



中國數碼信息有限公司  
SINO-I TECHNOLOGY LIMITED

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

Stock Code 股份代號: 250



2023

INTERIM REPORT 中期報告

## Corporate Information

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

### DIRECTORS

#### Executive Directors

Ms. Liu Rong (*Chairlady*)

Mr. Yu Pun Hoi

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

#### Non-executive Directors

Mr. Lam Bing Kwan

Mr. Cheng Chih-Hung

#### Independent Non-executive Directors

Mr. Fung Wing Lap

Mr. Xiao Sui Ning

Mr. Ho Yeung Nang

### COMPANY SECRETARY

Mr. Ho Chun Ki Frederick

### AUDITOR

BDO Limited

Certified Public Accountants

Hong Kong

### REGISTERED OFFICE

Unit 1307, 13/F, Tower 2, Ever Gain Plaza

88 Container Port Road

Kwai Chung

New Territories

Hong Kong

(with effect from 13 September 2023)

### SHARE REGISTRAR

Tricor Abacus Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

### STOCK CODE

250

### PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited

The Hongkong and Shanghai Banking Corporation Limited

China CITIC Bank International Limited

### WEBSITE ADDRESS

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

## 公司資料

於本報告日期，本公司之資料如下：

### 董事

#### 執行董事

劉榮女士(主席)

于品海先生

陳鳴飛先生(行政總裁)

#### 非執行董事

林秉軍先生

鄭志宏先生

#### 獨立非執行董事

馮榮立先生

肖遂寧先生

何養能先生

### 公司秘書

何俊麒先生

### 核數師

香港立信德豪會計師事務所有限公司

執業會計師

香港

### 註冊辦事處

香港

新界

葵涌

貨櫃碼頭路88號

永得利廣場2座13樓1307室

(自2023年9月13日起生效)

### 股份過戶登記處

卓佳雅柏勤有限公司

香港

夏慤道16號

遠東金融中心17樓

### 股份代號

250

### 主要往來銀行

星展銀行(香港)有限公司

香港上海滙豐銀行有限公司

中信銀行(國際)有限公司

### 網址

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

# Condensed Consolidated Income Statement

For the six months ended 30 June 2023

# 簡明綜合收益表

截至2023年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
Revenue	6(a)	<b>485,518</b>	507,552
Cost of sales and services provided		<b>(67,868)</b>	(82,331)
Gross profit		<b>417,650</b>	425,221
Other operating income	6(b)	<b>71,334</b>	80,276
Selling and marketing expenses		<b>(302,041)</b>	(312,748)
Administrative expenses		<b>(36,418)</b>	(34,965)
Other operating expenses		<b>(125,676)</b>	(145,487)
Reversal of expected credit loss/ (expected credit loss) on financial assets		<b>1,839</b>	(1,898)
Finance costs	7	<b>(3,497)</b>	(3,914)
Share of results of associates		<b>280</b>	(262)
Profit before income tax	8	<b>23,471</b>	6,223
Income tax credit	9	<b>723</b>	985
<b>Profit for the period and attributable to owners of the Company</b>		<b>24,194</b>	7,208
		<b>HK cent</b> 港仙	HK cent 港仙
<b>Earnings per share for profit attributable to the owners of the Company for the period</b>			
— Basic	11	<b>0.12</b>	0.04
— Diluted		<b>0.12</b>	0.04

# Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2023

# 簡明綜合全面收益報表

截至2023年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Profit for the period</b>	期內溢利	<b>24,194</b>	7,208
<b>Other comprehensive income</b>	其他全面收益		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益賬之項目：</i>		
Exchange differences on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌差額	<b>(5,114)</b>	(14,303)
Exchange difference on translation of interests in associates	換算聯營公司之權益之匯兌差額	<b>650</b>	704
		<b>(4,464)</b>	(13,599)
<b>Total comprehensive income for the period and attributable to the owners of the Company</b>	期內及本公司擁有人應佔全面收益總額	<b>19,730</b>	(6,391)

# Condensed Consolidated Statement of Financial Position

As at 30 June 2023

# 簡明綜合財務狀況報表

於 2023 年 6 月 30 日

			<b>30 June 2023 2023 年 6 月 30 日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	31 December 2022 2022 年 12 月 31 日 HK\$'000 千港元 (Unaudited) (未經審核)
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	<b>64,850</b>	73,396
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益之金融資產		<b>324</b>	324
Financial asset measured at fair value	按公允價值計量之金融資產		<b>59,561</b>	58,065
Interests in associates	於聯營公司之權益		<b>26,060</b>	25,129
Goodwill	商譽		<b>364,862</b>	381,255
Other intangible assets	其他無形資產		<b>360,307</b>	424,499
Loans to immediate holding company	向直接控股公司貸款		-	1,234,961
			<b>875,964</b>	2,197,629
<b>Current assets</b>	<b>流動資產</b>			
Trade receivables	應收貿易款項	13	<b>58,395</b>	44,218
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		<b>150,405</b>	132,280
Amount due from immediate holding company	應收直接控股公司款項		<b>20,320</b>	15,288
Loans to immediate holding company	向直接控股公司貸款		<b>1,278,659</b>	-
Cash and cash equivalents	現金及等同現金項目		<b>62,888</b>	65,675
			<b>1,570,667</b>	257,461
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易款項	14	<b>65,554</b>	64,160
Other payables and accruals	其他應付款項及應計費用		<b>90,037</b>	109,055
Contract liabilities	合約負債		<b>402,019</b>	400,888
Provision for tax	稅項撥備		<b>189,069</b>	186,063
Amount due to a director	欠一名董事款項		<b>532</b>	532
Amounts due to associates	欠聯營公司款項		<b>3,054</b>	3,442
Amounts due to related companies	欠關連公司款項		<b>1,583</b>	1,597
Bank borrowings, secured	有抵押銀行借貸		<b>111,339</b>	118,846
Other employee benefits	其他僱員福利		<b>2,004</b>	2,200
Lease liabilities	租賃負債		<b>20,481</b>	21,977
			<b>885,672</b>	908,760
<b>Net current assets/(liabilities)</b>	<b>流動資產/(負債)淨額</b>		<b>684,995</b>	(651,299)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,560,959</b>	1,546,330

# Condensed Consolidated Statement of Financial Position (Continued)

As at 30 June 2023

# 簡明綜合財務狀況報表 (續)

於 2023 年 6 月 30 日

		Note 附註	30 June 2023 2023 年 6 月 30 日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022 年 12 月 31 日 HK\$'000 千港元 (Unaudited) (未經審核)
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		<b>17,090</b>	18,928
Deferred tax liabilities	遞延稅項負債		<b>40,054</b>	45,691
			<b>57,144</b>	64,619
<b>Net assets</b>	<b>資產淨值</b>		<b>1,503,815</b>	1,481,711
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	15	<b>240,597</b>	240,597
Reserves	儲備		<b>1,263,218</b>	1,241,114
<b>Total equity</b>	<b>權益總額</b>		<b>1,503,815</b>	1,481,711

# Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2023

# 簡明綜合 現金流量報表

截至2023年6月30日止六個月

		For the six months ended 30 June	
		截至6月30日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash generated from/(used in) operating activities	經營業務所得/(所耗)現金淨額	27,453	(7,567)
Net cash generated from/(used in) investing activities	投資活動所得/(所耗)現金淨額	2,124	(6,771)
Net cash used in financing activities	融資活動所耗現金淨額	(29,533)	(27,084)
Net increase/(decrease) in cash and cash equivalents	現金及等同現金項目增加/(減少)淨額	44	(41,422)
<b>Cash and cash equivalents at 1 January</b>	<b>於1月1日之現金及等同現金項目</b>	<b>65,675</b>	<b>92,698</b>
Effect of foreign exchange rate changes, on cash held	外幣匯率變動對所持現金之影響	(2,831)	(2,595)
<b>Cash and cash equivalents at 30 June</b>	<b>於6月30日之現金及等同現金項目</b>	<b>62,888</b>	<b>48,681</b>
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及等同現金項目結餘之分析</b>		
Cash at banks and in hand	銀行現金及庫存現金	62,888	48,681

# Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表

For the six months ended 30 June 2023

截至2023年6月30日止六個月

		Equity attributable to the Company's owners 本公司擁有人應佔權益							Total 總額
		Share capital 股本 (note 15) (附註15)	Capital distribution reserve 資本分配儲備	General reserve 一般儲備	Exchange reserve 匯兌儲備	Share-based payments reserve 以股份支付之儲備	Other reserve 其他儲備	Retained profits 保留溢利	
		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	
<b>At 1 January 2023 (unaudited)</b>	於2023年1月1日 (未經審核)	240,597	52,622	(41,148)	(39,372)	7,178	58,065	1,203,769	1,481,711
<b>Profit for the period</b>	期內溢利	-	-	-	-	-	-	24,194	24,194
<b>Other comprehensive income</b>	其他全面收益								
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益賬之項目：</i>								
— Exchange differences on translation of financial statements of foreign operations	— 換算海外業務財務報表之匯兌差額	-	-	-	(5,114)	-	-	-	(5,114)
— Exchange differences on translation of interests in associates	— 換算聯營公司之權益之匯兌差額	-	-	-	650	-	-	-	650
<b>Total comprehensive income for the period</b>	期內全面收益總額	-	-	-	(4,464)	-	-	24,194	19,730
Share-based payments expense	以股份支付之開支	-	-	-	-	878	-	-	878
Fair value changes on promissory note	承付票之公允價值變動	-	-	-	-	-	1,496	-	1,496
<b>At 30 June 2023 (unaudited)</b>	於2023年6月30日 (未經審核)	240,597	52,622	(41,148)	(43,836)	8,056	59,561	1,227,963	1,503,815



# Condensed Consolidated Statement of Changes in Equity (Continued)

## 簡明綜合權益變動表 (續)

For the six months ended 30 June 2023

截至2023年6月30日止六個月

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

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

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

\* 僅供識別

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2023

# 簡明綜合中期財務報表附註

截至2023年6月30日止六個月

## 1. GENERAL INFORMATION

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

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

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

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

These condensed consolidated interim financial statements are unaudited, but have been reviewed by the audit committee of the Company and approved and authorised for issue by the board of directors (the “Board”) on 25 August 2023.

## 2. BASIS OF PREPARATION

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

These condensed consolidated interim financial statements have been prepared with the same accounting policies adopted in the 2022 annual consolidated financial statements, except for those that relate to new standards or interpretations effective for the first time for periods beginning on or after 1 January 2023 as disclosed in note 3.

## 1. 一般資料

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

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

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

除另有指明者外，此等簡明綜合中期財務報表以港元(「港元」)呈列。

此等簡明綜合中期財務報表未經審核，惟已由本公司審核委員會審閱，並於2023年8月25日獲董事會(「董事會」)批准及授權刊發。

## 2. 編製基準

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

此等簡明綜合中期財務報表已按照與2022年年度綜合財務報表所採納之相同會計政策編製，惟不包括於附註3中披露與2023年1月1日或之後開始之期間內首次生效之新訂準則或詮釋有關之會計政策。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

### 2. BASIS OF PREPARATION (Continued)

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

These condensed consolidated interim financial statements contain condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2022 unaudited annual financial statements.

The financial information relating to the year ended 31 December 2022 that is included in the condensed consolidated interim financial statements as comparative information does not constitute the Company's statutory annual consolidated financial statements for that year. Further information relating to these statutory financial statements is as follows:

The financial statements for the year ended 31 December 2022 have yet to be reported on by the Company's auditor and will be delivered to the Registrar of Companies in due course.

## 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

### 2. 編製基準 (續)

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

此等簡明綜合中期財務報表載有簡明綜合財務報表及選定說明附註。該等附註包括對理解本集團自2022年末經審核年度財務報表刊發以來財務狀況及業績變動而言屬重大之事件及交易說明。

截至2022年12月31日止年度之財務資料作為比較資料載入簡明綜合中期財務報表，該等資料並不構成該年度本公司之法定年度綜合財務報表。有關該等法定財務報表之進一步資料如下：

截至2022年12月31日止年度之財務報表尚未由本公司核數師作出報告，並將於適當時候呈交予公司註冊處處長。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

### 3. CHANGES IN HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### (a) Adoption of new or amended HKFRSs

Except as described below, the accounting policies and methods of computation used in the preparation of the 2023 interim consolidated financial statements are consistent with those adopted in preparing the annual consolidated financial statements for the year ended 31 December 2022.

In the current interim period, the Group has applied, for the first time, the following new or amended HKFRSs issued by the HKICPA, which are relevant to and effective for the Group's condensed consolidated interim financial statements for the annual period beginning on 1 January 2023:

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform — Pillar Two Model Rules

The adoption of the above mentioned new or amended HKFRSs have no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated interim financial statements.

## 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

### 3. 香港財務報告準則（「香港財務報告準則」）變動

#### (a) 採納新訂或經修訂香港財務報告準則

編製2023年中期綜合財務報表所採用的會計政策及計算方法與編製截至2022年12月31日止年度的年度綜合財務報表所採用者一致。惟下文所述者除外。

於本中期期間，本集團已首次應用下列由香港會計師公會頒佈的新訂或經修訂香港財務報告準則，該等準則與本集團於2023年1月1日開始的年度期間的簡明綜合中期財務報表相關並生效：

香港會計準則第1號及香港財務報告準則實務報告第2號之修訂	會計政策之披露
香港會計準則第8號之修訂	會計估計之定義
香港會計準則第12號之修訂	與單一交易產生之資產及負債有關之遞延稅項
香港會計準則第12號之修訂	國際稅務改革 — 第二支柱模式規則

採納上述新訂或經修訂香港財務報告準則對本集團當前及過往期間的財務狀況及表現及／或該等簡明綜合中期財務報表所載披露並無構成重大影響。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

### 3. CHANGES IN HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) Amended HKFRSs that have been issued but not yet effective

The following amended HKFRSs, potentially relevant to the Group’s consolidated financial statements, have been issued, but not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>1</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>1</sup>
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2024

<sup>2</sup> The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined

The directors of the Company anticipate that the application of these amended HKFRSs will have no material impact on the Group’s financial performance and positions and/or the disclosures to the consolidated financial statements of the Group.

### 4. USE OF JUDGEMENTS AND ESTIMATES

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

## 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

### 3. 香港財務報告準則(「香港財務報告準則」)變動 (續)

#### (b) 已頒佈但尚未生效的經修訂香港財務報告準則

下列可能與本集團綜合財務報表有關的經修訂香港財務報告準則已經頒佈但尚未生效，亦未獲本集團提早採納。本集團現擬於該等修訂生效日期應用該等變動。

香港會計準則第1號之修訂	負債分類為流動或非流動及香港詮釋第5號之相關修訂(2020年) <sup>1</sup>
香港會計準則第1號之修訂	附帶契諾之非流動負債 <sup>1</sup>
香港會計準則第7號及香港財務報告準則第7號之修訂	供應商融資安排 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>2</sup>
香港財務報告準則第16號之修訂	銷售及售後租回之租賃負債 <sup>1</sup>

<sup>1</sup> 於2024年1月1日或之後開始之年度期間生效

<sup>2</sup> 該等修訂應前瞻性地應用於待定期或之後開始之年度期間內發生之資產出售或注資

本公司董事預期，應用該等經修訂香港財務報告準則將不會對本集團的財務表現及狀況及/或本集團綜合財務報表的披露構成重大影響。

### 4. 判斷及估計之運用

編製此等簡明綜合中期財務報表時，管理層在應用本集團會計政策時作出之重大判斷及估計不確定因素之主要來源與截至2022年12月31日止年度之綜合財務報表所應用者相同。

# Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

# 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

## 5. SEGMENT INFORMATION

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

In a manner consistent with the way in which information is reported internally to the Group’s most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented two reportable segments — “Enterprise cloud services” and “Digital business and information technology services” in its condensed consolidated interim financial statements for the six months ended 30 June 2023.

