香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

海外監管公告

本公告是由神州數碼控股有限公司*（「**本公司**」）根據香港聯合交易所有限公司證券上市規則第 13.10B條而作出。

以下附件是本公司依臺灣相關證券法律的規定於二零二零年九月十六日在臺灣證券交易所股份有限公司網頁刊發的公告。

承董事會命
Digital China Holdings Limited
(神州數碼控股有限公司*)
郭為
主席兼首席執行官

香港，二零二零年九月十六日

於本公告刊發時，本公司之董事會由九名董事組成，包括：

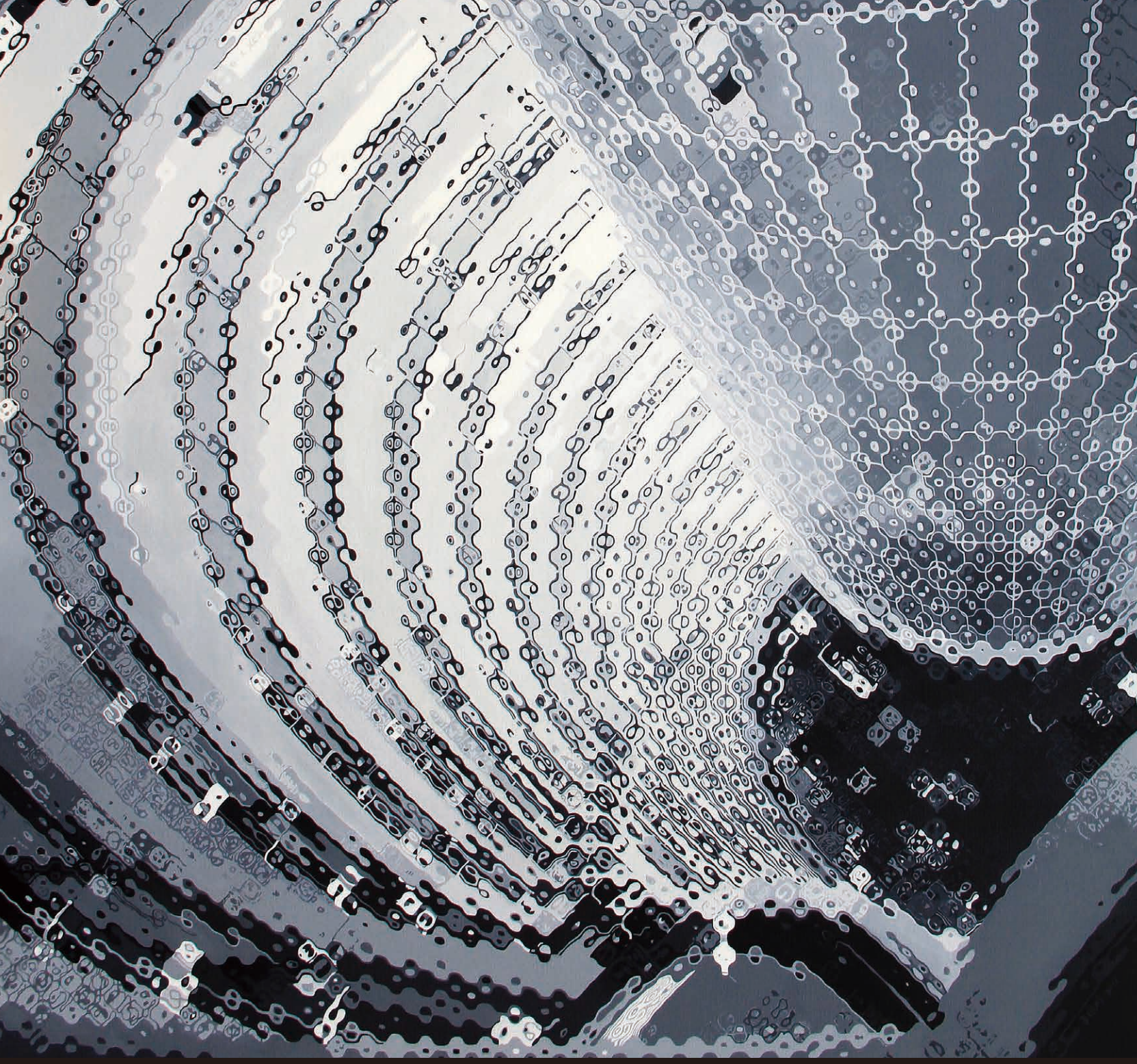
執行董事：郭為先生（主席兼首席執行官）及林楊先生（副主席）

非執行董事：彭晶先生及曾水根先生

獨立非執行董事：黃文宗先生、倪虹小姐、劉允博士、嚴曉燕女士及金昌衛先生

網址：www.dcholdings.com

* *僅供識別*



2020中期報告

Interim Report

Digital China Holdings Limited

神州數碼控股有限公司

Incorporated in Bermuda with Limited Liability

於百慕達註冊成立之有限公司

Stock Code 股份代號:00861

神州控股
DC Holdings

目錄

簡明綜合損益表	2
簡明綜合其他全面收益表	3
簡明綜合財務狀況表	4
簡明綜合權益變動表	6
簡明綜合現金流量表	8
簡明綜合中期財務報表附註	9
管理層研討與分析	21
其他資料	29
中期股息	29
暫停辦理股份過戶登記	29
董事及行政總裁於股份、相關股份及債權證中之權益及淡倉	29
主要股東於股份及相關股份之權益及淡倉	31
股權激勵計劃	33
根據上市規則第13.51B(1)條之董事資料披露	38
遵守標準守則	38
審核委員會的審閱	39
企業管治	39
購買、出售或贖回本公司之上市證券	40
足夠公眾持股量	40

Digital China Holdings Limited（神州數碼控股有限公司*）（「**本公司**」或「**神州控股**」）之董事會（「**董事**」或「**董事會**」）欣然公佈本公司及其附屬公司（統稱「**本集團**」）截至二零二零年六月三十日止六個月之未經審核簡明綜合中期業績，連同上一個財年同期比較數字如下：

簡明綜合損益表

截至二零二零年六月三十日止六個月

		截至六月三十日止六個月	
		二零二零年	二零一九年
		（未經審核）	（未經審核）
	附註	**港幣千元**	港幣千元
收入	3	**8,349,929**	7,569,721
銷售及服務成本		**(7,024,160)**	(6,210,828)
毛利		**1,325,769**	1,358,893
其他收入及收益	3	**176,140**	82,576
視為出售聯營公司部份權益之（虧損）收益		**(146,238)**	6,726
出售多間聯營公司部份權益之收益		**344,148**	5,046
銷售及分銷費用		**(540,265)**	(602,247)
行政費用		**(211,887)**	(182,494)
其他費用淨額		**(438,460)**	(402,764)
融資成本		**(77,020)**	(117,117)
應佔聯營公司之虧損		**(47,053)**	(46,927)
應佔合營企業之虧損		**(4,893)**	(3,232)
除税前溢利	4	**380,241**	98,460
所得税費用	5	**(35,492)**	(10,630)
本期間溢利		**344,749**	87,830
歸屬於：			
母公司股東權益		**243,371**	264
非控股權益		**101,378**	87,566
		344,749	87,830
母公司股東應佔每股盈利	7		
基本（港仙）		**14.82**	0.02
攤薄（港仙）		**14.80**	0.02

* *僅供識別*

簡明綜合其他全面收益表

截至二零二零年六月三十日止六個月

	截至六月三十日止六個月	
	二零二零年	二零一九年
	（未經審核）	（未經審核）
	港幣千元	港幣千元
本期間溢利	**344,749**	87,830
其他全面（虧損）收益		
其後可能重新分類至損益之其他全面（虧損）收益：		
財務報表換算之匯兑差額	**(250,280)**	1,587
應佔聯營公司之其他全面收益	**13,555**	8,034
其後可能重新分類至損益之其他全面（虧損）收益淨額	**(236,725)**	9,621
其後不可能重新分類至損益之其他全面（虧損）收益：		
以公允價值計量且其變動計入其他全面收益的金融資產之公允價值變動	**12,215**	4,157
物業估值收益	**6,379**	–
所得稅影響	**(6,066)**	–
其後不可能重新分類至損益之其他全面收益淨額	**12,528**	4,157
經扣除稅後的本期間其他全面（虧損）收益	**(224,197)**	13,778
本期間全面收益總額	**120,552**	101,608
歸屬於：		
母公司股東權益	**94,914**	12,320
非控股權益	**25,638**	89,288
	120,552	101,608

簡明綜合財務狀況表

於二零二零年六月三十日

	附註	二零二零年六月三十日（未經審核）港幣千元	二零一九年十二月三十一日（經審核）港幣千元
非流動資產			
物業、廠房及設備		**955,271**	1,027,562
使用權資產		**200,111**	233,656
投資物業		**4,549,072**	4,598,840
商譽		**1,847,552**	1,887,695
其他無形資產		**153,484**	157,765
於合營企業之權益		**168,385**	185,890
於聯營公司之權益		**2,778,289**	3,150,086
以公允價值計量且其變動計入其他全面收益的金融資產		**602,871**	408,572
應收融資租賃款項		**1,284**	2,310
其他應收款項		**889,454**	908,780
遞延税項資產		**151,468**	173,125
		12,297,241	12,734,281
流動資產			
存貨		**1,288,038**	1,848,844
持作銷售用途的竣工物業		**–**	24,722
應收賬款及應收票據	8	**4,791,349**	5,362,493
預付款項、按金及其他應收款項		**1,354,101**	1,499,292
合約資產		**2,145,012**	527,073
以公允價值計量且其變動計入損益的金融資產		**685,791**	929,091
應收融資租賃款項		**50,871**	54,528
受限制銀行結餘		**42,873**	115,488
現金及現金等價物		**1,793,099**	1,890,171
		12,151,134	12,251,702
分類為持作出售之資產		**343,098**	565,118
		12,494,232	12,816,820
流動負債			
應付賬款及應付票據	9	**4,181,328**	3,832,793
其他應付款項及預提費用		**2,142,649**	2,046,205
租賃負債		**84,846**	103,070
合約負債		**974,115**	1,396,496
應繳税項		**22,003**	66,455
附息銀行及其他貸款		**2,195,699**	3,468,959
		9,600,640	10,913,978

簡明綜合財務狀況表

於二零二零年六月三十日

	附註	二零二零年六月三十日（未經審核）港幣千元	二零一九年十二月三十一日（經審核）港幣千元
流動資產淨值		**2,893,592**	1,902,842
總資產減流動負債		**15,190,833**	14,637,123
非流動負債			
附息銀行及其他貸款		**2,239,998**	1,625,741
遞延稅項負債		**356,325**	350,261
遞延收入		**37,101**	37,033
租賃負債		**50,723**	60,616
		2,684,147	2,073,651
資產淨值		**12,506,686**	12,563,472
權益及儲備			
股本	10	**167,141**	167,098
儲備		**8,703,718**	8,769,325
母公司股東應佔權益		**8,870,859**	8,936,423
非控股權益		**3,635,827**	3,627,049
權益總額		**12,506,686**	12,563,472

簡明綜合權益變動表

於二零二零年六月三十日

	母公司股東應佔												
	已發行股本（未經審核）港幣千元	股份溢價賬（未經審核）港幣千元	資本儲備（未經審核）港幣千元	僱員股票基金（未經審核）港幣千元	以股份支付僱員之酬金儲備（未經審核）港幣千元	資產估值儲備（未經審核）港幣千元	投資估值儲備（未經審核）港幣千元	儲備基金（未經審核）港幣千元	匯兑波動儲備（未經審核）港幣千元	保留溢利（未經審核）港幣千元	總計（未經審核）港幣千元	非控股權益（未經審核）港幣千元	權益總額（未經審核）港幣千元
於二零二零年一月一日	167,098	4,643,858	1,893,085	(60,867)	67,028	496,428	42,506	476,557	(347,914)	1,558,644	8,936,423	3,627,049	12,563,472
本期間溢利	-	-	-	-	-	-	-	-	-	243,371	243,371	101,378	344,749
本期間其他全面收益（虧損）：													
以公允價值計量且其變動計入其他全面收益的金融資產之公允價值變動	-	-	-	-	-	-	11,137	-	-	-	11,137	(3,393)	7,744
財務報表換算之匯兑差額	-	-	-	-	-	-	-	-	(176,202)	-	(176,202)	(74,078)	(250,280)
應佔聯營公司之其他全面收益（虧損）	-	-	-	-	-	-	8,053	-	3,771	-	11,824	1,731	13,555
經扣除稅後的物業估值收益	-	-	-	-	-	4,784	-	-	-	-	4,784	-	4,784
本期間全面收益總額	-	-	-	-	-	4,784	19,190	-	(172,431)	243,371	94,914	25,638	120,552
行使購股權*（附註10）*	43	2,062	-	-	(423)	-	-	-	-	-	1,682	-	1,682
僱員股票基金供款	-	-	-	(69,219)	-	-	-	-	-	-	(69,219)	-	(69,219)
以股份支付之酬金	-	-	-	-	11,340	-	-	-	-	-	11,340	11,879	23,219
給予非控股股東之已付股息	-	-	-	-	-	-	-	-	-	-	-	(28,739)	(28,739)
二零一九年末期股息宣派*（附註）*	-	-	-	-	-	-	-	-	-	(104,281)	(104,281)	-	(104,281)
於二零二零年六月三十日	167,141	4,645,920	1,893,085	(130,086)	77,945	501,212	61,696	476,557	(520,345)	1,697,734	8,870,859	3,635,827	12,506,686

附註

於二零二零年六月三十日的本公司股東週年大會上，本公司經股東批准派發截至二零一九年十二月三十一日止年度的末期股息每股6.4港仙，合計港幣104,281,000元。

簡明綜合權益變動表

於二零二零年六月三十日

	母公司股東應佔													
	已發行股本（未經審核）港幣千元	股份溢價賬（未經審核）港幣千元	資本儲備（未經審核）港幣千元	僱員股票基金（未經審核）港幣千元	以股份支付僱員之酬金儲備（未經審核）港幣千元	資產估值儲備（未經審核）港幣千元	投資估值儲備（未經審核）港幣千元	其他儲備（未經審核）港幣千元	儲備基金（未經審核）港幣千元	匯兑波動儲備（未經審核）港幣千元	保留溢利（未經審核）港幣千元	總計（未經審核）港幣千元	非控股權益（未經審核）港幣千元	權益總額（未經審核）港幣千元
於二零一九年一月一日	167,726	4,665,095	1,893,117	(21,571)	54,917	480,980	43,078	(1,326)	426,875	(212,913)	1,354,365	8,850,343	3,546,353	12,396,696
本期間溢利	-	-	-	-	-	-	-	-	-	-	264	264	87,566	87,830
本期間其他全面收益（虧損）：														
以公允價值計量且其變動計入其他全面收益的金融資產之公允價值變動	-	-	-	-	-	-	1,556	-	-	-	-	1,556	2,601	4,157
財務報表換算之匯兑差額	-	-	-	-	-	-	-	-	-	(539)	-	(539)	2,126	1,587
應佔聯營公司之其他全面收益（虧損）	-	-	-	-	-	-	8,543	-	-	2,496	-	11,039	(3,005)	8,034
本期間全面收益總額	-	-	-	-	-	-	10,099	-	-	1,957	264	12,320	89,288	101,608
股份購回*（附註10）*	(628)	(21,237)	-	-	-	-	-	1,326	-	-	-	(20,539)	-	(20,539)
以股份支付之酬金	-	-	-	-	4,370	-	-	-	-	-	-	4,370	-	4,370
多間附屬公司非控股股東之資本出資	-	-	-	-	-	-	-	-	-	-	-	-	14,377	14,377
一間附屬公司非控股股東減資	-	-	-	-	-	-	-	-	-	-	-	-	(3,495)	(3,495)
給予非控股股東之已付股息	-	-	-	-	-	-	-	-	-	-	-	-	(22,889)	(22,889)
於二零一九年六月三十日	167,098	4,643,858	1,893,117	(21,571)	59,287	480,980	53,177	-	426,875	(210,956)	1,354,629	8,846,494	3,623,634	12,470,128

簡明綜合現金流量表

截至二零二零年六月三十日止六個月

	截至六月三十日止六個月	
	二零二零年	二零一九年
	（未經審核）	（未經審核）
	港幣千元	港幣千元
經營活動		
存貨減少	**495,593**	54,381
應收賬款及應收票據減少（增加）	**470,926**	(593,942)
應付帳款及應付票據增加	**348,535**	651,750
其他營運資金及非現金交易之調整增加	**(1,661,811)**	(732,438)
經營活動所用現金淨額	**(346,757)**	(620,249)
投資活動		
購入物業、廠房及設備	**(19,397)**	(13,342)
出售物業、廠房及設備之所得款項	**1,535**	3,856
出售投資物業之所得款項	**90,787**	–
添置其他無形資產	**(17,727)**	(24,239)
出售以公允價值計量且其變動計入其他全面收益的金融資產之所得款項	**1,827**	–
出售多間聯營公司投資之所得款項	**765,213**	25,306
收取多間聯營公司之股息	**20,376**	25,413
收取一間合營企業之股息	**4,220**	–
於一間聯營公司之投資	**(340)**	(39,200)
以公允價值計量且其變動計入損益的金融資產之股息收入	**–**	475
出售以公允價值計量且其變動計入損益的金融資產之所得款項	**667,515**	1,138,308
購買以公允價值計量且其變動計入損益的金融資產	**(417,557)**	(446,553)
投資活動所得現金淨額	**1,096,452**	670,024
融資活動		
股份購回	**–**	(20,539)
行使購股權	**1,682**	–
新增銀行貸款	**1,719,296**	2,994,217
償還銀行貸款	**(2,302,101)**	(3,501,985)
償還公司債券	**(1,059)**	–
已付利息	**(77,020)**	(117,117)
給予非控股股東之已付股息	**(28,739)**	(22,889)
依受限制股份獎勵計劃購買股份	**(69,219)**	–
多間附屬公司非控股股東之資本出資	**–**	14,377
租賃負債之付款	**(59,565)**	(49,658)
一間附屬公司非控股股東之減資	**–**	(3,495)
融資活動所用現金淨額	**(816,725)**	(707,089)
現金及現金等價物減少淨額	**(67,030)**	(657,314)
於期初之現金及現金等價物	**1,890,171**	2,204,872
匯兑變動之影響淨額	**(30,042)**	23,816
於期末之現金及現金等價物	**1,793,099**	1,571,374
現金及現金等價物之組成分析		
於簡明綜合財務狀況表及簡明綜合現金流量表所載之現金及現金等價物	**1,793,099**	1,571,374

簡明綜合中期財務報表附註

1. 呈報基準

截至二零二零年六月三十日止六個月之未經審核簡明綜合中期財務報表，乃按照由香港會計師公會（「**香港會計師公會**」）頒佈之香港會計準則（「**香港會計準則**」）第34號「中期財務報告」編製。除採納以下新頒佈及經修訂香港財務報告準則（「**香港財務報告準則**」）（當中包括香港財務報告準則、香港會計準則及其註釋）外，編製本期間之未經審核簡明綜合中期財務報表已貫徹採用截至二零一九年十二月三十一日止全年財務報表所載之相同呈報基準、會計政策及計算方法。本集團並無提前採納任何已頒佈但尚未生效的其他準則、詮釋或修訂。

香港會計準則第1號及香港會計準則8號之修訂本	*重大性的定義*
香港財務報告準則第3號	*業務的定義*
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號之修訂本	*利率基準的改革*

另外，本集團已提早採納於二零二零年六月一日或之後開始的年度期間生效的香港財務報告準則第16號之修訂本2019冠狀病毒相關的租金優惠。

於本期間應用香港財務報告準則之新訂準則及修訂不會對本集團於本期間及過往期間之財務狀況及表現及／或於該等未經審核簡明綜合中期財務報表所載列之披露造成重大影響。

香港會計準則第1號及香港會計準則第8號之修訂本重大性的定義

有關修訂為重大提供新的定義，指「如遺漏、失實陳述或遮掩資料可合理認為很可能會對一般用途財務報表主要使用者按照該等財務報表作出的決定造成影響，而該等財務報表提供的是有關特定報告實體的財務資料，則有關資料屬重大」。有關修訂澄清，重大程度將視乎於財務報表內有關資料的性質或定量（不論是單獨或是結合其他信息）。失實陳述資料如可合理認為很可能會對主要使用者所作出的決定造成影響則屬重大。該等修訂對本集團之未經審核簡明綜合財務報告並無影響，亦預期不會對本集團造成任何未來影響。

香港財務報告準則第3號之修訂本業務的定義

有關修訂澄清業務的定義及提供如何確定交易是否構成業務合併的進一步指引。另外，有關修訂引進可選的「**集中度測試**」，倘所收購總資產的絕大部份公允價值集中在單一的可識別資產或一組類似可識別的資產時，允許對一組收購的活動及資產判斷為資產而非業務提供簡化評估。

本集團已收購日期為二零二零年一月一日或之後的交易應用了預期的修訂。這些修訂對本集團的未經審核簡明綜合財務報表沒有影響，但對本集團於未來期間的業務給併可能存在影響。

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號之修訂本利率基準的改革

香港財務報告準則第9號及香港會計準則第39號金融工具：確認及計量之修訂提供多項寬免，適用於直接受利率基準影響的所有對沖關係。倘改革引起被套期項目或套期工具的基準現金流量時間及／或金額的不確定性，則對沖關係將受到影響。該等修訂對本集團之未經審核簡明綜合財務報表並無影響，因為本集團並無任何利率對沖關係。

1. 呈報基準(續)

香港財務報告準則第16號之修訂本2019冠狀病毒相關的租金優惠

香港財務報告準則第16號之修訂提供實用權宜之計,讓承租人選擇不就因2019冠狀病毒疫情直接產生的租金寬減應用租賃修訂會計處理方式。實用權宜之計僅適用於因2019冠狀病毒疫情直接產生的租金寬減,且僅在(i)租賃付款變動導致經修訂租賃代價與緊接變動前的租賃代價大致相同或低於該代價時;(ii)任何租賃付款減少僅影響原本於二零二一年六月三十日或之前到期支付的款項;及(iii)租賃的其他條款及條件並無重大變動。

採用實際權宜之計的租賃就租金優惠產生的租賃付款變化與採用香港財務報告準則第16號的變化的會計處理方法相同,就好像該變化不是租賃修訂一樣。租賃付款的寬免或放棄被視為可變租賃付款。調整相關租賃負債以反映所免予或免除的金額,並在事件發生期間的損益中確認相應的調整。

本集團已選擇提早採納有關修訂,並應用於本集團於中期報告期內獲取的所有合資格的2019冠狀病毒相關租金優惠。於本中期期間,2019冠狀病毒相關租金優惠於損益中確認的金額為港幣850,000元。這對於二零二零年一月一日的年初結餘並無影響。

2. 分部資料

本集團有四個呈報經營分部概述如下:

(a) 「神州信息」分部:神州數碼信息服務股份有限公司(「**神州信息**」)主要從事系統集成、軟件開發及技術服務業務,為銀行等行業用戶提供以銀行核心系統及企業服務總線為代表的系統開發和維護、行業雲服務和基礎設施建設等金融科技服務。神州信息也為我國運營商、政企、農業等國民經濟重點行業提供技術服務、應用軟件開發以及行業雲建設與運營等產品和服務。

(b) 「智慧產業鏈業務」分部:科捷是中國領先的產業鏈服務品牌,致力於通過倉+大數據+人工智能的戰略落地,為客戶提供端到端的一站式供應鏈服務商。並通過供應鏈的大數據來協同上下游的產業鏈企業,在整個產業鏈大生態下,賦能產業鏈整體效能提升,打造新型智慧產業鏈。本集團從本分部的物流業務及電子商務供應鏈業務產生收入。

