



**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 股份代碼 : 250**



**2020**

Interim Report 中期報告

## CORPORATE INFORMATION

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

### Directors

#### Executive Directors

Ms. Liu Rong (*Chairlady*)  
Mr. Yu Pun Hoi  
Mr. Chen Ming Fei (*Chief Executive Officer*)

#### Non-executive Directors

Mr. Lam Bing Kwan  
Mr. Cheng Chih-Hung

#### Independent Non-executive Directors

Mr. Fung Wing Lap  
Mr. Xiao Sui Ning  
Mr. Ho Yeung Nang

### Company Secretary

Ms. Jay Shree Aggarwal

### Auditor

BDO Limited  
Certified Public Accountants  
Hong Kong

### Registered Office

12/F., The Octagon  
No. 6 Sha Tsui Road  
Tsuen Wan  
New Territories  
Hong Kong

### Share Registrar

Tricor Abacus Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## 公司資料

於本報告日期，本公司之資料如下：

### 董事

#### 執行董事

劉榮女士(主席)  
于品海先生  
陳鳴飛先生(行政總裁)

#### 非執行董事

林秉軍先生  
鄭志宏先生

#### 獨立非執行董事

馮榮立先生  
肖遂寧先生  
何養能先生

### 公司秘書

Jay Shree Aggarwal 女士

### 核數師

香港立信德豪會計師事務所有限公司  
執業會計師  
香港

### 註冊辦事處

香港  
新界  
荃灣  
沙咀道6號  
嘉達環球中心12樓

### 股份過戶登記處

卓佳雅柏勤有限公司  
香港  
皇后大道東183號  
合和中心54樓



## CORPORATE INFORMATION (Continued)

### 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 (續)

### 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 2020

# 簡明綜合收益表

截至2020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		
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)	
		Notes 附註		
Revenue	收益	7(a)	414,831	473,272
Cost of sales and services provided	銷售及提供服務之成本		(55,849)	(84,127)
Gross profit	毛利		358,982	389,145
Other operating income	其他經營收入	7(b)	73,699	68,003
Selling and marketing expenses	銷售及市場推廣開支		(261,470)	(295,672)
Administrative expenses	行政開支		(28,790)	(45,456)
Other operating expenses	其他經營開支		(84,272)	(103,832)
Finance costs	融資成本	8	(2,682)	(2,575)
Share of results of associates	應佔聯營公司業績		(628)	(4,388)
Impairment on interests in associates	於聯營公司之權益減值		(2,543)	–
Profit before income tax	所得稅前溢利	9	52,296	5,225
Income tax expense	所得稅開支	10	(2,583)	(8,318)
<b>Profit/(Loss) for the period</b>	<b>期內溢利/(虧損)</b>		<b>49,713</b>	<b>(3,093)</b>
<b>Profit/(Loss) for the period attributable to:</b>	<b>以下人士應佔期內溢利/(虧損):</b>			
Owners of the Company	本公司擁有人		49,713	(2,695)
Non-controlling interests	非控股權益		–	(398)
			<b>49,713</b>	<b>(3,093)</b>
			<b>HK cent</b>	<b>HK cent</b>
			<b>港仙</b>	<b>港仙</b>
<b>Earnings/(Loss) per share for profit/(loss) attributable to the owners of the Company for the period</b>	<b>期內本公司擁有人應佔溢利/(虧損)之每股盈利/(虧損)</b>			
— Basic	— 基本	12	0.250	(0.014)
— Diluted	— 攤薄		0.250	(0.014)

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益報表

For the six months ended 30 June 2020

截至2020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

		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Profit/(Loss) for the period</b>	期內溢利／(虧損)	<b>49,713</b>	(3,093)
<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>(1,670)</b>	(26,767)
Exchange difference on translation of interests in associates	換算聯營公司之權益之匯兌差額	<b>321</b>	692
<b>Total comprehensive income for the period</b>	期內全面收益總額	<b>48,364</b>	(29,168)
<b>Total comprehensive income attributable to:</b>	以下人士應佔全面收益總額：		
Owners of the Company	本公司擁有人	<b>48,364</b>	(28,768)
Non-controlling interests	非控股權益	<b>-</b>	(400)
		<b>48,364</b>	(29,168)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2020

# 簡明綜合財務狀況報表

於2020年6月30日

			30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註			
<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	13	物業、廠房及設備	97,382	98,313
Financial assets at fair value through other comprehensive income		按公允價值計入其他 全面收益之金融資產	324	324
Interests in associates		於聯營公司之權益	23,907	26,947
Goodwill		商譽	74,545	75,766
Other intangible assets		其他無形資產	85,272	97,158
Loan to immediate holding company		向直接控股公司貸款	-	1,397,088
			<b>281,430</b>	1,695,596
<b>Current assets</b>		<b>流動資產</b>		
Trade receivables	14	應收貿易款項	44,617	43,927
Deposits, prepayments and other receivables		按金、預付款項及 其他應收款項	80,363	83,097
Loan to immediate holding company		向直接控股公司貸款	1,450,875	-
Cash and cash equivalents		現金及等同現金項目	342,556	293,838
			<b>1,918,411</b>	420,862
<b>Current liabilities</b>		<b>流動負債</b>		
Trade payables	15	應付貿易款項	31,572	38,015
Other payables and accruals		其他應付款項及應計費用	64,635	66,266
Dividend payables		應付股息	13,400	13,400
Contract liabilities		合約負債	247,421	215,222
Provision for tax		稅項撥備	170,882	167,859
Amount due to a director		欠一名董事款項	532	532
Amount due to immediate holding company		欠直接控股公司款項	20,097	23,339
Amounts due to associates		欠聯營公司款項	3,965	4,887
Bank borrowings, secured		有抵押銀行借貸	43,778	33,527
Other employee benefits		其他僱員福利	37,309	28,451
Lease liabilities		租賃負債	24,205	24,691
			<b>657,796</b>	616,189
<b>Net current assets/(liabilities)</b>		<b>流動資產/(負債)淨值</b>	<b>1,260,615</b>	(195,327)
<b>Total assets less current liabilities</b>		<b>總資產減流動負債</b>	<b>1,542,045</b>	1,500,269

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

As at 30 June 2020

# 簡明綜合財務狀況報表 (續)

於 2020 年 6 月 30 日

			30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
		Note 附註		
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Other employee benefits	其他僱員福利		25,991	36,508
Lease liabilities	租賃負債		24,524	21,152
Deferred tax liabilities	遞延稅項負債		2,989	3,499
			<b>53,504</b>	61,159
<b>Net assets</b>	<b>資產淨值</b>		<b>1,488,541</b>	1,439,110
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	16	240,597	240,597
Reserves	儲備		1,247,944	1,198,513
<b>Equity attributable to the Company's owners</b>	<b>本公司擁有人應佔權益</b>		<b>1,488,541</b>	1,439,110
<b>Non-controlling interests</b>	<b>非控股權益</b>		-	-
<b>Total equity</b>	<b>權益總額</b>		<b>1,488,541</b>	1,439,110