## 5. 分部資料

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

為與向本集團大部分高級執行管理人員就進行資源分配及表現評估所作內部資料呈報之方式一致，本集團已於截至2023年6月30日止六個月之簡明綜合中期財務報表內呈列兩個可呈報分部—「企業雲服務」及「數字商業及信息技術服務」。

		For the six months ended 30 June (Unaudited) 截至6月30日止六個月(未經審核)					
		Enterprise cloud services 企業雲服務		Digital business and information technology services 數字商業及信息技術服務		Reportable segment total 可呈報分部總額	
		2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Reportable segment revenue	可呈報分部收益						
Revenue from external customers	來自外部客戶之收益	417,184	471,816	68,334	35,736	485,518	507,552
Inter-segment revenue	分部間收益	-	-	-	12,271	-	12,271
		<b>417,184</b>	471,816	<b>68,334</b>	48,007	<b>485,518</b>	519,823
Reportable segment loss before income tax	可呈報分部所得稅前虧損	(14,880)	(17,249)	(13,716)	(28,109)	(28,596)	(45,358)
Bank interest income	銀行利息收入					1	1
Other interest income on financial assets measured at amortised cost	按攤銷成本計量之金融資產之其他利息收入					43,698	43,698
Depreciation of owned assets	自置資產折舊					-	(4)
Exchange gain, net	匯兌收益淨額					17,065	17,135
Unallocated corporate expenses	未分配企業開支					(8,697)	(9,249)
Profit before income tax	所得稅前溢利					<b>23,471</b>	6,223

# Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

# 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

## 5. SEGMENT INFORMATION (Continued)

The reportable segment assets and liabilities as at 30 June 2023 and 31 December 2022 are as follows:

	Enterprise cloud services 企業雲服務		Digital business and information technology services 數字商業及 信息技術服務		Reportable segment total 可呈報分部總額	
	30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Unaudited) (未經審核)
Reportable segment assets 可呈報分部資產	394,556	413,836	690,109	730,752	1,084,665	1,144,588
Reportable segment liabilities 可呈報分部負債	644,057	666,404	54,112	62,082	698,169	728,486

## 6. REVENUE AND OTHER OPERATING INCOME

### (a) Revenue

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

## 6. 收益及其他經營收入

### (a) 收益

本集團收益指來自企業雲服務及數字商業及信息技術服務之收入。

		For the six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Enterprise cloud services 企業雲服務		417,184	471,816
Digital business and information technology services 數字商業及信息技術服務		68,334	35,736
		<b>485,518</b>	507,552
Timing of revenue recognition under HKFRS 15 — At a point in time — Transferred over time	香港財務報告準則第15號下之收益確認時間 — 於某一時間點 — 隨時間轉移	11,584 473,934	17,077 490,475
		<b>485,518</b>	507,552

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

## 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

### 6. REVENUE AND OTHER OPERATING INCOME

(Continued)

#### (b) Other operating income

		For the six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Bank interest income	銀行利息收入	168	59
Other interest income on financial assets measured at amortised cost	按攤銷成本計量之金融資產之其他利息收入	43,698	43,698
Government grants	政府補助	1,477	3,042
Refund of value-added tax	增值稅退款	8,592	14,997
Exchange gain, net	匯兌收益淨額	17,065	17,135
Sundry income	雜項收入	334	1,345
		<b>71,334</b>	80,276

### 7. FINANCE COSTS

### 7. 融資成本

		For the six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on bank borrowings	銀行借貸之利息	2,042	2,147
Interest on lease liabilities	租賃負債之利息	1,455	1,767
Amount recognised in profit or loss	於損益賬確認之金額	<b>3,497</b>	3,914



## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

## 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

### 8. PROFIT BEFORE INCOME TAX

### 8. 所得稅前溢利

		For the six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
The Group's profit before income tax is arrived at after charging:	本集團所得稅前溢利 乃經扣除下列各項後得出：		
Amortisation of intangible assets other than goodwill*	除商譽外之無形資產攤銷*	46,934	51,609
Depreciation of property, plant and equipment	物業、廠房及設備折舊		
— owned assets*	— 自置資產*	3,088	5,952
— right-of-use assets*	— 使用權資產*	16,247	17,034

\* included in other operating expenses

\* 計入其他經營開支

### 9. INCOME TAX CREDIT

### 9. 所得稅抵免

		For the six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax charge for the period	期內即期稅項支出		
— The People's Republic of China ("PRC") Enterprise Income Tax ("EIT")	— 中華人民共和國(「中國」) 企業所得稅(「企業所得稅」)	3,006	3,006
Deferred tax	遞延稅項	(3,729)	(3,991)
Income tax credit	所得稅抵免	(723)	(985)

There is no estimated assessable profit subject to Hong Kong profits tax for the six months ended 30 June 2023 and 2022.

截至2023年及2022年6月30日止六個月，本集團並無任何應課香港利得稅之估計應課稅溢利。

For the six months ended 30 June 2023 and 2022, PRC EIT has been provided on the estimated assessable profits of subsidiaries operating in Mainland China at 25%, unless preferential rates are applicable in the cities where the subsidiaries are located.

截至2023年及2022年6月30日止六個月，除非附屬公司所在城市設有優惠稅率，否則於中國大陸經營之附屬公司已就其估計應課稅溢利按25%之稅率作出中國企業所得稅撥備。

# Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

## 10. DIVIDEND

No dividend was paid and declared by the Company during the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

## 11. EARNINGS PER SHARE

The calculation of basic earnings per share for the six months ended 30 June 2023 is based on the profit attributable to the owners of the Company of approximately HK\$24,194,000 (six months ended 30 June 2022: HK\$7,208,000) and on the weighted average number of approximately 19,914,505,000 ordinary shares in issue during the period after deducting the number of shares held by a custodian under the restricted share award scheme.

For the six months ended 30 June 2023 and 2022, diluted earnings per share is equal to the basic earnings per share as the performance-based targets of the share awards does not meet as at period end date.

## 12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2023, the Group acquired property, plant and equipment with total costs of approximately HK\$14,636,000 (six months ended 30 June 2022: HK\$17,249,000).

As at 30 June 2023, certain buildings and right-of-use assets of the Group amounting to approximately HK\$11,399,000 (31 December 2022: HK\$12,143,000) were charged to secure bank borrowings.

# 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

## 10. 股息

本公司截至2023年6月30日止六個月概無派付及宣派股息(截至2022年6月30日止六個月:無)。

## 11. 每股盈利

截至2023年6月30日止六個月之每股基本盈利乃按本公司擁有人應佔期內溢利約24,194,000港元(截至2022年6月30日止六個月:7,208,000港元)及期內已發行普通股加權平均數(經扣除一名託管人根據限制性股份獎勵計劃持有之股份數目)約19,914,505,000股計算得出。

截至2023年及2022年6月30日止六個月,由於於期末日未能達成股份獎勵以績效為基礎之目標,故每股攤薄盈利與每股基本盈利相同。

## 12. 物業、廠房及設備

截至2023年6月30日止六個月,本集團以總成本約14,636,000港元(截至2022年6月30日止六個月:17,249,000港元)收購物業、廠房及設備。

於2023年6月30日,本集團約11,399,000港元(2022年12月31日:12,143,000港元)之若干樓宇及使用權資產已就取得銀行借貸作抵押。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

## 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

### 13. TRADE RECEIVABLES

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

		<b>30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Unaudited) (未經審核)
0-90 days	0至90日	<b>21,240</b>	16,470
91-180 days	91至180日	<b>11,466</b>	9,392
181-270 days	181至270日	<b>4,212</b>	3,931
271-360 days	271至360日	<b>2,948</b>	2,855
Over 360 days	超過360日	<b>35,565</b>	31,345
Trade receivables, gross	應收貿易款項毛額	<b>75,431</b>	63,993
Less: Provision for impairment of trade receivables	減：應收貿易款項減值撥備	<b>(17,036)</b>	(19,775)
Trade receivables, net	應收貿易款項淨額	<b>58,395</b>	44,218

### 14. TRADE PAYABLES

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

		<b>30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Unaudited) (未經審核)
0-90 days	0至90日	<b>27,175</b>	25,483
91-180 days	91至180日	<b>5,652</b>	10,381
181-270 days	181至270日	<b>3,440</b>	2,646
271-360 days	271至360日	<b>4,098</b>	8,472
Over 360 days	超過360日	<b>25,189</b>	17,178
		<b>65,554</b>	64,160

### 13. 應收貿易款項

應收貿易款項於出示發票時到期。應收貿易款項按發票日期作出之賬齡分析如下：

### 14. 應付貿易款項

應付貿易款項按發票日期作出之賬齡分析如下：

# Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

# 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

## 15. SHARE CAPITAL

	30 June 2023 2023年6月30日 (Unaudited) (未經審核)		31 December 2022 2022年12月31日 (Unaudited) (未經審核)	
	No. of shares 股份數目	HK\$'000 千港元	No. of shares 股份數目	HK\$'000 千港元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>			
Ordinary shares	普通股			
At beginning and end of the period/year	於期／年初及期／年末			
	<b>21,720,504,877</b>	<b>240,597</b>	21,720,504,877	240,597

## 15. 股本

## 16. CONTINGENT LIABILITIES

Guarantees given in connection with credit facilities granted to:

	30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)		31 December 2022 2022年 12月31日 HK\$'000 千港元 (Unaudited) (未經審核)	
	An associate	一間聯營公司		23,922
			23,443	

## 16. 或然負債

就下列所獲授信貸融資而作出之擔保：

In February 1993, a Group's associate borrowed a loan of US\$5 million from a Filipino bank namely Banco de Oro Unibank (formerly known as Equitable PCI Bank Inc. and then as Banco de Oro-EPCI Inc.) ("Banco Unibank"). The loan was secured by a guarantee executed by the Company, and by share mortgage of 74,889,892 shares (the "Philippines Shares") of Acesite (Philippines) Hotel Corporation Inc.. Due to the claim made by the Group against Banco Unibank is still pending, the Group is not able to obtain any updated indebtedness information from Banco Unibank. Given the foregoing limitation, it is estimated that the outstanding balance of the total indebtedness owing to Banco Unibank was approximately US\$3,052,000 (equivalent to approximately HK\$23,922,000) (31 December 2022: US\$3,002,000 (equivalent to approximately HK\$23,443,000)) by reference to the unaudited financial statements of the associate as at 30 June 2023.