(c) 「智慧城市業務」分部:智慧城市業務即以大數據深度應用的模式為基礎,憑藉通過從事系統集成、軟件開發和技術服務業務,為城市建構起全方位的城市級大數據平台,解決醫療、交通、能源供給和社會保障等問題。

(d) 「其他業務」分部:包括物業投資、物業銷售及「智慧金融業務」即憑藉自身的各類金融牌照,並整合銀行、保險、證券、信託等金融機構資源,面向內外部客戶提供小貸、租賃、保理等金融服務;以及資產運營、其他創新業務投資孵化及戰略投資管理等業務。

2. 分部資料(續)

經營分部的會計政策與本集團會計政策相同。分部業績乃根據呈報分部溢利而評估,其為經調整後的除税前溢利的計量。分部業績與本集團之除税前溢利一致計量,惟若干利息收入、若干融資成本、未分類公司收入及收益及未分類公司開支外不計入該等計量。這是向首席營運決策者呈報其達致資源分配及績效評估。

分部間之銷售及轉撥乃參考以現行市場價格銷售予第三方之銷售價格而進行。

下表呈列截至二零二零年及二零一九年六月三十日止六個月本集團的經營及呈報分部之收入及業績:

	神州信息		智慧產業鏈業務		智慧城市業務		其他業務		抵銷		總計	
	截至六月三十日止六個月											
	二零二零年 (未經審核) 港幣千元	二零一九年 (未經審核) 港幣千元	**二零二零年 (未經審核) 港幣千元**	二零一九年 (未經審核) 港幣千元	**二零二零年 (未經審核) 港幣千元**	二零一九年 (未經審核) 港幣千元	**二零二零年 (未經審核) 港幣千元**	二零一九年 (未經審核) 港幣千元	**二零二零年 (未經審核) 港幣千元**	二零一九年 (未經審核) 港幣千元	**二零二零年 (未經審核) 港幣千元**	二零一九年 (未經審核) 港幣千元
分部收入:												
對外	**4,807,138**	4,830,878	**3,092,111**	2,350,395	**151,804**	89,411	**298,876**	299,037	**-**	-	**8,349,929**	7,569,721
分部間	**1,155**	1,432	**42,385**	3,982	**1,762**	4,920	**16,407**	14,222	**(61,709)**	(24,556)	**-**	-
	4,808,293	4,832,310	**3,134,496**	2,354,377	**153,566**	94,331	**315,283**	313,259	**(61,709)**	(24,556)	**8,349,929**	7,569,721
分部毛利	**788,985**	901,564	**359,861**	292,700	**43,748**	14,822	**133,175**	149,807			**1,325,769**	1,358,893
分部業績	**147,018**	154,665	**77,811**	42,955	**(17,137)**	(34,342)	**285,890**	49,708			**493,582**	212,986
未分類												
利息收入											**1,667**	1,577
收入及收益											**416**	628
未分類開支											**(70,418)**	(52,018)
經營活動溢利											**425,247**	163,173
融資成本											**(45,006)**	(64,713)
除税前溢利											**380,241**	98,460

3. 收入、其他收入及收益

本期間之收入指出售貨品(扣除退貨與貿易折扣);提供服務(扣除增值稅及政府徵費);從投資物業已收取及應收取之租金收入。

本集團之收入、其他收入及收益分析如下:

	截至六月三十日止六個月	
	二零二零年	二零一九年
	(未經審核)	(未經審核)
	港幣千元	港幣千元
收入		
來自客戶的合約收入		
按主要產品及服務線作分列:		
系統集成業務	**3,133,679**	2,656,443
軟件開發及技術服務業務	**1,826,116**	2,256,696
物流業務	**1,055,692**	1,203,337
電商供應鏈服務業務	**2,036,419**	1,147,058
其他	**117,514**	100,738
來自客戶的合約總收入	**8,169,420**	7,364,272
其他來源的收入		
金融服務業務	**13,403**	30,138
經營租賃下的投資物業的租金收入	**167,106**	175,311
其他來源的總收入	**180,509**	205,449
收入總計	**8,349,929**	7,569,721
其他收入		
政府補貼	**45,170**	21,942
銀行存款利息	**5,069**	6,948
理財產品收入	**11,834**	21,745
以公允價值計量且其變動計入損益的金融資產之股息收入	**–**	475
其他	**3,729**	4,423
	65,802	55,533

3. 收入、其他收入及收益(續)

	截至六月三十日止六個月	
	二零二零年	二零一九年
	(未經審核)	(未經審核)
	港幣千元	港幣千元
收益		
投資物業之公允價值收益	**–**	17,292
部分出售聯營公司之公允值收益	**103,369**	–
存貨轉撥至投資物業時產生之重估收益	**6,969**	–
出售一間聯營公司權益之收益	**–**	9,316
其他	**–**	435
	110,338	27,043
其他收入及收益總計	**176,140**	82,576

分列按時點確認的收入	截至六月三十日止六個月	
	二零二零年	二零一九年
	(未經審核)	(未經審核)
	港幣千元	港幣千元
收入確認的時點		
在某個時點	**5,439,934**	4,143,811
隨著時間的推移	**2,729,486**	3,220,461
來自客戶的合約總收入	**8,169,420**	7,364,272

4. 除税前溢利

本集團之除税前溢利已經扣除（計入）：

	截至六月三十日止六個月	
	二零二零年	二零一九年
	（未經審核）	（未經審核）
	港幣千元	港幣千元
確認為開支之存貨金額	**4,907,653**	3,777,589
物業、廠房及設備之折舊	**63,049**	69,244
使用權資產之折舊	**62,321**	50,367
其他無形資產攤銷	**18,737**	24,612
陳舊存貨撥備及撇銷	**65,213**	29,342
應收賬款及應收票據、其他應收款及合約資產減值	**110,547**	140,518
應收融資租賃款項（減值撥回）減值	**(509)**	533
出售物業、廠房及設備之虧損	**951**	2,250
銀行及其他貸款之利息	**72,595**	111,807
租賃負債之利息費用	**4,425**	5,310
以公允價值計量且其變動計入損益的金融資產之公允價值虧損	**5,176**	9,217
外匯淨差額	**16,302**	1,404
2019冠狀病毒相關租金優惠	**(850)**	–

5. 所得税費用

	截至六月三十日止六個月	
	二零二零年	二零一九年
	（未經審核）	（未經審核）
	港幣千元	港幣千元
本期－中國（「**中國**」）		
企業所得税（「**企業所得税**」）	**10,119**	13,418
土地增值税（「**土地增值税**」）	**–**	187
	10,119	13,605
本期－香港	**–**	70
遞延税	**25,373**	(3,045)
本期間税項支出總計	**35,492**	10,630

5. 所得稅費用(續)

(a) 中國企業所得稅指於中國大陸產生之估計應課稅溢利所徵收之稅項。除若干附屬公司享有稅務優惠外，本集團在中國大陸營運的附屬公司一般須繳納中國企業所得稅之稅率為25%。

(b) 中國土地增值稅就土地增值按累進稅率介乎30%至60%徵收，即物業銷售所得款項減可扣除開支(包括土地使用權攤銷、借貸成本及全部物業開發開支)。

(c) 根據兩級利得稅稅率制度，合資格企業的首個港幣2百萬元的利潤徵稅為8.25%，而超過港幣2百萬元的利潤則徵稅為16.5%。截至二零二零年及二零一九年六月三十日止六個月本集團合資格企業的香港利得稅乃根據兩級利得稅稅率制度計算。在香港不符合兩級利得稅稅率制度的其他集團實體的利潤將繼續按16.5%的統一稅率徵稅。

(d) 應佔合營企業之稅項支出為約港幣22,000元(截至二零一九年六月三十日止六個月：港幣290,000元)及應佔聯營公司之稅項支出為約港幣3,696,000元(截至二零一九年六月三十日止六個月：港幣11,077,000元)，已分別計入於未經審核簡明綜合損益表中之「應佔合營企業之虧損」及「應佔聯營公司之虧損」內。

6. 股息

	截至六月三十日止六個月	
	二零二零年	二零一九年
	(未經審核)	(未經審核)
	港幣千元	港幣千元
中期股息	**58,567**	–

於報告期末後，本公司董事向本公司股東宣派截至二零二零年六月三十日止六個月之中期股息每股普通股3.6港仙(截至二零一九年六月三十日止六個月：無)。於報告期末後宣派之中期股息並未於未經審核簡明綜合財務報表中確認為負債。

7. 每股盈利

每股基本及攤薄盈利乃按截至二零二零年六月三十日止六個月之母公司股東應佔溢利，以及於截至二零二零年六月三十日止六個月內已發行減在受限制股份獎勵計劃(「**受限制股份獎勵計劃**」)下所持股份之普通股加權平均數1,642,023,726股(截至二零一九年六月三十日止六個月：1,650,994,633股)計算。

每股攤薄盈利乃按截至二零二零年六月三十日止六個月之母公司股東應佔溢利計算並對一間附屬公司的可攤薄潛在普通股的影響作出調整。用於該計算的普通股加權平均數為於截至二零二零年六月三十日止六個月內之已發行普通股減在受限制股份獎勵計劃下所持股份，並加假設有關本集團之股權激勵計劃之所有可潛在攤薄的普通股被視為獲行使時已無償發行普通股之加權平均數。

7. 每股盈利(續)

每股基本及攤薄盈利乃根據以下數據計算:

	截至六月三十日止六個月	
	二零二零年	二零一九年
	(未經審核)	(未經審核)
	港幣千元	港幣千元
盈利		
用於計算每股基本盈利之本期間之母公司股東應佔溢利	**243,371**	264
一間附屬公司潛在攤薄普通股的影響	**(238)**	–
用於計算每股攤薄盈利之盈利	**243,133**	264

	股份數目	
	截至六月三十日止六個月	
	二零二零年	二零一九年
	(未經審核)	(未經審核)
股份		
用於計算每股基本盈利之本期間內已發行股份減在受限制股份獎勵計劃下所持股份之加權平均數	**1,642,023,726**	1,650,994,633
潛在攤薄普通股的影響:		
股權激勵計劃	**688,736**	106,329
用於計算每股攤薄盈利之本期間股份之加權平均數	**1,642,712,462**	1,651,100,962

8. 應收賬款及應收票據

本集團主要以信貸方式與其客戶訂定條款，惟一般會要求新客戶預付款項。信貸期一般為15至720天，本集團對其未收回應收款項實施嚴謹之監控，並設有信貸監控部門，務求將信貸風險減至最低。

以下為應收款項的賬齡分析，扣除應收賬款及應收票據減值撥備，並於報告期末根據發票日期（相當於各自的收入確認日期）呈列。

	二零二零年六月三十日（未經審核）港幣千元	二零一九年十二月三十一日（經審核）港幣千元
30天內	**2,005,533**	3,249,133
31至60天	**301,722**	318,493
61至90天	**175,973**	89,379
91至180天	**621,273**	441,465
超過180天	**1,686,848**	1,264,023
	4,791,349	5,362,493

本集團應收賬款及應收票據金額包括應收本集團之多間合營企業、多間聯營公司及多間關連公司之款項分別約為港幣69,797,000元（二零一九年十二月三十一日：港幣65,725,000元）、港幣1,739,000元（二零一九年十二月三十一日：港幣1,638,000元）及港幣29,337,000元（二零一九年十二月三十一日：港幣19,815,000元），此等結餘乃根據提供予本集團主要客戶之類似信貸條款償還。

9. 應付賬款及應付票據

以下為根據報告期末發票日期呈列的應付賬款及應付票據的賬齡分析。

	二零二零年六月三十日（未經審核）港幣千元	二零一九年十二月三十一日（經審核）港幣千元
30天內	**1,754,419**	1,974,814
31至60天	**403,793**	442,991
61至90天	**483,586**	120,659
超過90天	**1,539,530**	1,294,329
	4,181,328	3,832,793

購買商品的平均信用期為30至180天。本集團已製定財務風險管理政策，以確保所有應付款項於信貸期限內結清。

本集團應付賬款及應付票據金額包括應付本集團之多間聯營公司及多間關連公司之款項分別約為港幣1,288,000元（二零一九年十二月三十一日：港幣5,823,000）及港幣103,601,000元（二零一九年十二月三十一日：港幣91,909,000元），此結餘乃根據本集團主要供應商所給予之類似信貸條款償還。

10. 股本

	二零二零年六月三十日（未經審核）港幣千元	二零一九年十二月三十一日（經審核）港幣千元
法定： 2,500,000,000股（二零一九年十二月三十一日：2,500,000,000股）每股面值港幣0.1元（二零一九年十二月三十一日：港幣0.1元）之普通股	**250,000**	250,000
已發行及繳足股款： 1,671,407,976股（二零一九年十二月三十一日：1,670,977,976股）每股面值港幣0.1元（二零一九年十二月三十一日：港幣0.1元）之普通股	**167,141**	167,098

於截至二零二零年及二零一九年六月三十日止六個月內，本公司的已發行股本及股份溢價賬變動概述如下：

	已發行普通股數目	已發行股本 港幣千元	股份溢價賬 港幣千元	總計 港幣千元
於二零一九年一月一日	1,677,261,976	167,726	4,665,095	4,832,821
已購回之股份*（附註a）*	(6,284,000)	(628)	(21,237)	(21,865)
於二零一九年六月三十日	1,670,977,976	167,098	4,643,858	4,810,956
於二零二零年一月一日	1,670,977,976	167,098	4,643,858	4,810,956
行使購股權*（附註b）*	430,000	43	2,062	2,105
於二零二零年六月三十日	1,671,407,976	167,141	4,645,920	4,813,061

附註：

(a) 於截至二零一九年六月三十日止六個月，本公司分別按每股最高及最低價為港幣3.60元及港幣3.37元之代價於香港聯合交易所有限公司以合共現金代價（包括交易成本）約為港幣2,054萬元購買本公司每股面值為港幣0.10元之普通股。

於截至二零一八年十二月三十一日止年度所購回之373,000股股份及二零一九年六月三十日止六個月所購回之5,911,000股股份（合共為6,284,000股）已於二零一九年三月註銷。

(b) 於截至二零二零年六月三十日止六個月，430,000份購股權按行使價每股3.88港元至4.32港元獲行使。發行430,000股股份收取的總現金代價約為港幣1,682,000元。於購股權獲行使時，為數港幣423,000元的金額已由以股份支付僱員之酬金儲備轉撥至股份溢價賬。

除上文所披露者外，本公司及其任何附屬公司於截至二零二零年六月三十日止六個月，概無購買、出售或贖回任何本公司之上市證券。

11. 承擔

	二零二零年六月三十日（未經審核）港幣千元	二零一九年十二月三十一日（經審核）港幣千元
已簽約但未於未經審核簡明綜合中期財務報表中撥備：		
土地及樓宇	**148**	30,209
向多間合營企業資本注資	**33,247**	33,969
向多間聯營公司資本注資	**23,020**	23,520
以公允價值計量且其變動計入其他全面收益的金融資產資本注資	**470**	480
	56,885	88,178

12. 關連人士交易

(a) 與關連人士之交易：

除此未經審核簡明綜合中期財務報表的其他部份所呈列之該等交易及結餘外，本集團內有以下與關連人士之重大交易：

		截至六月三十日止六個月	
		二零二零年（未經審核）	二零一九年（未經審核）
	附註	港幣千元	港幣千元
與合營企業之交易			
向合營企業提供之IT服務	(ii)	**637**	–
向合營企業提供之IT貨物	(i)	**188**	–
向合營企業收取之貸款利息收入	(v)	**4,929**	4,809
與聯營公司之交易			
向聯營公司提供之IT服務	(ii)	**542**	47
向聯營公司收取之租賃收入	(iv)	**4,271**	11,415
向聯營公司銷售之IT貨物	(i)	**2,317**	5,183
由聯營公司提供之IT服務	(ii)	**2,100**	–
與關連公司之交易（*附註(vi)*）			
向關連公司銷售之IT貨物	(i)	**8,380**	416
向關連公司提供之IT服務	(ii)	**195,851**	192,899
由關連公司購買之IT貨物	(iii)	**145,141**	169,070
由關連公司提供之IT服務	(ii)	**17,176**	18,177
向關連公司收取之租賃收入	(iv)	**25,467**	23,235

12. 關連人士交易（續）

(a) 與關連人士之交易：（續）

附註：

(i) 該等銷售乃根據本集團向其主要客戶提供之訂價及條件而進行。

(ii) 提供IT服務之價格乃根據本集團與相關關連人士雙方協定而釐定。

(iii) 該等購買乃參照由關連人士提供予主要客戶之訂立價格及條款根據本集團與相關關連人士雙方協定之價格進行。

(iv) 租賃收入乃參照市場租金根據本集團與相關關連人士雙方協定而釐定。

(v) 收取的利息收入以參考市場利率計算並計入來自金融服務業務的收入。

(vi) 神州數碼集團股份有限公司及其附屬公司為本集團的關連公司，因郭為先生為本公司之主席及關鍵管理人員，對神州數碼集團股份有限公司有重大影響力。

(b) 與關連人士之往來金額：

(i) 於報告期末，本集團與合營企業、聯營公司及關連公司之應收賬款及應收票據及應付賬款及應付票據結餘之詳情分別載於本未經審核簡明綜合中期財務報表附註8及9。

(ii) 神州數碼集團股份有限公司及其附屬公司為本集團的關連公司，因郭為先生為本公司之主席及關鍵管理人員，對神州數碼集團股份有限公司有重大影響力。

(c) 關鍵管理人員之報酬：

於本期內，本公司關鍵管理人員（執行董事）的薪酬如下：

	截至六月三十日止六個月	
	二零二零年	二零一九年
	（未經審核）	（未經審核）
	港幣千元	港幣千元
短期僱員福利	**3,818**	1,900
離職福利	**677**	32
	4,495	1,932

13. 報告期後事項

自報告期末至本報告日期，概無發生對本集團造成重大影響的事件。

管理層研討與分析

受益于國家加快新型基礎設施建設計劃（簡稱：「**新基建**」），旗艦大數據產品「燕雲DaaS」成功在多個大型智慧城市3.0項目落地以及智慧產業業務的持續高速增長，二零二零年上半年神州控股實現了大幅度的業績增長，盈利進入了爆發期。報告期內，本集團整體業務錄得營業額約港幣83.50億元，較上財年同期增加約港幣7.80億元，同比上升約10.31%，其中大數據相關收入達港幣5,000萬；本集團母公司股東應佔溢利約港幣2.43億元（扣除股份支付費用影響，本集團母公司股東應佔溢利約為港幣2.55億元），同比暴升約921倍。本集團憑藉在新基建領域的突出成績，從眾多企業中脫穎而出，榮登中國科學院《互聯網週刊》評選的「2020數字基建TOP100」榜單第一名。

1) 「新基建」帶動智慧城市收入按年增加69.78%，「燕雲DAAS」成為大數據基礎設施建設的利器

國家大力推進服務於數字經濟的「新基建」計劃，目前已有多個省份公布規模達數萬億元的「新基建」預算，而智慧城市和大數據基礎設施的建設是推進「新基建」必不可少的部分，推動本集團的智慧城市業務急速增長。報告期內，智慧城市業務整體營業額錄得約港幣1.52億元，同比增長69.78%，毛利約為港幣4,375萬元，同比增加195.16%。

在城市、政府和大企業中，數據存在於眾多不同年代、不同廠商的系統中，各類系統之間要實現數據互聯互通，往往面對效率低、成本高的問題。如何將眾多的城市大數據實時有效地整合，轉化成為可以服務市民、政府和產業的應用，是「新基建」建設中面對的主要難題。「燕雲DaaS」是神州控股自主研發，全球獨有的大數據旗艦產品，其基礎技術在2019年1月榮獲國家技術發明獎一等獎。「燕雲DaaS」的獨特優勢是使用者在無需更新原有系統的情況下，以最低成本方式將不同年代、缺乏原廠支持的系統和數據通過產生API鏈接進行整合，實時更新，成為「新基建」中大數據基礎設施建設的利器。「燕雲DaaS」已經為神州控股獲得多個逾億元項目，包括二零二零年上半年所簽訂的智慧唐山項目以及威海智慧城市項目，在多個城市牽頭擔任城市CTO (Chief Technology Officer)角色，以「燕雲DaaS」執行智慧城市3.0的頂層設計，基於城市自身的特點，將城市大數據、物聯網等新技術與城市數字產業發展戰略相結合，解決政府管理、醫療、交通、環保等一系列問題。在COVID-19疫情期間，基于「燕雲DaaS」研發「抗擊疫情」系列軟件產品發揮了巨大價值，利用大數據技術於大量城市有效追蹤患者的數據，實施社交隔離措施及監測日用品的價格波動。COVID-19疫情暴露出城市管理的多重痛點，全國各地方政府必定會加速和擴大基於城市大數據的新型智能基礎設施的建設，「燕雲DaaS」將會扮演非常重要的角色。

2) 智慧產業鏈：「618購物節」再創佳績，分部盈利同比增加81.15%

智慧產業鏈業務的經營實體科捷是供應鏈領域的領先企業，踐行「供應鏈+大數據+人工智慧物聯網（AIoT）」的戰略，持續優化大數據應用和智慧倉儲解決方案，為客戶提供端到端的一站式供應鏈服務。報告期內，智慧產業鏈業務整體營業額錄得約港幣30.92億元，較上財年同期大幅增長約31.56%；毛利約為港幣3.60億元，同比增加22.95%；分部經營利潤按年增加81.15%至約港幣7,781萬元。

電商物流業務的高速增長和經營效率的提升是推動科捷物流盈利突飛猛進的主要原因。科捷抓住了疫情機會，開拓線上教育、醫療物資、生活電商領域，實現逆勢高速成長，簽約規模同比增長超60%，上半年簽約中糧集團、奇虎360、完美日記、舒華體育、天馬微電子、維諦技術等多家知名企業；另一方面，科捷積極開拓「新基建」業務，在5G基站設備、新能源設備、電子元器件製造等領域也取得重大專案突破，提供「新基建」相關專案的供應鏈服務解決方案。科捷在「618購物節」期間也再創佳績，承接訂單按年急增近50%，並保證100%及時發貨。

科捷持續打造協同層的物流協同管理軟件、並通過與本集團「軟件互聯網」產品的結合，提高供應鏈上下游協同效率。在大數據KingKooData產品基礎上的智能化服務，智能倉庫執行層的「人機共舞」人工智能機器人方案等系列產品及IoT新品捷運寶及捷雲快簽為客戶提供更優質的差異化服務。大數據產品KingKooData簽約極米科技工廠、神州數碼鯤泰工廠、三一重工旗下易工品工業互聯網平臺，成功上線殼牌成品油數位化平臺，助力客戶全供應鏈管理能力提升。

以東南亞一帶一路國家為主的國際業務將會是科捷的盈利增長點，目前已經在印尼、馬來西亞、緬甸和香港建立了多個服務點。科捷與馬來西亞領先的物流公司LINE CLEAR於二零二零年七月簽署戰略合作諒解備忘錄，雙方在中國和馬來西亞之間開展物流、倉儲、訂單履行、分銷和貨運業務機會的聯合合作，將促進雙方在中國、馬來西亞乃至東南亞國家的智慧產業鏈業務。

3) 神州信息：戰略聚焦金融科技領域，金融業務簽約按年增加36%

神州信息戰略聚焦金融科技，在銀行核心業務、渠道管理解決方案市場已經連續八年排名第一。在銀行業全面向互聯網模式轉型及銀行系統國產化趨勢加速的驅動下，神州信息自主研發的分布式銀行核心業務系統、企業級微服務平台、智能銀行等類型解決方案持續領跑細分市場，整體業績穩步增長。