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量報表

For the six months ended 30 June 2020

截至2020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

		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash generated from/(used in) operating activities	經營業務所得/(所耗)現金淨額	76,388	(30,347)
Net cash (used in)/generated from investing activities	投資活動(所耗)/所得現金淨額	(11,061)	193,810
Net cash used in financing activities	融資活動所耗現金淨額	(12,206)	(12,637)
Net increase in cash and cash equivalents	現金及等同現金項目增加淨額	53,121	150,826
<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>293,838</b>	<b>170,417</b>
Effect of foreign exchange rate changes, on cash held	外幣匯率變動對所持現金之影響	(4,403)	(25,586)
<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>342,556</b>	<b>295,657</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	342,556	295,657



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2020

# 簡明綜合權益變動表

截至2020年6月30日止六個月

		Equity attributable to the Company's owners 本公司擁有人應佔權益								
		Share capital	Capital distribution reserve	General reserve	Exchange reserve	Share-based payments reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	資本分配儲備	一般儲備	匯兌儲備	以股份支付之儲備	保留溢利	總額	非控股權益	權益總額
		(note 16)								
		附註 16								
		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
At 1 January 2020 (audited)	於2020年1月1日(經審核)	240,597	52,622	(41,148)	(4,070)	2,313	1,188,796	1,439,110	-	1,439,110
Profit for the period	期內溢利	-	-	-	-	-	49,713	49,713	-	49,713
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	-	-	-	(1,670)	-	-	(1,670)	-	(1,670)
— Exchange differences on translation of interests in associates	— 換算聯營公司之權益之匯兌差額	-	-	-	321	-	-	321	-	321
<b>Total comprehensive income for the period</b>	<b>期內全面收益總額</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,349)</b>	<b>-</b>	<b>49,713</b>	<b>48,364</b>	<b>-</b>	<b>48,364</b>
Share-based payments expense	以股份支付之開支	-	-	-	-	1,067	-	1,067	-	1,067
At 30 June 2020 (unaudited)	於2020年6月30日(未經審核)	240,597	52,622	(41,148)	(5,419)	3,380	1,238,509	1,488,541	-	1,488,541

# 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 2020

截至2020年6月30日止六個月

		Equity attributable to the Company's owners 本公司擁有人應佔權益									
		Share capital	Capital distribution reserve	General reserve	Exchange reserve	Financial assets at fair value through other comprehensive income reserve	Share-based payments reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	資本分配儲備	一般儲備	匯兌儲備	按公允價值計入其他全面收益之金融資產之儲備	以股份支付之儲備	保留溢利	總額	非控股權益	權益總額
		(note 16)									
		HK\$'000	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	千港元
At 1 January 2019 (audited)	於2019年1月1日(經審核)	240,597	52,622	(31,907)	1,501	(114)	178	1,276,231	1,539,108	(7,340)	1,531,768
Loss for the period	期內虧損	-	-	-	-	-	-	(2,695)	(2,695)	(398)	(3,093)
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	-	-	-	(26,765)	-	-	-	(26,765)	(2)	(26,767)
— Exchange differences on translation of interests in associates	— 換算聯營公司之權益之匯兌差額	-	-	-	692	-	-	-	692	-	692
Total comprehensive income for the period	期內全面收益總額	-	-	-	(26,073)	-	-	(2,695)	(28,768)	(400)	(29,168)
Share-based payments expense	以股份支付之開支	-	-	-	-	-	1,066	-	1,066	-	1,066
At 30 June 2019 (unaudited)	於2019年6月30日(未經審核)	240,597	52,622	(31,907)	(24,572)	(114)	1,244	1,273,536	1,511,406	(7,740)	1,503,666

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2020

### 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.

The immediate holding company of the Company is Nan Hai Corporation Limited (“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 Company consider the ultimate holding company of the Company is Dadi Holdings Limited, a limited liability company incorporated in Hong Kong.

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

These condensed consolidated interim financial statements are unaudited, but have been reviewed by the audit committee of the Company and approved and authorised for issue by the board of directors (the “Board”) on 26 August 2020.

## 簡明綜合中期財務報表附註

截至2020年6月30日止六個月

### 1. 一般資料

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

本公司及其附屬公司(「本集團」)主要從事提供企業雲服務。

本公司之直接控股公司為Nan Hai Corporation Limited(南海控股有限公司,「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,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2020年8月26日獲董事會(「董事會」)批准及授權刊發。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

### 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 2019 annual 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 2020. The adoption of new or amended Hong Kong Financial Reporting Standards (“HKFRSs”) have no material effect on these condensed consolidated interim financial statements. Except for the early adoption of the amendment to HKFRS 16 Covid-19-Related Rent Concessions, the Group has not early adopted any new or amended HKFRSs that have been issued but not yet effective in the current accounting period.

The preparation of these condensed consolidated interim financial statements in compliance with HKAS 34 requires the use of certain judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates. The areas where significant judgements and estimates have been made in preparing these condensed consolidated interim financial statements and their effect are disclosed in note 5.

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 2019 annual financial statements. These condensed consolidated interim financial statements and notes do not include all of the information required for a complete set of financial statements prepared in accordance with HKFRSs and should be read in conjunction with the 2019 annual financial statements.

## 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

### 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2019年年度財務報表所採納之相同會計政策編製，惟不包括與2020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。採納新訂或經修訂之香港財務報告準則(「香港財務報告準則」)對此等簡明綜合中期財務報表並無重大影響。除提早採用香港財務報告準則第16號之修訂「Covid-19相關租金優惠」外，本集團並無提早採用任何於本會計期間已頒布但尚未生效的新訂或經修訂之香港財務報告準則。

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5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2019年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。此等簡明綜合中期財務報表及附註並不包括根據香港財務報告準則編製整套財務報表所需之所有資料，並應與2019年年度財務報表一併閱讀。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

### 2. BASIS OF PREPARATION (Continued)

The financial information relating to the year ended 31 December 2019 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 but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) (the "Companies Ordinance") is as follows:

The Company has delivered the financial statements for the year ended 31 December 2019 to Registrar of Companies in accordance with section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's auditor has reported on those financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under section 406(2), 407(2) or (3) of the Companies Ordinance.

### 3. THE IMPACT OF COVID-19 IN THE REPORTING PERIOD

The outbreak of COVID-19 has developed rapidly in 2020 and significantly impacted entities and economic activities in varying scales globally. While there have had negative impacts to global economy and business environment, its impact on the enterprise cloud services which we operate has been rather modest during the reporting period. Management has assessed the impact of COVID-19 across the Group, and up to the date of this report, has not identified any areas that could have a material impact on the financial performance or position of the Group as at 30 June 2020.

