximate percentage of interest 權益之概約百分比
Kui Man Chun	渠萬春	28,650,000 (L)*	617,083,636 (L)* <i>(note (i))</i> <i>(附註(i))</i>	645,733,636 (L)*	23.25%	-	-
Xu Wensheng	徐文生	4,566,000 (L)*	-	4,566,000 (L)*	0.16%	1,965,455 shares (L)* <i>(note (ii))</i> <i>(附註(ii))</i>	3.29%***
						RMB550,000 (L)* <i>(note (iii))</i> <i>(附註(iii))</i>	2%****
						人民幣550,000元 (L)* <i>(附註(iii))</i>	
Li Wenjin	李文晉	6,400,000 (L)*	-	6,400,000 (L)*	0.23%	RMB550,000 (L)* <i>(note (iii))</i> <i>(附註(iii))</i>	2%****
						人民幣550,000元 (L)* <i>(附註(iii))</i>	
Xu Changjun	徐昌軍	16,563,000 (L)*	-	16,563,000 (L)*	0.6%	1,768,909 shares (L)* <i>(note (ii))</i> <i>(附註(ii))</i>	2.96%***
						1,768,909股股份 (L)* <i>(附註(iii))</i> <i>(附註(iii))</i>	
						RMB550,000 (L)* <i>(note (iii))</i> <i>(附註(iii))</i>	2%****
						人民幣550,000元 (L)* <i>(附註(iii))</i>	

Note:

- (i) Representing shares of the Company (the “Shares”) held by Mr. Kui Man Chun through (1) Hi Sun Limited, a company which he holds a 99.16% interest, and (2) Rich Global Limited, a wholly-owned subsidiary of Hi Sun Limited.
- (ii) Representing the personal interest in the issued share capital of Megahunt.
- (iii) Representing the personal interest in the registered share capital of Shenzhen Hi Sun FinTech Global Company Limited (“Shenzhen Hi Sun”).
- * “L” denotes a long position.
- ** Based on 2,776,833,835 ordinary Shares in issue as at 30 June 2023.
- *** Based on the 59,800,000 shares (the only class of shares) of Megahunt in issue as at 30 June 2023.
- **** Based on the registered share capital of Shenzhen Hi Sun of RMB27,500,000 as at 30 June 2023.

附註：

- (i) 指渠萬春先生於透過(1)高陽有限公司（一間彼持有99.16%權益之公司）；及(2)高陽有限公司之全資附屬公司Rich Global Limited持有之本公司股份（「股份」）。
- (ii) 指兆訊恒達的已發行股本之個人權益。
- (iii) 指於深圳高陽寰球科技有限公司（「深圳高陽」）註冊股本之個人權益。
- * 「L」表示好倉。
- ** 根據於二零二三年六月三十日2,776,833,835股已發行普通股。
- *** 根據兆訊恒達於二零二三年六月三十日59,800,000股已發行股份（唯一股份類別）。
- **** 根據深圳高陽於二零二三年六月三十日的註冊股本人民幣27,500,000元。

Additional Information 其他資料

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

As at 30 June 2023, the interests and short positions of substantial shareholders and other persons (other than a Director or the Chief Executive) in the shares and underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO and as recorded in the register maintained by the Company under section 336 of the SFO were as follows:

Ordinary Shares of HK\$0.0025 each in the Company

Name of shareholder 股東名稱／姓名	Personal interest 個人權益	Corporate interest 公司權益	Total number of ordinary shares 普通股總數目	Approximate percentage of shareholding** 股權之概約百分比**
Rich Global Limited (“RGL”)** Rich Global Limited (「RGL」)**	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Hi Sun Limited (“HSL”)** (Note 1) Hi Sun Limited (「HSL」)** (附註1)	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Mr. Kui Man Chun (Note 2) 渠萬春先生 (附註2)	28,650,000 (L)*	617,083,636 (L)*	645,733,636 (L)*	23.25%
Ever Union Capital Limited (“Ever Union”) Ever Union Capital Limited (「Ever Union」)	–	334,314,000 (L)*	334,314,000 (L)*	12.04%
Mr. Che Fung (Note 3) 車峰先生 (附註3)	–	334,314,000 (L)*	334,314,000 (L)*	12.04%
Kopernik Global Investors, LLC Kopernik Global Investors, LLC	–	139,557,000 (L)*	139,557,000 (L)*	5.03%

Notes:

- 1 Representing interests in the Shares by virtue of control of 100% shareholding in RGL.
 - 2 Representing (i) deemed interests in the Shares by virtue of control of 99.16% shareholding in HSL; and (ii) personal interests in the Shares.
 - 3 Representing interests in the Shares by virtue of control of 100% shareholding in Ever Union.
- * “L” denotes a long position.
- ** Based on the 2,776,833,835 ordinary Shares in issue as at 30 June 2023.
- *** Mr. Kui Man Chun and Mr. Li Wenjin are directors of RGL and HSL and Mr. Xu Wensheng is a director of HSL and are deemed or taken to have interests required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二三年六月三十日，主要股東及其他人士（董事或最高行政人員除外）於本公司之股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露及已記入本公司根據證券及期貨條例第336條所存置登記冊之權益及淡倉如下：

本公司每股面值0.0025港元之普通股

Name of shareholder 股東名稱／姓名	Personal interest 個人權益	Corporate interest 公司權益	Total number of ordinary shares 普通股總數目	Approximate percentage of shareholding** 股權之概約百分比**
Rich Global Limited (“RGL”)** Rich Global Limited (「RGL」)**	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Hi Sun Limited (“HSL”)** (Note 1) Hi Sun Limited (「HSL」)** (附註1)	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Mr. Kui Man Chun (Note 2) 渠萬春先生 (附註2)	28,650,000 (L)*	617,083,636 (L)*	645,733,636 (L)*	23.25%
Ever Union Capital Limited (“Ever Union”) Ever Union Capital Limited (「Ever Union」)	–	334,314,000 (L)*	334,314,000 (L)*	12.04%
Mr. Che Fung (Note 3) 車峰先生 (附註3)	–	334,314,000 (L)*	334,314,000 (L)*	12.04%
Kopernik Global Investors, LLC Kopernik Global Investors, LLC	–	139,557,000 (L)*	139,557,000 (L)*	5.03%

附註：

- 1 指因控制RGL之100%股權而於股份中擁有之權益。
 - 2 指(i)因控制HSL之99.16%股權而被視為於股份中擁有權益；及(ii)於股份中擁有之個人權益。
 - 3 指因控制Ever Union之100%股權而於股份中擁有之權益。
- * 「L」表示好倉。
- ** 根據於二零二三年六月三十日2,776,833,835股已發行普通股。
- *** 渠萬春先生及李文晉先生為RGL及HSL之董事，徐文生先生為HSL董事，並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。

Additional Information 其他資料



PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the period.

DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted a written code regulating Directors' and senior management's securities transactions, on terms no less exacting than the required standard as set out in the Model Code.

Specific enquiry had been made to all Directors and the Directors confirmed that they have complied with the Model Code and the Group's code regarding securities transactions by Directors throughout the six months ended 30 June 2023 and up to the date of this report.

CORPORATE GOVERNANCE

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

In formulating and implementing its corporate governance practices and standards, the Company has applied the Principles and complied with all applicable Code Provisions for the six months ended 30 June 2023.

The Board periodically reviews and monitors the Company's policies and practices on corporate governance or compliance with legal and regulatory requirements and employees' compliance manual to ensure that the Group's operations are conducted in accordance with the standards of the Corporate Governance Code and applicable disclosure requirements. Directors and senior management are provided with appropriate ongoing training, continuing professional development for regular updates of the legal and regulatory requirements relevant to their duties.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises three independent non-executive Directors, namely Mr. Tam Chun Fai, Mr. Leung Wai Man, Roger and Mr. Li Heguo. The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and together with the Directors reviewed the internal control, risk management and financial reporting matters, including the unaudited interim condensed consolidated results for the six months ended 30 June 2023.

購買、出售或贖回證券

期內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司股份。

董事之證券交易

本集團已採納規管董事及高級管理層進行證券交易的書面守則，其條款乃不寬鬆於標準守則內所載之規定準則。

經向全體董事作出具體查詢後，董事已確認彼等於截至二零二三年六月三十日止六個月及直至本報告日期一直遵守標準守則及本集團關於董事進行證券交易之守則。

企業管治

本公司之企業管治常規乃按照上市規則附錄十四所載企業管治守則中的良好企業管治原則（「原則」）及守則條文（「守則條文」）訂立。

制定及實施企業管治常規及準則時，本公司於截至二零二三年六月三十日止六個月已應用原則並一直遵守全部適用守則條文。

董事會定期檢討及監察本公司有關企業管治或遵守法律及監管規定的政策及常規以及僱員的合規手冊，以確保本集團根據企業管治守則的標準及適用的披露規定開展業務。董事及高級管理層獲提供適當的持續培訓、持續的專業發展，以定期更新與其職責相關的法律及監管規定。

審核委員會

本公司之審核委員會（「審核委員會」）由三名獨立非執行董事譚振輝先生、梁偉民先生及李和國先生組成。審核委員會已與管理層審閱本集團所採納會計原則及慣例，連同董事審閱內部監控、風險管理及財務申報事宜，包括截至二零二三年六月三十日止六個月之未經審核中期簡明綜合業績。



Additional Information 其他資料

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors is interested in any business, apart from the Group's business, which competed or was likely to compete, either directly or indirectly with the Group's business.

SHARE SCHEMES

Share Schemes of the Company

The Company operated the following share schemes during the six months ended 30 June 2023:

- the share option scheme adopted on 18 May 2021 and terminated with effect from 12 June 2023 (the "2021 Share Option Scheme")
- the share option scheme adopted on 12 June 2023 (the "New Share Option Scheme")
- the share award scheme adopted on 29 June 2021 (the "Share Award Scheme")

The 2021 Share Option Scheme

The 2021 Share Option Scheme was adopted on 18 May 2021 by the Shareholders at general meeting, pursuant to which the Board may at its absolute discretion grant share options to the eligible participants. In view of the amendments to the Listing Rules relating to share schemes (which came into effect on 1 January 2023) (the "Share Schemes Amendments"), termination of the 2021 Share Option Scheme and the adoption of New Share Option Scheme as proposed by the Company were approved by the Shareholders at the special general meeting of the Company held on 12 June 2023.

No option was granted, vested, exercised, cancelled or lapsed under the 2021 Share Option Scheme during the period from 1 January 2023 to its termination on 12 June 2023. There was no outstanding option under the 2021 Share Option Scheme as at 1 January 2023 and its termination. 277,683,383 options were available for grant under the 2021 Share Option Scheme as at 1 January 2023 and no options were available for grant following the termination of the 2021 Scheme Option Scheme.

The New Share Option Scheme

The New Share Option Scheme was adopted by the Shareholders at the special general meeting held on 12 June 2023, pursuant to which the Board may at its absolute discretion grant share options to the eligible participants. Further details of the New Share Option Scheme can be found in the circular of the Company dated 25 May 2023.

董事於競爭業務之權益

概無任何董事於任何與本集團直接或間接競爭或可能競爭之業務(本集團業務除外)中之任何業務中擁有任何權益。

股份計劃

本公司股份計劃

截至二零二三年六月三十日止六個月,本公司運作以下股份計劃:

- 於二零二一年五月十八日採納並自二零二三年六月十二日起終止的購股權計劃(「二零二一年購股權計劃」)
- 於二零二三年六月十二日採納的購股權計劃(「新購股權計劃」)
- 於二零二一年六月二十九日採納的股份獎勵計劃(「股份獎勵計劃」)

二零二一年購股權計劃

二零二一年購股權計劃於二零二一年五月十八日獲股東於股東大會上採納,據此,董事會可全權酌情向合資格參與者授出購股權。鑒於上市規則有關股份計劃的修訂(於二零二三年一月一日生效)(「股份計劃修訂」),終止二零二一年購股權計劃,而本公司建議的採納新購股權計劃已於二零二三年六月十二日舉行的本公司股東特別大會上獲股東批准。

自二零二三年一月一日至二零二一年購股權計劃於二零二三年六月十二日終止期間,概無購股權根據該計劃獲授出、歸屬、行使、註銷或失效。於二零二三年一月一日及二零二一年購股權計劃終止時,概無該計劃項下尚未行使之購股權。於二零二三年一月一日,根據二零二一年購股權計劃可供授出277,683,383份購股權,而於二零二一年購股權計劃終止後概無購股權可供授出。

新購股權計劃

新購股權計劃於二零二三年六月十二日舉行的股東特別大會上獲股東採納,據此,董事會可全權酌情向合資格參與者授出購股權。有關新購股權計劃的進一步詳情載於本公司日期為二零二三年五月二十五日之通函。

Additional Information 其他資料



No option was granted, vested, exercised, cancelled or lapsed under the New Share Option Scheme since its adoption and up to 30 June 2023. There was no outstanding option under the New Share Option Scheme since its adoption and as at 30 June 2023. 277,683,383 options were available for grant under the New Share Option Scheme as at its adoption and 30 June 2023.

The Share Award Scheme

The Share Award Scheme was adopted on 29 June 2021, pursuant to which the Board may at its absolute discretion grant awards to the eligible participants. Details of the Share Award Scheme are set out in the announcement of the Company dated 29 June 2021.

No award was granted, vested, cancelled or lapsed under the Share Award Scheme during the six months ended 30 June 2023. As at 1 January 2023 and 30 June 2023, there was no unvested award and 277,683,383 awards were available for grant under the Share Award Scheme.

Share Option Schemes of VBill (Cayman)

VBill (Cayman) Limited operated the following share option schemes during the six months ended 30 June 2023:

- the share option scheme adopted on 18 November 2020 and terminated with effect from 12 June 2023 (the “2020 VBill (Cayman) Share Option Scheme”)
- the share option scheme adopted on 12 June 2023 (the “New VBill (Cayman) Share Option Scheme”)

自新購股權計劃獲採納起及直至二零二三年六月三十日，概無購股權根據該計劃獲授出、歸屬、行使、註銷或失效。自新購股權計劃獲採納起及於二零二三年六月三十日，概無該計劃項下尚未行使之購股權。於新購股權計劃獲採納時及二零二三年六月三十日，根據該計劃可供授出277,683,383份購股權。

股份獎勵計劃

股份獎勵計劃於二零二一年六月二十九日獲採納，據此，董事會可全權酌情向合資格參與者授出獎勵。股份獎勵計劃的詳情載於本公司日期為二零二一年六月二十九日之公佈。

截至二零二三年六月三十日止六個月，概無獎勵根據股份獎勵計劃獲授出、歸屬、註銷或失效。於二零二三年一月一日及二零二三年六月三十日，股份獎勵計劃項下概無未歸屬獎勵及可供授出的獎勵為277,683,383份。

VBill (Cayman)購股權計劃

截至二零二三年六月三十日止六個月，VBill (Cayman) Limited運作以下購股權計劃：

- 於二零二零年十一月十八日採納並自二零二三年六月十二日起終止的購股權計劃（「二零二零年VBill (Cayman)購股權計劃」）
- 於二零二三年六月十二日採納的購股權計劃（「新VBill (Cayman)購股權計劃」）



Additional Information 其他資料

The 2020 VBill (Cayman) Share Option Scheme

The 2020 VBill (Cayman) Share Option Scheme was adopted on 18 November 2020 by the Shareholders at general meeting, pursuant to which the board of directors of VBill (Cayman) may at its absolute discretion grant share options to the eligible participants. In view of the Share Scheme Amendments, the 2020 VBill (Cayman) Share Option Schemes was terminated with effect from the adoption of the New VBill (Cayman) Share Option Scheme by the Shareholders at the special general meeting of the Company held on 12 June 2023.

No option was granted, vested, exercised, cancelled or lapsed under the 2020 VBill (Cayman) Share Option Scheme during the period from 1 January 2023 to its termination on 12 June 2023. There was no outstanding options under the 2020 VBill (Cayman) Share Option Scheme as at 1 January 2023 and its termination. 930 options were available for grant under the 2020 VBill (Cayman) Share Option Scheme as at 1 January 2023 and no options were available for grant following the termination of the 2020 VBill (Cayman) Share Option Scheme.

The New VBill (Cayman) Share Option Scheme

The New VBill (Cayman) Share Option Scheme was adopted by the Shareholders at the special general meeting held on 12 June 2023 (the “VBill (Cayman) Scheme Adoption Date”), pursuant to which the board of directors of VBill (Cayman) may at its discretion grant share option to the eligible participants. Further details of the New VBill (Cayman) Share Option Scheme can be found in the circular of the Company dated 25 May 2023.

No option was granted, vested, exercised, cancelled or lapsed under the New VBill (Cayman) Share Option Scheme since its adoption and up to 30 June 2023. There was no outstanding option under the New VBill (Cayman) Share Option Scheme since its adoption and as at 30 June 2023. 800 options were available for grant under the New VBill (Cayman) Share Option Scheme as at its adoption and 30 June 2023.

Share Option Scheme of VBill OPCO

VBill OPCO adopted a share option scheme (“VBill OPCO Share Option Scheme”), which became effective on 5 February 2018. Further details of the VBill OPCO Share Option Scheme can be found in the circulars of the Company dated 19 January 2018 and 28 October 2020.