報告期內，營業收入約港幣48.07億元，與上財年同期基本持平，若以人民幣計值，營業收入較上財年同比增長4.16%。毛利約為港幣7.89億元，同比下降12.49%，這主要是受到人民幣貶值及疫情導致部分項目交付延遲到下半年的暫時性影響。

神州信息在COVID-19疫情的影響下依然實現金融業務簽約同比增長36%。神州信息作為市場上唯一同時擁有成熟分佈式技術平台和分佈式核心業務系統的公司，擁有業內最多的分佈式平台及核心業務系統落地案例。報告期內，神州信息中標、簽約中國郵政儲蓄銀行、曲靖銀行、唐山銀行等銀行核心系統業務諮詢、建設工作。公司基於開放銀行的理念，依托自主研發的互聯網金融平台及互聯網開放平台，實現第三方場景引入、數據引入、營銷獲客等，上半年在福建農信、北京銀行、錫商銀行等銀行均有落地。

神州信息已經參與了一家商業銀行的中國央行數字貨幣（簡稱DCEP）測試以及相關推廣工作，涉及加密數字貨幣的電子支付場景測試，數字錢包作為DCEP後期推廣所需的重要系統之一，神州信息已完成相關技術儲備，未來能夠幫助商業銀行實現數字貨幣的落地與推廣工作。

4) 經營展望：以自主創新核心技術踐行「數字中國」，專注提升股東回報

在COVID-19病毒疫情下，各行各業正在適應一個全新的環境和經營模式，以大數據技術賦能產業的效益在這個特殊環境下發揮了極大的效益。神州控股作為一家技術領先的大數據服務集團在「新基建」政策推動及疫情環境下看到巨大的市場機遇，預計經營業績在未來幾年將會進入一個高速增長階段。展望未來，神州控股將不忘初心、牢記使命，以「燕雲DaaS」、物聯網（「IoT」）、生物辨識、安全科技等自主創新核心技術為依託，努力踐行「數字中國」之夢想的同時，實現盈利增長，提升股東回報。

5) 關於本集團購買的若干理財產品的解決安排的最新情況

截止二零二零年六月三十日，理財產品未償付本金金額約為港幣17.91億元（人民幣16.34億元）。本集團對於上述理財產品涉及的最終相關資產，制定了出售計劃及具體行動方案。依照行動方案，本公司將優先處置相關資產中的房地產住宅項目（涉及本息約港幣2.12億元（人民幣1.93億元））。

此房地產住宅項目已進入資產重整及處置變現程序，上一年度處置人員克服暴雨對工期影響，基本完成復工建設工作。今年上半年雖然遭受新冠疫情，處置人員運用多種促銷手段，使得整體銷售進度良好，並在過程中完成了房產竣工驗收，辦理了按揭貸款手續，部分房產已取得不動產權證，轉化成為現房資產，剩餘不動產權證書正在辦理過程中。變現償還計劃如根據相關法律規定執行，本集團將可收回相關資產之一的房地產住宅項目所涉及的全部款項共約港幣2.12億元（人民幣1.93億元）。

剩餘最終相關資產（涉及約港幣15.8億元（人民幣14.41億元）的變現償還計劃目前還在穩步推進執行當中，已經取得積極進展。本集團將繼續按照行動方案積極推進執行，若行動方案有重大進展，本公司會適時發出公告。

載列於本集團二零二零年中期財務報表的理財產品賬面價值，基於管理層對最終相關資產的判斷和資產處置進程，於二零二零年中期無需對理財產品所做的減值撥備進行調整。

資本開支、流動資金及財務資源

本集團主要以內部資源、銀行貸款及銀行信貸應付其營運所需資金。

於二零二零年六月三十日，本集團擁有總資產港幣247.91億元，而資金來源為總負債港幣122.84億元，非控股權益港幣36.36億元及母公司股東應佔權益港幣88.71億元。於二零二零年六月三十日，本集團之流動比率為1.30，而於二零一九年十二月三十一日為1.17。

於截至二零二零年六月三十日止六個月內，主要用於購置房屋、辦公室設備及IT基礎設施建設而產生的資本開支為港幣8,643萬元。

於二零二零年六月三十日，本集團有現金及銀行結餘港幣18.36億元，當中有約港幣17.47億元乃以人民幣計值。

於二零二零年六月三十日，本集團的有關貸款總額佔母公司股東應佔權益之比率為0.50，而於二零一九年十二月三十一日為0.57。上述比率按附息銀行及其他貸款總額港幣44.36億元（二零一九年十二月三十一日：港幣50.95億元）及母公司股東應佔權益港幣88.71億元（二零一九年十二月三十一日：港幣89.36億元）計算。

於二零二零年六月三十日，本集團的附息銀行及其他貸款的計值如下：

	以人民幣計值 港幣千元	以港幣元計值 港幣千元	總計 港幣千元
流動			
附息銀行貸款，無抵押	1,025,365	50,000	1,075,365
附息銀行貸款，有抵押	1,006,410	63,500	1,069,910
其他貸款	50,424	–	50,424
	2,082,199	113,500	2,195,699
非流動			
附息銀行貸款，有抵押	2,188,528	45,590	2,234,118
公司債券	5,880	–	5,880
	2,194,408	45,590	2,239,998
總計	4,276,607	159,090	4,435,697

本集團之若干銀行貸款：

1. 約港幣22.50億元由金融機構授予本集團之若干附屬公司，並以於二零二零年六月三十日其總賬面價值約港幣37.99億元之樓宇、投資物業及預付土地租金作為抵押；及

2. 約港幣10.54億元由金融機構授予本集團之若干附屬公司，並以於二零二零年六月三十日本公司非全資擁有附屬公司神州信息（直接由本公司全資擁有附屬公司持有）之已發行股份189,209,087股其總賬面價值約港幣31.90億元作為質押。

包括於本集團之流動及非流動銀行及其他貸款分別為約港幣1.72億元及約港幣22.34億元為長期貸款須於二零二零年至二零三四年償還。於二零二零年六月三十日，除總額為約港幣22.87億元的貸款結餘按固定利率計息外，本集團的全部銀行貸款乃按浮動利率計息。

根據《神州靈雲(北京)科技有限公司出資及股東協議》(「**出資及股東協議**」)在滿足相關業績承諾條件後,新增資入股的投資人按照其出資比例向神州靈雲(北京)科技有限公司(「**神州靈雲**」)提供共計約人民幣3,300萬(相等於約港幣3,617萬元)元可轉債借款。在神州靈雲二零一六年至二零二零年業績承諾全部得到滿足的前提下,投資人同意將可轉債借款全部轉換為對神州靈雲的投資,轉換後的投資均計入神州靈雲的資本公積。如業績承諾未得到滿足,由神州靈雲在收到投資人的通知後三十天內予以償還上述可轉債借款。二零一七至二零一九年,投資人累計向神州靈雲提供可轉債借款約人民幣3,260萬元(相等於約港幣3,573萬元),其中本公司累計提供約人民幣約2,640萬元(相等於約港幣2,894萬元),其餘投資人累計提供約人民幣620萬元(相等於約港幣679萬元)。二零二零年四月,本公司及其他投資人與康軍簽署《轉讓協議書》,各方一致同意按出資及股東協議中約定的補償安排進行補償,由神州靈雲向投資人償還可轉債借款約人民幣2,047萬元(相等於約港幣2,244萬元),其中償還本公司約人民幣1,839萬元(相等於約港幣2,016萬元),償還其他投資人約人民幣208萬元(相等於約港幣228萬元);同時,轉讓各方將其持有的神州靈雲股權及根據出資及股東協議享有的合同權利以及負有的合同義務一併轉讓給康軍,並退出神州靈雲,轉讓對價合計約人民幣1,521萬元(相等於約港幣1,667萬元)。截至二零二零年六月三十日,神州靈雲已償還可轉債借款約人民幣819萬元(相等於約港幣897萬元),其中償還本公司約人民幣736萬元(相等於約港幣806萬元),償還其餘投資人約人民幣83萬元(相等於約港幣91萬元)。截至本報告日,神州靈雲已償還可轉債借款約人民幣1,147萬元(相等於約港幣1,257萬元),其中償還本公司約人民幣939萬元(相等於約港幣1,029萬元),償還其餘投資人約人民幣208萬元(相等於約港幣228萬元);康軍已支付轉讓價款約人民幣336萬元(相等於約港幣368萬元),其中支付本公司約人民幣304萬元(相等於約港幣333萬元),支付其餘投資人約人民幣32萬元(相等於約港幣35萬元)。

於二零二零年六月三十日本集團之可動用銀行總信用額為約港幣121.85億元,當中包括約港幣28.05億元之長期貸款額度,約港幣41.47億元之貿易信用額度及約港幣52.33億元之短期及循環現金透支。於二零二零年六月三十日,本集團已動用之長期貸款額度為約港幣21.87億元,貿易信用額度為約港幣12.75億元及短期及循環現金透支為約港幣21.93億元。

在一般業務範圍內,本集團為滿足若干客戶之個別要求,會就未能履約之潛在索償向該等客戶提供履約保證。由於過去並無客戶就履約保證作出任何重大索償,故管理層認為因履約保證而產生任何實際重大負債之可能性不大。

或然負債

二零一八年十一月七日，中國普天信息產業集團有限公司向北京市第二中級人民法院發起訴訟，就神州信息協助深圳市生物港投資有限公司（「**生物港公司**」）抽逃出資為由，要求神州信息在協助生物港公司抽逃出資的約人民幣25,000,000元及利息範圍內承擔連帶賠償責任。神州信息於二零一八年十二月底向北京市第二中級人民法院提起管轄權異議訴訟，被北京市第二中級人民法院駁回，神州信息針對駁回管轄權異議的裁定書向北京市高級人民法院提起訴訟，被北京市高級人民法院於二零一九年五月駁回。

二零一九年十月二十九日，北京市第二中級人民法院作出一審判決（民事判決書（2018）京02民初344號），判令神州信息在代墊資金本息共計約人民幣35,120,000元範圍內，對於深圳市生物港投資有限公司在廣東省深圳市中級人民法院（2007）深中法委執字第539號執行案項下對中國普天信息產業集團有限公司的債務經強制執行不能清償的部分（以數額不超過約人民幣68,125,000元為限）承擔補充賠償責任。神州信息已上訴，並根據上述判決計提預計負債約人民幣21,382,000元。

資本承擔

本集團於二零二零年六月三十日之資本承擔詳情載於簡明綜合中期財務報表附註11。

重大投資

截至二零二零年六月三十日止六個月，本集團並無持有任何重大投資。

出售一間附屬公司之股權

於二零二零年一月十四日，本集團與SK China Company Limited訂立買賣協議，據此，本集團同意出售而SK China Company Limited同意收購本公司間接非全資附屬公司北京勵致維欣科技有限公司（「**北京勵致維欣**」）的全部股權，該公司進而持有神州數碼醫療科技股份有限公司（「**神州數碼醫療**」）的32,720,636股股份，佔神州數碼醫療全部已發行股本的約14.05%。

緊接出售事項完成後，本集團在神州數碼醫療已發行的全部股份保留至約5.99%，及神州數碼醫療不再為本公司的聯營公司，本集團亦將不再擁有北京勵致維欣的任何股權，而北京勵致維欣將不再為本公司的附屬公司。有關出售事項的詳情請參閱本公司於二零二零年一月十五日之公告。

人力資源及薪酬政策

於二零二零年六月三十日，本集團約有全職僱員12,300名（二零一九年六月三十日：約11,600名）。該等僱員大部份均於中國受僱。本集團按照行業慣例提供酬金福利予僱員。僱員酬金包括基本薪金及花紅。本集團截至二零二零年六月三十日止六個月之僱員成本錄得約港幣10.82億元，比上一個年度同期約港幣11.44億元下降5.42%。為吸納及挽留優秀積極之僱員，本公司按個人表現及所達到之本公司目標，向僱員提供股權激勵計劃。本集團亦同時致力為僱員提供多項內部及外部培訓與發展計劃。

董事及高級管理人員之酬金乃參考經濟狀況、市況、各董事及高級管理人員所承擔的責任及職責及其個人表現而釐定。

供股所得款項用途的更新資料

於二零一七年九月，本公司完成供股（「**供股**」）及籌得資金約港幣13.35億元。下表為供股所得款項淨額（「**所得款項淨額**」）的用途情況：

供股所得款項淨額擬定用途	於2019年1月1日的未動用金額 港幣百萬元	截至2019年12月31日止年度的實際應用 港幣百萬元	於2019年12月31日的未動用金額 港幣百萬元	截至2020年6月30日止6個月的實際應用 港幣百萬元	於2020年6月30日的未動用金額 港幣百萬元
為投資於健康醫療大數據投資進行融資或確定任何其他潛在的投資及任何可能合適的收購機會	571	(198)	373	–	373

附註： 於本報告日期，健康醫療大數據投資亦處於初期洽談階段及本集團未有簽定有法律約束力的協議。

本公司無意改變日期為二零一七年八月二十三日的供股章程所載的所得款項淨額的用途，並將根據上述預期目的逐步使用未動用的所得款項淨額。於二零二零年六月三十日，已動用所得款項淨額合共為約港幣9.62億元。

於二零二零年六月三十日，供股之未動用所得款項淨額約為港幣3.73億元。於二零二零年，受新冠疫情影響，投資氣氛比較低迷，公司管理層於投資併購專案更趨謹慎，因此這些未動用的所得款項淨額預期無法於二零二零年底全部動用，當發現任何合適的機會時，這些未動用的所得款項淨額將投資於健康醫療大數據投資或任何其他潛在的投資和收購，預期未動用所得款項淨額將於二零二二年六月三十日前全部動用。

有關供股的詳情，請參考本公司日期為二零一七年七月二十一日、二零一七年八月二十四日及二零一七年九月十五日的公告，日期為二零一七年八月二十三日的供股章程及截至二零一七年十二月三十一日及二零一八年十二月三十一日及二零一九年十二月三十一日止年度的年報。

中期股息

於二零二零年八月二十六日，董事會宣布就截至二零二零年六月三十日止六個月向予二零二零年九月十六日（星期三）名列本公司股東名冊的股東派發中期股息每股3.6港仙（「**中期股息**」）（截至二零一九年六月三十日止六個月：無）。中期股息將會於二零二零年十月七日（星期三）前後派付。

暫停辦理股份過戶登記

本公司將於由二零二零年九月十七日（星期四）至二零二零年九月二十二日（星期二）暫停辦理股份過戶登記手續，以確定可享有中期股息的權利。該期間將不會登記任何股份轉讓。為符合資格收取中期股息，所有轉讓文件連同有關股票必須於二零二零年九月十六日（星期三）下午四時三十分前，送交至本公司之香港股份過戶登記分處卓佳雅柏勤有限公司辦理登記手續，地址為香港皇后大道東183號合和中心54樓。

董事及行政總裁於股份、相關股份及債權證中之權益及淡倉

於二零二零年六月三十日，本公司各董事及行政總裁及彼等之聯繫人於本公司及其任何相聯法團（定義見證券及期貨條例（「**證券及期貨條例**」）第XV部之本公司股份（「**股份**」））、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「**聯交所**」）之權益及淡倉（包括於證券及期貨條例之有關條文下本公司各董事及行政總裁擁有或被視作擁有之權益及淡倉），或須記入及已記入本公司根據證券及期貨條例第XV部第352條存置之登記冊內，或根據本公司採納載於聯交所證券上市規則（「**上市規則**」）附錄10之《上市發行人董事進行證券交易的標準守則》（「**標準守則**」）須知會本公司及聯交所之權益及淡倉如下：

董事名稱	身份	個人權益	公司權益	尚未行使之購股權數目	總數 *（附註1）*	佔合共權益之概約百分比(%) *（附註5）*
郭為	實益擁有人及受控法團之權益	94,328,707	86,767,857 *（附註2）*	13,116,974 *（附註3）*	194,213,538	11.58
林楊	實益擁有人	3,571,734	–	13,116,974 *（附註3）*	16,688,708	0.99
黃文宗	實益擁有人	100,000 *（附註4）*	–	–	100,000	0.01
倪虹	實益擁有人	100,000 *（附註4）*	–	–	100,000	0.01
劉允	實益擁有人	100,000 *（附註4）*	–	–	100,000	0.01
金昌衛	實益擁有人	100,000 *（附註4）*	–	–	100,000	0.01

其他資料

附註：

1. 本文所披露之全部權益，全為股份之好倉。

2. 該等86,767,857股股份由Kosalaki Investments Limited（「**KIL**」）實益持有，而郭為先生為KIL的控股股東及董事，因此郭為先生被視作擁有該等由KIL所持有之股份權益。

3. 郭為先生及林楊先生持有之購股權於二零一七年一月二十五日授出，該等購股權可於二零一七年一月二十五日至二零二五年一月二十四日期間按行使價每股股份港幣6.394元行使，以認購本公司普通股股份。

4. 於2020年6月2日，此等股份根據本公司之受限制股份獎勵計劃授予，並會按計劃之條款及條件歸屬。

5. 權益概約百分比乃根據股份／相關股份（組成所持權益）總面值佔本公司緊接有關事項完成後之同類全部已發行股本總面值之百分比計算，並已根據證券及期貨條例第352條規定記錄在名冊中。

除上文所披露者外，於二零二零年六月三十日，本公司之董事及行政總裁或彼等之聯繫人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、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例之有關條文下董事及行政總裁擁有或被視作擁有之權益或淡倉），或擁有須記入本公司根據證券及期貨條例第XV部第352條存置之登記冊，或根據標準守則須知會本公司及聯交所之權益或淡倉。

主要股東於股份及相關股份之權益及淡倉

於二零二零年六月三十日，就董事所知，以下人士或法團（並非本公司董事或行政總裁）於本公司股份及相關股份中擁有以下須根據證券及期貨條例第XV部第2及第3分部披露予本公司，或須根據證券及期貨條例第XV部第336條下存置之登記冊所記錄之以下權益及淡倉：

名稱	身份	股份數目 *（附註1）*	佔合共權益之概約百分比(%) *（附註7）*
Kosalaki Investments Limited *（附註2）*	實益擁有人	86,767,857	5.17
Dragon City International Investment Limited	實益擁有人	187,578,500 *（附註3）*	11.23
葉志如*（附註3）*	受控法團之權益／配偶權益	187,578,500/ 2,325	11.23
黃少康*（附註3）*	實益擁有人／配偶權益	2,325/ 187,578,500	11.23
廣州市城市建設投資集團有限公司（「**廣州城市建設**」）	受控法團之權益	434,474,928 *（附註4(a)）*	26.00
廣州市城投投資有限公司（「**廣州投資**」）	受控法團之權益	419,356,928 *（附註4(b)）*	25.00
廣州城投佳朋產業投資基金管理有限公司（「**廣州佳朋**」）	受控法團之權益	387,735,000 *（附註4(c)）*	23.12
廣州城投甲子投資合夥企業（有限合夥）（「**廣州甲子**」）	實益擁有人	387,735,000 *（附註4(b)）*	23.12
廣州廣電運通金融電子股份有限公司（「**廣州廣電運通金融電子**」）	實益擁有人	301,068,250 *（附註5）*	18.02
廣州無線電集團有限公司（「**廣州無線電集團**」）	受控法團之權益	301,068,250 *（附註5）*	18.02

附註：

1. 本文所披露之全部權益，全為股份之好倉。

2. KIL由郭為先生控制，而郭為先生亦為本公司及KIL之董事。

3. 權益包括(i) 133,361,633股股份由Dragon City International Investment Limited ("Dragon City")直接持有，其由葉志如女士所控制；(ii) 54,216,867股由Dragon City直接持有之非上市衍生工具之相關股份；及(iii) 2,325股股份由黃少康先生直接持有，彼為葉志如女士的配偶。

4. (a) 根據廣州城市建設於2019年9月6日存檔的表格2 –法團大股東通知，廣州城市建設持有合共434,474,928股股份的權益，當中396,962,000股股份由廣州甲子持有，37,512,928股股份由穗通（香港）有限公司（「**穗通香港**」）持有。廣州甲子由廣州投資擁有99.96%權益及由廣州佳朋擁有0.04%權益，而廣州佳朋則由廣州投資全資擁有。穗通香港亦由廣州投資全資擁有。廣州投資由廣州城市建設擁有80%權益及由廣州產業投資基金管理有限公司擁有20%權益，該公司由廣州城市建設全資擁有。廣州城市建設被視為持有434,474,928股股份的權益。

   (b) 根據廣州投資於2018年4月10日存檔的表格2 –法團大股東通知，廣州投資持有合共419,356,928股股份的權益，當中387,735,000股股份由廣州甲子持有，31,621,928股股份由穗通（香港）持有。

   (c) 根據廣州佳朋於2018年4月10日存檔的表格2 –法團大股東通知，廣州佳朋持有387,735,000股股份的權益。

5. 該等301,068,250股股份由廣州廣電運通金融電子（於深圳證券交易所上市之公司）實益持有，廣州無線電集團為持有該公司52.96%的控股股東。

6. 權益概約百分比乃根據股份／相關股份（組成所持權益）總面值佔本公司緊接有關事項完成後之同類全部已發行股本總面值之百分比計算，並已根據證券及期貨條例第336條規定記錄在名冊中。

除上文所披露者外，於二零二零年六月三十日，概無任何人士曾知會本公司於本公司之股份或相關股份中，擁有須根據證券及期貨條例第XV部第2及第3分部披露及須根據證券及期貨條例第XV部第336條須予各備存的登記冊所載之權益或淡倉。

股權激勵計劃

本公司股權激勵計劃

(A) 購股權計劃

本公司於二零一一年八月十五日採納一項購股權計劃(「**二零一一購股權計劃**」)。

下表載列在二零一一購股權計劃下購股權於截至二零二零年六月三十日止六個月內之變動情況,以及於期初與期末尚未行使之購股權:

	購股權數目									
承授人	於二零二零年一月一日尚未行使	期內授出	期內行使	期內失效	於二零二零年六月三十日尚未行使	每股行使價 港幣元	授予日期前一天的收市價 港幣元	授出日期	行使期	*附註*
董事										
郭為	13,116,974	-	-	-	13,116,974	6.394	6.73	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
林楊	13,116,974	-	-	-	13,116,974	6. 394	6.73	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
其他僱員	62,646,667	-	-	(56,665,327)	5,981,340	6. 394	6.73	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
其他僱員	5,000,000	-	-	(1,000,000)	4,000,000	4.818	4.87	21/5/2018	21/5/2019-20/5/2026	(ii)
其他僱員	5,700,000	-	(400,000)	(3,300,000)	2,000,000	3.88	3.88	20/11/2018	20/11/2019-19/11/2026	(ii)
其他僱員	6,970,000	-	(30,000)	(100,000)	6,840,000	4.32	4.26	28/3/2019	28/3/2020-27/3/2027	(ii)
其他僱員	3,200,000	-	-	-	3,200,000	4.04	3.95	2/9/2019	2/9/2020-1/9/2027	(ii)
其他僱員	30,000	-	-	-	30,000	4.172	4.10	7/11/2019	7/11/2020-6/11/2027	(ii)
其他僱員	-	7,570,000	-	-	7,570,000	4.17	4.16	27/04/2020	27/04/2021-26/04/2028	(ii)
其他僱員	-	2,620,000	-	(50,000)	2,570,000	4.48	4.27	11/06/2020	11/06/2021-10/06/2028	(ii)
總計	109,780,615	10,190,000	(430,000)	(61,115,327)	58,425,288					

附註:

(i) 由於於二零一七年九月十八日完成的供股,行使價由港幣6.71元調整為港幣6.394元,而尚未行使的購股權數目作出相應的調整。

(ii) 於二零一八年、二零一九年及二零二零年授出之購股權受制於為期五年的歸屬期,其中20%可於各授出日期起計滿一週年之日開始行使,20%可於滿兩週年之日開始行使,20%可於滿三週年之日開始行使,20%可於滿四週年之日開始行使,及20%可於滿五週年之日開始行使。於二零一七年授出之購股權可於行使期內任何時間全數或部分行使。

在購股權計劃下所授出購股權之公允價值乃於個別授出當日採用二項式模式估算，當中已計及購股權之授出條款及條件。下表載列採用模型之數據資料：

截至6月30日約六個月內授出：	**2020年**	2019年
行使價（每股港幣元）	**4.17–4.48**	4.32
股息率(%)	**每年2.65**	每年3
預期波幅(%)	**每年37.9–38.1**	每年39.3
預期年期（年）	**8**	8
無風險利率(%)	**每年0.46–0.56**	每年1.38
加權平均股價（每股港幣元）	**4.17–4.48**	4.32

預期波幅乃根據過去三年之過往資料計算，未必反映可能出現之行使情況。預期波幅反映該模型乃假設過往波幅可指示未來走勢，此假設亦未必與實際結果相符。

於計量公允價值時並無計入所授出購股權的其他特質。

(B) 受限制股份獎勵計劃

於二零一一年三月二十八日，本公司採納了一項受限制股份獎勵計劃（「**受限制股份獎勵計劃**」），其目的在於給予本公司之股份以獎勵及激勵（其中包括）本公司及其附屬公司的董事（包括執行及非執行）及員工（「**參與者**」）。受限制股份獎勵計劃旨在吸引及挽留最佳人士，通過結合參與者利益與股東權益，鼓勵及激勵彼等致力增強本集團及股份的價值。

根據受限制股份獎勵計劃，受限制股份獎勵計劃信託人將以本集團提供之現金於市場上購買本公司現時之股份並以信託方式為有關參與者持有，直至有關股份根據受限制股份獎勵計劃之條款歸屬予有關參與者。在受限制股份獎勵計劃下授予並由信託人持有直至歸屬之股份稱為受限制股份（「**受限制股份**」），而每股受限制股份代表一股本公司的普通股股份。

於截至二零二零年六月三十日止六個月內，受限制股份獎勵計劃信託人以總成本（包含相關交易費用）約港幣69,219,000元（二零一九年六月三十日止六個月：約港幣11,201,000元）購入14,392,000股股份（二零一九年六月三十日止六個月：2,924,000股）及向參與者授出2,150,000份受限制股份（二零一九年六月三十日止六個月：無）。

於截至二零二零年六月三十日止六個月內，本集團已於未經審核簡明綜合損益表內確認以股份支付之酬金之費用為港幣23,219,000元（二零一九年六月三十日止六個月：港幣4,370,000元）。

一間附屬公司股權激勵計劃

(C) DCITS股票期權激勵計劃

本公司的股東和神州數碼信息服務股份有限公司(「DCITS」)的股東分別於二零一九年九月十日及二零一九年九月十六日批准採納股票期權激勵計劃(「**股票期權激勵計劃**」)。

下表載列在DCITS股票期權激勵計劃下股票期權於截至二零二零年六月三十日止六個月之變動,以及期初及期末尚未行使之購股權:

	購股權數目							
承授人	**於二零二零年一月一日尚未行使**	**期內授出**	**期內行使**	**期內失效**	**於二零二零年六月三十日尚未行使**	**每股行使價** 人民幣	**授出日期**	**行使期**
DCITS董事	-	-	-	-	-	-	-	-
DCITS其他僱員	22,270,000	-	-	(250,000)	22,020,000	12.76	二零一九年九月十七日	被授予人可參考期權登記完成日(即二零一九年十月三十日)分兩次行使*(附註)*

附註:

在符合股票期權激勵計劃中行使股票期權的條件下,自授予期權登記完成日起滿十二個月後的二十四個月內,被授予人可分兩次行使其股票期權,具體如下:

行權期	**可行使股票期權期間**	**可行使之股票期權比例**
第一個行權期	自授予期權登記完成日起十二個月後的首個交易日起至授予期權登記完成日起二十四個月內的最後一個交易日當日止	50%
第二個行權期	自授予期權登記完成日起二十四個月後的首個交易日起至授予期權登記完成日起三十六個月內的最後一個交易日當日止	50%

在神州信息購股權計劃下於二零一九年所授出購股權之公允價值乃於個別授出當日採用二項式模式估算，當中已計及購股權之授出條款及條件。下表載列採用模型之數據資料：

授出於：	二零一九年
行使價（每股人民幣元）	12.76
股息率(%)	每年0.205-0.2546
預期波幅(%)	每年21.7765-25.9667
預期年期（年）	1-2
無風險利率(%)	每年1.5-2.1
加權平均股價（每股人民幣元）	12.99

預期波幅乃根據過去三年之過往資料計算，未必反映可能出現之行使情況。預期波幅反映該模型乃假設過往波幅可指示未來走勢，此假設亦未必與實際結果相符。

於計量公允價值時並無計入所授出購股權的其他特質。

(D) DCITS限制性股票激勵計劃

DCITS的股東於二零一九年九月十六日批准採納限制性股票激勵計劃（「**限制性股票激勵計劃**」）。

限制性股票激勵計劃的股票來源為DCITS向限制性股票激勵計劃激勵對象定向發行A股普通股。

自採納限制性股票激勵計劃後，DCITS根據限制性股票激勵計劃授出6,950,000股限制性股票予激勵對象，分別約佔DCITS於限制性股票授予日之股本總額963,431,273股及於二零二零年六月三十日之股本總額970,381,273股的約0.72%及約0.72%。該等限制性股票之授出價為每股人民幣6.345元（根據DCITS限制性股票激勵計劃的規定，由於DCITS派息，限制性股票的授予價格進行了相應的調整）。於截至二零一九年十二月三十一日及二零二零年六月三十日，共6,950,000股限制性股票授出予該等激勵對象。截至二零二零年六月三十日止六個月，於限制性股票激勵計劃下已授予之限制性股票並無變動。

根據DCITS限制性股票激勵計劃於二零一九年授出的限制性股票之公允價值乃於授出日期，經計及限制性股票以授出的條款及條件後以二項式模型估計而來。下表列示模型內採用之輸入數據：

授出於：	二零一九年
股息率(%)	每年0.205-0.2546
預期波幅(%)	每年21.7765-25.9667
無風險利率(%)	每年1.5-2.1
加權平均股價（每股人民幣元）	12.99

預期波幅反映了過往波幅乃未來趨勢之說明之假設，可能與實際結果並非必然一致。

授出之限制性股票之其他特質並未計入公允價值的計量。

根據上市規則第13.51B(1)條之董事資料披露

根據上市規則第13.51B(1)條規定，須予披露董事資料之變更如下：

董事名稱	變更詳情
黃文宗先生	– 委任為上海東正汽車金融股份有限公司（其股份於聯交所主板上市）之薪酬及評估委員會主席及提名委員會成員，自二零二零年六月三十日起生效
	– 獲委任為上海東正汽車金融股份有限公司（其股份於聯交所主板上市）之獨立非執行董事、審核委員會主席、風險管理委員會成員及薪酬及評估委員會成員，自二零二零年二月二十四日起生效
	– 獲委任為中智全球控股有限公司（其股份於聯交所主板上市）之獨立非執行董事、審核委員會主席及薪酬委員會成員，自二零二零年一月二十三日起生效
倪虹小姐	– 辭任科通芯城集團之執行董事及首席投資官及調任為非執行董事，自二零二零年六月十日起生效
劉允博士	– 建議於二零二零年十月份召開之股東大會上委任為dormakaba Holdings AG（股份於瑞士證券交易所上市之公司）之董事會成員
	– 辭任新加坡華彬控股私人有限公司的首席顧問，自二零二零年一月一日起生效
	– 辭任VOSS之董事會成員及首席執行官，自二零二零年七月一日起生效
余梓平先生	– 退任本公司非執行董事，由二零二零年六月三十日起生效

遵守標準守則

本公司已採納標準守則作為其董事進行證券交易之行為守則。經本公司向董事作出具體查詢後，全體董事均確認，彼等於截至二零二零年六月三十日止六個月期間一直遵守標準守則所規定之標準。

審核委員會的審閱

審核委員會現時由三名獨立非執行董事組成，包括黃文宗先生（彼為審核委員會之主席）、倪虹小姐及嚴曉燕女士。審核委員會已與本公司高層管理人員一同審閱彼等各自之審核結果、本集團所採納之帳目處理、會計原則及慣例、法律及監管合規事務，並研討有關審核、內部監控、風險管理及財務申報等事宜，包括審閱本集團截至二零二零年六月三十日止六個月之未經審核簡明綜合中期財務報表，未有任何異議。

企業管治

於截至二零二零年六月三十日止六個月期間，本公司除下述偏離若干上市規則附錄十四內《企業管治守則及企業管治報告》所載之守則條文（「**守則條文**」）外，本公司一直遵守守則條文。有關偏離若干守則條文經考慮後之理由如下：

守則條文第A.2.1*條規定，主席與首席執行官兩者之角色應有區別，並不應由一人同時兼任。主席與首席執行官之間職責的分工應清楚界定並以書面列載。*

郭為先生（本公司董事會（「**董事會**」）主席）從二零一八年六月八日起一直擔任主席及本公司首席執行官雙重職務。郭為先生於業務策略發展及管理方面均擁有豐富經驗，彼負責監管本集團之整體業務、策略發展及管理。董事會相信，郭為先生擔任雙重職位可確保業務策略之建立及履行之一致性，並為本集團及股東帶來整體利益。

守則條文第A.4.1*條規定，非執行董事的委任應有指定任期，並須接受重新選舉。*

本公司所有非執行董事並無任何特定任期。由於所有董事（董事會主席或董事總經理除外）均須按本公司之新公司細則（「**新公司細則**」）之規定於每屆股東週年大會上輪流退任並符合資格可膺選連任。董事會認為按新公司細則，董事於每屆股東週年大會上輪流退任之規定，已賦予股東權利對董事服務之延續作出批准。

守則條文第A.4.2*條規定，每名董事（包括有指定任期的董事）應輪流退任，至少每三年一次。*

根據新公司細則，於每屆股東週年大會上，時任董事數目的三分之一（若董事數目並非三或三之倍數，則以最接近三分之一為準）必須退任，惟董事會主席或董事總經理在職期間毋須輪流退任。因此，董事會主席郭為先生毋須輪流退任。鑒於本公司現有董事之數目，不少於三分之一董事須於每屆股東週年大會上輪流退任，從而使每名董事（董事會主席除外）最少每三年輪流退任一次。

守則條文第A.5.1*條規定，上市公司應設立提名委員會，由董事會主席或獨立非執行董事擔任主席，成員須以獨立非執行董事佔大多數。*

本公司現時並未設立提名委員會。本公司認為成立提名委員會未必是必須的，因按新公司細則，董事會有權不時及隨時委任任何人士出任董事，以填補臨時空缺或作為董事會之增補，因此，董事會已能承擔提名委員會的職責。董事會將物色及評估候選人是否具備均衡技能和經驗的組合，以配合本公司業務所需，以及擁有合適資格可擔任董事會成員。

守則條文第D.1.4*條規定，董事應清楚瞭解現行的授權安排。上市公司應有正式的董事委任書，訂明有關委任的主要條款及條件。*

本公司並無與任何非執行董事或獨立非執行董事訂立任何書面委任書。然而，董事會認為(i)有關董事已遵守適用於在聯交所上市的公司之董事的法規，包括上市規則，以及受信責任作決策以符合本公司及其股東的最佳利益；(ii)彼等已具備良好專業，並於其他上市公司擔任董事職務；及(iii)現時的安排已獲本公司採用多年並行之有效。因此，董事會認為，有關董事於現時的安排下都能負責任及有效地履行其職責。

購買、出售或贖回本公司之上市證券

於截至二零二零年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

足夠公眾持股量

本公司根據公開資料，以及在各董事的認知範圍內，本公司於截至二零二零年六月三十日止六個月期間仍維持上市規則要求下的足夠公眾持股量。

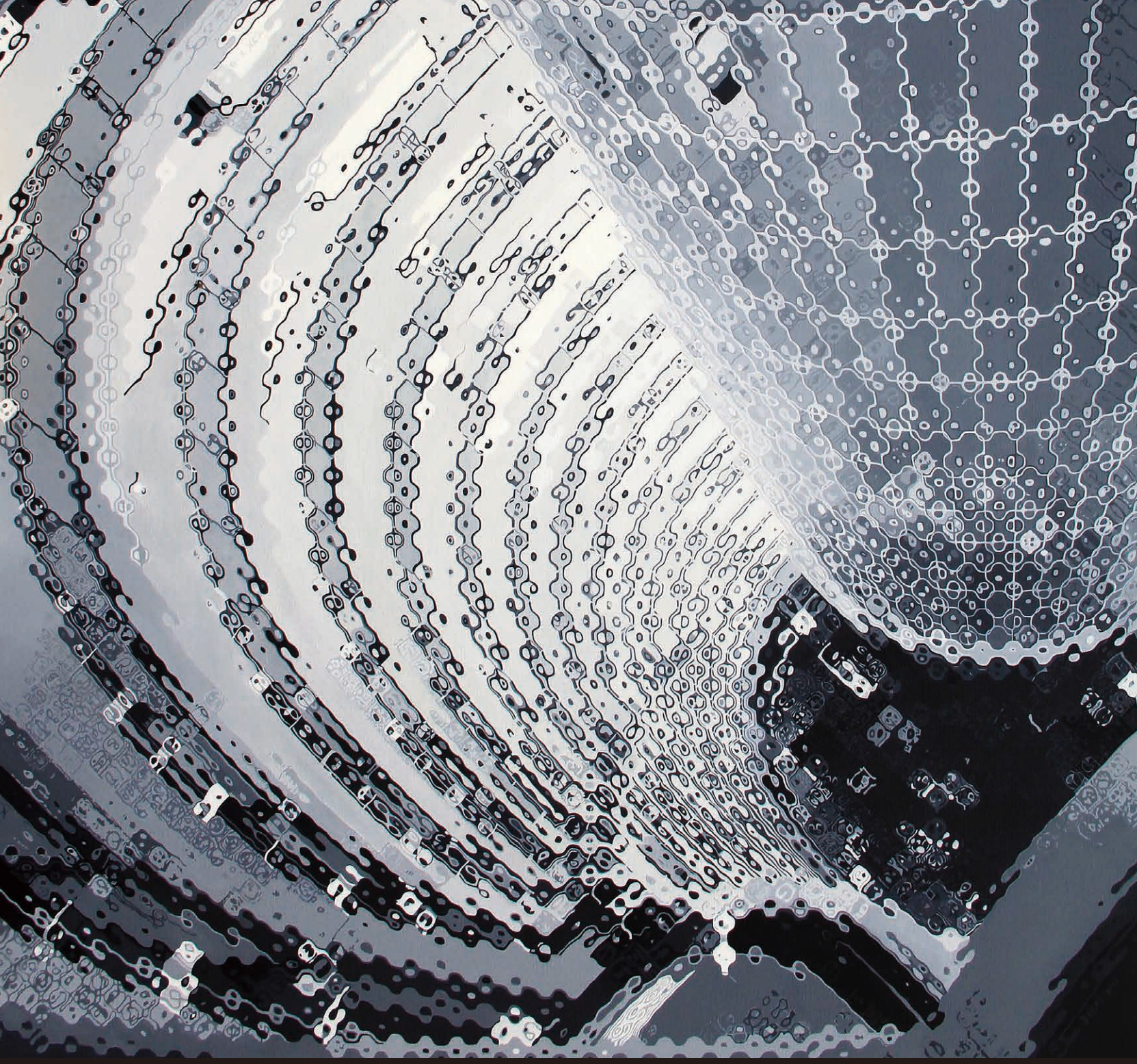
承董事會命
郭為
主席兼首席執行官

香港，二零二零年八月二十六日

網址：www.dcholdings.com

www.dcholdings.com

封面图片来源：艺术家王维峰 《智慧城市B-11》 布面油画



2020中期報告

Interim Report

Digital China Holdings Limited

神州數碼控股有限公司

Incorporated in Bermuda with Limited Liability

於百慕達註冊成立之有限公司

Stock Code 股份代號:00861

神州控股
DC Holdings

Content

Condensed Consolidated Statement of Profit or Loss	2
Condensed Consolidated Statement of Other Comprehensive Income	3
Condensed Consolidated Statement of Financial Position	4
Condensed Consolidated Statement of Changes in Equity	6
Condensed Consolidated Statement of Cash Flows	8
Notes to the Condensed Consolidated Interim Financial Statements	9
Management Discussion and Analysis	21
Other Information	29
Interim Dividend	29
Closure of Register of Member	29
Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures	29
Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares	31
Share-Based Incentive Schemes	33
Disclosure of Directors' Information Pursuant to Rule 13.51B(1) of the Listing Rules	38
Compliance with the Model Code	38
Review by Audit Committee	39
Corporate Governance	39
Purchase, Sale or Redemption of the Company's Listed Securities	40
Sufficiency of Public Float	40

The board of directors (the "**Director(s)**" or the "**Board**") of Digital China Holdings Limited (the "**Company**" or "DC Holdings") is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the "**Group**") for the six months ended 30 June 2020 together with the comparative figures for the corresponding period of the last financial year as follows:

Condensed Consolidated Statement of Profit or Loss

For the six months ended 30 June 2020

		Six months ended 30 June	
		2020	2019
		(Unaudited)	(Unaudited)
	NOTES	**HK$'000**	HK$'000
REVENUE	3	**8,349,929**	7,569,721
Cost of sales and services		**(7,024,160)**	(6,210,828)
Gross profit		**1,325,769**	1,358,893
Other income and gains	3	**176,140**	82,576
(Loss) gain on deemed partial disposal of equity interests in associates		**(146,238)**	6,726
Gain on partial disposal of equity interests in associates		**344,148**	5,046
Selling and distribution expenses		**(540,265)**	(602,247)
Administrative expenses		**(211,887)**	(182,494)
Other expenses, net		**(438,460)**	(402,764)
Finance costs		**(77,020)**	(117,117)
Share of loss of associates		**(47,053)**	(46,927)
Share of loss of joint ventures		**(4,893)**	(3,232)
PROFIT BEFORE TAX	4	**380,241**	98,460
Income tax expense	5	**(35,492)**	(10,630)
PROFIT FOR THE PERIOD		**344,749**	87,830
Attributable to:			
Equity holders of the parent		**243,371**	264
Non-controlling interests		**101,378**	87,566
		344,749	87,830
EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	7		
Basic (HK cents)		**14.82**	0.02
Diluted (HK cents)		**14.80**	0.02

Condensed Consolidated Statement of Other Comprehensive Income

For the six months ended 30 June 2020

	Six months ended 30 June	
	2020	2019
	(Unaudited)	(Unaudited)
	HK$'000	HK$'000
PROFIT FOR THE PERIOD	**344,749**	87,830
OTHER COMPREHENSIVE (LOSS) INCOME		
Other comprehensive (loss) income to be reclassified to profit or loss in subsequent periods:		
Exchange differences arising on translation of financial statements	**(250,280)**	1,587
Share of other comprehensive income of associates	**13,555**	8,034
Other comprehensive (loss) income may be reclassified to profit or loss in subsequent periods	**(236,725)**	9,621
Other comprehensive (loss) income not be reclassified to profit or loss in subsequent periods:		
Fair value changes on financial assets measured at fair value through other comprehensive income	**12,215**	4,157
Gain on property revaluation	**6,379**	–
Income tax effect	**(6,066)**	–
Other comprehensive income will not be reclassified to profit or loss in subsequent periods	**12,528**	4,157
OTHER COMPREHENSIVE (LOSS) INCOME FOR THE PERIOD, NET OF TAX	**(224,197)**	13,778
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	**120,552**	101,608
Attributable to:		
Equity holders of the parent	**94,914**	12,320
Non-controlling interests	**25,638**	89,288
	120,552	101,608

Condensed Consolidated Statement of Financial Position

As at 30 June 2020

	NOTES	30 June 2020 (Unaudited) HK$'000	31 December 2019 (Audited) HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment		**955,271**	1,027,562
Right-of-use assets		**200,111**	233,656
Investment properties		**4,549,072**	4,598,840
Goodwill		**1,847,552**	1,887,695
Other intangible assets		**153,484**	157,765
Interests in joint ventures		**168,385**	185,890
Interests in associates		**2,778,289**	3,150,086
Financial assets at fair value through other comprehensive income		**602,871**	408,572
Finance lease receivables		**1,284**	2,310
Other receivables		**889,454**	908,780
Deferred tax assets		**151,468**	173,125
		12,297,241	12,734,281
CURRENT ASSETS			
Inventories		**1,288,038**	1,848,844
Completed properties held for sale		**–**	24,722
Accounts and bills receivables	8	**4,791,349**	5,362,493
Prepayments, deposits and other receivables		**1,354,101**	1,499,292
Contract assets		**2,145,012**	527,073
Financial assets at fair value through profit or loss		**685,791**	929,091
Finance lease receivables		**50,871**	54,528
Restricted bank balances		**42,873**	115,488
Cash and cash equivalents		**1,793,099**	1,890,171
		12,151,134	12,251,702
Assets classified as held for sale		**343,098**	565,118
		12,494,232	12,816,820
CURRENT LIABILITIES			
Accounts and bills payables	9	**4,181,328**	3,832,793
Other payables and accruals		**2,142,649**	2,046,205
Lease liabilities		**84,846**	103,070
Contract liabilities		**974,115**	1,396,496
Tax payable		**22,003**	66,455
Interest-bearing bank and other borrowings		**2,195,699**	3,468,959
		9,600,640	10,913,978

Condensed Consolidated Statement of Financial Position

As at 30 June 2020

	NOTES	30 June 2020 (Unaudited) HK$'000	31 December 2019 (Audited) HK$'000
NET CURRENT ASSETS		**2,893,592**	1,902,842
TOTAL ASSETS LESS CURRENT LIABILITIES		**15,190,833**	14,637,123
NON-CURRENT LIABILITIES			
Interest-bearing bank and other borrowings		**2,239,998**	1,625,741
Deferred tax liabilities		**356,325**	350,261
Deferred income		**37,101**	37,033
Lease liabilities		**50,723**	60,616
		2,684,147	2,073,651
NET ASSETS		**12,506,686**	12,563,472
CAPITAL AND RESERVES			
Share capital	10	**167,141**	167,098
Reserves		**8,703,718**	8,769,325
Equity attributable to equity holders of the parent		**8,870,859**	8,936,423
Non-controlling interests		**3,635,827**	3,627,049
TOTAL EQUITY		**12,506,686**	12,563,472

Condensed Consolidated Statement of Changes in Equity

As at 30 June 2020

	Attributable to equity holders of the parent												
	Issued capital (Unaudited) HK$'000	Share premium account (Unaudited) HK$'000	Capital reserve (Unaudited) HK$'000	Employee share trust (Unaudited) HK$'000	Employee share-based compensation reserve (Unaudited) HK$'000	Asset revaluation reserve (Unaudited) HK$'000	Investment revaluation reserve (Unaudited) HK$'000	Reserve funds (Unaudited) HK$'000	Exchange fluctuation reserve (Unaudited) HK$'000	Retained earnings (Unaudited) HK$'000	Total (Unaudited) HK$'000	Non-controlling interests (Unaudited) HK$'000	Total equity (Unaudited) HK$'000
At 1 January 2020	167,098	4,643,858	1,893,085	(60,867)	67,028	496,428	42,506	476,557	(347,914)	1,558,644	8,936,423	3,627,049	12,563,472
Profit for the period	-	-	-	-	-	-	-	-	-	243,371	243,371	101,378	344,749
Other comprehensive income (loss) for the period:													
Change in fair value on financial assets measured at fair value through other comprehensive income	-	-	-	-	-	-	11,137	-	-	-	11,137	(3,393)	7,744
Exchange differences arising on translation of financial statements of foreign operations	-	-	-	-	-	-	-	-	(176,202)	-	(176,202)	(74,078)	(250,280)
Share of other comprehensive income of associates	-	-	-	-	-	-	8,053	-	3,771	-	11,824	1,731	13,555
Gain on property revaluation, net of tax	-	-	-	-	-	4,784	-	-	-	-	4,784	-	4,784
Total comprehensive income (loss) for the period	-	-	-	-	-	4,784	19,190	-	(172,431)	243,371	94,914	25,638	120,552
Exercised of share options *(note 10)*	43	2,062	-	-	(423)	-	-	-	-	-	1,682	-	1,682
Contribution to employee share trust	-	-	-	(69,219)	-	-	-	-	-	-	(69,219)	-	(69,219)
Share-based compensation	-	-	-	-	11,340	-	-	-	-	-	11,340	11,879	23,219
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	(28,739)	(28,739)
Final 2019 dividend declared *(note)*	-	-	-	-	-	-	-	-	-	(104,281)	(104,281)	-	(104,281)
At 30 June 2020	167,141	4,645,920	1,893,085	(130,086)	77,945	501,212	61,696	476,557	(520,345)	1,697,734	8,870,859	3,635,827	12,506,686

Note

At the annual general meeting of the Company held on 30 June 2020, the shareholders of the Company approved the payment of a final dividend of HK6.4 cents per share for the year ended 31 December 2019 approximately HK$104,281,000 in total.