## 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

### 2. 編製基準(續)

截至2019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，但源自該等財務報表。有關須根據香港公司條例(第622章)(「公司條例」)第436條予以披露之法定財務報表之進一步資料如下：

按照公司條例第662(3)條及附表6第3條之規定，本公司已向公司註冊處處長遞交截至2019年12月31日止年度之財務報表。

本公司核數師已就該等財務報表出具報告。核數師報告為無保留意見，並無載有核數師於其報告出具無保留意見之情況下，提請注意任何引述之強調事項，並不載有根據公司條例第406(2)、407(2)或(3)條作出之陳述。

### 3. 報告期內 COVID-19 的影響

COVID-19疫情於2020年迅速蔓延，並嚴重影響全球各地實體及不同規模的經濟活動。儘管疫情對全球經濟及營商環境產生負面影響，但在報告期內，其對我們所運營的企業雲服務影響不大。管理層已評估COVID-19對本集團的影響，截至本報告日期，尚未發現任何可能對本集團於2020年6月30日的財務業績或財務狀況產生重大影響的範疇。

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

## 4. CHANGES IN HKFRSs

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group:

Amendments to HKFRS 3	Definition of a Business
Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The Conceptual Framework for Financial Reporting (Revised)

The application of the new and amendments to HKFRSs in the current period has had 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.

In addition, the Group has elected to early adopt the amendment to HKFRS 16 Leases on Covid-19-Related Rent Concessions on 1 January 2020. This amendment provides lessees with practical relief during the COVID-19 pandemic and are effective for annual reporting periods beginning on or after 1 June 2020. The impact on this adoption is immaterial to the Group.

# 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

## 4. 香港財務報告準則變動

香港會計師公會已頒佈多項新訂或經修訂香港財務報告準則，該等準則於本集團之當前會計期間首次生效：

香港財務報告準則第3號之修訂	業務之定義
香港會計準則第1號及香港會計準則第8號之修訂	重大之定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革
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資企業之間的資產出售或出資

財務報告概念框架  
(經修訂)

於本期間應用新訂香港財務報告準則及其修訂本對該等簡明綜合中期財務報表所載之本集團當前及過往期間的財務狀況及表現及／或披露資料並無產生任何重大影響。

此外，本集團已選擇提早於2020年1月1日採納香港財務報告準則第16號租賃之修訂「Covid-19相關租金優惠」。該修訂為承租人在COVID-19疫情期間提供實際寬減，並於2020年6月1日或之後開始的年度報告期間生效。採納此經修訂準則對本集團的影響輕微。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

### 5. 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 2019.

### 6. SEGMENT INFORMATION

The Board has identified the enterprise cloud services as the only business component in internal reporting for their decisions about resources allocation and performance review.

## 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

### 5. 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2019年12月31日止年度之綜合財務報表所應用者相同。

### 6. 分部資料

董事會確認企業雲服務乃彼等就決定資源分配及表現評審所作內部報告中唯一業務組成部分。

For the six months  
ended 30 June  
截至6月30日止六個月

		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Reportable segment revenue	可呈報分部收益	414,831	473,272
Reportable segment loss before income tax	可呈報分部所得稅前虧損	(1,514)	(42,632)
Bank interest income	銀行利息收入	9	255
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	53,787	53,547
Exchange gain	匯兌收益	7,129	3,023
Gain on disposal of financial assets at fair value through profit or loss	出售按公允價值計入損益賬之 金融資產之收益	-	3,917
Depreciation and amortisation	折舊及攤銷	(81)	(259)
Depreciation of right-of-use assets	使用權資產折舊	(1,015)	(1,195)
Finance costs	融資成本	(27)	(89)
Unallocated corporate expenses	未分配企業開支	(5,992)	(11,342)
Profit before income tax	所得稅前溢利	52,296	5,225

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

### 6. SEGMENT INFORMATION (Continued)

For the six months ended 30 June 2020, approximately HK\$15,572,000 (six months ended 30 June 2019: HK\$103,699,000) was recognised by point in the time and approximately HK\$399,259,000 (six months ended 30 June 2019: HK\$369,573,000) was recognised by over time respectively.

## 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

### 6. 分部資料(續)

截至2020年6月30日止六個月，約15,572,000港元(截至2019年6月30日止六個月：103,699,000港元)已按時間點確認，而約399,259,000港元(截至2019年6月30日止六個月：369,573,000港元)已隨時間確認。

		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Reportable segment assets	可呈報分部資產	651,281	619,960
Reportable segment liabilities	可呈報分部負債	(490,763)	(455,019)

### 7. REVENUE AND OTHER OPERATING INCOME

- (a) The Group's revenue represents revenue from enterprise cloud services.
- (b) Other operating income:

### 7. 收益及其他經營收入

- (a) 本集團收益指來自企業雲服務之收益。
- (b) 其他經營收入：

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Bank interest income	銀行利息收入	125	378
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	53,787	53,604
Government grants	政府補助	1,027	2,155
Refund of value-added tax	增值稅退款	11,542	4,672
Gain on disposal of financial assets at fair value through profit or loss	出售按公允價值計入損益賬之 金融資產之收益	–	3,917
Exchange gain	匯兌收益	7,124	2,948
Sundry income	雜項收入	94	329
		73,699	68,003



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

### 8. FINANCE COSTS

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on bank borrowings	銀行借貸利息	868	176
Interest on lease liabilities	租賃負債利息	1,814	2,399
Amount recognised in profit or loss	於損益賬確認之金額	2,682	2,575

### 9. PROFIT BEFORE INCOME TAX

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
The Group's profit before income tax is arrived at after charging/(crediting):	本集團所得稅前溢利乃經扣除/(計入)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*	12,392	12,602
Covid-19-Related rent concessions	Covid-19相關租金優惠	(10)	–
Depreciation of property, plant and equipment — owned assets*	物業、廠房及設備折舊 — 自置資產*	6,505	7,341
Depreciation of property, plant and equipment — right-of-use assets*	物業、廠房及設備折舊 — 使用權資產*	18,818	23,392
Write-off of property, plant and equipment*	物業、廠房及設備撇銷*	–	4,800

\* included in other operating expenses

Note:

- (a) As disclosed in note 4, the Group has early adopted the amendment to HKFRS 16, Covid-19-Related Rent Concessions, and has applied the practical expedient introduced by the amendment to all eligible rent concessions received by the Group during the period.

## 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

### 8. 融資成本

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on bank borrowings	銀行借貸利息	868	176
Interest on lease liabilities	租賃負債利息	1,814	2,399
Amount recognised in profit or loss	於損益賬確認之金額	2,682	2,575

### 9. 所得稅前溢利

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
The Group's profit before income tax is arrived at after charging/(crediting):	本集團所得稅前溢利乃經扣除/(計入)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*	12,392	12,602
Covid-19-Related rent concessions	Covid-19相關租金優惠	(10)	–
Depreciation of property, plant and equipment — owned assets*	物業、廠房及設備折舊 — 自置資產*	6,505	7,341
Depreciation of property, plant and equipment — right-of-use assets*	物業、廠房及設備折舊 — 使用權資產*	18,818	23,392
Write-off of property, plant and equipment*	物業、廠房及設備撇銷*	–	4,800

\* 計入其他經營開支

附註：

- (a) 誠如附註4所披露，本集團已提早採納香港財務報告準則第16號之修訂「Covid-19相關租金優惠」，並已將有關修訂所引入的可行權宜方法應用於本集團於期內取得的所有合資格租金優惠。

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

## 10. INCOME TAX EXPENSE

# 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

## 10. 所得稅開支

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax charge for the period	期內即期稅項支出		
— Hong Kong profits tax	— 香港利得稅	—	5,222
— The People's Republic of China (the "PRC") Enterprise Income Tax ("EIT")	— 中華人民共和國(「中國」) 企業所得稅 (「企業所得稅」)	3,023	3,559
		3,023	8,781
Deferred tax	遞延稅項	(440)	(463)
Income tax expense	所得稅開支	2,583	8,318

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity is taxed at 8.25%, and profits above HK\$2 million is taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors considered the amount involved upon implementation of the two-tiered profits tax rates is insignificant to the condensed consolidated interim financial statements. No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong for the six months ended 30 June 2020. Hong Kong profits tax is calculated at 16.5% of the estimated assessable profit for the six months ended 30 June 2019.