於1993年2月，本集團聯營公司向菲律賓賓銀行 Banco de Oro Unibank (前稱 Equitable PCI Bank Inc.，其後稱為 Banco de Oro-EPCI Inc.) (「Banco Unibank」) 借取貸款5,000,000美元。本公司就該貸款提供擔保，並以 Acesite (Philippines) Hotel Corporation Inc. 之 74,889,892 股股份 (「菲律賓股份」) 作出之股份押記作抵押。由於本集團對 Banco Unibank 提出之申索仍然待決，本集團無法取得 Banco Unibank 之最新債務資料。鑑於上述限制，參考聯營公司於 2023 年 6 月 30 日之未經審核財務報表，估計結欠 Banco Unibank 債項總額之未償還結餘約為 3,052,000 美元 (相當於約 23,922,000 港元) (2022 年 12 月 31 日：3,002,000 美元 (相當於約 23,443,000 港元))。

# Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

# 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

## 17. RELATED PARTY TRANSACTIONS

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

## 17. 關聯方交易

主要管理層人員之酬金指支付予董事之金額，詳情如下：

		For the six months ended 30 June 截至6月30日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Directors' fees	董事袍金	252	251
Basic salaries, other allowances and benefits in kind	基本薪金、其他津貼及實物利益	296	313
Pension costs — defined contribution plans	退休金成本一定額供款計劃	86	82
Share-based payments expense	以股份支付之開支	878	879
		<b>1,512</b>	1,525

Included in other interest income of HK\$43,698,000 (six months ended 30 June 2022: HK\$43,698,000), amount of HK\$43,698,000 (six months ended 30 June 2022: HK\$43,698,000) was interest income from immediate holding company in which Mr. Yu Pun Hoi has 59.25% (as at 30 June 2022: 59.25%) beneficial interests as at 30 June 2023.

在其他利息收入43,698,000港元(截至2022年6月30日止六個月: 43,698,000港元)中, 43,698,000港元(截至2022年6月30日止六個月: 43,698,000港元)為來自于品海先生於2023年6月30日實益擁有59.25%(於2022年6月30日: 59.25%)權益之直接控股公司之利息收入。

During the six months ended 30 June 2023, the Group had paid rental and management fees of approximately HK\$1,969,000 (six months ended 30 June 2022: HK\$2,435,000) to certain subsidiaries of Nan Hai in which Mr. Yu Pun Hoi has 59.25% (as at 30 June 2022: 59.25%) beneficial interests as at 30 June 2023.

截至2023年6月30日止六個月, 本集團已向于品海先生於2023年6月30日實益擁有59.25%(於2022年6月30日: 59.25%)權益之南海旗下若干附屬公司支付租金及管理費付款約1,969,000港元(截至2022年6月30日止六個月: 2,435,000港元)。

# Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

## 17. RELATED PARTY TRANSACTIONS (Continued)

Included in the revenue of HK\$485,518,000 (six months ended 30 June 2022: HK\$507,552,000), amount of HK\$340,000 (six months ended 30 June 2022: HK\$3,176,000) and HK\$64,000 (six months ended 30 June 2022: HK\$68,000) were enterprise cloud service income from certain subsidiaries of Nan Hai in which Mr. Yu Pun Hoi has 59.25% (as at 30 June 2022: 59.25%) beneficial interests as at 30 June 2023 and companies in which Ms. Liu Rong has 72.47% to 80.00% (as at 30 June 2022: 72.47% to 80.00%) beneficial interests as at 30 June 2023 respectively.

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

## 18. FAIR VALUE MEASUREMENTS

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

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

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

# 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

## 17. 關聯方交易 (續)

在收益485,518,000港元(截至2022年6月30日止六個月: 507,552,000港元)中, 約340,000港元(截至2022年6月30日止六個月: 3,176,000港元)及約64,000港元(截至2022年6月30日止六個月: 68,000港元)分別為來自于品海先生於2023年6月30日實益擁有59.25%(於2022年6月30日: 59.25%)權益之南海旗下若干附屬公司及劉榮女士於2023年6月30日實益擁有72.47%至80.00%(於2022年6月30日: 72.47%至80.00%)權益之公司之企業雲服務收入。

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

## 18. 公允價值計量

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

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

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

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

## 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

### 18. FAIR VALUE MEASUREMENTS (Continued)

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

### 18. 公允價值計量 (續)

於簡明綜合財務狀況報表按公允價值計量之金融資產乃劃分為以下公允價值架構：

		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>As at 30 June 2023 (Unaudited)</b>	<b>於2023年6月30日 (未經審核)</b>				
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益之金融資產				
— Club debenture	— 會所債券	—	324	—	324
Financial assets measured at fair value	按公允價值計量之金融資產				
— Note	— 票據	—	—	59,561	59,561
		—	324	59,561	59,885
<b>As at 31 December 2022 (Unaudited)</b>	<b>於2022年12月31日 (未經審核)</b>				
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益之金融資產				
— Club debenture	— 會所債券	—	324	—	324
Financial assets measured at fair value	按公允價值計量之金融資產				
— Note	— 票據	—	—	58,065	58,065
		—	324	58,065	58,389

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

For the six months ended 30 June 2023

### 18. FAIR VALUE MEASUREMENTS (Continued)

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

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

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

## 簡明綜合中期財務報表附註 (續)

截至2023年6月30日止六個月

### 18. 公允價值計量 (續)

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

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

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



## Management Discussion and Analysis

### BUSINESS REVIEW

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

During the reporting period, revenue of the Group was approximately HK\$485.5 million (six months ended 30 June 2022: HK\$507.6 million), and profit for the period was approximately HK\$24.2 million (six months ended 30 June 2022: approximately HK\$7.2 million). The profit is mainly due to the fact that the Group (1) promoted the reduction of product costs through improving production efficiency and enhancing the capability of supporting products; and (2) continued to take various measures to curb the management and administrative expenses.

By virtue of the comprehensive digital marketing, total solutions for digital business and cloud computing infrastructure services offered to corporate clients in China, the Group has been chosen by over 3.5 million customers to support their digitalization efforts in its 24 years of operation. The Group has not only provided standardized enterprise service tools to clients through Software as a Service (“SaaS”) services, but also established flexible and scalable product capabilities for the specific needs of enterprises, and collaborated with strategic partners to establish a service ecosystem covering the entire industry chain. We possess a multi-dimensional business system involving almost all industries and all channels. We have also established a nationwide localized service network, so as to effectively address the problems of “the last kilometer” from SaaS software to corporate clients.

With the arrival of the post-pandemic era, more and more enterprises are facing the stage of returning to normal business and storing energy before acceleration. Business digitalization is no longer an alternative but a must-have option, especially in the area of digital marketing for B2B enterprises where the trend has become increasingly apparent. During this transformation process, enterprises will pay more attention to effective products and services. Therefore, on the basis of the “global portal” for domestic and foreign trade integrated products in 2022, CE Dongli has launched the 2023 professional version of “global portal” for foreign trade and the professional version for marketing to meet the increasing business needs of customers.

## 管理層討論與分析

### 業務回顧

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

報告期內，本集團之收益約為4.855億港元(截至2022年6月30日止六個月：5.076億港元)。期內溢利約為0.242億港元(截至2022年6月30日止六個月：約0.072億港元)。溢利主要由於本集團(1)通過生產提效和中台產品能力提升，推動產品成本持續下降；及(2)持續採取多種措施壓縮管理及行政開支。

本集團向中國企業客戶提供全方位的數字營銷、數字商務整體解決方案及雲計算基礎設施服務。在二十四年的經營過程中，已經有超過350萬客戶選擇我們支持其推動數字化經營。本集團既通過SaaS(軟件即服務)面向廣大客戶提供標準化企業服務工具，針對企業的個性化需求建立了靈活的可延展產品能力，也同戰略合作夥伴一起建立了覆蓋全產業鏈條的服務生態。我們不僅擁有涉及近乎全行業、全渠道的立體商務體系，更建立了覆蓋全國的本地化服務運營網絡，有效解決了SaaS軟件到企業客戶的「最後一公里」的問題。

伴隨著後疫情時代的到來，越來越多的企業都在面臨業務回歸正常，並加速前的蓄能階段。而企業數字化不再是可選項，而是必選項，尤其在B2B企業的數字營銷領域，這種趨勢愈發明顯。我們也會發現，企業在轉型的過程中，會更注重能夠帶來效果的產品和服務，為此，中企動力在2022年內外貿一體化產品「全球門戶」的基礎上，推出了「全球門戶」2023外貿專業版和營銷專業版，以應對客戶日益增長的業務需求。

\* For identification purposes only

## Management Discussion and Analysis

(Continued)

### BUSINESS REVIEW (Continued)

In the field of e-commerce, under the guidance of the OMO (Online Merge Offline) strategy, we made further product segmentation within the Group. In addition to the existing e-commerce products and services for consumer goods, the Group has also expanded e-commerce products and services for local life and the multi-trillion-dollar government procurement market, striving to grow diversified products on the increasingly solid product base.