Condensed Consolidated Statement of Changes in Equity

As at 30 June 2020

	Attributable to equity holders of the parent													
	Issued capital (Unaudited) HK$'000	Share premium account (Unaudited) HK$'000	Capital reserve (Unaudited) HK$'000	Employee share trust (Unaudited) HK$'000	Employee share-based compensation reserve (Unaudited) HK$'000	Asset revaluation reserve (Unaudited) HK$'000	Investment revaluation reserve (Unaudited) HK$'000	Other reserve (Unaudited) HK$'000	Reserve funds (Unaudited) HK$'000	Exchange fluctuation reserve (Unaudited) HK$'000	Retained earnings (Unaudited) HK$'000	Total (Unaudited) HK$'000	Non-controlling interests (Unaudited) HK$'000	Total equity (Unaudited) HK$'000
At 1 January 2019	167,726	4,665,095	1,893,117	(21,571)	54,917	480,980	43,078	(1,326)	426,875	(212,913)	1,354,365	8,850,343	3,546,353	12,396,696
Profit for the period	-	-	-	-	-	-	-	-	-	-	264	264	87,566	87,830
Other comprehensive income (loss) for the period:														
Change in fair value on financial assets measured at fair value through other comprehensive income	-	-	-	-	-	-	1,556	-	-	-	-	1,556	2,601	4,157
Exchange differences arising on translation of financial statements of foreign operations	-	-	-	-	-	-	-	-	-	(539)	-	(539)	2,126	1,587
Share of other comprehensive income (loss) of associates	-	-	-	-	-	-	8,543	-	-	2,496	-	11,039	(3,005)	8,034
Total comprehensive income for the period	-	-	-	-	-	-	10,099	-	-	1,957	264	12,320	89,288	101,608
Shares buy-back *(note 10)*	(628)	(21,237)	-	-	-	-	-	1,326	-	-	-	(20,539)	-	(20,539)
Share-based compensation	-	-	-	-	4,370	-	-	-	-	-	-	4,370	-	4,370
Capital contribution from non-controlling shareholders of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	14,377	14,377
Capital reduction by a non-controlling shareholder of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	(3,495)	(3,495)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	-	(22,889)	(22,889)
At 30 June 2019	167,098	4,643,858	1,893,117	(21,571)	59,287	480,980	53,177	-	426,875	(210,956)	1,354,629	8,846,494	3,623,634	12,470,128

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2020

	Six months ended 30 June	
	2020	2019
	(Unaudited)	(Unaudited)
	HK$'000	HK$'000
Operating activities		
Decrease in inventories	**495,593**	54,381
Decrease (increase) in accounts and bills receivables	**470,926**	(593,942)
Increase in accounts and bills payables	**348,535**	651,750
Increase in other working capital and adjustments for non-cash transactions	**(1,661,811)**	(732,438)
Net cash used in operating activities	**(346,757)**	(620,249)
Investing activities		
Purchase of property, plant and equipment	**(19,397)**	(13,342)
Proceeds from disposal of property, plant and equipment	**1,535**	3,856
Proceeds from disposal of investments properties	**90,787**	–
Additions to other intangible assets	**(17,727)**	(24,239)
Proceeds from disposal of financial assets at fair value through other comprehensive income	**1,827**	–
Proceeds from disposal of investments in associates	**765,213**	25,306
Dividend received from associates	**20,376**	25,413
Dividend received from a joint venture	**4,220**	–
Investments in an associate	**(340)**	(39,200)
Dividends income from financial assets at fair value through profit or loss	**–**	475
Proceeds from disposal of financial assets at fair value through profit or loss	**667,515**	1,138,308
Purchase of financial assets at fair value through profit or loss	**(417,557)**	(446,553)
Net cash from investing activities	**1,096,452**	670,024
Financing activities		
Shares buy-back	**–**	(20,539)
Exercise of share options	**1,682**	–
New bank borrowings	**1,719,296**	2,994,217
Repayment of bank borrowings	**(2,302,101)**	(3,501,985)
Repayment of corporate bonds	**(1,059)**	–
Interest paid	**(77,020)**	(117,117)
Dividends paid to non-controlling shareholders	**(28,739)**	(22,889)
Purchase of shares under the restricted share award scheme	**(69,219)**	–
Contribution from non-controlling shareholders of subsidiaries	**–**	14,377
Repayment of lease liabilities	**(59,565)**	(49,658)
Capital reduction by a non-controlling shareholder of a subsidiary	**–**	(3,495)
Net cash used in financing activities	**(816,725)**	(707,089)
Net decrease in cash and cash equivalents	**(67,030)**	(657,314)
Cash and cash equivalents at the beginning of the period	**1,890,171**	2,204,872
Effects of foreign exchange rate changes, net	**(30,042)**	23,816
Cash and cash equivalents at the end of the period	**1,793,099**	1,571,374
Analysis of components of cash and cash equivalents		
Cash and cash equivalents as stated in the condensed consolidated statement of financial position and the condensed consolidated statement of cash flows	**1,793,099**	1,571,374

Notes to the Condensed Consolidated Interim Financial Statements

1. BASIS OF PREPARATION

These unaudited condensed consolidated interim financial statements for the six months ended 30 June 2020 have been prepared in accordance with Hong Kong Accounting Standard ("**HKAS**") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). In preparing the unaudited condensed consolidated interim financial statements, the same basis of presentation, accounting policies and methods of computation as set out in the annual financial statements for the year ended 31 December 2019 had been consistently applied except for adoption in the following new and revised Hong Kong Financial Reporting Standards ("**HKFRSs**") (which include all Hong Kong Financial Reporting Standards, HKASs and interpretations). The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Amendments to HKAS 1 and HKAS 8	*Definition of Material*
Amendments to HKFRS 3	*Definition of a Business*
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	*Interest Rate Benchmark Reform*

In addition, the Group has early applied amendments to HKFRS 16, COVID-19 Related Rent Concessions, which are effective for annual periods beginning on or after 1 June 2020.

The application of the new and amendments to HKFRSs in the current period has had no material effect on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated interim financial statements.

Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity". The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the unaudited condensed consolidated financial statements of, nor is there expected to be any future impact to the Group.

Amendments to HKFRS 3 Definition of a Business

The amendments clarify the definition of a business and provide further guidance on how to determine whether a transaction represents a business combination. In addition, the amendments introduce an optional "concentration test" that permits a simplified assessment of whether an acquired set of activities and assets is an asset rather than business acquisition, when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The Group has applied the amendments prospectively to transactions for which the acquisition date is on or after 1 January 2020. These amendments had no impact on the unaudited condensed consolidated financial statements of the Group, but may impact future periods should the Group enter into any business combinations.

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 Interest Rate Benchmark Reform

The amendments to HKFRS 9 and HKAS 39 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and or amount of benchmark-based cash flows of the hedged item or the hedging instrument. These amendments had no impact on the unaudited condensed consolidated financial statements of the Group as it does not have any interest rate hedge relationships.

1. BASIS OF PREPARATION (CONTINUED)

Amendments to HKFRS 16 COVID-19 Related Rent Concessions

The amendments to HKFRS 16 provide a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease.

A lease applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 as if the changes were not lease modifications. Forgiveness or waiver of lease payments is accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

The Group has elected to early adopt the amendments and applies the practical expedient to all qualifying COVID-19 related rent concessions granted to the Group during the interim reporting period. During the current interim period, the COVID-19 related rent concessions recognised in the profit or loss amounted to HK$850,000. There is no impact on the opening balance of equity at 1 January 2020.

2. SEGMENT INFORMATION

Segments information of the four continuing business groups are summarised as follows:

(a) The "DCITS" segment: Digital China Information Service Company Ltd.(神州數碼信息服務股份有限公司) ("**DCITS**") mainly engaged in system integration and software development and technical service business, with core bank systems and enterprise service buses as its key products, provides services for customers in the banking industry such as system development, maintenance, industry cloud services and infrastructure development, and also provides technical services, application software development and industry cloud construction and operation services for key industries including government, enterprises and agriculture.

(b) The "Smart Industry Chain Business" segment: "IT Logistics" is China's leading industrial chain service brand, which is committed to providing customers with one-stop end-to-end services through the strategy of Warehouse + Big Data + Artificial Intelligence, and through the big data of the supply chain to coordinate the upstream and downstream enterprises, enhance the overall efficiency in the industry chain and create a new form of Smart Industry Chain under the overall ecosystem of the entire industry chain. The Group generated revenue from logistics business and e-commerce supply chain services business in this segment.

(c) "Sm@rt City Business" segment: "Sm@rt City Business", which is based on the big data deep application, and builds a comprehensive urban-level big data platform for the city to solve medical, transportation, energy supply and social security issues by engaged in system integration, software development and technical services business.

(d) "Other Business" segment: including property investment, sales of properties and "Smart Finance Business" which rely on its various financial licenses, integrates resources of financial institutions such as banking, insurance, securities and trusts, provision of financial services, such as micro-credit loan, leasing, factoring, etc. to internal and external customers; and assets operations, other innovative businesses and incubation and strategic investments.

2. SEGMENT INFORMATION (CONTINUED)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results are evaluated based on the reportable segment profit, which is a measure of adjusted profit before tax. The segment results is measured consistently with the Group's profit before tax except that certain interest income, certain finance costs, unallocated corporate income and gains and unallocated corporate expenses are excluded from such measurement. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

The following table presents revenue and results for the Group's operating segments for the six months ended 30 June 2020 and 2019:

	DCITS		Smart Industry Chain Business		Sm@rt City Business		Other Business		Elimination		Total	
	Six months ended 30 June											
	2020	2019	**2020**	2019	**2020**	2019	**2020**	2019	**2020**	2019	**2020**	2019
	(Unaudited)	(Unaudited)	**(Unaudited)**	(Unaudited)	**(Unaudited)**	(Unaudited)	**(Unaudited)**	(Unaudited)	**(Unaudited)**	(Unaudited)	**(Unaudited)**	(Unaudited)
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Segment revenue:												
External	**4,807,138**	4,830,878	**3,092,111**	2,350,395	**151,804**	89,411	**298,876**	299,037	**–**	-	**8,349,929**	7,569,721
Inter-segment	**1,155**	1,432	**42,385**	3,982	**1,762**	4,920	**16,407**	14,222	**(61,709)**	(24,556)	**–**	-
	4,808,293	4,832,310	**3,134,496**	2,354,377	**153,566**	94,331	**315,283**	313,259	**(61,709)**	(24,556)	**8,349,929**	7,569,721
Segment gross profit	**788,985**	901,564	**359,861**	292,700	**43,748**	14,822	**133,175**	149,807			**1,325,769**	1,358,893
Segment results	**147,018**	154,665	**77,811**	42,955	**(17,137)**	(34,342)	**285,890**	49,708			**493,582**	212,986
Unallocated												
Interest income											**1,667**	1,577
Income and gains											**416**	628
Unallocated expenses											**(70,418)**	(52,018)
Profit from operating activities											**425,247**	163,173
Finance costs											**(45,006)**	(64,713)
Profit before tax											**380,241**	98,460

3. REVENUE, OTHER INCOME AND GAINS

Revenue represents revenue arising on the sale of goods after allowances for returns and trade discounts; provision of services, net of value-added tax and government surcharges; and rental income received and receivable from investment properties for the period.

An analysis of the Group's revenue, other income and gains is as follows:

	Six months ended 30 June	
	2020	2019
	(Unaudited)	(Unaudited)
	HK$'000	HK$'000
Revenue		
Revenue from contracts with customers		
Disaggregated by major products or services lines:		
System integration business	**3,133,679**	2,656,443
Software development and technical services business	**1,826,116**	2,256,696
Logistics business	**1,055,692**	1,203,337
E-commerce supply chain services business	**2,036,419**	1,147,058
Others	**117,514**	100,738
Total revenue from contracts with customers	**8,169,420**	7,364,272
Revenue from other sources		
Financial services business	**13,403**	30,138
Rental income from investment properties under operating leases	**167,106**	175,311
Total revenue from other sources	**180,509**	205,449
Total revenue	**8,349,929**	7,569,721
Other income		
Government grants	**45,170**	21,942
Interest on bank deposits	**5,069**	6,948
Income from wealth management financial products	**11,834**	21,745
Dividend income from financial assets at fair value through profit or loss	**–**	475
Others	**3,729**	4,423
	65,802	55,533

3. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

	Six months ended 30 June	
	2020	2019
	(Unaudited)	(Unaudited)
	HK$'000	HK$'000
Gains		
Fair value gains on investment properties	**–**	17,292
Fair value gains on partial disposal of equity interest in associates	**103,369**	–
Gain on revaluation of inventories upon transfer to investment properties	**6,969**	–
Gain on disposal of the equity interest in an associate	**–**	9,316
Others	**–**	435
	110,338	27,043
Total other income and gains	**176,140**	82,576

Disaggregation of revenue by timing of recognition	Six months ended 30 June	
	2020	2019
	(Unaudited)	(Unaudited)
	HK$'000	HK$'000
Timing of revenue recognition		
At a point of time	**5,439,934**	4,143,811
Over time	**2,729,486**	3,220,461
Total revenue from contracts with customers	**8,169,420**	7,364,272

4. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging (crediting):

	Six months ended 30 June	
	2020	2019
	(Unaudited)	(Unaudited)
	HK$'000	HK$'000
Amount of inventories recognised as an expense	**4,907,653**	3,777,589
Depreciation of property, plant and equipment	**63,049**	69,244
Depreciation of right-of-use assets	**62,321**	50,367
Amortisation of other intangible assets	**18,737**	24,612
Provisions for and write-off of obsolete inventories	**65,213**	29,342
Impairment of accounts and bills receivables, other receivables and contract assets	**110,547**	140,518
(Reversal of impairment) impairment of finance lease receivables	**(509)**	533
Loss on disposal of property, plant and equipment	**951**	2,250
Interest on bank and other borrowings	**72,595**	111,807
Interest expense on lease liabilities	**4,425**	5,310
Fair value loss on financial assets at fair value through profit or loss	**5,176**	9,217
Foreign exchange differences, net	**16,302**	1,404
COVID-19 related rent concession	**(850)**	–

5. INCOME TAX EXPENSE

	Six months ended 30 June	
	2020	2019
	(Unaudited)	(Unaudited)
	HK$'000	HK$'000
Current – People's Republic of China ("**PRC**")		
Enterprise income tax ("**EIT**")	**10,119**	13,418
Land appreciation tax ("**LAT**")	**–**	187
	10,119	13,605
Current – Hong Kong	**–**	70
Deferred tax	**25,373**	(3,045)
Total tax charge for the period	**35,492**	10,630

5. INCOME TAX EXPENSE (CONTINUED)

(a) PRC EIT represents tax charged on the estimated assessable profits arising in Mainland China. In general, the Group's subsidiaries operating in Mainland China are subject to the PRC EIT rate of 25% except for certain subsidiaries which are entitled to preferential tax rates.

(b) PRC LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of the land value, being the proceeds from sales of properties less deductible expenditures including cost of land use rights, borrowing costs and all property development expenditures.

(c) Under the two-tiered profits tax rates regime, the first HK$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. For the six months ended 30 June 2020 and 2019, Hong Kong profits tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5% of the estimated assessable profits.

(d) The share of tax charge attributable to the joint ventures of approximately HK$22,000 (six months ended 30 June 2019: HK$290,000) and the share of tax charge attributable to the associates of approximately HK$3,696,000 (six months ended 30 June 2019: HK$11,077,000) are included in "Share of loss of joint ventures" and "Share of loss of associates", respectively, in the unaudited condensed consolidated statement of profit or loss.

6. DIVIDENDS

	Six months ended 30 June	
	2020	2019
	(Unaudited)	(Unaudited)
	HK$'000	HK$'000
Interim dividend	**58,567**	–

Subsequent to the end of the reporting period, the directors of the Company declared an interim dividend of HK3.6 cents per ordinary share for the six months ended 30 June 2020 (six months ended 30 June 2019: Nil) to the shareholders of the Company. The interim dividend declared after the reporting period has not been recognised as liabilities in the unaudited condensed consolidated financial statements.

7. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the profit for the six months ended 30 June 2020 attributable to equity holders of the parent, and the weighted average number of ordinary shares in issue less shares held under the restricted share award scheme (the "**RSA Scheme**") of 1,642,023,726 (six months ended 30 June 2019: 1,650,994,633) during the six months ended 30 June 2020.

The calculation of the diluted earnings per share is based on the profit for the six months ended 30 June 2020 attributable to equity holders of the parent with an adjustment on effect of dilutive potential ordinary shares of a subsidiary. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue less shares held under the RSA scheme during the six months ended 30 June 2020 and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all the dilutive potential ordinary shares related to the Group's share-based incentive schemes into ordinary shares.

7. EARNINGS PER SHARE (CONTINUED)

The calculations of basic and diluted earnings per share are based on the following data:

	Six months ended 30 June	
	2020	2019
	(Unaudited)	(Unaudited)
	HK$'000	HK$'000
Earnings		
Profit for the period attributable to equity holders of the parent, used in the basic earnings per share calculation	**243,371**	264
Effect of dilutive potential ordinary shares of a subsidiary	**(238)**	–
Earnings for the purpose of diluted earnings per share	**243,133**	264

	Number of shares Six months ended 30 June	
	2020	2019
	(Unaudited)	(Unaudited)
Shares		
Weighted average number of shares in issue less shares held under the RSA scheme during the period, used in the basic earnings per share calculation	**1,642,023,726**	1,650,994,633
Effect of dilutive potential ordinary shares:		
Share-based incentive schemes	**688,736**	106,329
Weighted average number of shares during the period used in the diluted earnings per share calculation	**1,642,712,462**	1,651,100,962

8. ACCOUNTS AND BILLS RECEIVABLES

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally 15 to 720 days. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk.

The following is an aged analysis of accounts and bills receivables net of allowance for impairment of accounts and bills receivables present based on the invoice date, which approximates the respective revenue recognition dates, at the end of the reporting period.

	30 June 2020 (Unaudited) HK$'000	31 December 2019 (Audited) HK$'000
Within 30 days	**2,005,533**	3,249,133
31 to 60 days	**301,722**	318,493
61 to 90 days	**175,973**	89,379
91 to 180 days	**621,273**	441,465
Over 180 days	**1,686,848**	1,264,023
	4,791,349	5,362,493

Included in the Group's accounts and bills receivables are amounts due from joint ventures, associates and related companies of the Group of approximately HK$69,797,000 (31 December 2019: HK$65,725,000), HK$1,739,000 (31 December 2019: HK$1,638,000) and HK$29,337,000 (31 December 2019: HK$19,815,000), respectively, which are repayable on credit terms similar to those offered to the major customers of the Group.

9. ACCOUNTS AND BILLS PAYABLES

The following is an aged analysis of the accounts and bills payables presented based on the invoice date at the end of the reporting period.

	30 June 2020 (Unaudited) HK$'000	31 December 2019 (Audited) HK$'000
Within 30 days	**1,754,419**	1,974,814
31 to 60 days	**403,793**	442,991
61 to 90 days	**483,586**	120,659
Over 90 days	**1,539,530**	1,294,329
	4,181,328	3,832,793

The average credit period on purchase of goods is ranging from 30 to 180 days. The Group has financial risk management policies in place to ensure that all payables settled within the credit timeframe.

Included in the Group's accounts and bills payables are amounts due to associates and related companies of the Group of approximately HK$1,288,000 (31 December 2019: HK$5,823,000) and HK$103,601,000 (31 December 2019: HK$91,909,000), respectively, which are repayable on credit terms similar to those obtained from the major suppliers of the Group.

10. SHARE CAPITAL

	30 June 2020 (Unaudited) HK$'000	31 December 2019 (Audited) HK$'000
Authorised:		
2,500,000,000 (31 December 2019: 2,500,000,000) ordinary shares of HK$0.1 (31 December 2019: HK$0.1) each	**250,000**	250,000
Issued and fully paid:		
1,671,407,976 (31 December 2019: 1,670,977,976) ordinary shares of HK$0.1 (31 December 2019: HK$0.1) each	**167,141**	167,098

A summary of the movements in the Company's issued share capital and share premium account during the six months ended 30 June 2020 and 2019 is as follows:

	Number of ordinary shares in issue	Issued capital HK$'000	Share premium account HK$'000	Total HK$'000
At 1 January 2019	1,677,261,976	167,726	4,665,095	4,832,821
Share repurchase *(note a)*	(6,284,000)	(628)	(21,237)	(21,865)
At 30 June 2019	1,670,977,976	167,098	4,643,858	4,810,956
At 1 January 2020	1,670,977,976	167,098	4,643,858	4,810,956
Exercise of share options *(note b)*	430,000	43	2,062	2,105
At 30 June 2020	1,671,407,976	167,141	4,645,920	4,813,061

Notes:

(a) During the six months ended 30 June 2019, the Company purchased its own shares of HK$0.10 each with highest and lowest prices of HK$3.60 and HK$3.37 per share respectively for an aggregate cash consideration (including transaction cost) of approximately HK$20.54 million through The Stock Exchange of Hong Kong Limited.

The shares repurchased during the year ended 31 December 2018 of 373,000 shares and during the six months ended 30 June 2019 of 5,911,000 shares totalling 6,284,000 shares were cancelled in March 2019.

(b) During the six months ended 30 June 2020, 430,000 share options were exercised at the exercise price of HK$3.88 to HK$4.32 per share. The total cash consideration received from the issuance of 430,000 shares was approximately HK$1,682,000. An amount of HK$423,000 was transferred from the employee share-based compensation reserve to the share premium account upon the exercise of the share options.

Save a disclosed above, none of the Company or any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2020.