For the six months ended 30 June 2020, PRC EIT has been provided on the estimated assessable profits of subsidiaries operating in Mainland China at 25% (six months ended 30 June 2019: 25%), unless preferential rates are applicable in the cities where the subsidiaries are located.

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」)，引入兩級制利得稅率制度。條例草案於2018年3月28日簽署成為法律並於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體首2百萬港元溢利將按8.25%之稅率徵稅，而超過2百萬港元之溢利則按16.5%之稅率徵稅。不符合兩級制利得稅率制度資格之集團實體之溢利將繼續按16.5%之劃一稅率徵稅。

董事認為，兩級制利得稅率實施後所涉及之金額對簡明綜合中期財務報表而言並不重大。截至2020年6月30日止六個月，由於本集團並無在香港產生任何應課稅溢利，故並無就香港利得稅計提撥備。截至2019年6月30日止六個月，香港利得稅按估計應課稅溢利之16.5%計算。

截至2020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% (截至2019年6月30日止六個月：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 2020

### 11. DIVIDEND

No dividend was paid and declared during the six months ended 30 June 2020 (six months ended 30 June 2019: nil).

### 12. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share for the six months ended 30 June 2020 is based on the profit attributable to owners of the Company of approximately HK\$49,713,000 (six months ended 30 June 2019: loss of HK\$2,695,000) 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 2020, 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.

For the six months ended 30 June 2019, the computation of diluted loss per share does not assume the deemed vesting of share award as they would decrease the loss per share attributable to the owners of the Company and have anti-dilutive effect.

### 13. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2020, the Group acquired property, plant and equipment with total costs of approximately HK\$26,587,000 (six months ended 30 June 2019: HK\$6,921,000).

During the six months ended 30 June 2020, no property, plant and equipment (six months ended 30 June 2019: HK\$4,800,000) were written off by the Group.

As at 30 June 2020, certain buildings and right-of-use assets of the Group amounting to approximately HK\$12,745,000 (31 December 2019: HK\$13,220,000) were charged to secure bank borrowings.

## 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

### 11. 股息

截至2020年6月30日止六個月概無派付及宣派股息(截至2019年6月30日止六個月:無)。

### 12. 每股盈利/(虧損)

截至2020年6月30日止六個月之每股基本盈利/(虧損)乃按本公司擁有人應佔期內溢利約49,713,000港元(截至2019年6月30日止六個月:虧損2,695,000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2020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。

截至2019年6月30日止六個月,每股攤薄虧損的計算並無假設股份獎勵視作歸屬,原因是有關假設將會減少本公司擁有人應佔每股虧損以及具有反攤薄影響。

### 13. 物業、廠房及設備

截至2020年6月30日止六個月,本集團以總成本約26,587,000港元(截至2019年6月30日止六個月:6,921,000港元)採購物業、廠房及設備。

截至2020年6月30日止六個月,本集團並無撇銷物業、廠房及設備(截至2019年6月30日止六個月:4,800,000港元)。

於2020年6月30日,本集團約12,745,000港元(2019年12月31日:13,220,000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 2020

### 14. TRADE RECEIVABLES

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

## 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

### 14. 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：

		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-90 days	0至90日	15,073	22,528
91-180 days	91至180日	6,535	11,264
181-270 days	181至270日	11,615	3,202
271-360 days	271至360日	3,702	4,642
Over 360 days	超過360日	11,865	6,552
Trade receivables, gross	應收貿易款項毛額	48,790	48,188
Less: Provision for impairment of trade receivables	減：應收貿易款項減值撥備	(4,173)	(4,261)
Trade receivables, net	應收貿易款項淨額	44,617	43,927



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

### 15. TRADE PAYABLES

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

		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-90 days	0至90日	19,585	23,982
91-180 days	91至180日	2,269	3,449
181-270 days	181至270日	1,247	1,094
271-360 days	271至360日	878	148
Over 360 days	超過360日	7,593	9,342
		<b>31,572</b>	<b>38,015</b>

### 16. SHARE CAPITAL

### 16. 股本

		30 June 2020 2020年6月30日 (Unaudited) (未經審核)		31 December 2019 2019年12月31日 (Audited) (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	21,720,504,877	240,597	21,720,504,877	240,597

## 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

### 15. 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 2020

### 17. CONTINGENT LIABILITIES

Guarantees given in connection with credit facilities granted to:

## 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

### 17. 或然負債

就下列所獲授信貸融資而作出之擔保：

		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
An associate	一間聯營公司	21,313	21,024

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 of Acesite (Philippines) Hotel Corporation Inc.. Due to the claim made by the Group against Banco Unibank is still pending, the Group is not able to obtain any updated indebtedness information from Banco Unibank. Given the foregoing limitation, it is estimated that the outstanding balance of the total indebtedness owing to Banco Unibank was approximately US\$2,750,000 (equivalent to approximately HK\$21,313,000) (31 December 2019: US\$2,699,000 (equivalent to approximately HK\$21,024,000)) by reference to the unaudited financial statements of the associate as at 30 June 2020.

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2020年6月30日之未經審核財務報表，估計結欠Banco Unibank債項總額之未償還結餘約為2,750,000美元（相當於約21,313,000港元）（2019年12月31日：2,699,000美元（相當於約21,024,000港元））。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

### 18. RELATED PARTY TRANSACTIONS

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

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Directors' fees	董事袍金	245	243
Basic salaries, housing, other allowances and benefits in kind	基本薪金、房屋、其他津貼及實物利益	291	303
Pension scheme contributions	退休金計劃供款	52	77
Share-based payments expense	以股份支付之開支	879	879
		<b>1,467</b>	1,502

Included in other interest income of HK\$53,787,000 (six months ended 30 June 2019: HK\$53,604,000), amount of HK\$53,787,000 (six months ended 30 June 2019: HK\$53,491,000) was interest income from immediate holding company in which Mr. Yu Pun Hoi has 59.25% (as at 30 June 2019: 59.25%) beneficial interests as at 30 June 2020.