二零二零年VBill (Cayman)購股權計劃

二零二零年VBill (Cayman)購股權計劃於二零二零年十一月十八日獲股東於股東大會上採納，據此，VBill (Cayman)董事會可全權酌情向合資格參與者授出購股權。鑒於股份計劃修訂，二零二零年VBill (Cayman)購股權計劃已終止，自新VBill (Cayman)購股權計劃於二零二三年六月十二日舉行的本公司股東特別大會上獲股東採納起生效。

自二零二三年一月一日至二零二零年VBill (Cayman)購股權計劃於二零二三年六月十二日終止期間，概無購股權根據該計劃獲授出、歸屬、行使、註銷或失效。於二零二三年一月一日及二零二零年VBill (Cayman)購股權計劃終止時，於該計劃項下概無尚未行使之購股權。於二零二三年一月一日，根據二零二零年VBill (Cayman)購股權計劃可供授出930份購股權，而於二零二零年VBill (Cayman)購股權計劃終止後概無購股權可供授出。

新VBill (Cayman)購股權計劃

新VBill (Cayman)購股權計劃於二零二三年六月十二日（「VBill (Cayman)計劃採納日期」）舉行的股東特別大會上獲股東採納，據此，VBill (Cayman)董事會可酌情向合資格參與者授出購股權。有關新VBill (Cayman)購股權計劃的進一步詳情載於本公司日期為二零二三年五月二十五日之通函。

自新VBill (Cayman)購股權計劃獲採納起及直至二零二三年六月三十日，概無購股權根據該計劃獲授出、歸屬、行使、註銷或失效。自新VBill (Cayman)購股權計劃獲採納起及於二零二三年六月三十日，於該計劃項下概無尚未行使之購股權。於新VBill (Cayman)購股權計劃獲採納時及二零二三年六月三十日，根據該計劃可供授出800份購股權。

隨行付之購股權計劃

隨行付採納一項購股權計劃（「隨行付購股權計劃」），該購股權計劃於二零一八年二月五日起生效。有關隨行付購股權計劃之進一步詳情，請參閱本公司日期為二零一八年一月十九日及二零二零年十月二十八日之通函。

Additional Information 其他資料

The following table sets out the movements of the options under the VBill OPCO Share Option Scheme during the six months ended 30 June 2023:

下表載列截至二零二三年六月三十日止六個月隨行付購股權計劃項下購股權之變動：

Amount of Registered Capital of VBill OPCO subject to the Options
under the VBill OPCO Share Option Scheme
受隨行付購股權計劃項下購股權規限的隨行付註冊股本金額

Grantee	Date of grant	Exercise price (for every RMB1.00 in the VBill OPCO Registered Capital) 行使價 (隨行付註冊 股本中 每人民幣 1.00元) RMB 人民幣元	Outstanding as at 1 January 2023 於二零二三年 一月一日 未獲行使 RMB 人民幣元	Granted during the period 期內授出	Exercised during the period 期內獲行使	Lapsed/ cancelled during the period 期內失效/ 註銷	Outstanding as at 30 June 2023 於二零二三年 六月三十日 未獲行使 RMB 人民幣元
Mr. Shen Zheng 申政先生	5 February 2018 二零一八年二月五日	12.51	13,629,500	-	-	-	13,629,500
Mr. Li Huimin 黎會敏先生	5 February 2018 二零一八年二月五日	12.51	6,814,750	-	-	-	6,814,750
Mr. Guo Yi 郭誼先生	5 February 2018 二零一八年二月五日	12.51	6,814,750	-	-	-	6,814,750
<i>Total:</i> 總計：			27,259,000*	-	-	-	27,259,000*

* Exercise period of these options ends on (i) 5 February 2024 (the 6th anniversary of the effective date); or (ii) the date on which these options cease to be valid, whichever is earlier. These options were vested on the date of grant.

* 該等購股權的行使期於下列日期截止：(i)二零二四年二月五日(生效日期的第6週年)；或(ii)該等購股權不再有效的日期(以較早者為準)。該等購股權於授出日期歸屬。

Mr. Shen Zheng is a director and the chairman of the board of VBill OPCO and a director of certain members of the VBill OPCO Group. Mr. Li Huimin is the President of VBill OPCO. Mr. Guo Yi is the senior vice president of VBill OPCO.

申政先生為隨行付之董事兼董事會主席以及隨行付集團若干成員公司之董事。黎會敏先生為隨行付之總裁。郭誼先生為隨行付之高級副總裁。

As at 1 January 2023 and 30 June 2023, no more VBill OPCO Options were available for issue.

於二零二三年一月一日及二零二三年六月三十日，不再發行其他隨行付購股權。

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained at all times the sufficient public float as required under the Listing Rules throughout the six months ended 30 June 2023.

足夠公眾持股量

根據本公司現有公開資料及就董事所知，董事確認，本公司於截至二零二三年六月三十日止六個月任何時間已維持上市規則規定之充足公眾持股量。

Interim Condensed Consolidated Income Statement

中期簡明綜合收益表

For the period ended 30 June 2023 截至二零二三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	
		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元 (Restated) (經重列) (Note 2) (附註2)
	Notes 附註		
Continuing operations			
Revenue	6,7	1,310,613	1,742,494
Cost of sales	8	(834,281)	(1,139,627)
Gross profit		476,332	602,867
Other income	6	51,779	41,677
Other gains/(losses), net	6	9,179	(7,409)
Selling expenses	8	(86,186)	(68,465)
Administrative expenses	8	(367,859)	(320,027)
Credit impairment loss	8	(13,510)	(47,480)
Operating profit		69,735	201,163
Share of results of associated companies (Loss)/gain on deemed acquisition and dilution of interest of an associated company	21	220,380	228,450
Gains on disposals of subsidiaries	29	3,277	2,604
Finance costs	10	(2,179)	(36,269)
Profit before income tax		290,989	396,389
Income tax credit/(expense)	11	66,018	(81,402)
Profit from continuing operations		357,007	314,987
Profit from discontinued operation	29	–	509,577
Profit for the period		357,007	824,564
Profit attributable to:			
– Owners of the Company		316,301	710,401
– Non-controlling interests		40,706	114,163
		357,007	824,564
Profit from continuing operations attributable to:			
– Owners of the Company		316,301	237,661
– Non-controlling interests		40,706	77,326
		357,007	314,987

Interim Condensed Consolidated Income Statement (Continued)

中期簡明綜合收益表 (續)

For the period ended 30 June 2023 截至二零二三年六月三十日止期間



	Note 附註	Unaudited 未經審核	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列) (Note 2) (附註2)
Profit from discontinued operation attributable to:			
– Owners of the Company	– 本公司擁有人	–	472,740
– Non-controlling interests	– 非控股權益	–	36,837
		–	509,577
		HK\$ per share 每股港元	HK\$ per share 每股港元 (Restated) (經重列)
Earnings per share for profit from continuing operations attributable to the owners of the Company:	本公司擁有人應佔持續經營業務溢利之每股盈利：		
Basic	基本	13	0.115
Diluted	攤薄	13	0.083
Earnings per share for profit attributable to the owners of the Company:	本公司擁有人應佔溢利之每股盈利：		
Basic	基本	13	0.115
Diluted	攤薄	13	0.083

The notes on pages 45 to 104 form an integral part of this interim condensed consolidated financial information.

第45至104頁之附註乃此中期簡明綜合財務資料其中部分。



Interim Condensed Consolidated Statement of Comprehensive Income

中期簡明綜合全面收益表

For the period ended 30 June 2023 截至二零二三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	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Profit for the period	期內溢利	357,007	824,564
Other comprehensive (loss)/income, net of tax	其他全面 (虧損) / 收益 (扣除稅項)		
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>其後可能重新分類至損益之項目</i>		
Exchange differences on translation of foreign subsidiaries	換算海外附屬公司產生之匯兌差額	(139,016)	(143,629)
Exchange differences in relation to discontinued operation	已終止經營業務產生之匯兌差額	–	(15,970)
Share of other comprehensive loss of associated companies	應佔聯營公司之其他全面虧損	(36,167)	(65,680)
Release of reserve upon dilution of interest in an associated company	攤薄一間聯營公司權益後釋出之儲備	(2,460)	297
<i>Items that will not be subsequently reclassified to profit or loss</i>	<i>其後將不會重新分類至損益之項目</i>		
Change in value of a financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產價值變動	(152,832)	(401,712)
Share of other comprehensive (loss)/income of an associated company	應佔一間聯營公司之其他全面 (虧損) / 收益	(17)	650
Total comprehensive income for the period, net of tax	期內全面收益總額 (扣除稅項)	26,515	198,520
Total comprehensive income for the period attributable to:	應佔期內全面收益總額：		
– Owners of the Company	– 本公司擁有人	12,794	131,561
– Non-controlling interests	– 非控股權益	13,721	66,959
		26,515	198,520
Total comprehensive income/(loss) for the period attributable to the owners of the Company:	本公司擁有人應佔期內全面收益 / (虧損) 總額：		
– Continuing operations	– 持續經營業務	12,794	(332,541)
– Discontinued operation	– 已終止經營業務	–	464,102
		12,794	131,561

The notes on pages 45 to 104 form an integral part of this interim condensed consolidated financial information.

第45至104頁之附註乃此中期簡明綜合財務資料其中部分。

Interim Condensed Consolidated Balance Sheet

中期簡明綜合資產負債表

At 30 June 2023 於二零二三年六月三十日



			Unaudited 未經審核 As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Investment properties	投資物業	14	598	684
Property, plant and equipment	物業、廠房及設備	15	99,455	146,796
Right-of-use assets	使用權資產	16	71,374	55,690
Intangible assets	無形資產	17	23,877	25,737
Investments in associated companies	於聯營公司之投資	21	3,512,246	3,399,895
Financial asset at fair value through other comprehensive income	按公平值計入其他全面 收益之金融資產	18	36	152,868
Financial assets at fair value through profit or loss	按公平值計入損益之 金融資產	19	93,145	93,077
Other financial assets at amortised cost	按攤銷成本計量之其他 金融資產		3,885	4,064
Total non-current assets	非流動資產總值		3,804,616	3,878,811
Current assets	流動資產			
Inventories	存貨		19,069	18,732
Other current assets	其他流動資產		36,522	49,551
Other financial assets at amortised cost	按攤銷成本計量之其他 金融資產		87,232	69,648
Amount due from an associated company	應收一間聯營公司款項	31	5,306	5,306
Loan receivables	應收貸款	20	1,900,485	2,647,625
Trade and bills receivables	應收賬款及應收票據	22	189,502	170,316
Financial asset at fair value through profit or loss	按公平值計入損益之金融 資產	19	957	980
Current income tax recoverable	可收回即期所得稅		6,878	10,431
Short-term bank deposits	短期銀行存款	23	273	1,468
Restricted bank balances	受限制銀行結餘	23	1,160,745	1,064,937
Cash and cash equivalents	現金及現金等價物	23	3,177,587	3,537,506
Total current assets	流動資產總值		6,584,556	7,576,500
Total assets	資產總值		10,389,172	11,455,311
EQUITY	權益			
Capital and reserves attributable to the owners of the Company	本公司擁有人應佔資本及 儲備			
Share capital	股本	24	6,942	6,942
Reserves	儲備		7,007,988	6,611,653
			7,014,930	6,618,595
Non-controlling interests	非控股權益		565,200	935,687
Total equity	權益總額		7,580,130	7,554,282

The notes on pages 45 to 104 form an integral part of this interim condensed consolidated financial information.

第45至104頁之附註乃此中期簡明綜合財務資料其中部分。



Interim Condensed Consolidated Balance Sheet (Continued)

中期簡明綜合資產負債表 (續)

At 30 June 2023 於二零二三年六月三十日

			Unaudited 未經審核 As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
		Note 附註		
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	16	23,157	11,958
Deferred income tax liabilities	遞延所得稅負債		2,188	2,438
Total non-current liabilities	非流動負債總額		25,345	14,396
Current liabilities	流動負債			
Trade payables	應付賬款	25	618,525	642,446
Payables for payment and digital services business	支付及數字化服務業務之應付款項	26	1,105,865	965,787
Other payables and accruals	其他應付款項及應計款項	26	757,194	967,734
Amounts due to associated companies	應付聯營公司款項	31	4,227	4,421
Current income tax liabilities	即期所得稅負債		34,265	110,499
Bank borrowings	銀行借款		1,078	55,748
Asset-backed securities	資產支持證券	27	237,997	265,058
Written put option liabilities	賣出認沽期權負債	28	–	857,069
Lease liabilities	租賃負債	16	24,546	17,871
Total current liabilities	流動負債總額		2,783,697	3,886,633
Total liabilities	負債總額		2,809,042	3,901,029
Total equity and liabilities	權益及負債總額		10,389,172	11,455,311

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 45 to 104 form an integral part of this interim condensed consolidated financial information.

第45至104頁之附註乃此中期簡明綜合財務資料其中部分。

Interim Condensed Consolidated Statement of Changes in Equity

中期簡明綜合權益變動表

For the period ended 30 June 2023 截至二零二三年六月三十日止期間

		Unaudited 未經審核								
		Attributable to the owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Treasury shares	Contributed surplus	Other reserve	Exchange reserve	Retained earnings	Non-controlling interests	Total equity
		股本	股份溢價	庫存股份	實繳盈餘	其他儲備	外匯儲備	保留盈利	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2023	於二零二三年一月一日之結餘	6,942	1,063,153	(30,000)	168,434	(2,676,471)	(86,544)	8,173,081	935,687	7,554,282
Comprehensive income	全面收益									
Profit for the period	期內溢利	-	-	-	-	-	-	316,301	40,706	357,007
Other comprehensive loss	其他全面虧損									
Exchange differences on translation of foreign subsidiaries	換算海外附屬公司產生之匯兌差額	-	-	-	-	-	(112,031)	-	(26,985)	(139,016)
Share of other comprehensive loss of associated companies	應佔聯營公司之其他全面虧損	-	-	-	-	(17)	(36,167)	-	-	(36,184)
Release of reserve upon dilution of interest in an associated company	攤薄一間聯營公司權益後釋出之儲備	-	-	-	-	-	(2,460)	-	-	(2,460)
Change in value of a financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產價值變動	-	-	-	-	(152,832)	-	-	-	(152,832)
Total comprehensive (loss)/income	全面(虧損)/收益總額	-	-	-	-	(152,849)	(150,658)	316,301	13,721	26,515
Transaction with owners at their capacity as owners	擁有人以其擁有人身份進行之交易									
Capital injection from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	348	348
Deemed acquisition of shares of a subsidiary (Note 28)	視為收購一間附屬公司股份(附註28)	-	-	-	-	381,304	3,252	-	(384,556)	-
Disposal of a subsidiary (Note 29)	出售一間附屬公司(附註29)	-	-	-	-	-	(1,015)	-	-	(1,015)
		-	-	-	-	381,304	2,237	-	(384,208)	(667)
Balance at 30 June 2023	於二零二三年六月三十日之結餘	6,942	1,063,153	(30,000)	168,434	(2,448,016)	(234,965)	8,489,382	565,200	7,580,130

The notes on pages 45 to 104 form an integral part of this interim condensed consolidated financial information.

第45至104頁之附註乃此中期簡明綜合財務資料其中部分。

Interim Condensed Consolidated Statement of Changes in Equity (Continued)

中期簡明綜合權益變動表 (續)

For the period ended 30 June 2023 截至二零二三年六月三十日止期間

		Unaudited 未經審核								
		Attributable to the owners of the Company 本公司擁有人應佔								
		Share capital 股本	Share premium 股份溢價	Treasury shares 庫存股份	Contributed surplus 實繳盈餘	Other reserve 其他儲備	Exchange reserve 外匯儲備	Retained earnings 保留盈利	Non-controlling interests 非控股權益	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1 January 2022	於二零二二年一月一日之結餘	6,942	1,063,153	-	168,434	(2,304,019)	255,129	7,233,665	1,067,690	7,490,994
Comprehensive income	全面收益									
Profit for the period	期內溢利	-	-	-	-	-	-	710,401	114,163	824,564
Other comprehensive (loss)/income	其他全面(虧損)/收益									
Exchange differences on translation of foreign subsidiaries	換算海外附屬公司產生之匯兌差額	-	-	-	-	-	(103,757)	-	(39,872)	(143,629)
Exchange differences in relation to discontinued operation	已終止經營業務產生之匯兌差額	-	-	-	-	-	(8,638)	-	(7,332)	(15,970)
Share of other comprehensive income/(loss) of associated companies	應佔聯營公司之其他全面收益/(虧損)	-	-	-	-	650	(65,680)	-	-	(65,030)
Release of reserve upon dilution of interest in an associated company	攤薄一間聯營公司權益後釋出之儲備	-	-	-	-	-	297	-	-	297
Change in value of a financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產價值變動	-	-	-	-	(401,712)	-	-	-	(401,712)
Total comprehensive (loss)/income	全面(虧損)/收益總額	-	-	-	-	(401,062)	(177,778)	710,401	66,959	198,520
Transaction with owners at their capacity as owners	擁有人以其擁有人身份進行之交易									
Purchase of the Company's shares for the share award scheme ("Share Award Scheme") (Note 24)	就股份獎勵計劃(「股份獎勵計劃」)購買本公司股份(附註24)	-	-	(21,823)	-	-	-	-	-	(21,823)
Capital injection from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	3,692	3,692
Disposals of subsidiaries (Note 29)	出售附屬公司(附註29)	-	-	-	-	105,021	(1,052)	-	(181,917)	(77,948)
		-	-	(21,823)	-	105,021	(1,052)	-	(178,225)	(96,079)
Balance at 30 June 2022	於二零二二年六月三十日之結餘	6,942	1,063,153	(21,823)	168,434	(2,600,060)	76,299	7,944,066	956,424	7,593,435

The notes on pages 45 to 104 form an integral part of this interim condensed consolidated financial information.