11. COMMITMENTS

	30 June 2020 (Unaudited) HK$'000	31 December 2019 (Audited) HK$'000
Contracted, but not provided for, in the unaudited condensed consolidated interim financial statement:		
Land and buildings	**148**	30,209
Capital contributions payable to joint ventures	**33,247**	33,969
Capital contributions payable to associates	**23,020**	23,520
Capital contributions payable to financial assets at fair value through other comprehensive income	**470**	480
	56,885	88,178

12. RELATED PARTY TRANSACTIONS

(a) Transactions with related parties:

In addition to the transactions and balances detailed elsewhere in these unaudited condensed consolidated interim financial statements, the Group had the following material transactions with related parties:

		Six months ended 30 June	
		2020 (Unaudited)	2019 (Unaudited)
	Notes	HK$'000	HK$'000
Transactions with joint ventures			
Provision of IT services to joint ventures	(ii)	**637**	–
Sales of IT products to joint ventures	(i)	**188**	–
Interest income on loans from joint ventures	(v)	**4,929**	4,809
Transactions with associates			
Provision of IT services to associates	(ii)	**542**	47
Rental income from associates	(iv)	**4,271**	11,415
Sales of IT products to associates	(i)	**2,317**	5,183
Provision of IT services from associates	(ii)	**2,100**	–
Transactions with related companies *(note (vi))*			
Sales of IT products to related companies	(i)	**8,380**	416
Provision of IT services to related companies	(ii)	**195,851**	192,899
Purchases of IT products from related companies	(iii)	**145,141**	169,070
Provision of IT services by related companies	(ii)	**17,176**	18,177
Rental income from related companies	(iv)	**25,467**	23,235

12. RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Transactions with related parties: (Continued)

Notes:

(i) The sales were made with reference to the listed prices and conditions offered to the major customers of the Group.

(ii) The prices for the provision of IT services were determined at rates mutually agreed between the Group and the corresponding related parties.

(iii) The purchases were made at prices mutually agreed between the Group and the corresponding related parties with reference to the listed price and conditions offered by the related parties to their major customers.

(iv) The rental income was determined at rates mutually agreed between the Group and the corresponding related parties with reference to the market rental.

(v) The interest income is calculated with reference to market interest rates and included in revenue from financial service business.

(vi) Digital China Group Co., Ltd. and its subsidiaries are the related companies of the Group, as Mr. GUO Wei, the Chairman and key management personnel of the Company, exert significant influence to Digital China Group Co. Ltd.

(b) Outstanding balances with related parties:

(i) Details of the Group's accounts and bills receivables and accounts and bills payables balances with the joint ventures, associates and related companies as at the end of the reporting period are included in notes 8 and 9 to these unaudited condensed consolidated interim financial statements, respectively.

(ii) Digital China Group Co., Ltd. and its subsidiaries are the related companies of the Group, as Mr. GUO Wei, the Chairman and key management personnel of the Company, exerts significant influence to Digital China Group Co. Ltd.

(c) Compensation of key management personnel:

The remuneration of key management personnel (executive directors) of the Company during the period ended was as follows:

	Six months ended 30 June	
	2020	2019
	(Unaudited)	(Unaudited)
	HK$'000	HK$'000
Short term employee benefits	**3,818**	1,900
Post-employment benefits	**677**	32
	4,495	1,932

13. EVENTS AFTER THE REPORTING PERIOD

There are no events causing material impact on the Group from the end of the reporting period to the date of this report.

Benefiting from the national plan to boost the construction of New Infrastructure, the successful implementation of flagship big data product Yan Cloud DaaS in a number of large-scale smart city 3.0 projects and sustained rapid growth in Smart Industry Chain business. DC holdings achieved substantial growth in its business in the first half year of 2020, kickstarting a period of explosive growth. During the reporting period, the Group's overall business turnover rose 10.31% on a year-on-year basis to approximately HK$8.35 billion, an increase of approximately HK$780 million over the same period of last fiscal year. Among them, big data related revenue reaching HK$50 million; Profit attributable to shareholders of the parent company of the Group was approximately HK$243 million (excluding the effect of share-based payment expenses, the profit attributable to shareholders of the parent company of the Group was approximately HK$255 million.), a sharp increase of approximately 921-fold year-on-year. With its outstanding achievements in new digital infrastructure construction, the Group stood out from many companies and ranked first in the "Top 100 Digital Infrastructure 2020" list selected by the Internet Weekly Magazine of the Chinese Academy of Sciences.

1) NEW INFRASTRUCTURE LIFTED SMART CITY REVENUE BY 69.78% YEAR-ON-YEAR, WITH YAN CLOUD DAAS AS A POWERFUL TOOL FOR BIG DATA INFRASTRUCTURE CONSTRUCTION

China is actively promoting the New Infrastructure plan for the digital economy. Currently a number of provinces have already announced trillions of budgets for New Infrastructure buildout. The construction of Smart City and big data infrastructure are essential parts of the New Infrastructure, boosting the group's Smart City business. During the reporting period, the overall turnover of the Smart City business recorded approximately HK$152 million, an increase of 69.78% year-on-year, and the gross profit was approximately HK$43.75 million, an increase of 195.16% year-on-year.

Among different cities, governments and large enterprises, data exists in many systems of varying generations and vendors. Real-time data interconnection between various systems often faces the problems of low efficiency and high cost. The major challenge of New Infrastructure construction is the integration of a large number of urban big datasets effectively in real-time format and transforming them into applications that can serve citizens, governments and industries. Yan Cloud DaaS is independently developed by the Group, and is a globally unique big data product, which had been awarded First Prize of National Technological Invention Awards in January 2019. Its unique advantage is that users can, despite a lack of original vendor support, easily integrate systems and data of different generations in a cost-effective way, generating API connection and updating them in real-time format without upgrading the original system. This has become a powerful tool for big data infrastructure construction, driving a number of high-value project awards to the Group, including the smart Tangshan project and the Weihai Smart City project signed in the first half of 2020. The Group took the lead to act as the Chief Technology Officer (CTO) in many cities. Based on the city's own characteristics, the Group implements the top-level design of Smart City 3.0 with Yan Cloud DaaS, which combines urban big data, Internet of Things and other new technologies with urban digital industry development strategies to solve a number of issues surrounding government management, medical care, transportation, environmental protection. During the COVID-19 epidemic, the Yan Cloud DaaS played a crucial role in using big data technologies to effectively track patient data in a large number of cities, implement social distancing measures and monitor price fluctuations of daily necessities. The epidemic has also exposed several pain points in urban management. Local governments across the country are prompted to speed up and expand the construction of new smart infrastructure based on urban big data.

2) SMART INDUSTRY CHAIN: 618 SHOPPING FESTIVAL ACHIEVED ANOTHER ROUND OF SUCCESS, SEGMENT PROFIT INCREASED BY 81.15% YEAR-ON-YEAR

IT Logistics, the operating entity of the Smart Industry Chain business, is a leading company in supply chain management. It implements the "Supply Chain + Big Data + Artificial Intelligence Internet of Things (AIoT)" strategy, and continues to optimize big data applications and smart warehousing solutions for customers to provide end-to-end one-stop supply chain services. During the reporting period, the overall turnover of the smart industry chain business recorded approximately HK$3.092 billion, a significant increase of approximately 31.56% over the same period of last fiscal year; gross profit was approximately HK$360 million, an increase of 22.95% year-on-year; segment profit rose sharply by 81.15% to approximately HK$77.81 million.

The explosive growth of IT Logistics' profit is attributable to the rapid expansion of e-commerce logistics business and the improvement of operating efficiency. IT Logistics seized the opportunities during the epidemic to expand new businesses in online education, medical supplies, and daily live e-commerce fields and achieved substantial growth, despite a general economic downtrend. The contracted sales rose sharply by more than 60% year-on-year. Several contracts have been signed with key customers such as COFCO, Qihoo 360, Perfect Diary, Shuhua Sports, Tianma Microelectronics, and Vertiv etc in the first half of 2020. On the other hand, IT Logistics actively explored the New Infrastructure businesses. Major breakthroughs have been made in the fields of 5G base station equipment, new energy equipment, and electronic component manufacturing to provide New Infrastructure related project solutions. IT Logistics also achieved impressive results during the "618 Shopping Festival", with orders soaring by nearly 50% year-on-year and on time delivery 100% guaranteed.

IT Logistics continues to develop collaborative logistics management software. Through the integration of the Group's "software Internet" products, it improves the efficiency of upstream and downstream collaboration in the supply chain. Better differentiated services are provided to customers through intelligent services based on big data KingKooData products, a series of products such as the "Human+Robot" artificial intelligence robotic solution at the execution level of the smart warehouse, and new IoT products Jieyun Bao and Jieyun Express Signing System. KingKooData, a leading logistics big data product, signed up new service contracts with XGIMI Technology Factory, Digital China Kuntai Factory, Sany Heavy Industry's Yigong Industrial Internet Platform, and successfully launched Shell's refined oil digital platform to help customers improve their entire supply chain management capabilities.

The international business primarily in Southeast Asia's Belt and Road countries will be the profit growth driver of IT Logistics, which has established multiple service points in Indonesia, Malaysia, Myanmar, and Hong Kong. IT Logistics and Malaysia's leading logistics company LINE CLEAR signed a memorandum of understanding on strategic cooperation in July 2020. The two parties will carry out joint cooperation in logistics, warehousing, order fulfillment, distribution and freight business opportunities between China and Malaysia. The tie-up will promote smart industry chain business of both parties in China, Malaysia and further expanding into Southeast Asian countries.

3) DCITS：STRATEGIC FOCUS ON THE FINANCIAL TECHNOLOGY BUSINESS, OF WHICH SIGNED CONTRACT VALUE ROSE BY 36% YEAR-ON-YEAR

DCITS focuses on financial technology and has ranked first in the banking core business and channel management solutions market for eight consecutive years. Driven by the comprehensive transformation of the banking industry to the Internet model and the acceleration of the localization of the banking systems, DCITS's self-developed products in Distributed Core Bank System, Enterprise-Level Microservice Platform and Smart Banking continued to lead in their market segments and achieved steady growth in overall performance.

During the reporting period, revenue was approximately HK$4.807 billion, which was flat from last year. The underlying revenue in RMB rose by 4.16% from the same period last year. Gross profit was approximately HK$789 million, a year-on-year decrease of 12.49%. This was mainly due to the temporary impact of the depreciation of RMB and the delayed delivery of some projects to the second half of the year due to the epidemic.

Despite the influence of the COVID-19 epidemic, DCITS achieved a year-on-year increase of 36% in FinTech contracted value. As the only company in the market that has both a mature distributed technology platform and a distributed core bank system, DCITS has the most use cases in distributed platform and core business systems in the industry. During the reporting period, DCITS won the bid and signed contracts with Postal Savings Bank of China, Qujing Bank, Bank of Tangshan and other banks for the consulting and construction of core systems. Based on the concept of open banking, the company relies on the independently developed Internet financial platform and Internet open platform to realize the introduction of third-party scenarios, data introduction, marketing and customer acquisition, etc. In the first half of 2020, it was successfully implemented in Fujian Rural Credit Union, Bank of Beijing, Xishang Bank and other banks.

DCITS has participated in a commercial bank's Digital Currency Electronic Payment (DCEP) test and related promotion work, involving an electronic payment scenario test of encrypted digital currency. Digital wallet is one of the important systems required for the promotion of DCEP. DCITS has processed the relevant technical capabilities which can help commercial banks realize the implementation and promotion of digital currency in the future.

4) BUSINESS OUTLOOK: REALIZING "DIGITAL CHINA" WITH INDEPENDENT INNOVATIONS IN CORE TECHNOLOGIES, WITH A FOCUS ON LIFTING SHAREHOLDER RETURNS

Under the COVID-19 epidemic, all industries are adapting to a new environment and business model, and the positive effect of big data technology in enabling different industries has been especially pronounced in this special environment. DC holdings, as a leading big data service group, notices the huge market opportunities under the New Infrastructure policy and the epidemic environment. It is expected that the Group will experience rapid growth in the next few years. Looking forward, the Group will not forget its original aspirations and keep them in mind and strive to achieve the dream of Digital China with its core innovations in independent technologies such as Yan Cloud DaaS, AIoT, biometrics and security technology, while at the same time achieving profit growth and improvement in shareholder returns.

5) UPDATE ON THE SETTLEMENT PLANS REGARDING CERTAIN WEALTH MANAGEMENT PRODUCTS PURCHASED BY THE GROUP (THE "WMP")

As at 30 June 2020, the outstanding unpaid principal of the WMP was approximately HK$1,791 million (RMB1,634 million). The Group has set up disposal plans and specific action plans on the ultimate underlying assets involved in the WMP. In accordance with the action plans, the Company will prioritize the disposal of the real estate residential project involved in the underlying assets (the amount of the principal and interest involved is approximately HK$212 million (RMB193 million)).

The real estate residential project has been under the asset restructuring and disposal procedure. In the previous year, the disposal personnel overcame the impact of rainstorms on proposed construction schedule and substantially completed the resumed construction works. In the first half of this year, despite the outbreak of COVID-19 pandemic, the sales works have been progressing smoothly with various marketing strategies adopted by the disposal personnel; the completion check and acceptance works of the real estate project has been completed; and the mortgage loan procedures have been completed. Some of the real estates have obtained the ownership certificates and converted into the existing real estate assets, and the application of ownership certificates for the remaining real estates is still in progress. If the realisation and repayment plans are carried out in accordance with relevant laws and regulations, the Group will recover a total amount of approximately HK$212 million (RMB193 million) involved in the real estate residential project which is one of the underlying assets.

The realisation and repayment plans of the remaining ultimate underlying assets (the amount involved is approximately HK$1,580 million (RMB1,441 million)) are still being pushed forward with positive progress. The Group will continue to pursue its execution according to the action plans. Further announcement will be made by the Company in due course in the event of any material development on the action plans.

The carrying amount of the WMP, as disclosed in the interim financial statements of the Group in 2020, requires no adjustment to the provision for the WMP in the interim period of 2020 based on the management's judgment on the ultimate underlying assets and the assets disposal progress.

Capital Expenditure, Liquidity and Financial Resources

The Group mainly finances its operations with internally generated cash flows, bank borrowings and banking facilities.

The Group had total assets of HK$24,791 million at 30 June 2020 which were financed by total liabilities of HK$12,284 million, non-controlling interests of HK$3,636 million and equity attributable to equity holders of the parent of HK$8,871 million. The Group's current ratio at 30 June 2020 was 1.30 as compared to 1.17 at 31 December 2019.

During the six months ended 30 June 2020, capital expenditure of HK$86.43 million was mainly incurred for the acquisition of properties, office equipment and IT infrastructure facilities.

As at 30 June 2020, the Group had cash and bank balances of HK$1,836 million, of which about HK$1,747 million were denominated in Renminbi.

The aggregate borrowings of the Group as a ratio of equity attributable to equity holders of the parent was 0.50 at 30 June 2020 as compared to 0.57 at 31 December 2019. The computation of the said ratio was based on the total interest-bearing bank and other borrowings of HK$4,436 million (31 December 2019: HK$5,095 million) and equity attributable to equity holders of the parent of HK$8,871 million (31 December 2019: HK$8,936 million).

At 30 June 2020, the denomination of the interest-bearing bank and other borrowings of the Group was shown as follows:

	Denominated in Renminbi HK$'000	Denominated in Hong Kong dollars HK$'000	Total HK$'000
Current			
Interest-bearing bank borrowings, unsecured	1,025,365	50,000	1,075,365
Interest-bearing bank borrowings, secured	1,006,410	63,500	1,069,910
Other borrowings	50,424	–	50,424
	2,082,199	113,500	2,195,699
Non-current			
Interest-bearing bank borrowings, secured	2,188,528	45,590	2,234,118
Corporate bond	5,880	–	5,880
	2,194,408	45,590	2,239,998
Total	4,276,607	159,090	4,435,697

Certain of the Group's bank borrowings of:

1. Approximately HK$2,250 million extended by financial institutions to certain subsidiaries of the Group were secured by mortgages over the Group's buildings, investment properties and land use rights with an aggregate carrying amount of approximately HK$3,799 million at 30 June 2020; and

2. Approximately HK$1,054 million extended by financial institutions to certain subsidiaries of the Group were secured by pledge of 189,209,087 issued shares of DCITS, a non-wholly-owned subsidiary of the Company, directly held by a wholly-owned subsidiary of the Company, with an aggregate carrying amount of HK$3,190 million at 30 June 2020.

Included in the Group's current and non-current bank and other borrowings of approximately HK$172 million and HK$2,234 million respectively represented the long-term loans which are repayable from the year 2020 to year 2034. All of the Group's bank borrowings were charged at floating interest rates except for the loan balances with an aggregate amount of approximately HK$2,287 million which were charged at fixed interest rates as at 30 June 2020.

Pursuant to the "Capital Contribution and Shareholders' Agreement of Shenzhou Lingyun (Beijing) Technology Co., Ltd." (the "**Capital Contribution and Shareholders' Agreement**"), upon fulfillment of the condition pertaining to an undertaking regarding business results, investors subscribing for shares with new capital contributions shall provide, according to their capital contribution ratios, loans with a total amount of approximately RMB33.00 million (equivalent to approximately HK$36.17 million) in the form of convertible bonds to Shenzhou Lingyun (Beijing) Technology Co., Ltd.*（神州靈雲（北京）科技有限公司）("**Shenzhou Lingyun**"). Subject to the fulfillment of the undertaking regarding Shenzhou Lingyun's the business results for the years 2016 to 2020 in full, the investors have agreed to convert the full amount of the convertible bond loans into investments in Shenzhou Lingyun, which shall be credited, upon conversion, to Shenzhou Lingyun's capital reserve. In the event that the business result undertaking is not fulfilled, Shenzhou Lingyun shall repay the aforesaid convertible bond loans within 30 days upon receipt of notices from the investors. From 2017 to 2019, the investors have provided the convertible bond loans of approximately RMB32.60 million (equivalent to approximately HK$35.73 million) to Shenzhou Lingyun, including approximately RMB26.40 million (equivalent to approximately HK$28.94 million) provided by the Company and approximately RMB6.20 million (equivalent to approximately HK$6.79 million) by other investors. In April 2020, the Company and other investors signed the "Transfer Agreement" with Kang Jun, and all parties agreed to make compensation according to the compensation arrangement agreed in the Capital Contribution and Shareholders' Agreement, and Shenzhou Lingyun shall repay the convertible bond loans of approximately RMB20.47 million (equivalent to approximately HK$22.44 million) to the investors, of which approximately RMB18.39 million (equivalent to approximately HK$20.16 million) shall be paid to the Company and approximately RMB2.08 million (equivalent to approximately HK$2.28 million) to other investors; At the same time, the parties transferred their equities in Shenzhou Lingyun together with their contractual rights and contractual obligations under the Capital Contribution and Shareholders' Agreement to Kang Jun, and withdrew from Shenzhou Lingyun, with a total consideration transferred of approximately RMB15.21 million (equivalent to approximately HK$16.67 million). As of June 30, 2020, Shenzhou Lingyun has repaid the convertible bond loans of approximately RMB8.19 million (equivalent to approximately HK$8.97 million), of which approximately RMB7.36 million (equivalent to approximately HK$8.06 million) was repaid to the Company and approximately RMB0.83 million (equivalent to approximately HK$0.91 million) to the remaining investors. As of the date of this report, Shenzhou Lingyun has repaid the convertible bond loans of approximately RMB11.47 million (equivalent to approximately HK$12.57 million), of which approximately RMB9.39 million (equivalent to approximately HK$10.29 million) was repaid to the Company and approximately RMB2.08 million (equivalent to approximately HK$2.28 million) to the remaining investors; Kang Jun has paid the transfer price of approximately RMB3.36 million (equivalent to approximately HK$3.68 million), of which approximately RMB3.04 million (equivalent to approximately HK$3.33 million) was paid to the Company and approximately RMB0.32 million (equivalent to approximately HK$0.35 million) to the remaining investors.

The total available bank credit facilities for the Group at 30 June 2020 amounted to approximately HK$12,185 million, of which approximately HK$2,805 million were in long-term loan facilities, approximately HK$4,147 million were in trade lines and approximately HK$5,233 million were in short-term and revolving money market facilities. At 30 June 2020, the facility drawn down from the Group was approximately HK$2,187 million in long-term loan facilities, approximately HK$1,275 million in trade lines and approximately HK$2,193 million in short-term and revolving money market facilities.

Under the normal course of business, the Group has issued performance bonds to some customers for potential claims of non-performance in order to satisfy the specific requirements of these customers. As no material claims had been made by the customers under such performance bonds in the past, the management considers that the possibility of realisation of any actual material liabilities arising from such performance bonds is remote.

Contingent Liabilities

On 7 November 2018, China Potevio Co., Ltd. filed a litigation with Beijing's Second Intermediate People's Court on the grounds that DCITS assisted Shenzhen Shengwugang Investment Co., Ltd.（深圳市生物港投資有限公司）("**Shengwugnag Company**") in capital withdrawal, requiring DCITS to bear joint and several liability for compensation in relation to the assistance given to Shengwugang Company for capital withdrawal of approximately RMB25,000,000 together with interests. At the end of December 2018, DCITS filed jurisdiction objection litigation with Beijing's Second Intermediate People's Court, which has been rejected by Beijing's Second Intermediate People's Court. DCITS filed litigation with Beijing Municipal High People's Court against the ruling rejecting the jurisdiction objection, which has been rejected by Beijing Municipal High People's Court in May 2019.

On 29 October 2019, Beijing Second Intermediate People's Court issued the first instance judgment ((2018) Jing 02 Min Chu No. 344), which stated that DCITS shall undertake the supplementary liability for the unsettled part of the debt Shengwugang Company owned to China Potevio Co., Ltd. under Guangdong Shenzhen Intermediate People's Court (2007) Shen Zhong Fa Wei Zhi Zi No. 539 Enforcement Case after the enforcement (with the amount limited to approximately RMB68,125,000), which is limited to the extent of the principal and interest of the advance totaling approximately RMB35,120,000. DCITS has appealed to the court, and provision amounting to approximately RMB21,382,000 has been made in accordance to the above judgement.

Capital Commitment

Details of the Group's capital commitment at 30 June 2020 are set out in note 11 to the condensed consolidated interim financial statements.

Significant Investments

During the six month ended 30 June 2020, the Group did not hold any material investment.

Disposal of Equity Interest in a Subsidiary

On 14 January 2020, the Group entered into a sale and purchase agreement with the SK China Company Limited pursuant to which the Group has agreed to sell, and the SK China Company Limited has agreed to acquire, the entire equity interest in Beijing Lizhi Weixin Technology Co., Ltd.*（北京勵致維欣科技有限公司）("**Beijing Lizhi Weixin**"), being an indirect non-wholly owned subsidiary of the Company, which in turn holds 32,720,636 shares in Digital China Health Technologies Co., Ltd.*（神州數碼醫療科技股份有限公司）("**Digital China Health**"), representing approximately 14.05% of the entire issued share capital of Digital China Health.

Immediately after completion of the disposal, the Group will retain approximately 5.99% of the total issued shares in Digital China Health, and Digital China Health will cease to be an associate of the Company. The Group will also cease to have any equity interest in Beijing Lizhi Weixin, and Beijing Lizhi Weixin will cease to be a subsidiary of the Company. Please refer to the announcement of the Company dated 15 January 2020 for details of the disposal.

Human Resources and Remuneration Policy

At 30 June 2020, the Group had approximately 12,300 (30 June 2019: approximately 11,600) full-time employees. The majority of these employees work in the PRC. The Group offers remuneration packages in line with industry practice. Employees' remuneration includes basic salaries and bonuses. The Group has recorded a 5.42% decrease in staff costs to approximately HK$1,082 million for the six months ended 30 June 2020 as compared to approximately HK$1,144 million for the corresponding period of the last financial year. In order to attract and retain a high caliber of capable and motivated workforce, the Company offers share-based incentive schemes to staff based on the individual performance and the achievements of the Company's targets. The Group is committed to providing its staff with various in-house and external training and development programs.