During the six months ended 30 June 2020, the Group had paid rental and management fees amounted to approximately HK\$3,219,000 (six months ended 30 June 2019: HK\$3,253,000) to certain subsidiaries of Nan Hai in which Mr. Yu Pun Hoi has 59.25% (as at 30 June 2019: 59.25%) beneficial interests as at 30 June 2020.

## 簡明綜合中期財務報表附註

(續)

截至2020年6月30日止六個月

### 18. 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：

在其他利息收入53,787,000港元(截至2019年6月30日止六個月：53,604,000港元)中，53,787,000港元(截至2019年6月30日止六個月：53,491,000港元)為來自于品海先生於2020年6月30日實益擁有59.25%(於2019年6月30日：59.25%)權益之直接控股公司之利息收入。

截至2020年6月30日止六個月，本集團已向于品海先生於2020年6月30日實益擁有59.25%(於2019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3,219,000港元(截至2019年6月30日止六個月：3,253,000港元)。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

### 18. RELATED PARTY TRANSACTIONS (Continued)

Included in the revenue of HK\$414,831,000 (six months ended 30 June 2019: HK\$473,272,000), amount of HK\$2,324,000 (six months ended 30 June 2019: HK\$3,940,000) and HK\$93,000 (six months ended 30 June 2019: HK\$104,000) were enterprise cloud service income from certain subsidiaries of Nan Hai in which Mr. Yu Pun Hoi has 59.25% (as at 30 June 2019: 59.25%) beneficial interests as at 30 June 2020 and companies in which Ms. Liu Rong has 72.47% to 80.00% (as at 30 June 2019: 72.47% to 80.00%) beneficial interests as at 30 June 2020 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.

### 19. 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2020年6月30日止六個月

### 18. 關聯方交易 (續)

在收益414,831,000港元(截至2019年6月30日止六個月: 473,272,000港元)中, 2,324,000港元(截至2019年6月30日止六個月: 3,940,000港元)及93,000港元(截至2019年6月30日止六個月: 104,000港元)分別為來自于品海先生於2020年6月30日實益擁有59.25%(於2019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2020年6月30日實益擁有72.47%至80.00%(於2019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。

### 19. 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資料輸入(無法觀察輸入)。

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資料劃分。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

### 19. FAIR VALUE MEASUREMENTS (Continued)

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

		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>As at 30 June 2020 (Unaudited)</b>	<b>於2020年6月30日 (未經審核)</b>				
<b>Financial assets measured at fair value</b>	<b>按公允價值計量之 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	-	324	-	324
<b>As at 31 December 2019 (Audited)</b>	<b>於2019年12月31日 (經審核)</b>				
<b>Financial assets measured at fair value</b>	<b>按公允價值計量之 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	-	324	-	324

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

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2020年6月30日止六個月

### 19. 公允價值計量(續)

於簡明綜合財務狀況報表按公允價值計量之金融資產乃劃分為以下公允價值架構：

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

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

By virtue of the comprehensive digital marketing, total solutions for digital business and cloud computing infrastructure services offered for corporate clients in China, the Group has assisted the clients to continue the development of digitalization and smart operation with our leading professional capability in the industry. The Group has not only provided standardized enterprise service tools to clients through SaaS (Software as a service), but also established flexible and scalable product capabilities for the specific needs of enterprises, and collaborated with excellent strategic partners in the industry to establish a service ecosystem covering the entire industry chain. Having made unremitting efforts over time, we possess a multi-dimensional business system involving all industries and all channels and have 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 rapid development of mobile internet and social media, the enterprises' demand for multi-end and responsive promotion of portal products is increasing. The full network responsive portal developed on existing portal products as well as the foreign trade industry solutions launched by 中企動力科技股份有限公司 (CE Dongli Technology Company Limited, “CE Dongli”) under the Group have effectively met various demands of different clients for portal products in respect of multi-end content display, search engine marketing and social media marketing, as well as domestic and international market promotion. In recent years, the e-commerce area has shown a diversified development trend. Affected by the COVID-19 epidemic (“Epidemic”), social e-commerce, community e-commerce and new retail have become the most pressing demands of enterprises. CE Dongli has launched the digitalized e-commerce business in a timely manner, providing its clients with one-stop e-commerce solutions featuring online and offline sales channels for clients to better meet the operation needs of multiple scenarios and channels in the digitalized age. Coupled with 北京新網數碼信息技術有限公司 (Beijing Xinnet Cyber Information Company Limited) (“Xinnet”) cloud computing underlying technical support services, clients can better achieve business growth.

## 管理層討論與分析

### 業務回顧

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。我們以業內領先的專業能力，幫助客戶持續推進其數字化智能經營進程，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，也針對企業的個性化需求建立了靈活的可延展產品能力，並結合行業內優質的戰略合作夥伴建立了覆蓋全產業鏈條的服務生態。通過長期不懈的努力，我們不僅擁有涉及全行業、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。

隨著移動互聯網和社交媒體的高速發展，企業對於門戶產品多端化、響應式、易推廣的需求日益明顯，本集團下屬中企動力科技股份有限公司（「中企動力」）在原有門戶產品的基礎上推出的全網響應式門戶以及針對外貿客戶推出的外貿行業解決方案，有效滿足了不同客戶對門戶產品的多端內容展示，搜索引擎營銷和社交媒體營銷，以及國內市場和國際市場推廣的不同需求。近幾年，電子商務領域呈現多元化的發展趨勢；受新型冠狀病毒疫情（「疫情」）影響，社交電商、社區電商、新零售等成為企業最迫切的需求，中企動力適時推出了數字商務業務，為客戶提供一體化電商解決方案，幫助客戶打通線上線下的銷售通路，更好的滿足數字化時代多場景多渠道的經營需求，並結合北京新網數碼信息技術有限公司（「新網」）的雲計算底層技術支撐服務，幫助客戶更好的實現商業增長。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Business Review (Continued)

During the reporting period, with key subsidiaries CE Dongli and Xinnet as its main business entities, efforts were continuously made in the development of cloud services for corporate digitalization and smart operation by providing comprehensive IaaS (Infrastructure as a service), SaaS application, corporate e-commerce services, “corporate digitalization transformation” total solutions and big database business intelligence cloud service to China market. During the reporting period, revenue of the Group was approximately HK\$414.8 million (for the six months ended 30 June 2019: HK\$473.3 million). Profit for the period was approximately HK\$49.71 million (for the six months ended 30 June 2019: loss of HK\$3.1 million). Such profit was primarily attributable to the significant increase in efficiency of delivering products to its customers as a result of continuous efforts in the development of production platform in recent years, which has in turn increased the gross profit ratio. In addition, the Company has implemented a variety of measures to control costs following the outbreak of Epidemic, which has in turn increased efficiency and reduced costs during the reporting period.

### CE Dongli

With 20 years’ service experience, CE Dongli has successfully developed a SaaS product system that meets the demand for management digitalization from enterprises in China. It has established a market for corporate services in which top players of various industries were involved as cooperative partners, and established an extensive network for business and localized services, providing corporate digitalization and operation solutions for enterprises in China.