第45至104頁之附註乃此中期簡明綜合財務資料其中部分。

Interim Condensed Consolidated Cash Flow Statement

中期簡明綜合現金流量表

For the period ended 30 June 2023 截至二零二三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	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	Note 附註		
Cash flows from operating activities	經營活動之現金流量		
Cash generated from operations	經營所得現金	744,720	380,525
Interest paid	已付利息	(2,179)	(1,057)
Income tax paid, net	已付所得稅淨額	(6,019)	(75,092)
Net cash generated from operating activities	經營活動所得現金淨額	736,522	304,376
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	購置物業、廠房及設備	(18,052)	(39,334)
Purchase of intangible assets	購買無形資產	-	(8,654)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	436	163
Acquisition of an associated company	收購一間聯營公司	-	(31,801)
Cash (outflow)/inflow from disposals of subsidiaries, net of cash disposed	出售附屬公司的現金(流出)/流入，扣除所出售的現金	(231)	40,486
(Increase)/decrease in restricted bank balances	受限制銀行結餘(增加)/減少	(142,180)	78,494
Dividend received from an associated company	已收一間聯營公司之股息	69,160	54,600
Interest received	已收利息	32,217	20,354
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(58,650)	114,308
Cash flows from financing activities	融資活動之現金流量		
Settlement of written put option liability	結清賣出認沽期權負債	(852,188)	-
Capital injection from non-controlling interests	非控股權益注資	348	3,692
Payments for purchase of the Company's shares by the trustee	就受託人購買本公司股份之付款	-	(21,823)
Proceeds from issuance of asset-backed securities, priority tranche	發行優先層級資產支持證券所得款項	-	602,377
Proceeds from transfer of asset-backed securities, priority tranche	轉讓優先層級資產支持證券所得款項	33,718	-
Repayments of asset-backed securities, priority tranche	償還優先層級資產支持證券	(49,771)	(358,294)
Proceed from bank borrowings	銀行借款所得款項	1,078	11,051
Repayment of bank borrowings	償還銀行借款	(55,508)	(2,405)
Principal elements of lease payments	租賃付款之本金部分	(15,304)	(12,443)
Decrease in bank deposits	銀行存款減少	741	73
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(936,886)	222,228
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物之(減少)/增加淨額	(259,014)	640,912

The notes on pages 45 to 104 form an integral part of this interim condensed consolidated financial information.

第45至104頁之附註乃此中期簡明綜合財務資料其中部分。



Interim Condensed Consolidated Cash Flow Statement (Continued)

中期簡明綜合現金流量表 (續)

For the period ended 30 June 2023 截至二零二三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	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
	Note 附註		
Cash and cash equivalents at beginning of the period (1 January 2022: HK\$40,742,000 was included in the assets classified as held for sale)			
		期初之現金及現金等價物 (二零二二年一月一日： 40,742,000港元乃計入 分類為持作出售之資產)	3,537,506
Exchange loss on cash and cash equivalents		現金及現金等價物之 匯兌虧損	(100,905)
Cash and cash equivalents at the end of the period	23	3,177,587	3,295,300
Cash flow of discontinued operation	29		(98,256)
			3,837,956
			已終止經營業務現金流量

The notes on pages 45 to 104 form an integral part of this interim condensed consolidated financial information.

第45至104頁之附註乃此中期簡明綜合財務資料其中部分。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

1 GENERAL INFORMATION

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

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

The Company is listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

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

This interim condensed consolidated financial information was approved for issue on 17 August 2023.

This interim condensed consolidated financial information has not been audited.

2 BASIS OF PREPARATION

This interim condensed consolidated financial information for the six months ended 30 June 2023 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This interim condensed consolidated financial information does not include all the notes of the type normally included in annual consolidated financial statements. Accordingly, this interim condensed consolidated financial information should be read in conjunction with the annual consolidated financial statements for the year ended 31 December 2022, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

1 一般資料

高陽科技(中國)有限公司(「本公司」)及其附屬公司(統稱為「本集團」)主要從事提供支付及數字化服務、提供金融科技服務、提供平台運營解決方案及提供金融解決方案。

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

本公司於香港聯合交易所有限公司(「聯交所」)上市。

除另有所指外，此中期簡明綜合財務資料以千港元(千港元)呈列。

此中期簡明綜合財務資料已於二零二三年八月十七日獲批准刊發。

此中期簡明綜合財務資料並未經審核。

2 編製基準

此截至二零二三年六月三十日止六個月的中期簡明綜合財務資料乃按照香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號中期財務報告編製。此中期簡明綜合財務資料並不包括年度綜合財務報表通常包括的所有附註類型。因此，此中期簡明綜合財務資料應與根據香港財務報告準則(「香港財務報告準則」)所編製截至二零二二年十二月三十一日止年度之年度綜合財務報表一併閱讀。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

2 BASIS OF PREPARATION (Continued)

The Group recorded gains on disposals of subsidiaries of HK\$431,943,000 for the period ended 30 June 2022, which included (a) a gain on disposal of a subsidiary attributable to the Group's continuing operations of HK\$2,604,000 (Note 29(c)) and (b) a gain on disposal of a subsidiary constituting the discontinued operation of HK\$429,339,000. An adjustment is made to reclassify the gain on disposal of a subsidiary constituting the discontinued operation of HK\$429,339,000 from continuing operations to discontinued operation to align with the presentation of the Group's consolidated income statement previously issued for the year ended 31 December 2022. Hence, the gains on disposals of subsidiaries of HK\$431,943,000 and profit from discontinued operation of HK\$80,238,000 for the period ended 30 June 2022 as previously stated in the interim condensed consolidated income statement have been restated to HK\$2,604,000 and HK\$509,577,000, respectively. As a result, the profit from continuing operations of HK\$744,326,000 for the period ended 30 June 2022 as previously stated in the interim condensed consolidated income statement has been restated to HK\$314,987,000, and the profit from discontinued operation of HK\$80,238,000 for the period ended 30 June 2022 as previously stated in the interim condensed consolidated income statement has been restated to HK\$509,577,000.

The above reclassification has no impact on the interim condensed consolidated balance sheet as at 30 June 2022 and the profit for the period of HK\$824,564,000 on the interim condensed consolidated income statement for the period then ended. For the effect of the restatement to the earnings per share attributable to the owners of the Company on continuing operations and discontinued operation for the period ended 30 June 2022, please refer to Note 13 to interim condensed consolidated financial information.

2 編製基準 (續)

本集團於截至二零二二年六月三十日止期間錄得出售附屬公司的收益431,943,000港元，其包括(a)本集團持續經營業務應佔出售一間附屬公司的收益2,604,000港元(附註29(c))及(b)出售一間構成已終止經營業務的附屬公司的收益429,339,000港元。現已作出調整，將出售一間構成已終止經營業務的附屬公司的收益429,339,000港元從持續經營業務重新分類至已終止經營業務，以與先前就截至二零二二年十二月三十一日止年度發佈的本集團綜合收益表的呈報一致。因此，截至二零二二年六月三十日止期間，出售附屬公司的收益431,943,000港元及已終止經營業務的溢利80,238,000港元(先前列報於中期簡明綜合收益表)已分別重列為2,604,000港元及509,577,000港元。因此，截至二零二二年六月三十日止期間持續經營業務的溢利744,326,000港元(先前列報於中期簡明綜合收益表)已重列為314,987,000港元，而截至二零二二年六月三十日止期間的已終止經營業務的溢利80,238,000港元(先前列報於中期簡明綜合收益表)已重列為509,577,000港元。

上述重新分類對於二零二二年六月三十日的中期簡明綜合資產負債表及截至該日止期間的中期簡明綜合收益表的期間溢利824,564,000港元並無影響。有關截至二零二二年六月三十日止期間持續經營業務及已終止經營業務的本公司擁有人應佔每股盈利的重列影響，請參閱中期簡明綜合財務資料附註13。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



3 ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the annual consolidated financial statements for the year ended 31 December 2022, as described in those annual consolidated financial statements, except for the estimation of income tax and the adoption of new and amended standards as set out below. Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

3.1 New and amended standards adopted by the Group

A number of amended standards became applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these standards.

3.2 Impact of standards issued but not yet applied by the Group

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for this reporting period and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

4 ESTIMATES

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

In preparing this interim condensed consolidated financial information, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2022.

3 會計政策

所採納會計政策與截至二零二二年十二月三十一日止年度之年度綜合財務報表所採納者貫徹一致，有關會計政策已於該等年度綜合財務報表中載述，惟估計所得稅及採納下文所載之新訂及經修訂準則除外。中期期間有關收入之稅項按適用於預計全年盈利總額之稅率累計。

3.1 本集團採納之新訂及經修訂準則

若干經修訂準則適用於本報告期間。由於採納該等準則，本集團毋須變更其會計政策或作出追溯調整。

3.2 已頒佈但本集團尚未應用的準則之影響

若干新訂會計準則、會計準則之修訂及詮釋已頒佈，惟於本報告期間尚未強制生效，亦未獲本集團提早採納。預期該等準則於本報告期間或未來報告期間不會對本集團及可預見的未來交易產生重大影響。

4 估計

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

於編製此中期簡明綜合財務資料時，管理層於應用本集團會計政策及估計不確定之主要來源時作出之重大判斷，與應用截至二零二二年十二月三十一日止年度之綜合財務報表者相同。



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS 5 財務風險管理及金融工具

5.1 Financial risk factors

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

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2022.

There have been no significant changes in the risk management policies since 31 December 2022.

5.2 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at 30 June 2023 and 31 December 2022 by level of the inputs to valuation techniques used to measure fair values. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

5.1 財務風險因素

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

中期簡明綜合財務資料並不包括年度綜合財務報表規定之所有財務風險管理資料及披露，且應與本集團截至二零二二年十二月三十一日止年度之年度綜合財務報表一併閱讀。

自二零二二年十二月三十一日起，風險管理政策並無重大變動。

5.2 公平值估計

下表按公平值計量所使用之估值技術所用輸入數據的層級，分析本集團於二零二三年六月三十日及二零二二年十二月三十一日按公平值入賬之金融工具。有關輸入數據乃按下文所述而分類歸入公平值架構內的三個層級：

- 相同資產或負債之活躍市場報價（未經調整）（第一級）。
- 除包含於第一級之報價外，資產或負債之可觀察直接（即價格）或間接（即源自價格者）輸入資料（第二級）。
- 並非根據可觀察市場資料而釐定之資產或負債之輸入資料（即不可觀察之輸入資料）（第三級）。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5 財務風險管理及金融工具 (續)

5.2 Fair value estimation (Continued)

The following table presents the Group's financial assets that were measured at fair values at 30 June 2023.

5.2 公平值估計 (續)

下表呈列本集團於二零二三年六月三十日按公平值計量之金融資產。

		Unaudited 未經審核			Total 總計
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	
Financial assets	金融資產				
Financial assets at fair value through profit or loss ("FVPL")	按公平值計入損益之金融資產				
– Unlisted investment fund	– 非上市投資基金	–	–	93,145	93,145
– Listed equity securities	– 上市股本證券	957	–	–	957
Financial asset at fair value through other comprehensive income ("FVOCI")	按公平值計入其他全面收益(「按公平值計入其他全面收益」)之金融資產				
– Listed equity security	– 上市股本證券	–	36	–	36
Total	總計	957	36	93,145	94,138

The following table presents the Group's financial assets that were measured at fair values at 31 December 2022.

下表呈列本集團於二零二二年十二月三十一日按公平值計量之金融資產。

		Audited 經審核			Total 總計
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	
Financial assets	金融資產				
Financial assets at FVPL	按公平值計入損益之金融資產				
– Unlisted investment fund	– 非上市投資基金	–	–	93,077	93,077
– Listed equity securities	– 上市股本證券	980	–	–	980
Financial asset at FVOCI	按公平值計入其他全面收益之金融資產				
– Listed equity security	– 上市股本證券	152,868	–	–	152,868
Total	總計	153,848	–	93,077	246,925



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued) 5 財務風險管理及金融工具 (續)

5.2 Fair value estimation (Continued)

The following table presents the Group's financial liability that were measured at fair values at 31 December 2022.

		Audited 經審核			Total 總計
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	
Financial liability	金融負債				
Financial liability at FVPL	按公平值計入損益之 金融負債				
– Written put option liability	– 賣出認沽期權 負債	–	–	(4,881)	(4,881)
Total	總計	–	–	(4,881)	(4,881)

5.2 公平值估計 (續)

下表呈列本集團於二零二二年十二月三十一日按公平值計量之金融負債。

Transfers between Level 1 and Level 2 fair values

第一級及第二級公平值之間的轉撥

	Assets 資產		Liability 負債	
	Financial asset at FVPL – unlisted investment fund 按公平值 計入損益的 金融資產— 非上市 投資基金 HK\$'000 千港元	Financial asset at FVPL – listed equity securities 按公平值 計入損益的 金融資產— 上市股本證券 HK\$'000 千港元	Financial asset at FVOCI – listed equity security 按公平值 計入其他 全面收益的 金融資產— 上市股本證券 HK\$'000 千港元	Financial liability at FVPL – written put option liability 按公平值 計入損益的 金融負債— 賣出認沽期 權負債 HK\$'000 千港元
At 30 June 2023				
Transfer from Level 1 to Level 2			36	–

At 30 June 2023

於二零二三年六月三十日

Transfer from Level 1 to Level 2

自第一級轉撥至第二級

–

–

36

–

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5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5.2 Fair value estimation (Continued)

Transfers between levels of the fair value hierarchy are deemed to occur at the end of each reporting period. Transfers into and out of levels of the fair value hierarchy are primarily attributable to changes in observability of valuation inputs and price transparency the period.

There were no significant transfers of financial assets and financial liability between the fair value hierarchy classifications during six months ended 30 June 2022.

5.3 Financial instruments in level 1

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and equity securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

5.4 Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (e.g. over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

5 財務風險管理及金融工具 (續)

5.2 公平值估計 (續)

公平值等級各級之間的轉撥被視作於各報告期末發生。公平值等級各級之間的撥入及轉出主要歸因於期間估值輸入數據之可觀察程度及價格透明度的變動。

截至二零二二年六月三十日止六個月，公平值等級分類之間並無金融資產及金融負債的重大轉撥。

5.3 第一級之金融工具

在活躍市場買賣之金融工具(例如公開買賣衍生工具及買賣及股本證券)之公平值，根據結算日之市場報價計算。本集團所持金融資產之市場報價為當時買入價。該等工具計入第一級。

5.4 第二級之金融工具

並非於活躍市場買賣之金融工具(例如場外衍生工具)之公平值乃利用估值技術釐定，該等估值技術盡量利用可觀察市場數據並盡可能減少對實體特定估計的倚賴。倘計算工具公平值所需的所有重大輸入數據為可觀察數據，則該工具計入第二級。



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued) 5 財務風險管理及金融工具 (續)

5.5 Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 financial instruments for the six months ended 30 June 2023:

5.5 利用重大不可觀察輸入數據計量之公平值 (第三級)

下表呈列第三級金融工具於截至二零二三年六月三十日止六個月之變動：

		Unaudited 未經審核 Financial asset at fair value through profit or loss 按公平值 計入損益之 金融資產 <hr/> unlisted investment fund 非上市 投資基金 HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日	93,077
Fair value gain on revaluation recognised in profit or loss	於損益確認之重估公平值收益	4,339
Exchange realignment	匯兌調整	(4,271)
As at 30 June 2023	於二零二三年六月三十日	93,145
Unrealised gain recognised in the interim condensed consolidated income statement attributable to balances at the balance sheet date	於中期簡明綜合收益表確認之於結算日持有結餘應佔之未變現收益	4,339

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中期簡明綜合財務資料附註



5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5 財務風險管理及金融工具 (續)

5.5 Fair value measurements using significant unobservable inputs (level 3) (Continued)

5.5 利用重大不可觀察輸入數據計量之公平值 (第三級) (續)

		Unaudited 未經審核 Financial liability at fair value through profit or loss 按公平值 計入損益 之金融負債 <hr/> written put option liability 賣出認沽 期權負債 HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日	(4,881)
Derecognition (Note 28)	終止確認 (附註28)	4,863
Exchange realignment	匯兌調整	18
<hr/>		
As at 30 June 2023	於二零二三年六月三十日	–



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中期簡明綜合財務資料附註

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued) 5 財務風險管理及金融工具 (續)

5.5 Fair value measurements using significant unobservable inputs (level 3) (Continued)

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

5.5 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二零二二年六月三十日止六個月之變動：

		Unaudited 未經審核 Financial asset at fair value through profit or loss 按公平值計入 損益之 金融資產
		unlisted investment fund 非上市 投資基金 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	108,200
Fair value loss on revaluation recognised in profit or loss	於損益確認之重估公平值虧損	(2,509)
Exchange realignment	匯兌調整	(4,642)
As at 30 June 2022	於二零二二年六月三十日	101,049
Unrealised loss recognised in the interim condensed consolidated income statement attributable to balances at the balance sheet date	於中期簡明綜合收益表確認於結算日持有結餘應佔之未變現虧損	(2,509)

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中期簡明綜合財務資料附註



5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5 財務風險管理及金融工具 (續)

5.5 Fair value measurements using significant unobservable inputs (level 3) (Continued)

5.5 利用重大不可觀察輸入數據計量之公平值 (第三級) (續)

		Unaudited 未經審核 Financial liability at fair value through profit or loss 按公平值計入 損益之 金融負債 written put option liability 賣出認沽 期權負債 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	-
Fair value loss on revaluation recognised in profit or loss	於損益確認之重估公平值虧損	(4,687)
Exchange realignment	匯兌調整	14
As at 30 June 2022	於二零二二年六月三十日	(4,673)
Unrealised loss recognised in the interim condensed consolidated income statement attributable to balances at the balance sheet date	於中期簡明綜合收益表確認於結算日持有結餘應佔之未變現虧損	(4,687)

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

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

Specific valuation techniques used to value level 3 financial instruments include techniques such as discounted cash flow analysis and net asset value model. There are no changes in valuation techniques during the period (six months ended 30 June 2022: nil).

就第三級金融工具估值使用之指定估值技術包括貼現現金流量分析及資產淨值模式等技術。期內估值技術並無變動(截至二零二二年六月三十日止六個月:無)。



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中期簡明綜合財務資料附註

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued) 5 財務風險管理及金融工具 (續)

5.5 Fair value measurements using significant unobservable inputs (level 3) (Continued)

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

During the six months ended 30 June 2023, there were no reclassification of financial assets and financial liability (six months ended 30 June 2022: same).

Quantitative information about fair value measurements using significant unobservable inputs (level 3):

(a) *Financial asset at fair value through profit or loss – unlisted investment fund*

The Group has determined that the audited net asset value approximates fair value of the unlisted investment fund after applying a portfolio discount of 10% (31 December 2022: 10%).

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

The Group adopted the binomial option pricing model for the purpose of valuation of written put option liability at FVPL as at 31 December 2022. The key unobservable assumption was the expected volatility of underlying share of 41%.