The remuneration of the directors and senior management are determined with reference to the economic situation, the market condition, the responsibilities and duties assumed by each director and senior management member as well as their individual performance.

Update on the use of proceeds from the Rights Issue

In September 2017, the Company completed a rights issue (the "**Rights Issue**") and raised funds of approximately HK$1,335 million. The table below set out the use of net proceeds (the "**Net Proceeds**") from the Rights Issue:

Intended use of the net proceeds from the Rights Issue	Un-utilised amount as at 1 January 2019 HK$'million	Actual application for the year ended 31 December 2019 HK$'million	Un-utilised amount as at 31 December 2019 HK$'million	Actual application for the six months ended 30 June 2020 HK$'million	Un-utilised amount as at 30 June 2020 HK$'million
Financing the Healthcare Big Data Investment or any other potential investments and acquisitions as and when any suitable opportunity is identified	571	(198)	373	–	373

Note: As at the date of this report, the Healthcare Big Data Investment is still at its preliminary discussion stage and no legally binding agreement has been entered into by the Group.

The Company does not have any intention to change the purposes of the Net Proceeds as set out in the Rights Issue prospectus dated 23 August 2017, and will gradually utilize the un-utilised amount of the Net Proceeds in accordance with the intended purposes mentioned above. At 30 June 2020, an aggregate of approximately HK$962 million has been utilised from the Net Proceeds.

As at 30 June 2020, the un-utilised Net Proceeds from the Rights Issue amounted to approximately HK$373 million. In 2020, due to the impact of the COVID-19 epidemic, the investment atmosphere was relatively sluggish, and the management of the Company became more cautious in investing in mergers and acquisitions. Therefore, the un-utilised Net Proceeds are not expected to be utilised in full by the end of 2020. All of such un-utilised Net Proceeds will be utilised for financing the Healthcare Big Data Investment or any other potential investments and acquisitions as and when any suitable opportunity is identified. It is expected that the un-utilised Net Proceeds will be fully utilised by 30 June 2022.

For further details of the Rights Issue, please refer to the announcements dated 21 July 2017, 24 August 2017 and 15 September 2017, the rights issue prospectus dated 23 August 2017 and the annual report for the year ended 31 December 2017 and 31 December 2018 and 31 December 2019 of the Company.

INTERIM DIVIDEND

On 26 August 2020, the Board has declared an interim dividend of HK3.6 cents per Share for the six months ended 30 June 2020 ("**Interim Dividend**") (for the six months ended 30 June 2019: Nil) to Shareholders whose names appear on the register of members of the Company on Wednesday, 16 September 2020. The Interim Dividend will be payable on or about Wednesday, 7 October 2020.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 17 September 2020 to Tuesday, 22 September 2020 for ascertaining Shareholders' entitlement to the Interim Dividend. No transfer of Shares will be registered on that days. In order to qualify for the Interim Dividend, all transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 16 September 2020 for registration.

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

At 30 June 2020, the interests and short positions of each Director and chief executive of the Company and their associates in the shares of the Company (the "**Share(s)**"), underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**")) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were taken or deemed to have taken under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of Part XV of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the "Model Code for Securities Transactions by Directors of Listed Issuers" contained in Appendix 10 to the Rules Governing the Listing of Securities in the Stock Exchange (the "**Listing Rule(s)**") (the "**Model Code**") adopted by the Company were as follows:

Name of Director	Capacity	Personal interests	Corporate interests	Number of outstanding share options	Total *(Note 1)*	Approximate percentage of aggregate interests (%) *(Note 5)*
GUO Wei	Beneficial owner and interests of a controlled corporation	94,328,707	86,767,857 *(Note 2)*	13,116,974 *(Note 3)*	194,213,538	11.58
LIN Yang	Beneficial owner	3,571,734	–	13,116,974 *(Note 3)*	16,688,708	0.99
WONG Man Chung, Francis	Beneficial owner	100,000 *(Note 4)*	–	–	100,000	0.01
NI Hong (Hope)	Beneficial owner	100,000 *(Note 4)*	–	–	100,000	0.01
LIU Yu, John	Beneficial owner	100,000 *(Note 4)*	–	–	100,000	0.01
KING William	Beneficial owner	100,000 *(Note 4)*	–	–	100,000	0.01

Notes:

1. All of the interests disclosed herein represent long position in the Shares.

2. These 86,767,857 Shares were beneficially held by Kosalaki Investments Limited ("**KIL**"), of which Mr. GUO Wei is the controlling shareholder and also a director of KIL, therefore, Mr. GUO Wei was deemed to be interested in such Shares in which KIL was interested.

3. On 25 January 2017, the share options were granted to Mr. GUO Wei and Mr. LIN Yang. These share options are exercisable from 25 January 2017 to 24 January 2025 at an exercise price of HK$6.394 per Share for subscription of ordinary shares of the Company.

4. On 2 June 2020, these shares were granted under the restricted share award scheme of the Company and will be vested in accordance with the terms and conditions of the scheme.

5. The approximate percentage of interests is based on the aggregate nominal value of the Shares/underlying Shares comprising the interests held as a percentage of the aggregate nominal value of all the issued share capital of the Company of the same class immediately after the relevant event and as recorded in the register maintained under Section 352 of the SFO.

Save as disclosed above, at 30 June 2020, none of the Directors and chief executive of the Company or their associates had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors and chief executive of the Company were taken or deemed to have taken under such provisions of the SFO), or which were required to be recorded in the register required to be kept by the Company pursuant to Section 352 of Part XV of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

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

At 30 June 2020, to the best knowledge of the Directors, the following persons or corporations, not being a Director or chief executive of the Company, had the following interests and short positions in the Shares and underlying Shares which were required to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or required to be recorded in the register required to be kept under Section 336 of Part XV of the SFO:

Name	Capacity	Number of Shares *(Note 1)*	Approximate percentage of aggregate interests (%) *(Note 7)*
Kosalaki Investments Limited *(Note 2)*	Beneficial owner	86,767,857	5.17
Dragon City International Investment Limited	Beneficial owner	187,578,500 *(Note 3)*	11.23
YIP Chi Yu *(Note 3)*	Interests of a controlled corporation/Interest of spouse	187,578,500/ 2,325	11.23
HUANG Shaokang *(Note 3)*	Beneficial owner/ Interest of spouse	2,325/ 187,578,500	11.23
Guangzhou City Infrastructure Investment Group Limited*（廣州市城市建設投資集團有限公司）("**GZ Infrastructure**")	Interests of controlled corporations	434,474,928 *(Note 4(a))*	26.00
Guangzhou City Investment Co., Ltd.*（廣州市城投投資有限公司）("**GZ Investment**")	Interests of controlled corporations	419,356,928 *(Note 4(b))*	25.00
Guangzhou City Investment Jiapeng Industry Investment Fund Management Co., Ltd.*（廣州城投佳朋產業投資基金管理有限公司）("**GZ Jiapeng**")	Interests of a controlled corporation	387,735,000 *(Note 4(c))*	23.12
Guangzhou City Investment Jiazi Investment Partnership (Limited Partnership)*（廣州城投甲子投資合夥企業（有限合夥））("**GZ Jiazi**")	Beneficial owner	387,735,000 *(Note 4(b))*	23.12
GRG Banking Equipment Co., Ltd.*（廣州廣電運通金融電子股份有限公司）("**GRG Banking Equip.**")	Beneficial owner	301,068,250 *(Note 5)*	18.02
Guangzhou Radio Group Co., Ltd.*（廣州無線電集團有限公司）("**Guangzhou Radio Group**")	Interests of a controlled corporation	301,068,250 *(Note 5)*	18.02

Notes:

1. All of the interests disclosed herein represent long position in the Shares.

2. KIL is controlled by Mr. GUO Wei who is a director of the Company and KIL.

3. The interest includes (i) 133,361,633 Shares held directly by Dragon City International Investment Limited ("**Dragon City**"), which is controlled by Ms. YIP Chi Yu; (ii) 54,216,867 underlying Shares held directly by Dragon City in respect of an unlisted equity derivative instrument; and (iii) 2,325 shares held directly by Mr. HUANG Shaokang, a spouse of Ms. YIP Chi Yu.

4. (a) Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GZ Infrastructure on 6 September 2019, GZ Infrastructure was interested in 434,474,928 Shares in aggregate, of which, 396,962,000 Shares were held by GZ Jiazi and 37,512,928 shares were held by Suitong Hong Kong Company Limited*（穗通（香港）有限公司）("**Suitong HK**"). GZ Jiazi is owned as to 99.96% by GZ Investment and 0.04% by GZ Jiapeng, which is in turn wholly-owned by GZ Investment. Suitong HK is also wholly-owned by GZ Investment. GZ Investment is 80% owned by GZ Infrastructure and 20% owned by Guangzhou Industry Investment Fund Management Co. Ltd., which is wholly-owned by GZ Infrastructure. GZ Infrastructure was deemed to be interested in 434,474,928 Shares.

   (b) Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GZ Investment on 10 April 2018, GZ Investment was interested in 419,356,928 Shares in aggregate, of which, 387,735,000 Shares were held by GZ Jiazi and 31,621,928 Shares were held by Suitong HK.

   (c) Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GZ Jiapeng on 10 April 2018, GZ Jiapeng was interested in 387, 735,000 Shares.

5. These 301,068,250 Shares were beneficially held by GRG Banking Equipment*（廣州廣電運通金融電子）(listed on The Shenzhen Stock Exchange), in which Guangzhou Radio Group*（廣州無線電集團）is a 52.96% controlling shareholder.

6. The approximate percentage of interests is based on the aggregate nominal value of the Shares/underlying shares comprising the interests held as a percentage of the aggregate nominal value of all the issued share capital of the Company of the same class immediately after the relevant event and as recorded in the register maintained under Section 336 of the SFO.

Save as disclosed above, at 30 June 2020, the Company had not been notified by any persons who had interests or short positions in Shares or underlying Shares which were required to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept under Section 336 of Part XV of the SFO.

* The English name of the company is a direct transliteration of its Chinese registered name.

SHARE-BASED INCENTIVE SCHEMES

Share-based Incentive Schemes of the Company

(A) Share Option Scheme

The Company's share option scheme was adopted on 15 August 2011 (the "**2011 Share Option Scheme**").

The following table shows the movements in the share options under the 2011 Share Option Scheme during the six months ended 30 June 2020 and the outstanding share options at the beginning and end of the period:

	Number of share options									
Grantee	Outstanding as at 1/1/2020	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding as at 30/06/2020	Exercise price per share HK$	Closing price per share immediately before the date of grant HK$	Date of grant	Exercisable period	*Notes*
Directors										
GUO Wei	13,116,974	-	-	-	13,116,974	6.394	6.73	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
LIN Yang	13,116,974	-	-	-	13,116,974	6. 394	6.73	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
Other employees	62,646,667	-	-	(56,665,327)	5,981,340	6. 394	6.73	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
Other employees	5,000,000	-	-	(1,000,000)	4,000,000	4.818	4.87	21/5/2018	21/5/2019-20/5/2026	(ii)
Other employees	5,700,000	-	(400,000)	(3,300,000)	2,000,000	3.88	3.88	20/11/2018	20/11/2019-19/11/2026	(ii)
Other employees	6,970,000	-	(30,000)	(100,000)	6,840,000	4.32	4.26	28/3/2019	28/3/2020-27/3/2027	(ii)
Other employees	3,200,000	-	-	-	3,200,000	4.04	3.95	2/9/2019	2/9/2020-1/9/2027	(ii)
Other employees	30,000	-	-	-	30,000	4.172	4.10	7/11/2019	7/11/2020-6/11/2027	(ii)
Other employees	-	7,570,000	-	-	7,570,000	4.17	4.16	27/04/2020	27/04/2021-26/04/2028	(ii)
Other employees	-	2,620,000	-	(50,000)	2,570,000	4.48	4.27	11/06/2020	11/06/2021-10/06/2028	(ii)
In aggregate	109,780,615	10,190,000	(430,000)	(61,115,327)	58,425,288					

Notes:

(i) As a result of the rights issue which was completed on 18 September 2017, the exercise price was adjusted from HK$6.71 to HK$6.394 and the numbers of outstanding share options were adjusted accordingly.

(ii) The options granted in 2018, 2019 and 2020 are subject to a vesting period of five years with 20% becoming exercisable on the first anniversary, 20% on the second anniversary, 20% on the third anniversary, 20% on the fourth anniversary and 20% on the fifth anniversary of the respective dates of grant. The options granted in 2017 are exercisable in whole or in part at anytime during the exercisable period.

The fair values of share options granted under the Share Option Scheme were estimated as at the dates of grant, using a binomial model, taking into account the terms and conditions upon which the share options were granted. The following table lists the inputs to the model used:

Granted during the six months ended 30 June	2020	2019
Exercise price (HK$ per share)	**4.17-4.48**	4.32
Dividend yield (%)	**2.65 per annum**	3 per annum
Expected volatility (%)	**37.9-38.1 per annum**	39.3 per annum
Expected life (year)	**8**	8
Risk-free interest rate (%)	**0.46-0.56 per annum**	1.38 per annum
Weighted average share price (HK$ per Share)	**4.17-4.48**	4.32

The expected volatility is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual income.

No other feature of the share options granted was incorporated into the measurement of fair value.

(B) Restricted Share Award Scheme

The restricted share award scheme of the Company (the "**RSA Scheme**") was adopted on 28 March 2011 for the purpose of rewarding and motivating, among others, Directors (including executive and non-executive) and employees of the Company and its subsidiaries (the "**Participants**") with the Shares. The RSA Scheme is intended to attract and retain the best available personnel, and encourage and motivate the Participants to work towards enhancing the value of the Group and the Shares by aligning their interests with those of the Shareholders.

Pursuant to the RSA Scheme, existing Shares will be purchased by the trustee of the RSA Scheme from the market out of cash contributed by the Group and be held in trust for the relevant Participants until such Shares are vested with the relevant Participants in accordance with the provisions of the RSA Scheme. The Shares granted under the RSA Scheme and held by the trustee until vesting are referred to as restricted share units ("**RSU(s)**") and each RSU shall represent one ordinary share of the Company.

The trustee of the RSA Scheme purchased 14,392,000 Shares (six months ended 30 June 2019: 2,924,000) at total cost of approximately HK$69,219,000 (including relevant transaction fees) (six months ended 30 June 2019: 11,201,000) and 2,150,000 RSU were granted to the Participants during the six months ended 30 June 2020 (six months ended 30 June 2019: Nil).

During the six months ended 30 June 2020, the Group recognised share-based payment expenses of HK$23,219,000 (six months ended 30 June 2019: HK$4,370,000) in the unaudited condensed consolidated statement of profit or loss.

Equity Incentive Schemes of a subsidiary

(C) Share Option Incentive Scheme of DCITS

The shareholders of the Company and Digital China Information Service Company Ltd. ("**DCITS**") approved the adoption of a share option incentive scheme (the "**Share Option Incentive Scheme**") on 10 September 2019 and 16 September 2019 respectively.

The following table shows the movements in the share options under DCITS Share Option Incentive Scheme during the six months ended 30 June 2020 and the outstanding share options at the beginning and end of the period:

	Number of the share options							
Grantee	Outstanding as at 1/1/2020	Granted during the period	Exercise during the period	Lapsed during the period	Outstanding as at 30/06/2020	Exercise price per share RMB	Date of grant	Exercisable period
DCITS director	–	–	–	–	–	–	–	–
DCITS other employees	22,270,000	–	–	(250,000)	22,020,000	12.76	17/9/2019	Grantees may exercise their share options with reference to the Option Registration Date (i.e. 30/10/2019) in two tranches. *(Note)*

Note:

Subject to the fulfillment of the conditions for exercising the share options under the Share Option Incentive Scheme, grantees may exercise their share options within 24 months after the expiry of 12 months from the Option Registration Date in two tranches as follows:

Tranche	Exercisable period	Percentage of share option exercisable
First tranche	From the first trading day after the expiry of 12 months from the Option Registration Date to the last trading day within 24 months from the Option Registration Date	50%
Second tranche	From the first trading day after the expiry of 24 months from the Option Registration Date to the last trading day within 36 months from the Option Registration Date	50%

The fair values of the share options granted during 2019 under the DCITS Share Option Scheme were estimated as at the dates of grant, using a binomial model, taking into account of the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Granted during:	2019
Exercise price (RMB per share)	12.76
Dividend yield (%)	0.205-0.2546 per annum
Expected volatility (%)	21.7765-25.9667 per annum
Expected life (year)	1–2
Risk-free interest rate (%)	1.5-2.1 per annum
Weighted average share price (RMB per share)	12.99

The expected volatility based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

(D) Restricted Share Incentive Scheme of DCITS

The shareholders of DCITS approved the adoption of a restricted share incentive scheme (the "**Restricted Share Incentive Scheme**") on 16 September 2019.

The underlying shares of the Restricted Share Incentive Scheme shall be the A ordinary shares to be issued by DCITS to the participants of the Restricted Share Incentive Scheme.

Since the adoption of the Restricted Share Incentive Scheme, 6,950,000 restricted shares (representing approximately 0.72% of the total share capital of DCITS of 963,431,273 shares as at the date of grant and approximately 0.72% of the total share capital of DCITS of 970,381,273 share as at 30 June 2020) have been granted by DCITS under the Restricted Share Incentive Scheme to the incentive participants. The grant price of such restricted shares was RMB6.345 (According to the provisions of the Restricted Share Incentive Scheme, the grant price of the restricted shares was adjusted due to DCITS's dividends). The number of restricted shares granted to the incentive participants as at 31 December 2019 and 30 June 2020 were totally 6,950,000. There was no movement in the restricted shares granted under the Restricted Share Incentive Scheme during the six months ended 30 June 2020.

The fair values of the restricted share granted during 2019 under the DCITS Restricted Share Incentive Scheme were estimated as at the dates of grant, using a binomial model, taking into account of the terms and conditions upon which the restricted shares were granted. The following table lists the inputs to the model used:

Granted during:	2019
Dividend yield (%)	0.205-0.2546 per annum
Expected volatility (%)	21.7765-25.9667 per annum
Risk-free interest rate (%)	1.5-2.1 per annum
Weighted average share price (RMB per share)	12.99

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the restricted shares granted was incorporated into the measurement of fair value.

DISCLOSURE OF DIRECTORS' INFORMATION PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Changes in the information of Directors required to be disclosed under Rule 13.51B(1) of the Listing Rules are set out as below:

Name of Director	Details of Changes
Mr. WONG Man Chung, Francis	– Appointed as the chairman of the remuneration and evaluation committee and a member of the nomination committee of Shanghai Dongzheng Automotive Finance Co., Ltd. (whose shares are listed on the Main Board of the Stock Exchange) with effect from 30 June 2020
	– Appointed as the independent non-executive director, chairman of the audit committee, a member of the risk management committee and a member of the remuneration and evaluation committee of Shanghai Dongzheng Automotive Finance Co., Ltd. (whose shares are listed on the Main Board of the Stock Exchange) with effect from 24 February 2020
	– Appointed as the independent non-executive director, chairman of the audit committee and a member of the remuneration committee of IntelliCentrics Global Holdings Ltd. (whose shares are listed on the Main Board of the Stock Exchange) with effect from 23 January 2020
Miss NI Hong (Hope)	– Resigned as executive director and the chief investment officer and re-designated as non-executive director of Cogobuy Group with effect from 10 June 2020
Dr. LIU Yun, John	– Proposed as a board member of dormakaba Holding AG (whose shares are listed in the SIX Swiss Exchange) at its forthcoming annual general meeting to be held in October 2020
	– Resigned as chief advisor of Reignwood Holdings Pte Ltd. (Singapore) with effect from 1 January 2020
	– Resigned as board member and the chief executive officer of VOSS with effect from 1 July 2020
Mr. YU Ziping	– Retired as non-executive Director of the Company with effect from 30 June 2020

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code as its code of conduct for securities transactions of the Directors. Having made specific enquiry with the Directors, all of the Directors confirmed that they have complied with the required standards as set out in the Model Code throughout the six months ended 30 June 2020.

REVIEW BY AUDIT COMMITTEE

The Audit Committee currently comprises three Independent Non-executive Directors, namely Mr. WONG Man Chung, Francis (who is the Chairman of the Audit Committee), Ms. NI Hong (Hope) and Ms. YAN Xiaoyan. The Audit Committee has reviewed with the senior management of the Company their respective findings, the accounting treatment, principles and practices adopted by the Group, legal and regulatory compliance and discussed auditing, internal control, risk management and financial reporting matters including the review of the unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2020, with no disagreement.

CORPORATE GOVERNANCE

The Company has complied with the code provisions (the "**Code Provision(s)**") set out in the "Corporate Governance Code and Corporate Governance Report" contained in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2020, except the following deviations from certain Code Provisions with considered reasons as given below:

Code Provision A.2.1 *stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.*

Mr. GUO Wei, the Chairman of the board of directors of the Company (the "**Board**") has been taking up the dual role as Chairman and Chief Executive Officer of the Company since 8 June 2018. Mr. GUO Wei has extensive experience in business strategic development and management and is responsible for overseeing the whole business, strategic development and management of the Group. The Board believes that the dual role of Mr. GUO Wei will enable the consistency between the setting up and the implementation of the business strategy and benefit the Group and the Shareholders as a whole.

Code Provision A.4.1 *stipulates that non-executive directors should be appointed for a specific term, subject to re-election.*

All of the non-executive Directors of the Company were not appointed for any specific term. Since all Directors (save for the Chairman of the Board or the Managing Director) are subject to retirement by rotation at each annual general meeting in accordance with the new bye-laws of the Company (the "**New Bye-Laws**") and shall be eligible for re-election. The Board considers that the retirement of Directors by rotation at each annual general meeting in accordance with the New Bye-Laws has given the Shareholders the right to approve the continuation of the service of the Directors.

Code Provision A.4.2 *stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.*

Under the New Bye-Laws, at each annual general meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, the Chairman of the Board or the Managing Director shall not, whilst holding such office, be subject to retirement by rotation. Therefore, Mr. GUO Wei, the Chairman of the Board, shall not be subject to retirement by rotation. Given the existing number of Directors of the Company, not less than one-third of the Directors are subject to retirement by rotation at each annual general meeting, by which each Director (other than the Chairman of the Board) will retire by rotation once every three years at the minimum.

Code Provision A.5.1 *stipulates that the listed company should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors.*

The Company does not establish a nomination committee at present. The Company considers that the setting up of a nomination committee may not be necessary as the Board has the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as addition to the Board according to the New Bye-Laws, therefore, the Board has been able to assume the responsibilities of a nomination committee. The Board will identify and assess whether the candidate has the balanced composition of skills and experience appropriate for the requirements of the businesses of the Company and suitably qualified to become board members.

Code Provision D.1.4 *stipulates that directors should clearly understand delegation arrangements in place. Listed company should have formal letters of appointment for directors setting out the key terms and conditions of their appointment.*

The Company has not entered into any written letter of appointment with its any Non-executive Directors or Independent Non-executive Directors. However, the Board recognises that (i) the relevant Directors have already been subject to the laws and regulations applicable to directors of a company listed on the Stock Exchange, including the Listing Rules as well as the fiduciary duties to act in the best interests of the Company and its Shareholders; (ii) all of them are well established in their professions and have held directorships in other listed companies; and (iii) the current arrangement has been adopted by the Company for years and has proved to be effective. Therefore, the Board considers that the relevant Directors are able to carry out their duties in a responsible and effective manner under the current arrangement.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the six months ended 30 June 2020, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules throughout the six months ended 30 June 2020.