## 管理層討論與分析 (續)

### 業務回顧 (續)

報告期內，本集團致力於企業數字化智能經營雲服務的發展，以旗下核心企業中企動力及新網為經營主體，面向中國市場提供全方位的IaaS（基礎設施即服務）、SaaS服務應用、企業電子商務服務、「企業數字化轉型」整體解決方案以及基於大數據的商業智能雲服務。報告期內，本集團之收益約為4.148億港元（截至2019年6月30日止六個月：4.733億港元），期內溢利約為49.71百萬港元（截至2019年6月30日止六個月：虧損3.1百萬港元）。該等盈利主要由於本集團近幾年對生產平台持續的研發投入，大幅度提高了產品的交付效率，從而提升了毛利率；另外，由於疫情的影響，本公司於報告期內採取多種措施控制成本，提升效率，降低費用。

### 中企動力

中企動力基於超過20年的服務經驗，研發了滿足廣大中國企業經營管理數字化需求的SaaS產品體系，搭建了企業服務生態市場並吸引了廣大行業頭部合作夥伴入駐，構建了龐大的商務和本地化服務網絡，為中國企業提供企業數字化經營解決方案。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Business Review (Continued)

#### CE Dongli (Continued)

During the reporting period, CE Dongli launched self-service website building products, forming a complete product portfolio from large and medium-sized clients to small and micro clients to meet the different needs of clients of various sizes, and to enhance user experiences while expanding the number of potential users. During the reporting period, nearly 8,000 paid users have developed templates for website building. In the area of industrialized solutions, the launch of the foreign trade portal has been highly recognized by the market with a total of more than 7,000 foreign trade clients. In the digitalized commerce area, CE Dongli has served nearly 10,000 corporate clients (including free and paid clients) through major products such as B2B e-commerce portals and B2C mobile malls, and obtained SaaS subscription income of approximately RMB11 million. CE Dongli continues to commit to product research and development, and the B2C e-commerce system has stable and reliable service capabilities in core transaction and key transaction scenarios. Through the three-party ecological cooperation, the integration of mobile payment, logistics and delivery and other related services has been realized, in order to assist the clients to achieve the comprehensive integration of the information flow, capital flow and logistics of e-commerce business. During the reporting period, the digitalized commercial business has established a client operation team with an aim of assisting the clients in completing the WeChat authentication, payment activation, shop establishment (renovation) and shop marketing and promotion to assist traditional clients to create online and offline one-stop sales channel within a short period of time. In respect of the development of new products, CE Dongli has gradually formed a PaaS (Platform as a service) platform supported by the middle structure of business (業務中台) to promptly come up with flexible and feasible products and industry solutions according to the needs of different industries and customers of different stages. Hence, it has significantly improved the delivery efficiency of products and laid a solid foundation for integrating more cooperative partners in future.

## 管理層討論與分析 (續)

### 業務回顧 (續)

#### 中企動力 (續)

報告期內，中企動力推出了自助建站產品，形成了從大中型客戶到小微客戶的完整產品序列，以滿足各類規模客戶的差異化需求，在提升用戶體驗的同時擴大了潛在用戶的數量。報告期累計已發展模版建站付費用戶近8,000家。行業化解決方案方面，外貿門戶的推出獲得了市場的高度認可，累計超過7,000家外貿客戶。在數字商務領域，中企動力通過B2B電商門戶和B2C移動商城等主要產品共服務企業客戶達上萬家(含免費及收費客戶)，獲取SaaS訂閱收入約1,100萬元人民幣；中企動力在產品研發上持續加大投入，B2C電商系統已經在核心交易環節和主要交易場景上具備穩定可靠的服務能力；通過三方生態合作，實現了移動支付，物流配送等相關服務的集成，幫助客戶實現了電商業務的信息流、資金流、物流的全面整合；報告期內，數字商務業務已經建立了以客戶成功為目標的客戶運營團隊，幫助客戶完成從微信認證，支付開通，到店鋪搭建(裝修)，以及店鋪營銷推廣等完整的運營服務體系，可以幫助傳統客戶快速的建立起線上線下一體化的銷售渠道。在新產品的研發方面，中企動力逐步建成以業務中台為支撐的PaaS(平台即服務)平台，可以根據不同行業、不同階段客戶的需求快速形成靈活可配置的產品和行業解決方案，大幅度提高了產品的交付效率，也為未來整合更多的生態合作夥伴提供了堅實的基礎支持。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Business Review (Continued)

#### Xinnet

During the reporting period, Xinnet continued to serve domestic medium, small and micro enterprises through online, direct sales and a nationwide agent channel system. In addition to business such as domain name management, public cloud IaaS, mailbox, etc., it also continues to expand the enterprise market in the area of website building and corporate application services. It continues to enrich the product line in respect of public cloud products, adding products including Redis, RabbitMQ, cloud backup and big data in order to meet the needs of users for PaaS products. The scale of the information center continues to expand. In addition to the existing three regions of Northern China I, II, and Hong Kong, the scale of resources of the public cloud continues to increase by adding three regions in the Northern China, so as to meet the growing business needs. At the same time, in view of the weak technical capabilities and strong business needs of medium, small and micro enterprises, as the first domestic company to propose the concept of enterprise cloud service center, it reaches users with the most direct SaaS application, at the same time covering data products of basic cloud resource, which has become one of the few suppliers in China of overall cloud service product, which assists medium, small and micro enterprises to achieve digital transformation.

#### Prospects

The management of the Group considers that in recent years, enterprises in China have been undergoing a process of digital transformation, and the Epidemic will accelerate this process significantly. We believe that as a result of the Epidemic, there will be continuous and significant changes in the lifestyle and consumption habits of consumers. The variety and frequency of online shopping will increase significantly, orders from stores in the community can be placed online with the option of pick-up at the store and home delivery. It will continue to expand its service range and consumer groups. With the smart mobile devices becoming increasingly popular, online shopping will no longer be the privilege of the younger generation, and more elderly will join online shopping. As such, enterprises and retail stores will pay more attention to digital operation capabilities such as online display, online promotion, online transaction and customer relationship maintenance. Enterprises will have increasing needs of portal products that are more convenient, smart, multi-channel, and multi-scenario. Therefore, we will continue to improve our products including self-service website building, full network responsive portal and foreign trade portal, and provide clients with more timely and efficient services.