5.5 利用重大不可觀察輸入數據計量之公平值 (第三級) (續)

於應用貼現現金流量技術時，管理層已計及本集團於中期報告日銷售有關工具收取的估計金額，並考慮現時利率及對手方目前的信譽。倘使用貼現現金流量技術，估計未來現金流量乃基於管理層的最佳估計，及貼現率為於中期報告日類似工具有關的市場利率。

於截至二零二三年六月三十日止六個月，金融資產及金融負債概無重新分類 (截至二零二二年六月三十日止六個月：相同)。

利用重大不可觀察輸入數據計量公平值之量化資料如下 (第三級)：

(a) *按公平值計入損益之金融資產—非上市投資基金*

本集團釐定在應用投資組合折讓10% (二零二二年十二月三十一日：10%) 後，經審核資產淨值與非上市投資基金的公平值相若。

(b) *按公平值計入損益之金融負債—賣出認沽期權負債*

本集團採納二項式期權定價模型對於二零二二年十二月三十一日按公平值計入損益之賣出認沽期權負債進行估值。主要不可觀察假設為相關股份的預期波幅41%。

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中期簡明綜合財務資料附註



5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5 財務風險管理及金融工具 (續)

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

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

- Other financial assets at amortised cost
- Amount due from an associated company
- Loan receivables
- Trade and bills receivables
- Bank deposits
- Restricted bank balances
- Cash and cash equivalents
- Written put option liability
- Lease liabilities
- Trade and bills payables
- Payables for payment and digital services business
- Other payables and accruals
- Amounts due to associated companies
- Bank borrowings
- Asset-backed securities

5.6 按攤銷成本計量之金融資產及負債公平值

下列金融資產及負債之公平值與其賬面值相若：

- 按攤銷成本計量之其他金融資產
- 應收一間聯營公司款項
- 應收貸款
- 應收賬款及應收票據
- 銀行存款
- 受限制銀行結餘
- 現金及現金等價物
- 賣出認沽期權負債
- 租賃負債
- 應付賬款及應付票據
- 支付及數字化服務業務之應付款項
- 其他應付款項及應計款項
- 應付聯營公司款項
- 銀行借款
- 資產支持證券



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中期簡明綜合財務資料附註

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

6 收入、其他收入及其他收益／(虧損)淨額

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

於期內確認之收入、其他收入及其他收益／(虧損)淨額如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
Continuing operations	持續經營業務		
Revenue from contract with customers	來自與客戶合約的收益		
<i>Recognised over time</i>	<i>按照時間確認</i>		
Provision of services	提供服務	1,185,761	1,630,104
<i>Recognised at a point in time</i>	<i>於某個時間點確認</i>		
Sales of goods	銷售貨品	16,675	7,477
		1,202,436	1,637,581
Revenue from other source	來自其他來源的收益		
Provision of fintech services (Note i)	提供金融科技服務 (附註i)	108,177	104,913
		1,310,613	1,742,494
Other income	其他收入		
Interest income	利息收入	32,217	20,336
Government subsidies (Note ii)	政府補貼 (附註ii)	17,392	19,385
Rental income	租金收入	1,499	1,542
Others	其他	671	414
		51,779	41,677
Other gains/(losses), net	其他收益／(虧損)淨額		
Fair value gains/(losses) on financial assets at FVPL	按公平值計入損益之金融資產公平值收益／(虧損)		
– Unlisted investment fund	– 非上市投資基金	4,339	(2,509)
– Listed equity securities	– 上市股本證券	(23)	(213)
Fair value loss on written put option liability at FVPL	按公平值計入損益之賣出認沽期權負債之公平值虧損	–	(4,687)
Derecognition of written put option liability at FVPL	終止確認按公平值計入損益之賣出認沽期權負債	4,863	–
		9,179	(7,409)

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

附註i: 提供金融科技服務之收入指以實際利率法確認及累計的利息收入。

Note ii: Government subsidies represented value-added tax refund from local tax bureau and grant from government in relation to sales and research and development of self-developed software products in the People's Republic of China (the "PRC") for the period ended 30 June 2023 (six months ended 30 June 2022: same). There were no unfulfilled condition and other contingencies attached to the receipts of those grants (six months ended 30 June 2022: same).

附註ii: 政府補貼指地方稅務局的增值稅退稅款及政府就截至二零二三年六月三十日止期間於中華人民共和國(「中國」)銷售及研發自主開發軟件產品授予的補助(截至二零二二年六月三十日止六個月:相同)。收取該等補貼並無附帶未達成條件及其他或然事項(截至二零二二年六月三十日止六個月:相同)。

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7 SEGMENT INFORMATION

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

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

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

Continuing operations

- (a) Payment and digital services – principally engaged in the provision of payment processing services and related digital products and solutions;
- (b) Fintech services – principally engaged in the provision of microlending, supply chain financing, factoring business, credit assessment services and related products and solutions;
- (c) Platform operation solutions – principally engaged in the provision of telecommunication and mobile payment platform operation services and operation value-added services;
- (d) Financial solutions – principally engaged in the provision of information system consultancy, integration and operation services and sales of information technology products to financial institutions and banks; and

Discontinued operation (Note 29(b))

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

7 分類資料

管理層根據董事會審閱以作出策略決定之內部報告而釐定經營分類。

董事會從產品角度考慮本集團業務。

本集團之內部報告分為五個主要經營分類：

持續經營業務

- (a) 支付及數字化服務—主要從事提供支付交易處理服務以及相關數字化產品及解決方案；
- (b) 金融科技服務—主要從事提供小額貸款、供應鏈融資、保理業務、信貸評估服務及相關產品及解決方案；
- (c) 平台運營解決方案—主要從事提供電訊及移動支付平台運營服務及運營增值服務；
- (d) 金融解決方案—主要從事向金融機構及銀行提供資訊系統諮詢、集成與運營服務及銷售資訊科技產品；及

已終止經營業務(附註29(b))

- (e) 信息安全芯片及解決方案—主要於中國大陸從事提供資訊系統諮詢服務以及銷售磁條卡加密解碼芯片以及相關產品及解決方案。



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7 SEGMENT INFORMATION (Continued)

Discontinued operation (Note 29(b)) (Continued)

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

An analysis of the Group’s revenue and results for the six months ended 30 June 2023 by operating segment is as follows:

7 分類資料 (續)

已終止經營業務 (附註29(b)) (續)

董事會按扣除利息支出、稅項、折舊及攤銷前盈利／(虧損) (「EBITDA」) 及分類經營溢利／(虧損) 評估經營分類之業績表現。EBITDA按分類經營溢利／(虧損) 扣除利息開支、稅項、折舊、攤銷及按公平值計入損益之金融資產之公平值收益／(虧損) 計算。

本集團截至二零二三年六月三十日止六個月之收入及業績按經營分類分析如下：

		Unaudited 未經審核					
		Continuing operations 持續經營業務					
		Payment and digital services 支付及 數字化服務 HK\$'000 千港元	Fintech services 金融科技 服務 HK\$'000 千港元	Platform operation solutions 平台運營 解決方案 HK\$'000 千港元	Financial solutions 金融 解決方案 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total Group 總計 HK\$'000 千港元
Six months ended 30 June 2023	截至二零二三年 六月三十日止六個月						
Segment turnover	分類營業額	1,023,799	115,660	59,918	94,858	16,675	1,310,910
Inter-segment turnover	分類間營業額	(297)	-	-	-	-	(297)
Turnover from external customers	來自外部客戶之營業額	1,023,502	115,660	59,918	94,858	16,675	1,310,613
Segmental EBITDA (excluding fair value gain on financial asset at FVPL)	分類EBITDA (不包括按公平值計入損益之金融資產之公平值收益)	175,405	58,887	(17,433)	(35,716)	(12,678)	168,465
Depreciation	折舊	(61,297)	(2,936)	(2,977)	(3,239)	(1,072)	(71,521)
Amortisation	攤銷	(367)	(377)	-	-	(14)	(758)
Fair value gain on financial asset at FVPL	按公平值計入損益之金融資產之公平值收益	-	-	4,339	-	-	4,339
Segmental operating profit/(loss)	分類經營溢利／(虧損)	113,741	55,574	(16,071)	(38,955)	(13,764)	100,525
Unallocated other income	未分配其他收入						9,815
Unallocated corporate expenses	未分配企業開支						(40,605)
Share of results of associated companies	應佔聯營公司之業績						220,380
Gain on disposal of a subsidiary	出售一間附屬公司之收益						3,277
Loss on deemed acquisition and dilution of interest of an associated company	視作收購及攤薄一間聯營公司之權益之虧損						(224)
Finance costs	融資成本						(2,179)
Profit before income tax	除所得稅前溢利						290,989
Income tax credit	所得稅抵免						66,018
Profit for the period	期內溢利						357,007

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



7 SEGMENT INFORMATION (Continued)

An analysis of the Group's revenue and results for the six months ended 30 June 2022 by operating segment is as follows:

7 分類資料 (續)

本集團截至二零二二年六月三十日止六個月之收入及業績按經營分類分析如下：

		Unaudited 未經審核					Total Group 集團 總計 HK\$'000 千港元 (Restated) (經重列) (Note 2) (附註2)	Discontinued operation 已終止 經營業務 Information security chips and solutions 信息安全 芯片及 解決方案 HK\$'000 千港元 (Restated) (經重列) (Note 2) (附註2)
		Continuing operations 持續經營業務						
		Payment and digital services 支付及 數字化服務 HK\$'000 千港元	Fintech services 金融科技 服務 HK\$'000 千港元	Platform operation solutions 平台運營 解決方案 HK\$'000 千港元	Financial solutions 金融 解決方案 HK\$'000 千港元	Others 其他 HK\$'000 千港元		
Six months ended 30 June 2022	截至二零二二年 六月三十日止六個月							
Segment turnover	分類營業額	1,451,052	118,178	62,040	101,040	13,078	1,745,388	246,379
Inter-segment turnover	分類間營業額	(2,263)	(629)	(2)	-	-	(2,894)	-
Turnover from external customers	來自外部客戶之營業額	1,448,789	117,549	62,038	101,040	13,078	1,742,494	246,379
Segmental EBITDA (excluding fair value loss on financial asset at FVPL)	分類EBITDA (不包括按公平值計入損益之金融資產之公平值虧損)	389,627	25,610	(19,639)	(37,716)	(28,705)	329,177	93,584
Depreciation	折舊	(77,364)	(3,440)	(2,535)	(3,930)	(1,342)	(88,611)	-
Amortisation	攤銷	(273)	(402)	-	-	(46)	(721)	-
Fair value loss on financial asset at FVPL	按公平值計入損益之金融資產之公平值虧損	-	-	(2,509)	-	-	(2,509)	-
Segmental operating profit/(loss)	分類經營溢利/(虧損)	311,990	21,768	(24,683)	(41,646)	(30,093)	237,336	93,584
Unallocated other income	未分配其他收入						1,783	-
Unallocated corporate expenses	未分配企業開支						(37,956)	-
Share of results of associated companies	應佔聯營公司之業績						228,450	-
Gain on deemed acquisition and dilution of interest of an associated company	視為收購及攤薄一間聯營公司權益之收益						441	-
Gains on disposals of subsidiaries	出售附屬公司之收益						2,604	429,339
Finance costs	融資成本						(36,269)	(143)
Profit before income tax	除所得稅前溢利						396,389	522,780
Income tax expense	所得稅開支						(81,402)	(13,203)
Profit for the period	期內溢利						314,987	509,577



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

7 SEGMENT INFORMATION (Continued)

The segment assets and liabilities as at 30 June 2023 and additions to non-current assets for the six months ended 30 June 2023 are as follows:

7 分類資料 (續)

於二零二三年六月三十日之分類資產及負債及截至二零二三年六月三十日止六個月之非流動資產添置如下：

		Unaudited 未經審核							
		Payment and digital services 支付及 數字化服務 HK\$'000 千港元	Fintech services 金融科技 服務 HK\$'000 千港元	Platform operation solutions 平台運營 解決方案 HK\$'000 千港元	Financial solutions 金融 解決方案 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total Group 集團 總計 HK\$'000 千港元
As at 30 June 2023	於二零二三年六月三十日								
Segment assets	分類資產	4,873,233	3,074,628	579,727	382,759	313,294	4,842,136	(3,676,605)	10,389,172
Segment liabilities	分類負債	(2,679,360)	(2,372,880)	(321,919)	(534,371)	(146,280)	(430,837)	3,676,605	(2,809,042)
Six months ended 30 June 2023	截至二零二三年六月三十日 止六個月								
Additions to non-current assets (excluding investments in associated companies, financial asset at FVOCI, other financial assets at amortised cost and financial assets at FVPL)	非流動資產之添置 (不包括於聯營 公司之投資、按公平值計入其他 全面收益之金融資產、按攤銷 成本計量之其他金融資產及 按公平值計入損益之金融資產)	33,217	13,559	6,121	289	151	18	-	53,355

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



7 SEGMENT INFORMATION (Continued)

The segment assets and liabilities as at 31 December 2022 and additions to non-current assets for the six months ended 30 June 2022 are as follows:

		Audited 經審核							Total 集團 總計
		Payment and digital services 支付及 數字化服務 HK\$'000 千港元	Fintech services 金融科技 服務 HK\$'000 千港元	Platform operation solutions 平台運營 解決方案 HK\$'000 千港元	Financial solutions 金融 解決方案 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	HK\$'000 千港元
As at 31 December 2022	於二零二二年十二月三十一日								
Segment assets	分類資產	5,569,006	3,669,736	783,224	579,209	347,421	4,705,968	(4,199,253)	11,455,311
Segment liabilities	分類負債	(3,719,058)	(2,915,726)	(337,000)	(689,540)	(172,093)	(266,865)	4,199,253	(3,901,029)
Six months ended 30 June 2022	截至二零二二年六月三十日止六個月								
Additions to non-current assets (excluding investments in associated companies, financial asset at FVOCI, other financial assets at amortised cost and financial assets at FVPL)	非流動資產之添置(不包括於聯營公司之投資、按公平值計入其他全面收益之金融資產、按攤銷成本計量之其他金融資產及按公平值計入損益之金融資產)	24,538	183	6,521	10,577	2,494	18	-	44,331

During the period, additions to non-current assets mainly comprise additions to property, plant and equipment and right-of-use assets (six months ended 30 June 2022: property, plant and equipment, right-of-use assets and intangible assets).

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

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

The Group is principally domiciled in Mainland China and Hong Kong (six months ended 30 June 2022: same).

7 分類資料(續)

於二零二二年十二月三十一日之分類資產及負債及截至二零二二年六月三十日止六個月之非流動資產添置如下：

期內，非流動資產之添置主要包括物業、廠房及設備以及使用權資產之添置(截至二零二二年六月三十日止六個月：物業、廠房及設備、使用權資產及無形資產)。

向董事會提供之資料採用與中期簡明綜合財務資料一致之方法計量。該等資產及負債按分類之業務經營分配。

分類間之銷售按一般商業條款進行。向董事會匯報的來自外部各方之收入採用與中期簡明綜合收益表一致之方法計量。

本集團主要所在地為中國大陸及香港(截至二零二二年六月三十日止六個月：相同)。



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

8 EXPENSES BY NATURE

Expenses included in cost of sales, selling expenses, administrative expenses and credit impairment loss, net, are analysed as follows:

8 以性質區分之開支

計入銷售成本、銷售開支、行政費用及信貸減值虧損淨額之開支分析如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Continuing operations	持續經營業務		
Auditor's remuneration	核數師酬金	2,000	1,905
Commission and incentives paid/payable to business channel partners	已付／應付業務渠道合作商的佣金及獎勵	576,590	862,383
Interest expenses on asset-backed securities	資產支持證券的利息支出	14,343	4,225
Depreciation of property, plant and equipment (Note 15)	物業、廠房及設備折舊 (附註15)	60,233	77,414
Depreciation of right-of-use assets (Note 16)	使用權資產折舊 (附註16)	14,808	13,864
Depreciation of investment properties (Note 14)	投資物業折舊 (附註14)	86	86
Amortisation of intangible assets (Note 17)	無形資產攤銷 (附註17)	758	721
Employee benefit expenses (Note 9)	僱員福利開支 (附註9)	424,363	365,546
Costs of inventories sold (including reversal of provision for inventories)	售出存貨成本 (包括存貨撥備撥回)	12,129	13,096
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租賃租金	4,989	7,676
Research and development costs (including staff cost)	研究及開發成本 (包括員工成本)	133,553	112,816
Gains on disposals of property, plant and equipment	出售物業、廠房及設備之收益	(17)	(131)
Credit impairment loss/(reversal of credit impairment loss), net	信貸減值虧損／(信貸減值虧損撥回) 淨額		
– Trade and bills receivables	– 應收賬款及應收票據	(6)	9,389
– Loan receivables	– 應收貸款	13,516	38,091
Net foreign exchange loss	外匯虧損淨額	665	4,541

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



9 EMPLOYEE BENEFIT EXPENSES

9 僱員福利開支

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Continuing operations	持續經營業務		
Wages and salaries	工資及薪金	346,748	297,001
Pension cost and social security costs	退休金費用及社保費用	77,615	68,545
		424,363	365,546

10 FINANCE COSTS

10 融資成本

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Continuing operations	持續經營業務		
Finance costs	融資成本		
– Bank borrowings	– 銀行借款	19	5
– Lease liabilities	– 租賃負債	2,160	909
– Written put option liabilities	– 賣出認沽期權負債	–	35,355
		2,179	36,269



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

11 INCOME TAX CREDIT/(EXPENSE)

11 所得稅抵免／(開支)

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current income tax	即期所得稅		
– Overseas taxation (Note (a))	– 海外稅項 (附註(a))	(20,373)	(94,765)
– Over-provision in prior year (Note (b))	– 過往年度超額撥備 (附註(b))	86,242	–
Deferred income tax	遞延所得稅	149	160
Income tax credit/(expense)	所得稅抵免／(開支)	66,018	(94,605)
Income tax credit/(expense) is attributable to: 下列各項應佔所得稅抵免／(開支):			
– Profit from continuing operations	– 持續經營業務的溢利	66,018	(81,402)
– Profit from discontinued operation	– 已終止經營業務的溢利	–	(13,203)
		66,018	(94,605)

Note (a)

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 June 2022: 16.5%) on the estimated assessable profit for the period. Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the countries in which the Group operates (six months ended 30 June 2022: same).