### Enterprise cloud services

During the reporting period, the revenue of the business segment of enterprise cloud services was approximately HK\$417.2 million (six months ended 30 June 2022: approximately HK\$471.8 million). Loss before income tax was approximately HK\$14.9 million (six months ended 30 June 2022: approximately HK\$17.2 million). The reduction of loss is mainly due to the decrease in the aforementioned product costs and management and administrative expenses.

### CE Dongli

CE Dongli is a company with over twenty-four years of service experience and is committed to providing digital operation solutions for enterprises in the PRC. In order to meet the digital management needs of Chinese enterprises, CE Dongli has developed a SaaS product system which is suitable for customers with different scales, including high-end customized, global portal, self-service station and other digital marketing products, building a corporate service ecosystem to attract various leading industry partners. In addition, CE Dongli has built an extensive business and localized service network to ensure that customers can obtain the best digital marketing services.

The digital marketing products of CE Dongli have adopted advanced technology and are able to meet the different needs from large and medium-sized customers to small, micro customers. These digital marketing products have formed a complete product series to meet the differentiated needs of customers with different scales. In addition, in the field of digital commerce, CE Dongli has provided professional SaaS services for over ten thousand corporate customers, expanding from the original field of consumer goods to the field of government procurement e-commerce.

In summary, CE Dongli has strong capabilities in digital marketing and digital commerce. Through advanced technology and high-quality services, CE Dongli is able to not only meet the needs of customers, but also create more commercial value for customers. CE Dongli will continue to focus on the development of digital marketing and digital commerce to provide customers with good services and more business opportunities.

## 管理層討論與分析 (續)

### 業務回顧 (續)

在電子商務領域，中國數碼在OMO (Online Merge Offline線上線下融合) 戰略指引下，在集團內部進行了進一步的產品細分，除了既有的服務消費品的電商產品和服務之外，也拓展了面向本地生活和面向數萬億規模政府採購市場的電商產品及服務，力求在日益堅實的產品底座上，生長出多樣化的產品。

### 企業雲服務

報告期內，企業雲服務業務分部的收益約為4.172億港元(截至2022年6月30日止六個月：約4.718億港元)。所得稅前虧損約為0.149億港元(截至2022年6月30日至六個月：約0.172億港元)。虧損減少主要由於前述產品成本及管理、行政開支下降。

### 中企動力

中企動力是一家擁有超過二十四年服務經驗的公司，致力於為中國企業提供數字化經營解決方案。為了滿足廣大中國企業的數字化管理需求，中企動力研發了一套適用於不同規模客戶的SaaS產品體系，包括高端定製、全球門戶、自助建站等數字營銷產品，並搭建了企業服務生態吸引了眾多行業頭部合作夥伴入駐。此外，中企動力還構建了龐大的商務和本地化服務網絡，以確保客戶能夠獲得最佳的數字營銷服務。

中企動力的數字營銷產品採用了先進的技術，能夠滿足大中型客戶和小微客戶的不同需求。這些數字營銷產品已經形成了完整的產品序列，可以滿足不同規模客戶的差異化需求。此外，在數字商務領域，中企動力已為上萬家企業客戶提供專業的SaaS服務，並從原有的消費品領域拓展到了政府採購電商領域。

總括而言，中企動力在數字營銷和數字商務領域具有強大的實力。通過先進的技術和優質的服務，中企動力不僅能夠滿足客戶的需求，還能夠為客戶創造更多的商業價值，並將繼續致力於數字營銷和數字商務領域的發展，為客戶提供良好的服務和更多的商業機會。

## Management Discussion and Analysis

(Continued)

### BUSINESS REVIEW (Continued)

#### Enterprise cloud services (Continued)

##### CE Dongli (Continued)

In terms of new product development, CE Dongli's 2023 global portal marketing professional edition has established more powerful automatic website marketing capabilities in combination of the currently most updated AI technology, achieving a leap forward in the process of digital marketing automation and satisfying customers' needs for more efficient and accurate automated marketing capabilities for customers with insufficient operational capabilities and limited marketing investment, in addition to the upgrades for our original capabilities of "automated recording, automated optimization, automated update, automated dialogue, automated identification and automated adaptation" and also the new capabilities such as "regional subsites for automated generation, automated content generation and automated generation of aggregation pages".

The 2023 global portal foreign trade professional edition has achieved industry-leading performance scoring high in the Google search engine through CE Dongli's innovation on technology and constant research and development investment. In addition, the loading speed of our clients' websites is more than two-fold of the top companies in the industry, providing faster browsing experience to our customers, which not only supports 42 languages but also covers 10 ASEAN countries, 27 EU countries, and 15 RCEP (Regional Comprehensive Economic Partnership) countries, providing our customers with a broader platform for their business expansion in global markets. Besides, the application of advanced technology such as large overseas clusters, trans-oceanic lines, static separation technology, and high-proof CDN (Content Distribution Network) ensure easier maintenance and more stable operation of our clients' websites, and achieve e-commerce level anti-attack capability. In other words, CE Dongli's 2023 global portal foreign trade professional edition is a professional product designed for enterprises to expand their business in global markets. It not only demonstrates the strength of technology, but also helps enterprises realize more commercial value. Moreover, the foreign trade professional edition has also inherited the three major automation capabilities from the marketing professional edition, achieving simultaneous optimization of both domestic and foreign trade in terms of automated marketing.

## 管理層討論與分析 (續)

### 業務回顧 (續)

#### 企業雲服務 (續)

##### 中企動力 (續)

在新產品的研發方面，中企動力的全球門戶2023營銷專業版結合當前最新的AI技術，建立了更為強大的網站自動化營銷能力，在數字營銷自動化的進程上實現了躍進式發展，除了升級原有的六大能力「自動收錄、自動優化、自動更新、自動對話、自動識別和自動繼承」之外，還新增了「自動生成地區分站、自動生成內容、自動生成聚合頁」等能力，滿足了客戶在自身運營能力不足和營銷投入有限的情況下，更為高效和精準的實現自動化營銷的能力。

通過中企動力在技術領域的創新和持續的研發投入，全球門戶2023外貿專業版在谷歌搜索引擎評分行業中得分領先，展現出行業前沿的成績。此外，客戶網站訪問速度是行業頭部公司產品的兩倍以上，為客戶提供更快捷的瀏覽體驗。而該產品不僅支持42種語言，還廣泛覆蓋東盟10國、歐盟27國以及RCEP（區域全面經濟夥伴關係協定）15個國家，為客戶在全球市場拓展業務提供了更廣闊的平台。除此之外，海外大集群、跨洋專線、動靜分離靜態化技術、高防CDN（內容分發網絡）等高端技術的應用，使得客戶網站的維護更方便，運營更穩定，並且實現了電商級的抗攻擊能力。可以說，中企動力的全球門戶2023外貿專業版是一款為企業在全球市場拓展業務而設計的專業產品，它不僅展現出了技術上的強大，還能夠幫助企業實現更多的商業價值。除此之外，外貿專業版也繼承了營銷專業版的三大自動化能力，在自動化營銷上實現了內外貿的同步優化。

## Management Discussion and Analysis

(Continued)

### BUSINESS REVIEW (Continued)

#### Enterprise cloud services (Continued)

##### Xinnet

During the reporting period, Xinnet continued to serve domestic medium, small and micro-sized enterprises through online, direct sales and a nationwide agent channel system. Apart from business such as domain name management, mailbox and basic online services offered to our members and agents, through years of professionalism, the domain name business of various key customers, including Tencent, JD, Huawei and Sina, has been gradually integrated into Xinnet ecosystem co-operation. Meanwhile, Xinnet assists SME partners in cities across the country in providing local solutions for digital transformation to an increasing number of enterprises. In addition to business such as domain name management, public cloud IaaS (Infrastructure as a Service) and mailbox, Xinnet has been striving hard on the website development business and has upgraded the entire website construction system prompting its horizontal development with brand new versions to meet SME's demand in more aspects. It has also continued to expand the enterprise market in the area of corporate application services. Having a rich product lines in respect of public cloud products, including Redis, RabbitMQ, Web application Firewall, cloud security center etc, to meet the needs of users for PaaS (Platform as a Service) products.