## 管理層討論與分析 (續)

### 業務回顧 (續)

#### 新網

報告期內，新網繼續通過在線、直銷和遍布全國的代理商渠道體系，服務於全國的中小微企業。除域名托管、公有雲 IaaS、郵箱等業務外，在建站及企業應用服務領域也繼續開拓企業市場。在公有雲產品方面繼續豐富產品線，新增 Redis、RabbitMQ、雲備份、大數據等產品，滿足用戶對 PaaS 層產品的需求。數據中心規模持續增加，公有雲在現有華北一、二、香港三個區域的同時，新增華北三區，資源規模持續增加，以滿足不斷增長的業務需求。同時，針對中小微企業技術能力弱、業務需求強的特點，國內首家提出企業雲服務中心的概念，以最直接的 SaaS 應用觸達用戶，同時涵蓋基礎雲資源的流量產品，形成國內為數不多的整體雲服務產品供應商，助力中小微企業數字化轉型。

#### 展望

本集團管理層認為，近幾年，中國企業在持續經歷數字化轉型的進程，而疫情將極大的加速這一進程。我們認為，在疫情的持續影響下，消費者的生活和消費習慣將會發生持續、深刻的變化：在線購物的種類和頻次將會大大增加，社區門店通過線上下單，到店自提，以及配送到家等不斷擴大自己的服務半徑和消費人群；智能移動設備的快速普及，使得網購也將不再是年輕人的專利，更多的老年人也將加入網購的行列。受此影響，企業和零售門店將會更加重視線上展示、線上推廣、線上交易、客戶關係維護等數字化經營能力。企業對於門戶產品更便捷、更智能、多渠道，全場景的推廣需求將會更加凸顯。因此我們將繼續完善我們的自助建站、全網響應式門戶、外貿門戶等產品，並為客戶提供更為及時和高效的服務。



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Prospects (Continued)

Faced with the diversified consumption needs and online consumption habits of consumers, traditional retail enterprises are eager to transfer the existing loyal customers from offline to online, and to form an integrated online and offline business model. We noticed that in the process of online digital transformation of traditional retail enterprises, they face practical difficulties such as insufficient professional capabilities, limited capital investment, and lack of operating experience. We will strive to develop and strengthen our localized service capability in order to provide clients with faster, more professional and comprehensive operation services. We are aware that perfect SaaS products and efficient services require the support of new Internet technologies and platforms. Going forward, with an in-depth understanding of the business scenarios of clients in various industries, the Group will assist in the realization of digital transformation for clients in traditional industries based on cloud computing, the middle structure of business (業務中台) and SaaS tools, as well as better prepare for the challenges in the digitalization era and respond to the changes in consumer demands. Furthermore, the Group will increase its investment in data center, cloud computing technology, automatic operation and maintenance technology, big data technology as well as smart marketing technology, generally enhancing its core competence of technology to further develop and optimize its products and services for enterprises' digital intelligent business.

### Financial Resources and Liquidity

The Group continued to adopt prudent funding and treasury policies. As at 30 June 2020, net assets attributable to the owners of the Company amounted to approximately HK\$1,488.5 million (31 December 2019: HK\$1,439.1 million), including cash and cash equivalents of approximately HK\$342.6 million (31 December 2019: HK\$293.8 million) which were mainly denominated in Renminbi, US dollars and Hong Kong dollars. As at 30 June 2020, the Group had bank borrowings bearing interest at fixed rate in aggregate amount of approximately HK\$43.8 million (31 December 2019: HK\$33.5 million). The Group has not taken any interest rate hedge currently.

As at 30 June 2020, the Group's gearing ratio is calculated as net debt divided by the total equity plus net debt. The Group recorded net cash as at 30 June 2020, gearing ratio is therefore not applicable (31 December 2019: not applicable).

## 管理層討論與分析 (續)

### 展望 (續)

面對消費者多樣化的消費需求以及線上化的消費習慣，傳統的零售企業迫切希望將原本存在於線下的忠實顧客線上化，使之成為自己可以持續經營、推廣的私域流量，並由此形成線上線下一體化經營模式。我們發現，傳統的零售企業在線上數字化轉型過程中，面臨專業能力不足、資金投入有限、運營經驗缺乏等實際困難，我們將會以城市商圈為依托大力發展和強化我們的本地化服務能力，為客戶提供更為快速、專業、全面的運營服務。我們深知，完善的SaaS產品、高效的服務需要互聯網新技術和平台的支撐。未來，在深度理解不同行業客戶的商業場景的基礎上，以雲計算、業務中台、SaaS工具應用做支撐，幫助傳統行業客戶實現數字化轉型，更好迎接數字化時代的挑戰和響應消費者的需求變化。此外，本集團會持續加大對數據中心、雲計算技術、自動化運維技術、大數據技術、智能營銷技術的資本投入，全面提升核心技術能力，進一步研發和優化面向企業數字化智能經營商業場景的產品和服務。

### 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2020年6月30日，本公司擁有人應佔資產淨值約為14.885億港元(2019年12月31日：14.391億港元)，包括現金及等同現金項目約為3.426億港元(2019年12月31日：2.938億港元)，主要以人民幣、美元及港元為單位。於2020年6月30日，按固定利率計息之本集團銀行借貸合共約為0.438億港元(2019年12月31日：0.335億港元)。本集團目前並無實行任何利率對沖。

於2020年6月30日，本集團之資本負債比率按負債淨額除以權益總額加以負債淨額計算。本集團於2020年6月30日錄得現金淨額，因此資本負債比率為不適用(2019年12月31日：不適用)。



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Financial Resources and Liquidity (Continued)

As at 30 June 2020, the Group had no capital commitment (31 December 2019: Nil).

As at 30 June 2020, the Group's contingent liabilities were approximately HK\$21.3 million in connection with the guarantees given to secure credit facilities (31 December 2019: HK\$21.0 million). Details are set out in note 17 to the financial statements.

As at 30 June 2020, certain interests in property, plant and equipment amounting to approximately HK\$12.7 million were pledged to secure the credit facilities granted to the Group (31 December 2019: HK\$13.2 million).

### Exposure to Fluctuation in Exchange Rates

The majority of the Group's borrowings and transactions 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 did not use any foreign exchange hedging instruments.

## 管理層討論與分析 (續)

### 財務資源及流動資金 (續)

於2020年6月30日，本集團無資本承擔(2019年12月31日：無)。

於2020年6月30日，本集團之或然負債約為0.213億港元(2019年12月31日：0.210億港元)，乃就信貸融資提供之擔保所致。詳情載於財務報表附註17。

於2020年6月30日，本集團之信貸融資乃以約0.127億港元之若干物業、廠房及設備作抵押(2019年12月31日：0.132億港元)。

### 匯率波動風險

本集團大部份借貸及交易主要以人民幣為單位。經營開支及收入主要為人民幣，預期全球經濟發展的不確定性導致人民幣匯率會有波動。本集團所錄之資產、負債以及業績可能亦會受人民幣匯率影響。儘管於報告期內，人民幣匯率波動影響了本集團財務報告中由人民幣匯兌至港元的資產及負債，本集團仍將繼續審視及監察人民幣及港元的匯率波動。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。於報告期內，本集團並無使用任何外匯對沖工具。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### 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 share options or restricted shares (as the case may be) under the Company's share option scheme or restricted share award scheme at the discretion of the Board. In general, salary review is conducted annually. As at 30 June 2020, the Group had approximately 5,253 employees (30 June 2019: 5,701 employees). The total salaries of and allowances for employees for the six months ended 30 June 2020 were approximately HK\$283.6 million (for the six months ended 30 June 2019: HK\$299.6 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.