Subsidiaries in the PRC are subject to corporate income tax (“CIT”) in accordance with the PRC CIT Law. According to the PRC CIT Law and the relevant regulations, the CIT tax rate applicable is 25% unless preferential rates are applicable in the cities where the subsidiaries are located. If a subsidiary is qualified as High and New Technology Enterprise (“HNTE”), the applicable CIT tax rate is 15%. If a subsidiary is engaged in Encouraged Industries in the Western Region (“EIWR”), the applicable CIT tax rate is 15%. If a subsidiary is qualified as Software and Integrated Circuit Enterprise (“SICE”), the applicable CIT tax rate is 0% for the first two years of being qualified and 12.5% for the next three years.

附註(a)

期內，香港利得稅已就估計應課稅溢利按16.5%（截至二零二二年六月三十日止六個月：16.5%）之稅率計提撥備。海外溢利之稅項則根據期內估計應課稅溢利以本集團經營業務所在國家當時稅率計算（截至二零二二年六月三十日止六個月：相同）。

於中國的附屬公司須根據中國企業所得稅（「企業所得稅」）法繳納企業所得稅。根據中國企業所得稅法及相關法規，除非優惠稅率適用於附屬公司所在城市，否則企業所得稅適用稅率為25%。倘一間附屬公司合資格成為高新技術企業（「高新技術企業」），則適用企業所得稅稅率為15%。倘一間附屬公司從事西部地區鼓勵類產業（「西部地區鼓勵類產業」），則適用企業所得稅稅率為15%。倘一間附屬公司合資格成為軟件及集成電路企業（「軟件及集成電路企業」），則於合資格的首兩年適用企業所得稅稅率為0%，隨後三年稅率為12.5%。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

11 INCOME TAX CREDIT/(EXPENSE) (Continued)

Applicable corporate income tax rates of principal subsidiaries

Subsidiaries

Beijing Hi Sun Advanced Business Solutions Information Technology Limited (“BJ ABS”) (Note (i))

隨行付支付有限公司 (“VBill OPCO”)

重慶鑫聯隨行科技有限公司 (“Chongqing Xinlian”) (Note (ii))

北京結慧科技有限公司 (“Beijing Jiehui”) (Note (iii))

附屬公司

北京高陽金信信息技術有限公司 (「高陽金信」) (附註(i))

隨行付支付有限公司 (「隨行付」)

重慶鑫聯隨行科技有限公司 (「重慶鑫聯」) (附註(ii))

北京結慧科技有限公司 (「北京結慧」) (附註(iii))

Applicable corporate income tax rate

適用企業所得稅稅率

Six months ended 30 June

截至六月三十日止六個月

2023 2022
二零二三年 二零二二年

15% 15%

25% 25%

15% 15%

0% 15%

Notes:

- (i) BJ ABS was qualified as HNTE for the six months ended 30 June 2022 and 2023.
- (ii) Chongqing Xinlian was engaged in EIWR for the six months ended 30 June 2022 and 2023.
- (iii) Beijing Jiehui was qualified as HNTE for the six months ended 30 June 2022 and SICE for the six months ended 30 June 2023.

Note (b)

The over-provision of current income tax in prior year during the period ended 30 June 2023 is mainly attributable to Beijing Jiehui. Pursuant to Caishui Circular 49 of 2016 jointly released by the Ministry of Finance, the State Administration of Taxation, the National Development and Reform Commission and the Ministry of Industry and Information Technology of the PRC and the amendments of the relevant tax rules and requirements of the eligibility for the tax incentives, management performed self-assessment for Beijing Jiehui on the eligibility of tax incentives. In May 2023, Beijing Jiehui was accredited as SICE with the first effective period being the year ended 31 December 2022 and is entitled to a preferential tax rate of 0% for the first two years of being qualified and 12.5% for the next three years. As a result of the accreditation, Beijing Jiehui received a tax refund in relation to income tax paid for the year ended 31 December 2022 of HK\$21,084,000 and recognised an over-provision for income tax expense for the year ended 31 December 2022 calculated at the applicable tax rate of 15% of HK\$72,660,000 in the interim condensed consolidated income statement for the period ended 30 June 2023.

11 所得稅抵免／(開支) (續)

主要附屬公司的適用企業所得稅稅率

附註：

- (i) 高陽金信於截至二零二二年及二零二三年六月三十日止六個月合資格成為高新技術企業。
- (ii) 重慶鑫聯於截至二零二二年及二零二三年六月三十日止六個月從事西部地區鼓勵類產業。
- (iii) 北京結慧於截至二零二二年六月三十日止六個月合資格成為高新技術企業，並於截至二零二三年六月三十日止六個月合資格成為軟件及集成電路企業。

附註(b)

截至二零二三年六月三十日止期間的過往年度即期所得稅超額撥備主要歸因於北京結慧。根據中國財政部、國家稅務總局、國家發展和改革委員會及工業和信息化部聯合發佈的二零一六年財稅第49號文以及相關稅收細則及稅收優惠資格要求的修訂，管理層對北京結慧的稅收優惠資格進行自我評估。於二零二三年五月，北京結慧獲認定為軟件及集成芯片企業，首個有效期為截至二零二二年十二月三十一日止年度，並合資格於獲得資格的首兩年享有0%及於隨後三年12.5%的優惠稅率。由於獲此認定，北京結慧收到截至二零二二年十二月三十一日止年度支付的所得稅的有關退稅21,084,000港元，並於截至二零二三年六月三十日止期間的中期簡明綜合收益表內就按15%適用稅率計算的截至二零二二年十二月三十一日止年度所得稅開支確認超額撥備72,660,000港元。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

12 DIVIDENDS

No dividend has been paid or declared by the Company for the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

12 股息

截至二零二三年六月三十日止六個月，本公司並無派付或宣派任何股息（截至二零二二年六月三十日止六個月：無）。

13 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit for the period attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the period.

13 每股盈利

(a) 基本

每股基本盈利乃按本公司擁有人應佔期內溢利除以期內已發行普通股加權平均數計算。

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年 (Restated) (經重列) (Note 2) (附註2)
Profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)		
– Continuing operations	– 持續經營業務	316,301	237,661
– Discontinued operation	– 已終止經營業務	–	472,740
		316,301	710,401
Weighted average number of ordinary shares in issue less shares held for Share Award Scheme (thousands shares)	已發行普通股加權平均數減 就股份獎勵計劃所持股份 (千股)	2,744,839	2,776,834
Basic earnings per share attributable to the owners of the Company (HK\$ per share) (Note)	本公司擁有人應佔每股基本盈利 (每股港元) (附註)		
– Continuing operations	– 持續經營業務	0.115	0.085
– Discontinued operation	– 已終止經營業務	–	0.171
		0.115	0.256

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

13 EARNINGS PER SHARE (Continued)

(a) Basic (Continued)

Note:

The basic earnings per share attributable to the owners of the Company from continuing operations and discontinued operation for the six months ended 30 June 2022 were previously stated at HK\$0.240 and HK\$0.016 respectively. As a result of the adjustment mentioned in Note 2 to the interim condensed consolidated financial information, the profit attributable to owners of the Company from continuing operations of HK\$667,000,000 and discontinued operation of HK\$43,401,000 as previously stated have been restated to HK\$237,661,000 and HK\$472,740,000 respectively. Accordingly, the basic earnings per share attributable to the owners of the Company from continuing operations and discontinued operation for the six months ended 30 June 2022 were restated to HK\$0.085 and HK\$0.171 respectively.

(b) Diluted

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

For the six months ended 30 June 2023, the Group has three categories (six months ended 30 June 2022: four) of potentially dilutive shares: share options issued by an associated company – PAX Global Technology Limited (“PAX Global”), share options issued by a subsidiary – VBill OPCO and a written put option liability issued by a subsidiary – VBill Limited (“VBill (Cayman)”) (six months ended 30 June 2022: share options issued by an associated company – PAX Global Technology Limited (“PAX Global”), share options issued by a subsidiary – VBill OPCO and written put option liabilities issued by a subsidiary – VBill Limited (“VBill (Cayman)”) and a subsidiary before 23 May 2022 – Megahunt Microelectronics Limited (“Megahunt HK”).

13 每股盈利 (續)

(a) 基本 (續)

附註：

截至二零二二年六月三十日止六個月本公司擁有人應佔持續經營業務及已終止經營業務的每股基本盈利先前分別列報為0.240港元及0.016港元。由於中期簡明綜合財務資料附註2所述的調整，先前列報的本公司擁有人應佔持續經營業務及已終止經營業務的溢利667,000,000港元及43,401,000港元已分別重列為237,661,000港元及472,740,000港元。因此，截至二零二二年六月三十日止六個月本公司擁有人應佔持續經營業務及已終止經營業務的每股基本盈利分別重列為0.085港元及0.171港元。

(b) 攤薄

每股攤薄盈利乃按轉換所有潛在攤薄股份之假設而調整純利及發行在外普通股加權平均數計算。

截至二零二三年六月三十日止六個月，本集團有三類(截至二零二二年六月三十日止六個月：四類)具潛在攤薄效應之股份：一間聯營公司—百富環球科技有限公司(「百富環球」)發行之購股權、一間附屬公司—隨行付發行之購股權以及一間附屬公司—隨行付控股有限公司(「VBill (Cayman)」)發行之賣出認沽期權負債(截至二零二二年六月三十日止六個月：一間聯營公司—百富環球科技有限公司(「百富環球」)發行之購股權、一間附屬公司—隨行付發行之購股權以及一間附屬公司—隨行付控股有限公司(「VBill (Cayman)」)及一間附屬公司—兆訊微電子有限公司(「兆訊香港」)於二零二二年五月二十三日發行之賣出認沽期權負債)。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

13 EARNINGS PER SHARE (Continued)

(b) Diluted (Continued)

For the six months ended 30 June 2023, the exercise of the outstanding share options in PAX Global (six months ended 30 June 2022: PAX Global and VBill OPCO) would have a dilutive effect. The exercise of the share options in PAX Global (six months ended 30 June 2022: PAX Global and VBill OPCO) would be dilutive if the net profit attributable to the owners of the Company will decrease. A calculation is performed 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 (six months ended 30 June 2022: the associated company's shares and the subsidiary's shares) based on the monetary value of the subscription rights attached to outstanding share options of PAX Global (six months ended 30 June 2022: PAX Global and VBill OPCO)). The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options of PAX Global (six months ended 30 June 2022: PAX Global and VBill OPCO).

For the six months ended 30 June 2023, the calculation of diluted earnings per share does not assume the exercise of the written put option liability of VBill (Cayman) as it would have an anti-dilutive impact to the basic earnings per share (six months ended 30 June 2022: the calculation of diluted earnings per share does not assume the exercise of the written put option liabilities of VBill (Cayman) and Megahunt HK as they would have an anti-dilutive impact to the basic earnings per share).

13 每股盈利 (續)

(b) 攤薄 (續)

截至二零二三年六月三十日止六個月，行使百富環球(截至二零二二年六月三十日止六個月：百富環球及隨行付)之未行使購股權可能具有攤薄影響。倘本公司擁有人應佔純利將減少，則行使百富環球(截至二零二二年六月三十日止六個月：百富環球及隨行付)之購股權將具有攤薄影響。釐定可按公平值(按聯營公司股份(截至二零二二年六月三十日止六個月：按聯營公司股份及附屬公司股份)之平均年度公平值釐定)收購之股份數目乃根據百富環球(截至二零二二年六月三十日止六個月：百富環球及隨行付)未行使購股權所附之認購權貨幣價值進行計算。上文所計算之股份數目乃與假設百富環球(截至二零二二年六月三十日止六個月：百富環球及隨行付)之購股權獲行使之已發行股份數目作比較(截至二零二二年六月三十日止六個月：百富環球及隨行付)。

截至二零二三年六月三十日止六個月，計算每股攤薄盈利時假設VBill (Cayman)之賣出認沽期權負債未獲行使，原因為其將會對每股基本盈利產生反攤薄影響(截至二零二二年六月三十日止六個月：計算每股攤薄盈利時假設VBill (Cayman)及兆訊香港之賣出認沽期權負債未獲行使，原因為其將會對每股基本盈利產生反攤薄影響)。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



13 EARNINGS PER SHARE (Continued)

13 每股盈利(續)

(b) Diluted (Continued)

(b) 攤薄(續)

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年 (Restated) (經重列) (Note 2) (附註2)
Profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔溢利(千港元)		
– Continuing operations	– 持續經營業務	316,301	237,661
Assuming exercise of all outstanding dilutive share options issued by PAX Global (HK\$'000)	假設百富環球發行之尚未行使具有攤薄效應之購股權獲悉數行使(千港元)		
– Decrease in share of profit of an associated company	– 應佔一間聯營公司溢利減少	(5,167)	(4,358)
– Loss on dilution of an associated company	– 攤薄一間聯營公司的虧損	(84,593)	(62,722)
Assuming exercise of all outstanding dilutive share options issued by VBill OPCO (HK\$'000)	假設隨行付發行之尚未行使具攤薄效應之購股權獲悉數行使(千港元)		
– Decrease in profit attributable to the owners of the Company	– 本公司擁有人應佔溢利減少	–	(7,447)
Adjusted profit attributable to the owners of the Company from continuing operations used to determine diluted earnings per share (HK\$'000)	本公司擁有人應佔持續經營業務之經調整溢利,以釐定每股攤薄盈利(千港元)	226,541	163,134
Profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔溢利(千港元)		
– Discontinued operation	– 已終止經營業務	–	472,740
Weighted average number of ordinary shares for diluted earnings per share (thousands shares)	每股攤薄盈利之普通股加權平均數(千股)	2,744,839	2,776,834
Diluted earnings per share attributable to the owners of the Company (HK\$ per share) (Note)	本公司擁有人應佔每股攤薄盈利(每股港元)(附註)		
– Continuing operations	– 持續經營業務	0.083	0.058
– Discontinued operation	– 已終止經營業務	–	0.171
		0.083	0.229



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

13 EARNINGS PER SHARE (Continued)

(b) Diluted (Continued)

Note:

The diluted earnings per share attributable to the owners of the Company from continuing operations and discontinued operation for the six months ended 30 June 2022 were previously stated at HK\$0.213 and HK\$0.016 respectively. As a result of the adjustment mentioned in Note 2 to the interim condensed consolidated financial information, the profit attributable to owners of the Company from continuing operations of HK\$667,000,000 and discontinued operation of HK\$43,401,000 as previously stated have been restated to HK\$237,661,000 and HK\$472,740,000 respectively. Accordingly, the diluted earnings per share attributable to the owners of the Company from continuing operations and discontinued operation for the six months ended 30 June 2022 were restated to HK\$0.058 and HK\$0.171 respectively.

14 INVESTMENT PROPERTIES

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Net book amount at 1 January	於一月一日之賬面淨值	684	857
Depreciation	折舊	(86)	(86)
Net book amount at 30 June	於六月三十日之賬面淨值	598	771

15 PROPERTY, PLANT AND EQUIPMENT

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Net book amount at 1 January	於一月一日之賬面淨值	146,796	264,791
Additions	添置	18,052	24,509
Disposals	出售	(414)	(32)
Written off	撇銷	(6)	–
Depreciation	折舊	(60,233)	(77,414)
Exchange realignment	匯兌調整	(4,740)	(10,078)
Net book amount at 30 June	於六月三十日之賬面淨值	99,455	201,776

13 每股盈利 (續)

(b) 攤薄 (續)

附註：

截至二零二二年六月三十日止六個月本公司擁有人應佔持續經營業務及已終止經營業務的每股攤薄盈利先前分別列報為0.213港元及0.016港元。由於中期簡明綜合財務資料附註2所述的調整，先前列報的本公司擁有人應佔持續經營業務及已終止經營業務的溢利667,000,000港元及43,401,000港元已分別重列為237,661,000港元及472,740,000港元。因此，截至二零二二年六月三十日止六個月本公司擁有人應佔持續經營業務及已終止經營業務每股攤薄盈利分別重列為0.058港元及0.171港元。

14 投資物業

15 物業、廠房及設備

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



16 LEASES

(i) Amounts recognised in the interim condensed consolidated balance sheet

The interim condensed consolidated balance sheet shows the following amounts relating to the leases in respect of office premises and factory:

16 租賃

(i) 於中期簡明綜合資產負債表確認之金額

中期簡明綜合資產負債表列示與辦公室物業及工廠租賃有關的金額：

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Right-of-use assets	使用權資產		
– Office premises	– 辦公室物業	63,537	47,385
– Factory	– 工廠	7,837	8,305
		71,374	55,690
Lease liabilities	租賃負債		
– Non-current	– 非流動	23,157	11,958
– Current	– 流動	24,546	17,871
		47,703	29,829

Additions to the right-of-use assets during the six months ended 30 June 2023 is HK\$35,303,000 (six months ended 30 June 2022: HK\$16,215,000).

於截至二零二三年六月三十日止六個月，使用權資產之添置為35,303,000港元（截至二零二二年六月三十日止六個月：16,215,000港元）。



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

16 LEASES (Continued)

(ii) Amounts recognised in the interim condensed consolidated income statement

The interim condensed consolidated income statement shows the following amounts relating to the leases in respect of office premises and factory:

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		HK\$'000	HK\$'000
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Continuing operations	持續經營業務		
Depreciation of right-of-use assets (Note 8)	使用權資產折舊 (附註8)	14,808	13,864
Interest expense (included in finance costs)	利息開支 (計入融資成本)	2,160	909
Expenses relating to leases of short-term leases	與短期租賃之租賃有關的開支	4,989	7,676
Discontinued operation	已終止經營業務		
Interest expense	利息開支	-	143
Expenses relating to leases of short-term leases	與短期租賃之租賃有關的開支	-	860

The total cash outflow for leases in the six months ended 30 June 2023 is HK\$20,293,000 (six months ended 30 June 2022: HK\$12,609,000).