By Order of the Board
GUO Wei
Chairman and Chief Executive Officer

Hong Kong, 26 August 2020

Website: www.dcholdings.com

www.dcholdings.com

封面图片来源：艺术家王维峰 《智慧城市B-11》 布面油画

神州數碼控股有限公司及子公司
依中華民國會計原則重編後合併資產負債表
民國一〇九年六月三十日、民國一〇八年十二月三十一日、民國一〇八年六月三十日

代碼	項目	一〇九年六月三十日					一〇八年十二月三十一日					一〇八年六月三十日				
		依香港財務報告會計準則編制金額	%	調節金額 增(減)	依IFRSs 編製金額	%	依香港財務報告會計準則編制金額	%	調節金額 增(減)	依IFRSs 編製金額	%	依香港財務報告會計準則編制金額	%	調節金額 增(減)	依IFRSs 編製金額	%
	流動資產															
1100	現金及約當現金	6,975,206	7.41%	-	6,975,206	7.92%	7,619,880	7.85%	-	7,619,880	8.39%	6,180,807	6.49%	-	6,180,807	6.92%
1110	透過損益按公允價值衡量之金融資產-流動	2,605,450	2.77%	-	2,605,450	2.96%	3,529,793	3.64%	-	3,529,793	3.88%	2,306,538	2.42%	-	2,306,538	2.58%
1150	應收票據	128,523	0.14%	-	128,523	0.15%	196,123	0.20%	-	196,123	0.22%	131,441	0.14%	-	131,441	0.15%
1170	應收帳款	18,074,722	19.19%	-	18,074,722	20.52%	20,177,007	20.79%	-	20,177,007	22.21%	20,172,468	21.17%	-	20,172,468	22.60%
1200	其他應收款	4,057,391	4.31%	-	4,057,391	4.61%	4,943,699	5.09%	-	4,943,699	5.44%	4,050,221	4.25%	-	4,050,221	4.54%
1140	合約資產-流動	8,149,308	8.65%	-	8,149,308	9.25%	2,002,450	2.06%	-	2,002,450	2.20%	5,129,739	5.38%	-	5,129,739	5.75%
130X	存貨	4,893,501	5.20%	-	4,893,501	5.56%	7,118,033	7.33%	-	7,118,033	7.83%	4,721,041	4.95%	-	4,721,041	5.29%
1410	預付款項	1,079,198	1.15%	-	1,079,198	1.23%	728,281	0.75%	-	728,281	0.80%	1,812,377	1.90%	-	1,812,377	2.03%
1460	待出售非流動資產淨額	1,303,494	1.38%	-	1,303,494	1.48%	2,146,991	2.21%	-	2,146,991	2.36%	-	-	-	-	-
1470	其他流動資產	201,167	0.21%	-	201,167	0.23%	231,277	0.24%	-	231,277	0.25%	368,962	0.39%	-	368,962	0.41%
11XX	**流動資產合計**	47,467,960	50.40%	-	47,467,960	53.91%	48,693,534	50.16%	-	48,693,534	53.58%	44,873,594	47.09%	-	44,873,594	50.27%
	非流動資產															
1517	透過其他綜合損益按公允價值衡量之金融資產-非流動	2,290,421	2.43%	-	2,290,421	2.60%	1,552,243	1.60%	-	1,552,243	1.71%	1,676,191	1.76%	-	1,676,191	1.88%
1550	採用權益法之投資	11,194,974	11.89%	-	11,194,974	12.71%	12,674,007	13.06%	-	12,674,007	13.95%	13,607,388	14.28%	-	13,607,388	15.24%
1600	不動產、廠房及設備	3,629,256	3.85%	-	3,629,256	4.12%	3,903,903	4.02%	-	3,903,903	4.30%	3,633,686	3.81%	-	3,633,686	4.07%
1755	使用權資產	760,260	0.81%	-	760,260	0.86%	887,704	0.91%	-	887,704	0.98%	908,854	0.95%	-	908,854	1.02%
1760	投資性不動產	17,282,789	18.35%	(6,262,950)	11,019,839	12.51%	17,471,867	18.00%	(6,212,470)	11,259,397	12.39%	17,970,480	18.86%	(6,004,316)	11,966,164	13.40%
1780	無形資產	7,602,316	8.07%	-	7,602,316	8.63%	7,771,091	8.01%	-	7,771,091	8.55%	8,431,607	8.85%	-	8,431,607	9.44%
1840	遞延所得稅資產	575,456	0.61%	139,765	715,221	0.81%	657,735	0.68%	(3,188)	654,547	0.72%	663,152	0.70%	(10,877)	652,275	0.73%
1900	其他非流動資產	3,384,083	3.58%	-	3,384,083	3.85%	3,461,404	3.57%	-	3,461,404	3.82%	3,522,438	3.70%	-	3,522,438	3.94%
15XX	**非流動資產合計**	46,719,555	49.60%	(6,123,185)	40,596,370	46.09%	48,379,954	49.85%	(6,215,658)	42,164,296	46.42%	50,413,796	0.53	(6,015,193)	44,398,603	0.50
1XXX	**資產總計**	94,187,515	100.00%	(6,123,185)	88,064,330	100.00%	97,073,488	100.00%	(6,215,658)	90,857,830	100.00%	95,287,390	100.00%	(6,015,193)	89,272,197	100.00%
	流動負債															
2100	短期借款	8,341,878	8.86%	-	8,341,878	9.47%	13,179,234	13.58%	-	13,179,234	14.51%	12,889,455	13.53%	-	12,889,455	14.44%
2150	應付票據	-	-	-	-	-	2,942,948	3.03%	-	2,942,948	3.24%	2,914,514	3.06%	-	2,914,514	3.26%
2170	應付帳款	15,885,660	16.87%	-	15,885,660	18.04%	11,618,561	11.97%	-	11,618,561	12.79%	11,766,741	12.35%	-	11,766,741	13.18%
2200	其他應付款	5,854,316	6.22%	-	5,854,316	6.65%	5,704,000	5.88%	-	5,704,000	6.28%	4,043,109	4.24%	-	4,043,109	4.53%
2130	合約負債-流動	3,700,848	3.93%	-	3,700,848	4.20%	5,305,554	5.47%	-	5,305,554	5.84%	4,168,904	4.38%	-	4,168,904	4.67%
2230	本期所得稅負債	83,594	0.09%	-	83,594	0.09%	252,475	0.26%	-	252,475	0.28%	48,664	0.05%	-	48,664	0.05%
2280	租賃負債—流動	322,346	0.34%	-	322,346	0.37%	391,583	0.40%	-	391,583	0.43%	391,108	0.41%	-	391,108	0.44%
2300	其他流動負債	2,286,014	2.43%	-	2,286,014	2.60%	2,069,921	2.13%	-	2,069,921	2.28%	1,218,997	1.28%	-	1,218,997	1.37%
21XX	**流動負債合計**	36,474,656	38.74%	-	36,474,656	41.42%	41,464,276	42.72%	-	41,464,276	45.65%	37,441,492	39.29%	-	37,441,492	41.94%
	非流動負債															
2540	長期借款	8,487,839	9.01%	-	8,487,839	9.64%	6,150,136	6.34%	-	6,150,136	6.77%	6,649,829	6.98%	-	6,649,829	7.45%
2570	遞延所得稅負債	1,353,746	1.44%	(1,024,630)	329,116	0.37%	1,330,708	1.37%	(1,198,090)	132,618	0.15%	1,309,379	1.37%	(1,104,687)	204,692	0.23%
2530	應付公司債	22,339	0.02%	-	22,339	0.03%	26,363	0.03%	-	26,363	0.03%	2,183,942	2.29%	-	2,183,942	2.45%
2580	租賃負債—非流動	192,706	0.20%	-	192,706	0.22%	230,292	0.24%	-	230,292	0.25%	229,585	0.24%	-	229,585	0.26%
2600	其他非流動負債	140,954	0.15%	-	140,954	0.16%	140,695	0.14%	-	140,695	0.15%	96,777	0.10%	-	96,777	0.11%
25XX	**非流動負債合計**	10,197,584	10.82%	(1,024,630)	9,172,954	10.42%	7,878,194	8.12%	(1,198,090)	6,680,104	7.35%	10,469,512	10.99%	(1,104,687)	9,364,825	10.50%
2XXX	**負債總計**	46,672,240	49.56%	(1,024,630)	45,647,610	51.84%	49,342,470	50.84%	(1,198,090)	48,144,380	53.00%	47,911,004	50.28%	(1,104,687)	46,806,317	52.44%
	股東權益															
3110	普通股股本	635,000	0.67%	-	635,000	0.72%	634,837	0.65%	-	634,837	0.70%	634,837	0.67%	-	634,837	0.71%
3200	資本公積	25,139,050	26.69%	-	25,139,050	28.55%	25,089,741	25.85%	-	25,089,741	27.61%	25,060,453	26.30%	-	25,060,453	28.07%
3310	法定盈餘公積	1,810,531	1.92%	-	1,810,531	2.06%	1,810,531	1.87%	-	1,810,531	1.99%	1,621,779	1.70%	-	1,621,779	1.82%
3350	未分配盈餘	5,955,793	6.32%	(3,194,061)	2,761,732	3.14%	5,690,339	5.86%	(3,312,005)	2,378,334	2.62%	5,064,541	5.32%	(3,179,432)	1,885,109	2.11%
3400	其他權益	161,705	0.17%	(1,904,494)	(1,742,789)	(1.98%)	725,721	0.75%	(1,705,563)	(979,842)	(1.08%)	1,227,902	1.29%	(1,731,074)	(503,172)	(0.56%)
3500	庫藏股票	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
31XX	歸屬於母公司業主之權益合計	33,702,079	35.79%	(5,098,555)	28,603,524	32.48%	33,951,169	34.97%	(5,017,568)	28,933,601	31.84%	33,609,512	35.27%	(4,910,506)	28,699,006	32.15%
36XX	非控制權益	13,813,196	14.67%	-	13,813,196	15.67%	13,779,849	14.18%	-	13,779,849	15.16%	13,766,874	14.44%	-	13,766,874	15.41%
3XXX	**股東權益合計**	47,515,275	50.44%	(5,098,555)	42,416,720	48.16%	47,731,018	49.16%	(5,017,568)	42,713,450	47.00%	47,376,386	49.72%	(4,910,506)	42,465,880	47.56%
	負債及股東權益合計	94,187,515	100.00%	(6,123,185)	88,064,330	100.00%	97,073,488	100.00%	(6,215,658)	90,857,830	100.00%	95,287,390	100.00%	(6,015,193)	89,272,197	100.00%

神州數碼控股有限公司及子公司
依中華民國會計原則重編後合併綜合損益表
民國一〇九年一月一日至一〇九年六月三十日、民國一〇八年一月一日至一〇八年六月三十日

單位：新台幣仟元，惟每股盈餘為元

代碼	項目	一〇九年一月一日至一〇九年六月三十日					一〇八年一月一日至一〇八年六月三十日				
		依香港財務報告會計準則編制金額	%	調節金額 增(減)	依IFRSs 編製金額	%	依香港財務報告會計準則編制金額	%	調節金額 增(減)	依IFRSs 編製金額	%
4000	營業收入	31,722,967	100.00%	-	31,722,967	100.00%	28,758,808	100.00%	-	28,758,808	100.00%
5000	營業成本	(26,686,119)	(84.12%)	(247,757)	(26,933,876)	(84.90%)	(23,596,116)	(82.05%)	(111,476)	(23,707,592)	(82.44%)
5950	營業毛利	5,036,848	15.88%	(247,757)	4,789,091	15.10%	5,162,692	17.95%	(111,476)	5,051,216	17.56%
	營業費用										
6100	推銷費用	(2,052,569)	(6.47%)	-	(2,052,569)	(6.47%)	(2,288,051)	(7.96%)	-	(2,288,051)	(7.96%)
6200	管理費用	(804,999)	(2.54%)	(170,698)	(975,697)	(3.08%)	(693,329)	(2.41%)	(172,153)	(865,482)	(3.01%)
6400	其他費用	(1,247,738)	(3.93%)	247,757	(999,981)	(3.15%)	(994,297)	(3.46%)	111,476	(882,821)	(3.07%)
6450	預期信用減損損失(利益)	(418,055)	(1.32%)	-	(418,055)	(1.32%)	(535,880)	(1.86%)	-	(535,880)	(1.86%)
6000	營業費用合計	(4,523,361)	(14.26%)	77,059	(4,446,302)	(14.02%)	(4,511,557)	(15.69%)	(60,677)	(4,572,234)	(15.90%)
6900	營業利益	513,487	1.62%	(170,698)	342,789	1.08%	651,135	2.26%	(172,153)	478,982	1.67%
	營業外收入及支出										
7010	其他收入	249,994	0.79%	-	249,994	0.79%	210,980	0.73%	-	210,980	0.73%
7020	其他利益及損失	1,171,093	3.69%	(30,090)	1,141,003	3.60%	147,466	0.51%	(74,244)	73,222	0.25%
7050	財務成本	(292,614)	(0.92%)	-	(292,614)	(0.92%)	(444,950)	(1.55%)	-	(444,950)	(1.55%)
7060	採用權益法之關聯企業及合資損益之份額	(197,353)	(0.62%)	-	(197,353)	(0.62%)	(190,564)	(0.66%)	-	(190,564)	(0.66%)
7000	營業外收入及支出合計	931,120	2.94%	(30,090)	901,030	2.84%	(277,068)	(0.96%)	(74,244)	(351,312)	(1.22%)
7900	稅前淨利(淨損)	1,444,607	4.55%	(200,788)	1,243,819	3.92%	374,067	1.30%	(246,397)	127,670	0.44%
7950	所得稅費用(利益)	(134,841)	(0.43%)	48,882	(85,959)	(0.27%)	(40,385)	(0.14%)	16,424	(23,961)	(0.08%)
8000	繼續營業單位之本期淨利（損）	1,309,766	4.13%	(151,906)	1,157,860	3.65%	333,682	1.16%	(229,973)	103,709	0.36%
8100	停業單位損益(稅後淨額)										
8200	本期淨利（淨損）	1,309,766	4.13%	(151,906)	1,157,860	3.65%	333,682	1.16%	(229,973)	103,709	0.36%
8310	不可能重分類至損益之項目										
8312	重估增值	24,235	0.08%	(24,235)	-	-	-	-	-	-	-
8316	透過其他綜合損益按公允價值衡量之權益工具投資未實現評價損益	29,421	0.09%	-	29,421	0.09%	15,793	0.05%	-	15,793	0.05%
8349	與不重分類之項目相關之所得稅	(6,060)	(0.02%)	6,060	-	-	-	-	-	-	-
8360	後續可能重分類至損益之項目										
8361	國外營運機構財務報表換算之兌換差額	(950,861)	(3.00%)	-	(950,861)	(3.00%)	6,029	0.02%	-	6,029	0.02%
8370	採用權益法認列之關聯企業及合資之其他綜合損益之份額	51,498	0.16%	-	51,498	0.16%	30,523	0.11%	-	30,523	0.11%
8300	本期其他綜合損益	(851,767)	(2.69%)	(18,175.00)	(869,942)	(2.74%)	52,345	0.18%	-	52,345	0.18%
8500	本期綜合損益總額	457,999	1.44%	(170,081)	287,918	0.91%	386,027	1.34%	(229,973)	156,054	0.54%
8600	淨利(損)歸屬於：										
8610	母公司業主淨利(損)										
	本期淨利(淨損)	924,613	2.91%	(151,906)	772,707	2.44%	1,003	0.00%	(229,973)	(228,970)	(0.80%)
8620	非控制權益淨利(損)										
	本期淨利(淨損)	385,153	1.21%	-	385,153	1.21%	332,679	1.16%	-	332,679	1.16%
		1,309,766	4.13%	(151,906)	1,157,860	3.65%	333,682	1.16%	(229,973)	103,709	0.36%
8700	綜合損益總額歸屬於：										
8710	母公司業主綜合利益(損失)	360,596	1.14%	(170,081)	190,515	0.60%	46,806	0.17%	(229,973)	(183,167)	(0.64%)
8720	非控制權益綜合利益(損失)	97,403	0.31%	-	97,403	0.31%	339,221	1.18%	-	339,221	1.18%
		457,999	1.44%	(170,081)	287,918	0.91%	386,027	1.35%	(229,973)	156,054	0.54%
9750	基本每股盈餘(新台幣元)										
9710	本期淨利(淨損)	0.56			0.47		0.00			(0.14)	
9850	稀釋每股盈餘(新台幣元)										
9810	本期淨利(淨損)	0.56			0.47		0.00			(0.14)	

神州數碼控股有限公司及子公司
依中華民國會計原則重編後合併現金流量表
民國一〇九年一月一日至一〇九年六月三十日、民國一〇八年一月一日至一〇八年六月三十日

單位：新台幣仟元

代碼	項目	一〇九年一月一日至一〇九年六月三十日			一〇八年一月一日至一〇八年六月三十日		
		依香港財務報告會計準則編制金額	調節金額 增(減)	依IFRSs 編製金額	依香港財務報告會計準則編制金額	調節金額 增(減)	依IFRSs 編製金額
	營業活動之現金流量：						
A10000	本期稅前淨利(淨損)	1,444,607	(200,788)	1,243,819	374,068	(246,398)	127,670
	調整項目：						
A20300	預期信用減損損失(利益)數	418,055	-	418,055	535,880	-	535,880
A20100	折舊費用	239,535	174,311	413,846	263,071	180,702	443,773
A20200	攤銷費用	307,954	-	307,954	284,860	-	284,860
A20900	利息費用	292,614	-	292,614	444,950	-	444,950
A22300	採用權益法之關聯企業及合資損益之份額	197,353	-	197,353	190,564	-	190,564
A22500	處分不動產、廠房及設備損失(利益)	3,613	-	3,613	8,548	-	8,548
A21200	利息收入	(19,258)	-	(19,258)	(26,397)	-	(26,397)
A21300	股利收入	-	-	-	(1,805)	-	(1,805)
A23100	處分投資損失(利益)	(1,189,576)	-	(1,189,576)	(80,117)	-	(80,117)
A24600	投資性不動產公允價值調整損失(利益)	(26,477)	26,477	-	-	-	-
A29900	其他項目-新冠疫情相关租金減免	(3,230)	-	(3,230)	-	-	-
A24600	投資性不動產公允價值調整利益	-	-	-	-	-	-
A22800	其他無形資產損失	-	-	-	-	-	-
A20400	透過損益按公允價值衡量金融資產及負債之淨損失(利益)	19,665	-	19,665	35,017	-	35,017
A23500	金融資產減值損失	-	-	-	-	-	-
A23700	非金融資產減損損失	-	-	-	-	-	-
A21900	股份基礎給付酬勞成本	88,214	-	88,214	16,602	-	16,602
XXXXXX	投資物業不動產評價利益	-	-	-	(65,696)	65,696	-
A20010	不影響現金流量之收益費損項目合計	328,462	200,788	529,250	1,605,477	246,398	1,851,875
A31000	**與營業活動相關之流動資產/負債變動數**						
A31130	應收票據(增加)/減少	67,599	-	67,599	12,252	-	12,252
A31150	應收帳款(增加)/減少	1,721,538	-	1,721,538	(2,268,751)	-	(2,268,751)
A31200	存貨(增加)/減少	2,130,609	-	2,130,609	318,080	-	318,080
A31230	預付款項（增加）/減少	(350,916)	-	(350,916)	(1,089,330)	-	(1,089,330)
A31180	其他應收款（增加）/減少	19,509	-	19,509	(234,038)	-	(234,038)
A31240	其他流動資產(增加)/減少	16,215	-	16,215	61,991	-	61,991
A32150	應付帳款增加/(減少)	225,866	-	225,866	1,740,990	-	1,740,990
A32130	應付票據增加/(減少)	1,098,285	-	1,098,285	735,132	-	735,132
A31125	合約資產(增加)減少	(6,146,858)	-	(6,146,858)	(755,089)	-	(755,089)
A32125	合約負債(增加)減少	(1,604,706)	-	(1,604,706)	(1,956,803)	-	(1,956,803)
A32230	其他流動負債增加/(減少)	(374,433)	-	(374,433)	(1,043,698)	-	(1,043,698)
A31990	其他營業資產(增加)/減少	19,725	-	19,725	285,638	-	285,638
A33000	**營運產生之現金**	(1,404,498)	-	(1,404,498)	(2,214,081)	-	(2,214,081)
A33100	收取之利息	36,700	-	36,700	43,964	-	43,964
A33500	支付之所得稅	(221,451)	-	(221,451)	(169,467)	-	(169,467)
AAAA	**營業活動之淨現金流入(流出)**	(1,589,249)	-	(1,589,249)	(2,339,584)	-	(2,339,584)
	投資活動之現金流量：						
B02800	處分不動產、廠房及設備	5,832	-	5,832	14,650	-	14,650
B02700	取得不動產、廠房及設備	(73,693)	-	(73,693)	(50,689)	-	(50,689)
B05400	取得投資性不動產	-	-	-	-	-	-
B05500	處分投資性不動產	344,917		344,917	-	-	-
B04500	取得無形資產	(67,348)	-	(67,348)	(92,089)	-	(92,089)
B02200	對子公司之收購	-	-	-	-	-	-
B00400	處分備供出售金融資產價款	-	-	-	-	-	-
B09900	其他投資活動	-	-	-	-	-	-
B01900	處分採用權益法之投資	2,907,190	-	2,907,190	96,142		96,142
B01800	取得採用權益法之投資	(1,292)	-	(1,292)	(148,928)	-	(148,928)
B07600	收取之股利	93,445	-	93,445	98,353	-	98,353
B00100	取得指定為透過損益按公允價值衡量之金融資產	(1,586,378)	-	(1,586,378)	(1,696,540)	-	(1,696,540)
B00200	處分指定為透過損益按公允價值衡量之金融資產	2,536,016	-	2,536,016	4,242,036	-	4,242,036
B00010	取得透過其他綜合損益按公允價值衡量之金融資產	-	-	-	-	-	-
B00020	處分透過其他綜合損益按公允價值衡量之金融資產	6,941	-	6,941	-	-	-
BBBB	**投資活動之淨現金流入(流出)**	4,165,630	-	4,165,630	2,462,935	-	2,462,935
	籌資活動之現金流量：						
C05600	支付之利息	(292,614)	-	(292,614)	(444,950)	-	(444,950)
C04500	發放現金股利	-	-	-	-	-	-
C01600	舉借長短期借款	6,531,932	-	6,531,932	11,375,599	-	11,375,599
C01700	償還長短期借款	(8,746,119)	-	(8,746,119)	(13,304,705)	-	(13,304,705)
C01200	發行應付債券	-	-	-	-	-	-
C01300	償還公司債券	(4,023)	-	(4,023)	-	-	-
C04020	租賃本金償還	(226,298)		(226,298)	(188,660)		(188,660)
C04900	庫藏股票買回成本	-	-	-	(78,032)	-	(78,032)
C05800	非控制權益變動	(109,185)	-	(109,185)	(45,617)	-	(45,617)
C04800	員工執行認股權	(256,586)	-	(256,586)	-	-	-
CCCC	**籌資活動之淨現金流入(流出)**	(3,102,893)	-	(3,102,893)	(2,686,365)	-	(2,686,365)
DDDD	匯率變動對現金及約當現金之影響	(118,162)	-	(118,162)	102,605	-	102,605
EEEE	本期現金及約當現金增加(減少)數	(644,674)	-	(644,674)	(2,460,409)	-	(2,460,409)
E00100	期初現金及約當現金餘額	7,619,880	-	7,619,880	8,641,216	-	8,641,216
E00200	**期末現金及約當現金餘額**	6,975,206	-	6,975,206	6,180,807	-	6,180,807