## 管理層討論與分析 (續)

### 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、團體醫療保險及團體個人意外保險及考試休假等。員工可根據本公司購股權計劃或限制性股份獎勵計劃並按董事會之酌情決定獲授購股權或限制性獎勵股份(視情況而定)。一般而言，每年均會進行薪金檢討。於2020年6月30日，本集團約有5,253名員工(2019年6月30日：5,701名員工)。截至2020年6月30日止六個月，員工之薪金及津貼共約為2.836億港元(截至2019年6月30日止六個月：2.996億港元)。

本集團注重對員工技能和素質的培訓，針對不同崗位的需求，對員工進行崗位能力的培訓；在員工素質方面，對個人工作態度及工作習慣等方面也進行相應的培訓。

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2020, the interests and short positions of the directors and chief executive of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

### The Company

Long position in shares in issue

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

Notes:

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

## 董事於股份及相關股份之權益及淡倉

於2020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	Capacity/Nature of interest	Number of shares held	Approximate percentage holding	Notes
董事姓名	身份／權益性質	所持股份數目	持股概約百分比	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%	

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股股份可能獲根據本公司於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)

### 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 2020, 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

Name of Director	Capacity/Nature of interest	Number of shares held	Approximate percentage holding	Notes
董事姓名	身份／權益性質	所持股份數目	持股概約百分比	附註
Mr. Yu 于先生	Corporate interest 公司權益	40,673,177,261 (L)	59.25%	1
		17,826,086,957 (S)	25.97%	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 17,826,086,957 shares were charged by Pippen Limited and Rosewood Assets Ltd., 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.

Save as disclosed above, as at 30 June 2020, 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.

## 董事於股份及相關股份之權益及淡倉(續)

### 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2020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

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共同持有。
- 該等17,826,086,957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及Rosewood Assets Ltd.抵押。
- (L)指好倉，而(S)指淡倉。

除上文所披露者外，於2020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 six months ended 30 June 2020, 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 2020 and up to the date of this report.

## 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.

## 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2020年6月30日止六個月期間，並無購股權根據該計劃獲授出、行使、註銷或失效，而截至2020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。

## 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。



## EMPLOYEE BENEFITS (Continued)

### A. Restricted Share Award Scheme (Continued)

As at 30 June 2020, 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 2020, no restricted shares were vested under the Restricted Share Award Scheme.

### B. Other Employee Benefits

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

As at 30 June 2020, a total of 15,996,402 units of the Bonus Reward were granted to the CE Senior Management and 7,304,000 units of which were exercised.

## 僱員福利(續)

### A. 限制性股份獎勵計劃(續)

截至2020年6月30日，本公司根據限制性股份獎勵計劃通過發行及配發新股份向獲選參與者授出合共18.06億股限制性股份，該等授出於2018年12月19日經本公司獨立股東於股東大會批准。該等限制性股份由託管人代獲選參與者持有。截至2020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。

### 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2020年6月30日，已向中企高級管理人員授出合共15,996,402個花紅獎勵單位，其中7,304,000個花紅獎勵單位已行使。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

As at 30 June 2020, 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:

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 Trust (Hong Kong) Limited	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 Trust (Hong Kong) Limited ("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.

Save as disclosed above, as at 30 June 2020, 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.

## 主要股東之權益及淡倉

於2020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 Trust (Hong Kong) Limited	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

### 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共同持有。
- Vistra Trust (Hong Kong) Limited ("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。

除上文所披露者外，於2020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 2020.

## INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2020 (for the six months ended 30 June 2019: Nil).

## CORPORATE GOVERNANCE

In the opinion of the Board, the Company has complied with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2020, except for the deviation stated below:

Code provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting. The chairman of the Board was unable to travel to Hong Kong to attend the annual general meeting of the Company held on 27 May 2020 due to the Epidemic.

## 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"). The Loan 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 and the seventh supplemental agreement dated 20 May 2011, 31 October 2012, 9 May 2013, 30 April 2015, 2 May 2017, 21 March 2019 and 31 May 2019 respectively, which among other things extended the repayment date for the outstanding principal and varied certain terms and provisions of the Loan Agreement. On 21 March 2019, 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 two years from 30 June 2019 to 29 June 2021.

## 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2020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2020年6月30日止六個月之中期股息(截至2019年6月30日止六個月：無)。

## 企業管治

董事會認為，截至2020年6月30日止六個月內，本公司一直遵守上市規則附錄14所載之《企業管治守則》及《企業管治報告》，惟下列所述偏差除外：

守則條文E.1.2訂明，董事會主席應出席股東周年大會。董事會主席因疫情無法抵港出席本公司於2020年5月27日舉行之股東周年大會。

## 根據上市規則第13.20條作出之披露

於2009年5月29日，本公司(作為貸款人)與本公司直接控股公司兼關連人士南海(作為借款人)訂立貸款協議(「貸款協議」)，內容有關本公司向南海墊付本金額約為16.455億港元之貸款(「貸款」)。貸款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日及2019年5月31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、第六份補充協議及第七份補充協議所補充，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2019年3月21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兩年，由2019年6月30日延至2021年6月29日。

## DISCLOSURE PURSUANT TO RULE 13.20 OF THE LISTING RULES (Continued)

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

As at 30 June 2020, the outstanding principal and the accrued interests are approximately HK\$1,005,858,000 and HK\$46,959,000 respectively. The Loan is subject to an interest rate of 8.0% 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 10.0% per annum on the default amount accrued daily based on a 365-day year.

## 根據上市規則第 13.20 條作出之披露(續)

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

於2020年6月30日，未償還本金及累計利息分別約為1,005,858,000港元及46,959,000港元。貸款按年利率8.0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10.0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 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 2020, 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.

## 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貸款(「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2020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。



## CHANGES IN MEMBERSHIP OF THE BOARD AND THE DIRECTOR'S INFORMATION

The Company has since been notified that Mr. Xiao Sui Ning, an independent non-executive director of the Company, became a director of LexinFintech Holdings Ltd. (listed on the NASDAQ stock exchange, stock code: LX) on 30 September 2019.

Save as disclosed above, 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 2019 annual report.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted 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 2020.

## 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 accounting principles and practices adopted by the Group, the unaudited interim results for the six months ended 30 June 2020, and discussed the financial control, internal control and risk management systems.

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

Hong Kong, 26 August 2020

## 董事會成員及董事資料變動

本公司得悉，本公司獨立非執行董事肖遂寧先生，於2019年9月30日擔任深圳樂信控股有限公司(納斯達克交易所上市公司，股票代號為LX)之董事職位。

除上文所披露者外，自本公司2019年年報日期以來，本公司概無董事會成員及董事資料變動。

## 證券交易標準守則

本公司已採納上市規則附錄10所載之標準守則。本公司已向所有董事作出特別查詢，董事確認，彼等於截至2020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」)包括本公司所有獨立非執行董事，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本集團所採納之會計準則及實務，截至2020年6月30日止六個月之未經審核中期業績，並商討財務監控、內部監控及風險管理制度事宜。

承董事會命  
**中國數碼信息有限公司**  
**主席**  
**劉榮**

香港，2020年8月26日





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