(iii) The Group's lease activities

The Group leases various office premises and a factory. Rental contracts are typically made for 1 to 8 years (31 December 2022: same). The lease agreements do not impose any covenants.

16 租賃 (續)

(ii) 於中期簡明綜合收益表確認之金額

中期簡明綜合收益表列示與辦公室物業及工廠租賃有關的金額：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		HK\$'000	HK\$'000
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Continuing operations	持續經營業務		
Depreciation of right-of-use assets (Note 8)	使用權資產折舊 (附註8)	14,808	13,864
Interest expense (included in finance costs)	利息開支 (計入融資成本)	2,160	909
Expenses relating to leases of short-term leases	與短期租賃之租賃有關的開支	4,989	7,676
Discontinued operation	已終止經營業務		
Interest expense	利息開支	-	143
Expenses relating to leases of short-term leases	與短期租賃之租賃有關的開支	-	860

於截至二零二三年六月三十日止六個月，租賃之現金流出總額為20,293,000港元（截至二零二二年六月三十日止六個月：12,609,000港元）。

(iii) 本集團之租賃活動

本集團租賃各類辦公室物業及工廠。租賃合約一般為1至8年（二零二二年十二月三十一日：相同）。租賃協議並無施加任何契諾。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



17 INTANGIBLE ASSETS

17 無形資產

		Unaudited 未經審核	Other intangible assets 其他 無形資產	Total 合計
		Goodwill 商譽 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Net book amount at 1 January 2023	於二零二三年一月一日的 賬面淨值	12,816	12,921	25,737
Amortisation (Note 8)	攤銷 (附註8)	-	(758)	(758)
Exchange realignment	匯兌調整	(564)	(538)	(1,102)
<hr/>				
Net book amount at 30 June 2023	於二零二三年六月三十日的 賬面淨值	12,252	11,625	23,877
<hr/>				
Net book amount at 1 January 2022	於二零二二年一月一日的 賬面淨值	13,898	11,914	25,812
Additions	添置	-	3,607	3,607
Amortisation (Note 8)	攤銷 (附註8)	-	(721)	(721)
Exchange realignment	匯兌調整	(605)	(597)	(1,202)
<hr/>				
Net book amount at 30 June 2022	於二零二二年六月三十日的 賬面淨值	13,293	14,203	27,496



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

18 FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

18 按公平值計入其他全面收益之金融資產

		Unaudited 未經審核 As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Non-current asset	非流動資產		
Listed equity security outside Hong Kong (Note)	香港境外之上市股本證券 (附註)	36	152,868
			Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月 2023 二零二三年 HK\$'000 千港元
Balance at 1 January	於一月一日之結餘	152,868	629,711
Fair value loss on revaluation recognised in other comprehensive income	於其他全面收益確認之 重估公平值虧損	(152,832)	(401,712)
Balance at 30 June	於六月三十日之結餘	36	227,999

Note:

Listed equity security outside Hong Kong – Cloopen Group Holding Limited

The fair value of the American Depositary Shares (“ADSs”) as at 30 June 2023 is based on its quoted bid prices in over-the-counter markets (31 December 2022: New York Stock Exchange) and its carrying amount is denominated in US dollar (“US\$”).

附註：

香港境外之上市股本證券—Cloopen Group Holding Limited

截至二零二三年六月三十日，美國存託股份（「美國存託股份」）的公平值乃根據其於場外市場（二零二二年十二月三十一日：紐約證券交易所）的所報買入價，其賬面值以美元（「美元」）計值。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

19 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

19 按公平值計入損益之金融資產

		Unaudited 未經審核 As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Non-current asset	非流動資產		
Unlisted investment fund outside Hong Kong (Note (a))	香港境外之非上市投資基金 (附註(a))	93,145	93,077
Current asset	流動資產		
Listed equity securities in Hong Kong (Note (b))	香港境內之上市股本證券 (附註(b))	957	980
		94,102	94,057

		Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月 2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Balance at 1 January	於一月一日之結餘	94,057	109,303
Fair value gains/(losses) on revaluation recognised in profit or loss	於損益確認之重估公平值收益/ (虧損)	4,316	(2,722)
Exchange realignment	匯兌調整	(4,271)	(4,642)
Balance at 30 June	於六月三十日之結餘	94,102	101,939

Notes:

- (a) **Unlisted investment fund outside Hong Kong**
The carrying amount of the unlisted investment fund is denominated in Renminbi ("RMB").
- (b) **Listed equity securities in Hong Kong**
The fair value of the listed equity securities is based on their current bid prices in an active market and their carrying amount is denominated in HK\$.

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

附註:

- (a) **香港境外之非上市投資基金**
非上市投資基金之賬面值乃以人民幣(「人民幣」)計值。
- (b) **香港境內之上市股本證券**
上市股本證券的公平值乃根據其於活躍市場之現行買入價計算,其賬面值以港元列值。

按公平值計入損益之金融資產之公平值變動乃於中期簡明綜合收益表內「其他收益/(虧損)淨額」中列賬。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

20 LOAN RECEIVABLES

Loan receivables are amounts due from customers in the ordinary course of the fintech services business and primarily denominated in RMB.

(i) Ageing analysis of loan receivables

The ageing analysis of loan receivables based on the payment due date is as follows:

20 應收貸款

應收貸款為於金融科技服務業務的日常業務過程中應收客戶的款項，有關款項主要以人民幣計值。

(i) 應收貸款之賬齡分析

根據到期付款日之應收貸款賬齡分析如下：

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Current	即期	1,893,003	2,637,486
1 to 3 months past due	逾期一至三個月	15,048	26,579
Over 3 months past due	逾期超過三個月	159,583	143,806
Loan receivables, gross	應收貸款總額	2,067,634	2,807,871
Less: provision for impairment of loan receivables	減：應收貸款減值撥備	(167,149)	(160,246)
		1,900,485	2,647,625

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中期簡明綜合財務資料附註



20 LOAN RECEIVABLES (Continued)

(i) Ageing analysis of loan receivables (Continued)

The analysis of changes in the gross carrying amount and the corresponding provision for impairment of loan receivables in relation to loan receivables are as follows:

		Unaudited 未經審核 At 30 June 2023 於二零二三年六月三十日			
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Loan receivables	應收貸款	1,893,003	15,048	159,583	2,067,634
Less: Provision for impairment of loan receivables	減：應收貸款減值撥備	(14,694)	(12,907)	(139,548)	(167,149)
Loan receivables, net	應收貸款淨額	1,878,309	2,141	20,035	1,900,485

		Audited 經審核 At 31 December 2022 於二零二二年十二月三十一日			
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Loan receivables	應收貸款	2,637,486	26,579	143,806	2,807,871
Less: Provision for impairment of loan receivables	減：應收貸款減值撥備	(21,985)	(20,005)	(118,256)	(160,246)
Loan receivables, net	應收貸款淨額	2,615,501	6,574	25,550	2,647,625

20 應收貸款 (續)

(i) 應收貸款之賬齡分析 (續)

有關應收貸款總賬面值及相關應收貸款減值撥備變動之分析如下：



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

20 LOAN RECEIVABLES (Continued)

(ii) Effective interest rates on loan receivables

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

20 應收貸款 (續)

(ii) 應收貸款之實際利率

應收貸款之實際利率一般如下：

		For the period ended 30 June 截至六月三十日止期間	
		2023 二零二三年	2022 二零二二年
Loans to borrowers	向借款方提供之貸款	4% to 24% p.a. 年利率4%至24%	4% to 24% p.a. 年利率4%至24%

21 INVESTMENTS IN ASSOCIATED COMPANIES

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

21 於聯營公司之投資

於中期簡明綜合資產負債表確認之結餘如下：

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Associated companies:	聯營公司：		
- PAX Global (Note (a))	- 百富環球 (附註(a))	2,966,758	2,846,550
- Megahunt (Note (b))	- 兆訊恒達 (附註(b))	515,151	518,630
- Beijing Fangyun Technology Co., Ltd ("Beijing Fangyun") (Note (c))	- 北京方雲科技有限公司 ("北京方雲") (附註(c))	-	-
- Beijing Zhongjin Yunchuang Software., Ltd ("Beijing Zhongjin") (Note (d))	- 北京中金雲創軟件有限公司 ("北京中金") (附註(d))	24,485	28,565
- Beijing Suiyun Technology Co., Ltd ("Beijing Suiyun")	- 北京隨雲科技有限公司 ("北京隨雲")	2,632	2,781
- Shenzhen Guofu Yunlian Technology Co., Ltd ("Shenzhen Guofu")	- 深圳國富雲鏈科技有限公司 ("深圳國富")	3,220	3,369
		3,512,246	3,399,895

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



21 INVESTMENTS IN ASSOCIATED COMPANIES (Continued)

21 於聯營公司之投資 (續)

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

於中期簡明綜合收益表確認之應佔業績金額如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Associated companies:	聯營公司：		
– PAX Global (Note (a))	– 百富環球 (附註(a))	219,398	221,567
– Megahunt (Note (b))	– 兆訊恒達 (附註(b))	3,952	7,735
– Beijing Zhongjin (Note (d))	– 北京中金 (附註(d))	(2,942)	(812)
– Beijing Suiyun	– 北京隨雲	(28)	(40)
		220,380	228,450

The amount of (loss)/gain on deemed acquisition and dilution of interest recognised in the interim condensed consolidated income statement is as follows:

於中期簡明綜合收益表內確認之視作收購及攤薄權益之(虧損)/收益金額如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Associated company:	聯營公司：		
– PAX Global (Note (a))	– 百富環球 (附註(a))	(224)	441



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

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

(Continued)

(a) Investment in PAX Global

The movement on interest in PAX Global is as follows:

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	2,846,550	2,688,668
Share of profit	應佔溢利	219,398	221,567
Share of other comprehensive loss	應佔其他全面收益虧損	(27,346)	(62,519)
(Loss)/gain on deemed acquisition and dilution of interest, net (Note i)	視作收購及攤薄權益之(虧損) / 收益淨額 (附註i)	(2,684)	738
Dividend received	已收股息	(69,160)	(54,600)
At 30 June	於六月三十日	2,966,758	2,793,854

Note:

- (i) During the period, PAX Global repurchased a total of 6,800,000 ordinary shares (six months ended 30 June 2022: 11,092,000) on the Stock Exchange, of which 5,800,000 ordinary shares (six months ended 30 June 2022: 11,092,000) were subsequently cancelled during the period. Certain employees of PAX Global exercised share options granted to them pursuant to a share option scheme set up on 2 May 2019. A loss on deemed acquisition and dilution of interest of an associated company of HK\$224,000 (six months ended 30 June 2022: a gain of HK\$441,000) and a release of reserve credited (six months ended 30 June 2022: debited) to the interim condensed consolidated income statement of HK\$2,460,000 (six months ended 30 June 2022: HK\$297,000) were recognised in the interim condensed consolidated income statement. The Group's interest in PAX Global increased from 33.71% to 33.85% accordingly.

附註：

- (i) 於期內，百富環球於聯交所購回合共6,800,000股普通股(截至二零二二年六月三十日止六個月：11,092,000股)，其中5,800,000股(截至二零二二年六月三十日止六個月：11,092,000股)普通股其後於期內註銷。百富環球若干僱員行使根據於二零一九年五月二日設立之購股權計劃獲授出之購股權。於中期簡明綜合收益表內確認視作收購及攤薄一間聯營公司權益之虧損224,000港元(截至二零二二年六月三十日止六個月：收益441,000港元)及解除計入(截至二零二二年六月三十日止六個月：貸記)至中期簡明綜合收益表之儲備2,460,000港元(截至二零二二年六月三十日止六個月：297,000港元)。因此，本集團於百富環球之權益由33.71%增至33.85%。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



21 INVESTMENTS IN ASSOCIATED COMPANIES

(Continued)

(b) Investment in Megahunt

As disclosed in Note 29(b), upon the completion of the transfer of the remaining of 8.37% of the issued share capital of Megahunt on 23 May 2022, Megahunt ceased to be a subsidiary of the Company and was accounted for as an associated company of the Company. Consequently, the financial results of Megahunt would no longer be consolidated into the interim condensed consolidated financial information of the Group and its assets and liabilities would be deconsolidated from the Group's interim condensed consolidated financial information. The Group accounts for its interests in Megahunt as an investment in an associated company initially at fair value and will share the results of Megahunt as an investment in an associated company using the equity method going forward.

The movement on interest in Megahunt is as follows:

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日	
		止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	518,360	–
Recognition of investment in an associated company upon disposal of a subsidiary (Note 29(b)(i))	於出售一間附屬公司時確認於一間聯營公司之投資 (附註29(b)(i))	–	536,584
Share of profit	分佔溢利	3,952	7,735
Share of other comprehensive income	分佔其他全面收益	(7,431)	(851)
At 30 June	於六月三十日	515,151	543,468

21 於聯營公司之投資 (續)

(b) 於兆訊恒達之投資

誠如附註29(b)所披露，於二零二二年五月二十三日完成轉讓兆訊恒達已發行股本的餘下8.37%後，兆訊恒達不再為本公司的附屬公司，而作為本公司的聯營公司入賬。因此，兆訊恒達的財務業績將不再合併至本集團的中期簡明綜合財務資料中，其資產及負債將從本集團的中期簡明綜合財務資料中取消合併。本集團將其於兆訊恒達的權益作為於一間聯營公司之投資，初步以公平值入賬，並將分佔兆訊恒達的業績使用權益法作為於一間聯營公司之投資入賬。

於兆訊恒達之權益變動如下：



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中期簡明綜合財務資料附註

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

(Continued)

(c) Investment in Beijing Fangyun

The interest in Beijing Fangyun was initially measured at fair value. The carrying amount was increased or decreased to recognise the Group's share of the profit or loss and movements in other comprehensive income or loss of the interest in Beijing Fangyun to the extent the carrying amount of the interest in Beijing Fangyun reduced to nil due to losses, after the initial recognition. As at 30 June 2023, the Group's share of loss of Beijing Fangyun exceeded its interest in the ordinary shares of Beijing Fangyun (31 December 2022: same). As at 30 June 2023, the unrecognised share of loss of the interests in Beijing Fangyun is HK\$3,014,000 (31 December 2022: HK\$2,947,000).

(d) Investment in Beijing Zhongjin

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

(c) 於北京方雲之投資

於北京方雲之權益初步按公平值計量。於初步確認後，以賬面值增加或減少確認本集團應佔北京方雲權益之損益及其他全面收益或虧損變動，直至於北京方雲權益之賬面值因虧損減至零。於二零二三年六月三十日，本集團應佔北京方雲之虧損超過其於北京方雲普通股之權益（二零二二年十二月三十一日：相同）。於二零二三年六月三十日，未確認應佔北京方雲之權益虧損為3,014,000港元（二零二二年十二月三十一日：2,947,000港元）。

(d) 於北京中金之投資

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

22 TRADE AND BILLS RECEIVABLES

22 應收賬款及應收票據

		Unaudited 未經審核	Audited 經審核
		At At	At At
		30 June 2023	31 December 2022
		於二零二三年 六月三十日	於二零二二年 十二月三十一日
		HK\$'000 千港元	HK\$'000 千港元
Trade receivables (Note (a))	應收賬款 (附註(a))	202,492	181,963
Bills receivables (Note (b))	應收票據 (附註(b))	2,775	4,850
Less: provision for impairment of receivables	減：應收款項減值撥備	(15,765)	(16,497)
		189,502	170,316

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中期簡明綜合財務資料附註



22 TRADE AND BILLS RECEIVABLES (Continued)

Notes:

(a) **Trade receivables**

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

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	148,971	143,537
91 to 180 days	91日至180日	5,993	4,844
181 to 365 days	181日至365日	27,019	8,748
Over 365 days	365日以上	20,509	24,834
		202,492	181,963

(b) **Bills receivables**

The balance represents bank acceptance notes with maturity dates within six months. The maturity profile of the bills receivables of the Group is as follows:

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Falling within 90 days	90日內	501	2,381
Falling within 91 to 180 days	91至180日	2,274	2,469
		2,775	4,850

22 應收賬款及應收票據 (續)

附註：

(a) **應收賬款**

本集團給予貿易債務人之信貸期由0至180日不等。主要根據發票日期之應收賬款賬齡分析如下：

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	148,971	143,537
91 to 180 days	91日至180日	5,993	4,844
181 to 365 days	181日至365日	27,019	8,748
Over 365 days	365日以上	20,509	24,834
		202,492	181,963

(b) **應收票據**

該結餘指到期日為六個月內之銀行承兌票據。本集團應收票據之到期狀況如下：

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Falling within 90 days	90日內	501	2,381
Falling within 91 to 180 days	91至180日	2,274	2,469
		2,775	4,850



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中期簡明綜合財務資料附註

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

23 短期銀行存款、受限制銀行結餘以及現金及現金等價物

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Short-term bank deposits (Note (i))	短期銀行存款 (附註(i))	273	1,468
Restricted bank balances (Note (ii))	受限制銀行結餘 (附註(ii))	1,160,745	1,064,937
Cash and cash equivalents	現金及現金等價物	3,177,587	3,537,506

Notes:

- (i) The balance represented bank deposits with maturity dates in July 2023 (31 December 2022: January 2023 and July 2023) which are placed as guaranteed deposits for a project and bank deposits with original maturities between three to twelve months which are time deposits or placed as guaranteed deposits for bills payables (31 December 2022: same). The balance is denominated in RMB.
- (ii) In accordance with the notice issued by the Payment and Settlement Department of the People's Bank of China ("PBOC"), effective from 14 January 2019, all customer reserve accounts held by the third-party payment institutions were to be cancelled and the customer reserves were to be deposited in a dedicated deposit account maintained centrally by a designated agency. Transfers of funds under this bank account are governed under certain measures implemented by the PBOC and hence these customer reserves are restricted in nature. As at 30 June 2023, the relevant amount under the restricted bank balances was HK\$1,001,556,000 (31 December 2022: HK\$775,809,000) and are denominated in RMB.