#### Digital business and information technology services

##### Oristar

During the reporting period, the digital business and information technology services business segment recorded revenue of approximately HK\$68.3 million (for the six months ended 30 June 2022: approximately HK\$35.7 million) and loss before income tax of approximately HK\$13.7 million (for the six months ended 30 June 2022: approximately HK\$28.1 million).

In the first half of 2023, the global cinema market gradually recovered after being hit by the novel coronavirus pandemic (the "Pandemic"). According to statistics, global cinema box office income has returned to around 60% of pre pandemic levels. Meanwhile, with the advancement of vaccination and the gradual relaxation of restrictive measures, the audience's confidence in watching movies in the cinema has gradually recovered. Such trend is particularly evident in China market that box office income has generally returned to around 80% of pre pandemic levels. Cinema ticketing software companies will benefit significantly from the recovery of the cinema market. On the one hand, the reopening of cinemas and the return of audience to the cinema represent more sales opportunities and market share for Oristar. On the other hand, with the recovery of the cinema market, the competitive pressure in the industry will also increase, in which Oristar is required to strengthen its own competitiveness and strategic planning to maintain a leading position.

## 管理層討論與分析 (續)

### 業務回顧 (續)

#### 企業雲服務 (續)

##### 新網

報告期內，新網繼續通過在線、直銷和遍佈全國的代理商渠道體系，服務於全國的中小微企業。除為會員及代理提供的域名管理、郵箱和基本的在線服務等業務外，通過多年的專業化，與騰訊、京東、華為、新浪等優質客戶形成了生態合作。同時，新網在全國各城市賦能中小合作夥伴，為更多企業的數字化轉型提供本地化解決方案。除域名託管、公有雲IaaS（基礎設施即服務）、郵箱等業務外，新網大力深耕網站建設業務，對整個網站建設系統進行全面升級和橫向擴展，推出了多個全新版本，更多維度的滿足了中小企業的需求。企業應用服務領域也繼續開拓企業市場。在公有雲產品方面擁有豐富產品線，包括Redis、RabbitMQ、Web應用防火牆、雲安全中心等產品，滿足用戶對PaaS（平台即服務）層產品的需求。

#### 數字商業及信息技術服務

##### 辰星科技

報告期內，數字商業及信息技術服務業務分部的收益約為0.683億港元（截至2022年6月30日止六個月：約0.357億港元），所得稅前虧損約為0.137億港元（截至2022年6月30日止六個月：約0.281億港元）。

2023年上半年，全球電影市場在經歷了新冠疫情（「疫情」）的重創後逐漸復蘇。據統計，全球電影票房收入已恢復至疫情前水平的60%左右。同時，隨著疫苗接種的推進和限制措施的逐漸放鬆，觀眾對電影院的信心也逐漸恢復。這一趨勢在中國市場尤為明顯，票房收入已經基本恢復到疫情前水平的80%左右。電影市場的復蘇對於影院票務軟件公司來說是一個重大的利好消息。一方面，電影院重新開放，觀眾重新回到電影院觀影，對於辰星科技來說意味著更多的銷售機會和市場份額；另一方面，隨著電影市場的復蘇，行業內競爭壓力也會重新加大，需要辰星科技加強自身競爭力和戰略規劃以保持領先地位。

## Management Discussion and Analysis

(Continued)

### BUSINESS REVIEW (Continued)

#### Digital business and information technology services (Continued)

##### Oristar (Continued)

In the first half of 2023, Oristar adopted multiple strategic measures to address the opportunities and challenges brought by the recovery of the cinema market. Firstly, it has strengthened its cooperation with large and medium-sized cinema management groups to promote key customer services, while promoting the sales of high box office individual cinemas to enhance market share of overall box office. Secondly, the products and services have been optimised, with a focus on improving user experience and convenience and service satisfaction in order to attract more small and medium-sized cinema customers. In addition, it has pushed forward the sales and promotion of newly launched self-operated e-commerce products. The implementation of these strategic measures has brought positive results. In the first half of 2023, the number of customers of Oristar's ticket system products increased by nearly 15%, the market share of overall box office increased by 17%, and the number of customers of self operated e-commerce products doubled, achieving 65% of the annual target. In terms of products, Oristar optimised related functions of the overall customer experience and reduced customer feedback by 12%, thus improving the user experience effectively. In terms of market expansion, it obtained two new large and medium-sized cinema management customers, which increased its market share in the leading customer market.

### PROSPECTS

In recent years, enterprises in China have been undergoing a process of digital transformation, and the Pandemic will accelerate this process significantly. As a result of the Pandemic, there are continuous and significant changes in the lifestyle and consumption habits of consumers, while a large number of enterprises are still suffering from capacity deficiencies under this rapid transformation demand. Those who can outperform this long-term competition will be the enterprises with long-term digital strategy and investment and practical implementation. With 24 years of long-term accumulation and growth with customers, the Group has continued to be sensitive to the rhythm and trend of this process, and has reflected it in our products and services. Only by being rooted in the digitalization, which need to be cultivated over a long period of time for enterprise service market, can be long-lasting. The co-evolution of the Group and the market is also being evidenced by the business improvement of numerous clients. We are committed to supporting our clients' business growth.

## 管理層討論與分析 (續)

### 業務回顧 (續)

#### 數字商業及信息技術服務 (續)

##### 辰星科技 (續)

2023年上半年，辰星科技採取了多項戰略措施以應對電影市場復蘇帶來的機遇和挑戰。首先，加強了與中大型影管集團的合作推動關鍵客戶的服務，同時面向高票房單體影院進行重點銷售，提升整體票房市場佔有率。其次，優化了產品和服務，重點提升用戶體驗便利性和服務滿意度，吸引更多的中小影院客戶。此外，對於新推出的自營電商產品進行了重點銷售和推廣。這些戰略措施的實施帶來了積極的效果。2023年上半年，辰星科技的票務系統產品客戶數量增長近15%，總體票房佔有率增長17%，自營電商產品客戶數實現的翻倍增長，完成年度目標的65%。產品方面，優化了整體客戶體驗相關的功能，降低客戶反饋12%，有效提升了用戶體驗。市場拓展方面，新開拓了兩個大中小型影管客戶，加大了在頭部客戶市場的份額。

### 展望

近幾年，中國企業在持續經歷數字化轉型進程，而疫情將極大加速這一進程。由於爆發疫情，我們已經看到了消費者的生活和消費習慣持續、深刻的變化，同時我們也看到了仍然還有大量企業在這種快速的轉型需求下苦於能力不足，能夠跑贏這場長期競賽的，將是具有長遠數字化戰略和投入並切實付諸實施的企業。而本集團在24年的長期積累和伴隨客戶成長的過程中，持續靈敏把握這一進程的節奏與動向，將其顯像化於我們的產品及服務中。企業服務市場的數字化進程都是需要長期深耕的，只有植根於此才能歷久彌新，本集團與市場的共同進化，也正在被無數客戶的經營提升所印證。我們矢志不渝支持客戶的基業長青。

## Management Discussion and Analysis

## 管理層討論與分析 (續)

(Continued)

### FINANCIAL RESOURCES AND LIQUIDITY

The Group continued to adopt prudent funding and treasury policies. As at 30 June 2023, net assets attributable to the owners of the Company amounted to approximately HK\$1,503.8 million (31 December 2022: approximately HK\$1,481.7 million), including cash and cash equivalents of approximately HK\$62.9 million (31 December 2022: approximately HK\$65.7 million) which were mainly denominated in Renminbi, Hong Kong dollars and United States dollars. As at 30 June 2023, the Group had bank borrowings bearing interest at fixed rates of approximately HK\$111.3 million (31 December 2022: approximately HK\$118.8 million). The Group has not entered into any interest rate hedge during the reporting period.

As at 30 June 2023, the Group's gearing ratio, which is calculated as net debt (which is calculated as the bank borrowings, secured less cash and cash equivalents) divided by the total equity plus net debt, was 3.1% (31 December 2022: 3.5%).

As at 30 June 2023, the Group had no capital commitment (31 December 2022: no capital commitment).

As at 30 June 2023, the Group's contingent liabilities were approximately HK\$23.9 million in connection with the guarantees given to secure credit facilities granted to an associate (31 December 2022: approximately HK\$23.4 million).

As at 30 June 2023, certain interests in property, plant and equipment amounting to approximately HK\$11.4 million were pledged to secure the bank borrowings (31 December 2022: approximately HK\$12.1 million).