The remaining amount under the restricted bank balances as at 30 June 2023 of HK\$159,189,000 (31 December 2022: HK\$289,128,000) represents funds deposited in bank accounts designated for operating the Group's cross-border payment business.

附註：

- (i) 結餘指到期日為二零二三年七月(二零二二年十二月三十一日；二零二三年一月及二零二三年七月)之銀行存款(用作項目保證按金)及原到期日為三至十二個月的銀行存款(作為定期存款或用作應付票據的保證按金)(二零二二年十二月三十一日：相同)。結餘以人民幣計值。
- (ii) 根據中國人民銀行(「中國人民銀行」)支付結算司發佈的通知，自二零一九年一月十四日起，第三方支付機構持有的所有客戶儲備金賬戶將被撤銷，且客戶儲備金須集中存放於指定機構的專用存款賬戶中。該銀行賬戶中的資金轉賬受中國人民銀行實施的若干措施監管，因此該等客戶儲備金本質上受限制。於二零二三年六月三十日，受限制銀行結餘的相關金額為1,001,556,000港元(二零二二年十二月三十一日：775,809,000港元)，並以人民幣列值。

於二零二三年六月三十日，受限制銀行結餘的餘下金額159,189,000港元(二零二二年十二月三十一日：289,128,000港元)，指於指定銀行賬戶存入用於經營本集團跨境支付業務的資金。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



24 SHARE CAPITAL

24 股本

		Ordinary shares of HK\$0.0025 each 每股面值0.0025港元之普通股	
		Number of shares 股份數目	HK\$'000 千港元
Authorised:	法定：		
At 1 January 2022, 30 June 2022, 1 January 2023 and 30 June 2023	於二零二二年一月一日、 二零二二年六月三十日、 二零二三年一月一日及 二零二三年六月三十日	4,000,000,000	10,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2022, 30 June 2022, 1 January 2023 and 30 June 2023	於二零二二年一月一日、 二零二二年六月三十日、 二零二三年一月一日及 二零二三年六月三十日	2,776,833,835	6,942

Note:

附註：

(a) Share award scheme

The Company operates a Share Award Scheme for the purpose of recognising and rewarding the contribution of certain eligible participants to the growth and development of the Group and providing incentives in order to retain them for continual operation and development of the Group and attracting suitable personnel for further development of the Group. Eligible participants of the Share Award Scheme include the Group's full-time employees, and Executive and non-Executive Directors. The Share Award Scheme became effective on 29 June 2021 and unless otherwise amended or terminated, will remain valid and effective for a period of 10 years from that date. As at date of report, no share was awarded under the Share Award Scheme.

During the period ended 30 June 2023, no (six months ended 30 June 2022: a total of 22,341,000) ordinary shares were purchased by the trustee on the Stock Exchange by utilising the funds allocated by the Board out of the Company's resources and be held in trust for the relevant eligible participants until such Shares are vested in accordance with the rules of the Share Award Scheme.

The aggregate purchase consideration of HK\$21,750,000 and the related expenses is HK\$73,000 during the period ended 30 June 2022. No shares purchased by the trustee have been cancelled during the period ended 30 June 2022.

(a) 股份獎勵計劃

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

截至二零二三年六月三十日止期間內，受託人並無透過動用自本公司資源分配的資金於聯交所購入普通股(截至二零二二年六月三十日止六個月：合共22,341,000股)，並以信託方式為相關合資格參與者持有，直至有關股份根據股份獎勵計劃規則歸屬為止。

截至二零二二年六月三十日止期間內，總購買代價為21,750,000港元，而相關開支為73,000港元。於截至二零二二年六月三十日止期間，受託人並無註銷任何購入股份。



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

24 SHARE CAPITAL (Continued)

Note: (Continued)

(a) Share award scheme (Continued)

Details of the ordinary shares purchased by the trustee on the Stock Exchange during the six months ended 30 June 2022 are as follows:

Month of purchase	購買月份	Number of ordinary shares purchased 所購買普通股數目 Thousand shares 千股	Highest purchase price per ordinary share 每股普通股的最高購買價 HK\$ 港元	Lowest purchase price per ordinary share 每股普通股的最低購買價 HK\$ 港元
June 2022	二零二二年六月	22,341	1.00	0.92

As at 30 June 2023, a total of 31,995,000 (30 June 2022: 22,341,000) ordinary shares were purchased under the Share Award Scheme.

24 股本 (續)

附註：(續)

(a) 股份獎勵計劃 (續)

截至二零二二年六月三十日止六個月，受託人於聯交所購買的普通股詳情如下：

Month of purchase	購買月份	Number of ordinary shares purchased 所購買普通股數目 Thousand shares 千股	Highest purchase price per ordinary share 每股普通股的最高購買價 HK\$ 港元	Lowest purchase price per ordinary share 每股普通股的最低購買價 HK\$ 港元
June 2022	二零二二年六月	22,341	1.00	0.92

於二零二三年六月三十日，於股份獎勵計劃項下購買的普通股總數為31,995,000股(二零二二年六月三十日：22,341,000股)。

25 TRADE PAYABLES

25 應付賬款

	應付賬款	Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Trade payables		618,525	642,446

At 30 June 2023 and 31 December 2022, the ageing analysis of the trade payables primarily based on invoice date was as follows:

於二零二三年六月三十日及二零二二年十二月三十一日，主要根據發票日期之應付賬款賬齡分析如下：

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Current to 90 days	即期至90日	349,264	294,502
91 to 180 days	91日至180日	110,770	194,648
181 to 365 days	181日至365日	150,087	145,038
Over 365 days	365日以上	8,404	8,258
		618,525	642,446

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

供應商給予之信貸期由0至180日不等。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



26 PAYABLES FOR PAYMENT AND DIGITAL SERVICES BUSINESS AND OTHER PAYABLES AND ACCRUALS

26 支付及數字化服務業務之應付款項及其他應付款項及應計款項

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Payables for payment and digital services business (Note (a))	支付及數字化服務業務之應付款項 (附註(a))	1,105,865	965,787
Other payables and accruals (Note (b))	其他應付款項及應計款項 (附註(b))	757,194	967,734
		1,863,059	1,933,521

Notes:

(a) Payables for payment and digital services business

Payables for payment and digital services business mainly represent payment received from the relevant banks and financial institutions on behalf of the merchants. The amounts are required to be settled with merchants upon the respective contractual settlement clearance dates.

(b) Other payables and accruals

附註:

(a) 支付及數字化服務業務之應付款項

支付及數字化服務業務之應付款項主要指代表商戶收取相關銀行及金融機構的付款。有關金額需於各合約規定的結算日期與商戶結算。

(b) 其他應付款項及應計款項

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Accrued staff costs and pension obligations	應計員工成本及退休金責任	127,384	234,408
Deposits	按金	35,236	42,546
Receipt in advance from customers (Note i)	預先收取客戶之款項 (附註i)	17,720	43,678
Advance from business channel partners	來自業務渠道合作商的墊款	405,006	426,295
Others	其他	171,848	220,807
Total	合計	757,194	967,734



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

26 PAYABLES FOR PAYMENT AND DIGITAL SERVICES BUSINESS AND OTHER PAYABLES AND ACCRUALS (Continued)

Notes: (Continued)

(b) Other payables and accruals (Continued)

Note:

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

Revenue recognised during the period ended 30 June 2023 that was included in the contract liability balance at the beginning of the period amounted to HK\$40,931,000 (six months ended 30 June 2022: HK\$71,634,000).

26 支付及數字化服務業務之應付款項及其他應付款項及應計款項 (續)

附註：(續)

(b) 其他應付款項及應計款項 (續)

附註：

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

於截至二零二三年六月三十日止期間確認並計入期初合約負債結餘之收入為40,931,000港元(截至二零二二年六月三十日止六個月：71,634,000港元)。

27 ASSET-BACKED SECURITIES

27 資產支持證券

	Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Current		
Asset-backed securities (Note)	237,997	265,058

Note:

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

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

附註：

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

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

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

27 ASSET-BACKED SECURITIES (Continued)

Note: (Continued)

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

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

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

On 30 December 2022, the third phase of the ABS Scheme with an issue size of RMB303,000,000 (equivalent to approximately HK\$339,360,000) was established. The ABS are classified into (i) priority tranche with total principal of RMB265,000,000 (equivalent to HK\$296,800,000) which are listed and traded on the Shanghai Stock Exchange with expected maturity date on 30 November 2023 and with coupon rate of 5.00% per annum; and (ii) subordinated tranche with total principal of RMB38,000,000 (equivalent to HK\$42,560,000) with expected maturity date on 30 November 2023 and with no coupon rate.

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

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

As at 31 December 2022, the principals of the priority tranche ABS under the first and the second phase of the ABS Scheme have been repaid in full.

As at 30 June 2023, the Group's asset-backed securities with carrying amount of approximately HK\$237,997,000 (31 December 2022: HK\$265,058,000) were collateralised by the loan receivables of the Group with an aggregate carrying amount of approximately HK\$239,345,000 (31 December 2022: HK\$331,143,000) (Note 20).

27 資產支持證券(續)

附註：(續)

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

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

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

於二零二二年十二月三十日，第三期資產支持證券計劃成立，發行規模為人民幣303,000,000元(相當於約339,360,000港元)。資產支持證券分為(i)本金總額為人民幣265,000,000元(相當於296,800,000港元)的優先層級，於上海證券交易所上市及買賣，預計於二零二三年十一月三十日到期，票面年利率為5.00厘；及(ii)本金總額為人民幣38,000,000元(相當於42,560,000港元)的次級層級，預計於二零二三年十一月三十日到期，無票面利率。

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

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

於二零二二年十二月三十一日，第一及第二期資產支持證券計劃的優先級資產支持證券的本金已悉數償還。

於二零二三年六月三十日，本集團賬面值約為237,997,000港元(二零二二年十二月三十一日：265,058,000港元)的資產支持證券由本集團賬面總額約為239,345,000港元(二零二二年十二月三十一日：331,143,000港元)的應收貸款作抵押(附註20)。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

28 WRITTEN PUT OPTION LIABILITIES

28 賣出認沽期權負債

		Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
VBill (Cayman) (Note (a))	VBill (Cayman) (附註(a))	–	852,188
Megahunt HK (Note (b))	兆訊香港 (附註(b))	–	4,881
		–	857,069
		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	857,069	902,581
Unwinding of discount	撥回折讓	–	35,355
Settlement (Note (a))	結算 (附註(a))	(852,188)	–
Derecognition (Note (b))	終止確認 (附註(b))	(4,863)	(104,249)
Fair value loss on revaluation recognised in profit or loss (Note (b))	於損益確認之重估公平值虧損 (附註(b))	–	4,687
Exchange realignment	匯兌調整	(18)	(4,688)
At 30 June	於六月三十日	–	833,686

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



28 WRITTEN PUT OPTION LIABILITIES (Continued)

Notes:

- (a) In 2019, the Company, certain shareholders of VBill OPCO, including Shen Zheng (also acts as the director of VBill (Cayman)), Li Huimin, Xue Guangyu and Ge Xiaoxia (collectively the “VBill Management Shareholders”), ELECTRUM B.V. (the “VBill Investor”), VBill (Cayman) and VBill OPCO entered into a subscription agreement (the “VBill Subscription”), pursuant to which, the VBill Investor had agreed to acquire approximately 11.21% effective shareholding in VBill OPCO through subscription of the issued shares of VBill (Cayman) at a subscription price of RMB588,000,000 or US\$86,730,000 (equivalent to HK\$676,494,000). The VBill Subscription was completed on 12 November 2019.

As a part of the VBill Subscription, VBill (Cayman) granted a put option, pursuant to which the VBill Investor could request VBill (Cayman) to repurchase, redeem and/or cancel all the VBill (Cayman)'s shares of the VBill Investor at its discretion within 3 to 5 years after the completion date of the subscription under certain conditions at an exercise price of RMB588,000,000 or US\$86,730,000 (equivalent to HK\$676,494,000) plus 8.0% interest per annum.

The fair value of the written put option liability was derived based on the present value of the exercise price of RMB588,000,000 or US\$86,730,000 (equivalent to HK\$676,494,000) plus 8.0% interest per annum, by applying a discount rate of 8%, with the assumption that the put option would be redeemable on 12 November 2022. The written put option liability was denominated in US\$ and classified under current liabilities as at 31 December 2022.

On 14 November 2022, VBill (Cayman) received from the VBill Investor a put notice in relation to the exercise of the put option. Pursuant to which, the VBill Investor requested VBill (Cayman) to repurchase, redeem and/or cancel all of the VBill Shares held by the VBill Investor within 60 business days after the date of the put notice at the consideration of approximately RMB755,550,000 or US\$109,255,000 (equivalent to HK\$852,188,000). The share repurchase was completed on 14 February 2023, and the written put option liability was settled.

Upon the settlement of the written put option liability, the Group's interest in VBill (Cayman) increased from 85.99% to 100%. Accordingly, the carrying amount of the non-controlling interest amounted to HK\$384,556,000 was derecognised and the accumulated currency translation differences of HK\$3,252,000 was re-attributed to the owners of the Company. Such adjustment resulted from the change in ownership interest between the controlling and non-controlling interest was recognised in the other reserve.

28 賣出認沽期權負債 (續)

附註：

- (a) 於二零一九年，本公司、隨行付若干股東，包括申政（亦擔任VBill (Cayman)董事）、黎會敏、薛光宇及葛曉霞（統稱「VBill管理層股東」）、ELECTRUM B.V.（「VBill投資者」）、VBill (Cayman)及隨行付訂立認購協議（「VBill認購事項」），據此，VBill投資者已同意透過按認購價人民幣588,000,000元或86,730,000美元（相當於676,494,000港元）認購VBill (Cayman)已發行股份，從而收購隨行付約11.21%的實際股權。VBill認購事項於二零一九年十一月十二日完成。

作為VBill認購事項的一部分，VBill (Cayman)授出一份認沽期權，據此，VBill投資者可於認購完成日期後三至五年內，要求VBill (Cayman)在若干情況下以行使價人民幣588,000,000元或86,730,000美元（相當於676,494,000港元）加8.0%的年利率酌情購回、贖回及／或註銷VBill投資者的所有VBill (Cayman)股份。

透過採用8%的貼現率，賣出認沽期權負債的公平值按行使價的現值人民幣588,000,000元或86,730,000美元（相當於676,494,000港元）加8.0%的年利率計算，並假設認沽期權將於二零二二年十一月十二日可贖回。於二零二二年十二月三十一日，賣出認沽期權負債按美元列值及分類為流動負債。

於二零二二年十一月十四日，VBill (Cayman)收到VBill投資者發出的有關行使認沽期權的認沽通知。據此，VBill投資者要求VBill (Cayman)於認沽通知日期後60個營業日內，以約人民幣755,550,000元或109,255,000美元（相當於852,188,000港元）的代價購回、贖回及／或註銷VBill投資者持有的所有VBill股份。該股份回購於二零二三年二月十四日完成，且賣出認沽期權負債已結清。

於結清賣出認沽負債後，本集團於VBill (Cayman)的權益由85.99%增至100%。因此，非控股權益賬面值384,556,000港元予以終止確認，而累計貨幣換算差額3,252,000港元重新歸屬於本公司擁有人。控股及非控股權益間擁有權權益變動導致的相關調整於其他儲備確認。



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

28 WRITTEN PUT OPTION LIABILITIES (Continued)

Notes: (Continued)

- (b) On 4 December 2019, the Company, Megahunt, Megahunt HK, the management team members and certain investors entered into a subscription agreement (the “Megahunt Subscription”). The management team members include Li Li, Liu Zhan-li, Xu Changjun, Xu Wensheng, Yang Lei, Hui Lok Yan and Song Jie. The investors include Wonder Pax Technology (Shenzhen) Co. Ltd (a subsidiary of PAX Global), 上海聚源聚芯集成電路產業股權投資基金中心(有限合夥), 芯聯芯(平潭綜合實驗區)科技投資中心(有限合夥)(collectively the “Megahunt Investors”). Pursuant to the Megahunt Subscription, the Megahunt Investors have conditionally agreed to subscribe for an aggregate of approximately 14.55% of the enlarged registered capital of Megahunt at a subscription price of RMB80,000,000 (equivalent to HK\$87,441,000). The Megahunt Subscription was completed on 30 March 2020.

As a part of the Megahunt Subscription, Megahunt HK granted a put option, allowing the Megahunt Investors to request Megahunt HK to repurchase all the Megahunt's shares of the Megahunt Investor at its discretion from 31 December 2023 to 31 December 2025 under certain conditions at an exercise price of RMB80,000,000 (equivalent to HK\$87,441,000) plus 8.0% interest per annum.

Prior to the completion of the disposal as detailed in Note 29(b), the carrying value of the written put option liabilities was approximately HK\$104,249,000.

As disclosed in Note 29 (b), upon the completion of the transfer of the remaining of 8.37% of the issued share capital of Megahunt on 23 May 2022, Megahunt ceased to be a subsidiary of the Company and was accounted for as an associated company of the Company. As a result, the relevant written put option liability originally measured at amortised costs and was derecognised with a corresponding adjustment to equity. The written put option liability was reclassified and recognised as a derivative financial liability at FVPL thereafter. Such written put option liability was denominated in RMB and classified under current liabilities as at 31 December 2022.

On 29 June 2023, upon the formal submission of the listing application of Megahunt on the Science and Technology Innovation Board of the Shanghai Stock Exchange, the written put option was extinguished as agreed between Megahunt HK and the Megahunt Investors. Such written put option liability of HK\$4,863,000 was derecognised and the gain on derecognition of the written put option liability was recorded in “other gains/(losses), net” in the interim condensed consolidated income statement.

28 賣出認沽期權負債(續)

附註：(續)

- (b) 於二零一九年十二月四日，本公司、兆訊恒達、兆訊香港、管理層團隊成員及若干投資者訂立認購協議（「兆訊恒達認購事項」）。管理層團隊成員包括李立、劉佔利、徐昌軍、徐文生、楊磊、許諾恩及宋劼。投資者包括萬達百匯科技(深圳)有限公司(百富環球的附屬公司)、上海聚源聚芯集成電路產業股權投資基金中心(有限合夥)及芯聯芯(平潭綜合實驗區)科技投資中心(有限合夥)(統稱為「兆訊恒達投資者」)。根據兆訊恒達認購事項，兆訊恒達投資者已有條件同意認購兆訊恒達合共約14.55%的經擴大註冊資本，認購價為人民幣80,000,000元(相當於87,441,000港元)。兆訊恒達認購事項於二零二零年三月三十日完成。

作為兆訊恒達認購事項的一部分，兆訊香港授出一份認沽期權，兆訊恒達投資者可就此要求兆訊香港在若干情況下以行使價人民幣80,000,000元(相當於87,441,000港元)加8.0%的年利率酌情於二零二三年十二月三十一日至二零二五年十二月三十一日購回兆訊恒達投資者的所有兆訊恒達股份。

於附註29(b)詳述的出售事項完成前，賣出認沽期權負債的賬面值約為104,249,000港元。

誠如附註29(b)所披露，於二零二二年五月二十三日完成轉讓兆訊恒達已發行股本的餘下8.37%後，兆訊恒達不再為本公司的附屬公司，而作為本公司的聯營公司入賬。因此，初始按攤銷成本計量的相關賣出認沽期權負債予以終止確認，並對權益進行對應調整。賣出認沽期權負債予以重新分類，且其後確認為按公平值計入損益的衍生金融負債。有關賣出認沽期權負債按人民幣計值，並於二零二二年十二月三十一日分類為流動負債。

於二零二三年六月二十九日，於正式提交兆訊恒達於上海證券交易所科創板上市申請後，按兆訊香港及兆訊恒達投資者所協定，賣出認沽期權不再有效。有關賣出認沽期權負債4,863,000港元予以終止確認，而終止確認賣出認沽期權負債的收益於中期簡明綜合收益表計入「其他收益／(虧損)淨額」。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



29 DISPOSALS OF SUBSIDIARIES

(a) Disposal of Qumaimai (Shenzhen) Network Technology Company Limited

On 15 June 2023, the Group disposed of its 100% equity interests in Qumaimai (Shenzhen) Network Technology Company Limited (“Qumaimai”) to a third party at the consideration of RMB1 (equivalent to HK\$1) upon which the Group lost its control over Qumaimai.

Details of the disposal of Qumaimai

		At date of disposal 於出售日期 HK\$'000 千港元
Consideration	代價	
Proceeds received	已收所得款項	—*
Less: Net liabilities disposed of	減：所出售負債淨額	2,262
Less: Release of exchange reserve upon disposal	減：於出售時釋出之匯兌儲備	1,015
Gain on disposal of Qumaimai recognised in interim condensed consolidated income statement	於中期簡明綜合收益表確認的出售 趣買買之收益	3,277

* The balance represents an amount less than HK\$1,000.

In the interim condensed consolidated cash flow statement for the period ended 30 June 2023, net cash outflow from disposal of Qumaimai of HK\$231,000 represents proceeds received of HK\$1, less cash and cash equivalent disposed of HK\$231,000.

29 出售附屬公司

(a) 出售趣買買(深圳)網絡科技有限公司

於二零二三年六月十五日，本集團出售其於趣買買(深圳)網絡科技有限公司(「趣買買」)的100%股權予第三方，代價為人民幣1元(相當於1港元)，其後本集團失去其對趣買買的控制。

出售趣買買的詳情

		At date of disposal 於出售日期 HK\$'000 千港元
Consideration	代價	
Proceeds received	已收所得款項	—*
Less: Net liabilities disposed of	減：所出售負債淨額	2,262
Less: Release of exchange reserve upon disposal	減：於出售時釋出之匯兌儲備	1,015
Gain on disposal of Qumaimai recognised in interim condensed consolidated income statement	於中期簡明綜合收益表確認的出售 趣買買之收益	3,277

* 結餘指少於1,000港元的金額。

於截至二零二三年六月三十日止期間的中期簡明綜合現金流量表，出售趣買買的現金流出淨額231,000港元為已收所得款項1港元減去所出售現金及現金等價物231,000港元。



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

29 DISPOSALS OF SUBSIDIARIES (Continued)

(b) Disposal of Megahunt

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

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

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

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

29 出售附屬公司 (續)

(b) 出售兆訊恒達

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

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

於二零二二年五月二十三日，按總代價人民幣92,363,000元（相當於約108,382,000港元）轉讓兆訊恒達餘下8.37%已發行股本已完成，兆訊恒達不再為本公司的附屬公司，並作為本公司的一間聯營公司入賬。

之前，出售集團從事本集團的銷售信息安全芯片及解決方案業務。上述出售構成香港財務報告準則第5號規定的已終止經營業務，因此銷售信息安全芯片及解決方案業務於先前期間呈報為已終止經營業務。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



29 DISPOSALS OF SUBSIDIARIES (Continued)

29 出售附屬公司 (續)

(b) Disposal of Megahunt (Continued)

(b) 出售兆訊恒達 (續)

(i) Details of the disposal of Megahunt

(i) 出售兆訊恒達的詳情

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

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

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



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

29 DISPOSALS OF SUBSIDIARIES (Continued)

29 出售附屬公司 (續)

(b) Disposal of Megahunt (Continued)

- (i) *Details of the disposal of Megahunt (Continued)*
The fair value of the 45.73% retained equity interest as at date of disposal as part of the consideration received was valued by an independent valuer.
- (ii) *Financial performance and cash flow information of discontinued operation*
The financial performance and cash flow information presented are for the period from 1 January 2022 to 23 May 2022.

(b) 出售兆訊恒達 (續)

- (i) 出售兆訊恒達的詳情 (續)
所保留45.73%股權於出售日期之公平值 (作為部分已收代價) 乃由一名獨立估值師進行估值。
- (ii) 已終止經營業務的財務表現及現金流量資料
自二零二二年一月一日至二零二二年五月二十三日期間之財務表現及現金流量資料呈列如下。

		For the period from 1 January 2022 to 23 May 2022 自二零二二年 一月一日起至 二零二二年 五月二十三 止期間 HK\$'000 千港元 (Restated) (經重列) (Note 2) (附註2)
Revenue	收入	246,379
Cost of sales	銷售成本	(105,387)
Gross profit	毛利	140,992
Other income	其他收入	6,939
Selling expenses	銷售開支	(4,811)
Administrative expenses	行政費用	(49,536)
Operating profit	經營溢利	93,584
Finance costs	融資成本	(143)
Profit before income tax	除所得稅前溢利	93,441
Income tax expense	所得稅開支	(13,203)
Profit after income tax of discontinued operation	已終止經營業務之除所得稅後溢利	80,238
Gain on disposal of a subsidiary	出售一間附屬公司之收益	429,339
Profit from discontinued operation	已終止經營業務溢利	509,577
Exchange difference in relation to discontinued operation	已終止經營業務產生之匯兌差額	(15,970)
Total comprehensive income from discontinued operation	已終止經營業務之全面收益總額	493,607

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



29 DISPOSALS OF SUBSIDIARIES (Continued)

29 出售附屬公司 (續)

(b) Disposal of Megahunt (Continued)

(b) 出售兆訊恒達 (續)

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

(ii) 已終止經營業務的財務表現及現金流量資料 (續)

		For the period from 1 January 2022 to 23 May 2022 自二零二二年 一月一日起至 二零二二年 五月二十三日 止期間 HK\$'000 千港元 (Restated) (經重列) (Note 2) (附註2)
Profit from discontinued operation attributable to:	以下應佔已終止經營業務溢利：	
– Owners of the Company	– 本公司擁有人	472,740
– Non-controlling interests	– 非控股權益	36,837
		509,577
Total comprehensive income from discontinued operation attributable to:	以下應佔已終止經營業務之全面收益總額：	
– Owners of the Company	– 本公司擁有人	464,102
– Non-controlling interests	– 非控股權益	29,505
		493,607
Net cash inflow from operating activities	經營活動的現金流入淨額	34,766
Net cash inflow from investing activities	投資活動的現金流入淨額	16,717
Net cash inflow from financing activities	融資活動的現金流入淨額	10,165
Net increase in cash generated by the Disposal Group (including proceed from disposal of a subsidiary)	出售集團產生之現金增加淨額 (包括出售一間附屬公司所得款項)	61,648



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

29 DISPOSALS OF SUBSIDIARIES (Continued)

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

On 18 January 2022, the Group also disposed of its entire equity interests in Jiehang Yunchuang (Beijing) Shuzi Technology Ltd. (“Jiehang Yunchuang”) to a third party at a consideration of RMB15,300,000 (equivalent to HK\$18,096,000).

Details of the disposal of Jiehang Yunchuang

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

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

29 出售附屬公司 (續)

(c) 出售結行雲創(北京)數字科技有限公司

於二零二二年一月十八日，本集團亦出售其於結行雲創(北京)數字科技有限公司(「結行雲創」)的全部股權予第三方，代價為人民幣15,300,000元(相當於18,096,000港元)。

出售結行雲創的詳情

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

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

30 CONTINGENT LIABILITIES

In 2015, the Company entered into a performance guarantee agreement with a customer (the “Performance Guarantee Agreement”), pursuant to which, the Company agreed to provide the customer with a guarantee in relation to the due and punctual performance of a service project of a subsidiary of the Company with a surety of not more than HK\$60,000,000 and to indemnify the customer against any third-party claim of intellectual property right infringement resulting from the acts of the said subsidiary. The Performance Guarantee Agreement remained in full force and effect as at 30 June 2023. As at 30 June 2023, the Company did not recognise any liability in relation to the Performance Guarantee Agreement. The Directors consider the possibility of reimbursement is not probable (31 December 2022: same).

In 2020, the Company entered into a guarantee agreement with Megahunt and an independent manufacturer (“OEM”) (the “2020 OEM Guarantee Agreement”), pursuant to which the Company shall guarantee to repay Megahunt’s due and unsettled debts of up to US\$10,000,000 (equivalent to HK\$78,000,000) owed to the OEM incurred in relation to such manufacturing orders placed against the OEM should it cease or fail to honour its payment obligations. As at 30 June 2023, the Company did not recognise any liability in relation to the 2020 OEM Guarantee Agreement. The Directors consider the possibility of reimbursement is not probable (31 December 2022: same).

In 2021, the Company entered into a guarantee agreement with Megahunt, Megahunt HK and Tianjin Megahunt Microelectronics Company Limited (“Tianjin Megahunt”) (the “2021 Manufacturer Guarantee Agreement”), pursuant to which the Company shall guarantee to repay the due and unsettled debts of Megahunt, Megahunt HK and Tianjin Megahunt individually and/or collectively of up to US\$20,000,000 (equivalent to approximately HK\$156,000,000) incurred in relation to manufacturing orders placed against a named manufacturer, should any of them individually and/or collectively cease or fail to honour its payment obligations. As at 30 June 2023, the Company did not recognise any liability in relation to the 2021 Manufacturer Guarantee Agreement. The Directors consider the possibility of reimbursement is not probable (31 December 2022: same).

30 或然負債

於二零一五年，本公司與一名客戶訂立履約擔保協議（「履約擔保協議」），據此，本公司同意就本公司一間附屬公司恰當及如期履約服務項目向客戶提供擔保，擔保金額不超過60,000,000港元，並同意就因上述附屬公司侵犯任何第三方知識產權的行為引致的索償向該客戶作出彌償。履約擔保協議於二零二三年六月三十日一直保持十足效力及作用。於二零二三年六月三十日，本公司並無就有關履約擔保協議確認任何負債。董事認為提出索償之可能性不高（二零二二年十二月三十一日：相同）。

於二零二零年，本公司與兆訊恒達及一家獨立製造商（「原設備製造商」）訂立擔保協議（「二零二零年原設備製造商擔保協議」）。據此，倘兆訊恒達停止或未能履行其付款責任，本公司須擔保償還兆訊恒達因向原設備製造商所下達有關製造訂單所引致結欠原設備製造商的到期及未償還的債務不超過10,000,000美元（相當於78,000,000港元）。於二零二三年六月三十日，本公司並無就二零二零年原設備製造商擔保協議確認任何負債。董事認為提出索償之可能性不高（二零二二年十二月三十一日：相同）。

於二零二一年，本公司與兆訊恒達、兆訊香港及天津兆訊電子技術有限公司（「天津兆訊」）訂立擔保協議（「二零二一年製造商擔保協議」）。據此，倘兆訊恒達、兆訊香港及天津兆訊個別及／或共同停止或未能履行其付款責任，本公司須擔保償還兆訊恒達、兆訊香港及天津兆訊因向一名指定製造商所下達製造訂單所引致的到期及未償還的債務不超過20,000,000美元（相當於約156,000,000港元）。於二零二三年六月三十日，本公司並無就二零二一年製造商擔保協議確認任何負債。董事認為提出索償之可能性不高（二零二二年十二月三十一日：相同）。

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

30 CONTINGENT LIABILITIES (Continued)

Save as disclosed above, the Group had no material contingent liability as at 30 June 2023 (31 December 2022: same).

31 RELATED PARTY TRANSACTIONS

As at 30 June 2023, Rich Global Limited (incorporated in the British Virgin Islands) owns 22.22% of the Company's shares. The remaining 77.78% of the shares are widely held (31 December 2022: same).

(a) Transactions with related parties:

Except for those as disclosed below and other than those disclosed elsewhere in the interim condensed consolidated financial information, the Group has no other significant transaction with related parties during the six months ended 30 June 2023 (six months ended 30 June 2022: same)

30 或然負債 (續)

除上文所披露者外，於二零二三年六月三十日，本集團並無任何重大或然負債 (二零二二年十二月三十一日：相同)。

31 關連方交易

於二零二三年六月三十日，於英屬處女群島註冊成立之Rich Global Limited擁有本公司22.22%股份。餘下77.78%股份由各方人士廣泛持有 (二零二二年十二月三十一日：相同)。

(a) 與關連方之交易：

除下文所披露者外及除中期簡明綜合財務資料其他章節所披露者外，於截至二零二三年六月三十日止六個月，本集團並無與關連方進行其他重大交易 (截至二零二二年六月三十日止六個月：相同)。

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Transactions with PAX Global, an associated company	與聯營公司百富環球之交易		
– Rental income (Note (i))	– 租金收入 (附註(i))	719	769
– Purchase of electronic payment products (Note (ii))	– 購買電子支付產品 (附註(ii))	–	159
– Sales of mag-stripe card security decode chips (Note (iii))	– 銷售磁條卡加密解碼芯片 (附註(iii))	–	121,340
– Service charges (Note (iv))	– 服務費用 (附註(iv))	292	1,529

Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註



31 RELATED PARTY TRANSACTIONS (Continued)

(a) Transactions with related parties: (Continued)

Notes:

- (i) Rental income from an associated company was charged at a fixed monthly fee mutually agreed between the two parties.
- (ii) Purchase of electronic payment products was transacted pursuant to the terms and conditions set out in the framework agreement entered into by the Group and an associated company dated 19 December 2012. The terms and conditions of the framework agreement were subsequently renewed on 31 December 2015, 5 December 2018 and 23 December 2021 respectively.
- (iii) Sales of mag-stripe card security decoder chips were transacted pursuant to the terms and conditions set out in the framework agreement entered into by Megahunt and an associated company on 21 February 2013. The terms and conditions of the framework agreement were subsequently amended and/or renewed on 31 December 2013, 30 December 2019 and 10 September 2021 respectively. As discussed in Note 29(b), upon the completion of the transfer of the remaining of 8.37% of the issued share capital of Megahunt on 23 May 2022, Megahunt ceased to be a subsidiary of the Company and was accounted for as an associated company of the Company. Consequently, the transactions between Megahunt and PAX Global since 23 May 2022 were not regarded as related party transactions.
- (iv) Service charges were transacted pursuant to the terms and conditions mutually agreed between the two parties.

(b) Balances with associated companies

31 關連方交易 (續)

(a) 與關連方之交易：(續)

附註：

- (i) 來自一間聯營公司之租金收入每月按雙方共同協定之固定費用收取。
- (ii) 購買電子支付產品乃根據本集團與一間聯營公司於二零一二年十二月十九日訂立之框架協議所載條款及條件進行交易。框架協議之條款及條件其後分別於二零一五年十二月三十一日、二零一八年十二月五日及二零二一年十二月二十三日續訂。
- (iii) 銷售磁條卡加密解碼芯片乃根據兆訊恒達與一間聯營公司於二零一三年二月二十一日訂立之框架協議所載條款及條件進行交易。框架協議之條款及條件其後分別於二零一三年十二月三十一日、二零一九年十二月三十日及二零二一年九月十日修訂及／或續訂。誠如附註29(b)所披露，於二零二二年五月二十三日完成轉讓兆訊恒達已發行股本的餘下8.37%後，兆訊恒達不再為本公司的附屬公司，而作為本公司的聯營公司入賬。因此，自二零二二年五月二十三日起，兆訊恒達與百富環球之間的交易不會被視作關連方交易。
- (iv) 服務費用乃根據雙方議定之條款及條件進行交易。

(b) 與聯營公司之結餘

	Unaudited 未經審核 At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Amount due from an associated company (Note i)	5,306	5,306
Amounts due to associated companies (Note i)	4,227	4,421

Note i: As at 30 June 2023 and 31 December 2022, these balances are denominated in RMB, unsecured, interest-free and repayable on demand.

附註i: 於二零二三年六月三十日及二零二二年十二月三十一日，該等結餘以人民幣計值、無抵押、不計息及應要求償還。



Notes to Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

31 RELATED PARTY TRANSACTIONS (Continued)

31 關連方交易 (續)

(c) Key management compensation

(c) 主要管理層之補償

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Fees	袍金	450	986
Other emoluments:	其他酬金：		
Salary and discretionary bonuses	薪金及酌情花紅	6,126	5,634
Employer's contribution to a retirement benefit scheme	僱主之退休福利計劃供款	36	36
		6,612	6,656

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