### 財務資源及流動資金

本集團繼續採取審慎之資金及財務政策。於2023年6月30日，本公司擁有人應佔資產淨值約為15.038億港元（2022年12月31日：約14.817億港元），包括現金及等同現金項目約為0.629億港元（2022年12月31日：約0.657億港元），主要以人民幣、港元及美元為單位。於2023年6月30日，按固定利率計息之本集團銀行借貸約為1.113億港元（2022年12月31日：約1.188億港元）。於報告期間，本集團並無訂立任何利率對沖。

於2023年6月30日，本集團之資本負債比率（按負債淨額（即有抵押銀行借貸減現金及等同現金項目）除以權益總額加負債淨額計算）為3.1%（2022年12月31日：3.5%）。

於2023年6月30日，本集團並無資本承擔（2022年12月31日：無）。

於2023年6月30日，本集團之或然負債約為0.239億港元（2022年12月31日：約0.234億港元），乃就一間聯營公司獲授信貸融資提供之擔保所致。

於2023年6月30日，銀行借貸乃以約0.114億港元之若干物業、廠房及設備權益作抵押（2022年12月31日：約0.121億港元）。

## Management Discussion and Analysis

## 管理層討論與分析 (續)

(Continued)

### EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

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

### EMPLOYEE AND REMUNERATION POLICY

The Group employs and remunerates its employees based on their qualifications, experience and performance. In addition to basic salary payments, other benefits include housing, contributions to mandatory provident fund, group medical insurance, group personal accident insurance and examination leave, etc. Employees are eligible to be granted restricted shares (as the case may be) under the Company's restricted share award scheme at the discretion of the Board. In general, salary review is conducted annually. As at 30 June 2023, the Group had approximately 5,027 employees (30 June 2022: 4,351 employees). The total salaries of and allowances for employees for the six months ended 30 June 2023 were approximately HK\$316.3 million (for the six months ended 30 June 2022: approximately HK\$363.6 million). The Group focuses on providing skill and quality training for various levels of staff, and provides on-the-job capability training to its staff; in respect of staff quality, corresponding training on personal work attitude and work habits is also provided.

### 匯率波動風險

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

### 僱員及薪酬政策

本集團員工的聘用及薪酬均以員工之學歷、經驗和工作表現為基礎。除基本薪金外，其他福利包括住房、強制性公積金供款、團體醫療保險、團體個人意外保險及考試休假等。員工可根據本公司限制性股份獎勵計劃並按本公司董事會之酌情決定獲授限制性股份(視情況而定)。一般而言，每年均會進行薪金檢討。於2023年6月30日，本集團約有5,027名員工(2022年6月30日：4,351名員工)。截至2023年6月30日止六個月，員工之薪金及津貼共約為3.163億港元(截至2022年6月30日止六個月：約3.636億港元)。本集團注重對不同崗位員工技能和素質的培訓，對員工進行崗位能力的培訓；在員工素質方面，對個人工作態度及工作習慣等方面也進行相應的培訓。

## Directors' Interests and Short Positions in Shares and Underlying Shares

As at 30 June 2023, the interests and short positions of the directors and chief executive of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

### THE COMPANY

Long position in shares in issue

## 董事於股份及相關股份之權益及淡倉

於2023年6月30日，本公司董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有須記錄於根據證券及期貨條例第352條存置之登記冊中或已根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)以其他方式知會本公司及香港聯交所之權益及淡倉如下：

### 本公司

於已發行股份之好倉

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

Notes:

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

附註：

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



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

## 董事於股份及相關股份之權益及淡倉 (續)

### ASSOCIATED CORPORATIONS

As disclosed above, Mr. Yu is entitled to control the exercise of more than one-third of the voting power at general meetings of Nan Hai. As such, Mr. Yu is taken to be interested in the shares of the associated corporations of the Company within the meaning of Part XV of the SFO. Nan Hai is a company whose shares are listed on the Hong Kong Stock Exchange, and is an associated corporation of the Company within the meaning of Part XV of the SFO. As at 30 June 2023, the interests of the directors of the Company in shares and underlying shares of Nan Hai were as follows:

#### Nan Hai

Long and short positions in shares in issue

### 相聯法團

如上述所披露，于先生擁有於南海之股東大會上可控制行使超過三分之一之投票權。因此，根據證券及期貨條例第XV部，于先生被視為擁有本公司相聯法團股份之權益。南海股份於香港聯交所上市，根據證券及期貨條例第XV部，亦被視為本公司之相聯法團。於2023年6月30日，本公司董事於南海擁有之股份及相關股份之權益如下：

#### 南海

於已發行股份之好倉及淡倉

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 所持股份數目	Approximate percentage holding 持股概約百分比	Notes 附註
Mr. Yu 于先生	Corporate interest 公司權益	40,673,177,261 (L)	59.25%	1
		34,649,704,300 (S)	50.48%	2
Chen Ming Fei 陳鳴飛	Family interest 家族權益	2,800,000 (L)	0.004%	
Fung Wing Lap 馮榮立	Personal interest 個人權益	15,756 (L)	0.00002%	
Cheng Chih-Hung 鄭志宏	Personal interest 個人權益	6,800,000 (L)	0.01%	

Notes:

- These 40,673,177,261 shares were collectively held by Rosewood Assets Ltd., Pippen Limited, Staverley Assets Limited, First Best Assets Limited and Unicorn Assets Group Limited, companies indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- These 34,649,704,300 shares were charged by Pippen Limited, Rosewood Assets Ltd., First Best Assets Limited, Staverley Assets Limited and Unicorn Assets Group Limited, such companies are indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- (L) denotes long position and (S) denotes short position.

附註：

- 該等40,673,177,261股股份分別由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Rosewood Assets Ltd.、Pippen Limited、Staverley Assets Limited、First Best Assets Limited及Unicorn Assets Group Limited合共持有。
- 該等34,649,704,300股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Pippen Limited、Rosewood Assets Ltd.、First Best Assets Limited、Staverley Assets Limited及Unicorn Assets Group Limited抵押。
- (L)指好倉，而(S)指淡倉。

Save as disclosed above, as at 30 June 2023, none of the directors nor chief executive of the Company had any interests or short positions in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules.

除上文所披露者外，於2023年6月30日，本公司董事及最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有須記錄於根據證券及期貨條例第352條存置之登記冊中，或已根據上市規則附錄10所載的標準守則以其他方式知會本公司及香港聯交所之權益或淡倉。

## Share Option Scheme

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

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

## Employee Benefits

### A. RESTRICTED SHARE AWARD SCHEME

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

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

As at 30 June 2023, the Company has granted a total of 1,806 million restricted shares to selected participants under the Restricted Share Award Scheme by way of issue and allotment of new shares, and such grant was approved by the independent shareholders of the Company at the general meeting on 19 December 2018. These restricted shares are held by the custodian on behalf of the selected participants. As at 30 June 2023, no restricted shares were vested under the Restricted Share Award Scheme.

## 購股權計劃

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

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

## 僱員福利

### A. 限制性股份獎勵計劃

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

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

於2023年6月30日，本公司根據限制性股份獎勵計劃通過發行及配發新股份向獲選參與者授出合共18.06億股限制性股份，該等授出於2018年12月19日經本公司獨立股東於股東大會批准。該等限制性股份由託管人代獲選參與者持有。於2023年6月30日，概無限制性股份根據限制性股份獎勵計劃歸屬。

## Employee Benefits (Continued)

### B. OTHER EMPLOYEE BENEFITS

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

As at 31 December 2022, a total of 15,996,402 units of the Bonus Reward were granted to the CE Senior Management and 8,133,560 units of which were exercised. The Group bought back all the CE interests from the CE Senior Management on 5 December 2022.

## 僱員福利 (續)

### B. 其他僱員福利

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

於2022年12月31日，已向中企高級管理人員授出合共15,996,402個花紅獎勵單位，其中8,133,560個花紅獎勵單位已行使。本集團已於2022年12月5日向中企高級管理人員購回所有中企權益。

## Substantial Shareholders' Interests and Short Positions

## 主要股東之權益及淡倉

As at 30 June 2023, those persons (other than directors and chief executive of the Company) who had interests or short positions in shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

於2023年6月30日，根據本公司按照證券及期貨條例第336條存置之登記冊所記錄，以下人士（本公司董事及最高行政人員除外）於本公司之股份或相關股份中擁有權益或淡倉：

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

Notes:

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

附註：

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

Save as disclosed above, as at 30 June 2023, no person (other than directors and chief executive of the Company) had notified to the Company any interests or short positions in shares or underlying shares of the Company which was required to be recorded in the register kept by the Company under Section 336 of the SFO.

除上文所披露者外，於2023年6月30日，概無人士（本公司董事及最高行政人員除外）知會本公司，其於本公司之股份或相關股份中擁有須記錄於本公司按照證券及期貨條例第336條存置之登記冊之權益或淡倉。

## Purchase, Sale or Redemption of Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of its listed securities during the six months ended 30 June 2023.

## Interim Dividend

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2023 (for the six months ended 30 June 2022: Nil).

## Compliance with Corporate Governance Code

In the opinion of the Board, the Company has complied with the applicable principles and code provisions set out in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2023 except for the deviation as stated below:

Reference is made to the announcement of the Company dated 30 June 2023, the annual general meetings in respect of the year ended 31 December 2021 and 31 December 2022 of the Company have been postponed as a result of the delay of publication of the 2021 and 2022 audited annual results and despatch of the 2021 and 2022 annual reports. Accordingly, the Company is unable to comply with the applicable principles and code provisions set out in the CG code.

### DEVIATION FROM C.1.8 OF THE CG CODE

Under code provision of C.1.8 of the CG Code, the Company should arrange appropriate insurance cover in respect of legal action against the Directors. Currently, the Company does not have insurance cover for legal action against its Directors. The Board is considering to seek suitable insurance cover in this regard.

## 購買、出售或贖回上市證券

本公司或其任何附屬公司於截至2023年6月30日止六個月內概無購買、出售或贖回其任何上市證券。

## 中期股息

董事會並不建議派發截至2023年6月30日止六個月之中期股息（截至2022年6月30日止六個月：無）。

## 遵守企業管治守則

董事會認為，本公司於截至2023年6月30日止六個月一直遵守適用原則及上市規則附錄14所載之企業管治守則所載守則條文，惟下列所述偏差除外：

茲提述本公司日期為2023年6月30日的公告，由於延遲刊發2021年及2022年經審核年度業績及2021年及2022年年報，本公司已延後召開截至2021年12月31日止年度及截至2022年12月31日止年度之股東周年大會。因此，本公司無法遵守相關之企業管治守則所載適用原則及守則條文。

### 偏離企業管治守則第 C.1.8 條

根據企業管治守則的守則條文第C.1.8條規定，本公司應就針對董事的法律訴訟安排適當保險。目前，本公司並無就針對其董事之法律訴訟投保。董事會正考慮就此尋求作適當投保。

## Disclosure Pursuant to Rule 13.20 of the Listing Rules

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

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

As at 30 June 2023, the outstanding principal and the accrued interests are approximately HK\$758,996,000 and HK\$121,605,000 respectively. The above-mentioned loan is subject to an interest rate of 8% per annum accrued daily during the extension period based on a 365-day year and shall be paid in arrears when the outstanding principal shall be repaid or prepaid. The default interest rate is 10% per annum on the default amount accrued daily based on a 365-day year.

## 根據上市規則第 13.20 條作出之披露

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

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

於2023年6月30日，未償還本金及累計利息分別約為758,996,000港元及121,605,000港元。上述貸款按年利率8厘計息，於經延長期限內以一年365日作基準按日累計，並須於償還或預付未償還本金時於期後支付。拖欠款額按違約年利率10厘計算，以一年365日作基準按日累計。

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

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

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

As at 30 June 2023, the outstanding principal and the accrued interests are approximately HK\$342,506,000 and HK\$55,552,000 respectively. The Digital Huigu Loan is subject to an interest rate of 8% per annum accrued daily based on a 365-day year and shall be paid in arrears when the outstanding principal (or the relevant part thereof) shall be repaid/prepaid. The default interest rate is 10% per annum on the default amount accrued daily based on a 365-day year.

## Changes in Membership of the Board and the Director's Information

There was no change in membership of the Board and the information of the directors of the Company since the date of the Company's 2022 interim report.

## 根據上市規則第 13.20 條作出之披露 (續)

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

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

於2023年6月30日，未償還本金及累計利息分別約為342,506,000港元及55,552,000港元。數碼慧谷貸款按年利率8厘計息，以一年365日作基準按日累計，並須於償還/預付未償還本金（或其相關部分）時於期後支付。拖欠款額按違約年利率10厘計息，以一年365日作基準按日累計。

## 董事會成員及董事資料變動

自本公司2022年中期報告日期以來，本公司概無董事會成員及董事資料變動。

## Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. Specific enquiries have been made to all the directors and the directors have confirmed that they have complied with the Model Code as set out in Appendix 10 to the Listing Rules throughout the six months ended 30 June 2023.

## Audit Committee

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

## Further Delay in Publication of the 2021 and 2022 Audited Annual Results and 2021 and 2022 Annual Reports

Reference is made to the announcement of the Company dated 30 June 2023 in relation to quarterly update on suspension of trading, the Company was unable to publish the 2021 and 2022 audited annual results and despatch its 2021 and 2022 annual reports. The auditing process of the annual results of the Group for the year ended 31 December 2021 has not been completed and the auditing process of the annual results for the year ended 31 December 2022 has not yet commenced.

The Company has been informed that since the auditor of Nan Hai (together with its subsidiaries, the “Nan Hai Group”) proposed that it would carry out second-stage investigation on the matter covered by the internal control investigation report and the internal control investigation of the Nan Hai Group should also cover events up to 31 December 2022. Nan Hai is still dealing with issues regarding the scope of work and expected time required for such work with its auditor and the internal control investigation consultant. At the same time, the parties have not yet reached an agreement on the schedule of payment and the relevant work has not been completed. The Company is unable to control their work progress and can only continue to postpone the publication of the audited annual results and apply for postponement of the annual general meeting, while the preparation of the Company’s own financial reports has been proceeding in an orderly manner.

## 證券交易標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）。本公司已向所有董事作出特別查詢，董事們確認，彼等於截至2023年6月30日止六個月內一直遵守上市規則附錄10所載之標準守則。

## 審核委員會

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

## 進一步延遲刊發2021及2022年經審核年度業績及2021年及2022年年報

茲提述本公司日期為2023年6月30日之公告，內容有關暫停買賣之季度更新，本公司未能刊發2021年及2022年經審核年度業績及未能寄發2021及2022年年報。本集團截至2021年12月31日止年度全年業績尚未完成審核程序，而截至2022年12月31日止年度全年業績尚未開始進行審核程序。

本公司得悉，由於南海（連同其附屬公司，統稱「南海集團」）之核數師要求對內控調查報告進行第二階段調查，並要求把內控調查報告及南海集團的內控調查涵蓋截至2022年12月31日之事件，南海與其核數師及內控調查顧問就上述工作範圍及預期工作時間的問題仍在商討及處理中，同時，各方對付費時間尚未達成一致，暫未完成相關工作。本公司無法控制其工作進度而只能繼續延遲刊發經審核年度業績及申請延遲召開股東周年大會，而本公司本身的財務報告編製工作一直有序進行。



## Further Delay in Publication of the 2021 and 2022 Audited Annual Results and 2021 and 2022 Annual Reports

(Continued)

In the unaudited consolidated financial statements of the Company for the period ended 30 June 2023, the loans to immediate holding company stated in the consolidated statement of financial position amounted to approximately HK\$1,278.7 million (31 December 2022: approximately HK\$1,235.0 million) (approximately 52.3% (31 December 2022: 50.3%) of total assets). Such information, amongst other matters, is subject to uncertainties and the auditing process of the auditor of the Company.

The financial information as set out in this interim results announcement will be subject to finalization and necessary adjustments as may be required following the finalization of the annual results of the Group for the year ended 31 December 2021 and 31 December 2022.

## Continued Suspension of Trading

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

By order of the Board

**Sino-i Technology Limited**

**Liu Rong**

*Chairlady*

Hong Kong, 25 August 2023

## 進一步延遲刊發 2021 及 2022 年經審核年度業績及 2021 年及 2022 年年報 (續)

在本公司截至 2023 年 6 月 30 日止期間的未經審核綜合財務報表中，綜合財務狀況表所述對直接控股公司的貸款約為 12.787 億港元 (2022 年 12 月 31 日：約 12.350 億港元) (約為資產總值的 52.3% (2022 年 12 月 31 日：50.3%))，有關資料受 (其中包括) 不確定因素及本公司核數師的審核程序所影響。

本中期業績公告所載財務資料將有待落實，並可能需要按本集團截至 2021 年和 2022 年 12 月 31 日止年度的年度業績最終落實後作出必要調整。

## 繼續暫停買賣

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

承董事會命

**中國數碼信息有限公司**

**主席**

**劉榮**

香港，2023 年 8 月 25 日



SINO-I TECHNOLOGY LIMITED  
Stock Code 股份代號: 250  
[www.sino-i.com](http://www.sino-i.com)