

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二零二二年九月二十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，二零二二年九月二十日

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：曾水根先生及叢珊女士

獨立非執行董事：黃文宗先生、倪虹小姐、劉允博士、金昌衛先生及陳永正先生

網址：[www.dcholdings.com](http://www.dcholdings.com)

\* 僅供識別

(上市公司)神州-DR

即時重大訊息-第二上市公司(含TDR)

公司代號	910861
公告序號	2
事實發生日	民國111年9月20日
公司名稱	神州數碼控股有限公司
主旨	神州數碼控股有限公司2022中期報告
發生依外國發行人所屬國及上市地國法令規定應即申報之重大情事	符合條款-第五條第26款 事實發生日: 111/9/20 發生事由: 神州數碼控股有限公司(以下稱『本公司』)·公告本公司及其附屬公司(統稱『本集團』)截至二零二二年六月三十日止六個月之未經審核之綜合中期報告(及依所屬國法令及會計原則編製之財務報表及調節至依中華民國法令及會計原則編製之財務報表)·內容請詳見其他處附加檔。
其他	<a href="#">910861_2022092002_FIM</a>

# INTERIM REPORT 2022 中期報告

Stock Code 股份代號: 00861



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

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# 簡明綜合損益表

截至二零二二年六月三十日止六個月

Digital China Holdings Limited (神州數碼控股有限公司\*) (「本公司」) 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」) 截至二零二二年六月三十日止六個月之未經審核簡明綜合中期業績，連同二零二一年財年同期比較數字如下：

	附註	截至六月三十日止六個月	
		二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元
收入	3	8,681,756	8,673,158
銷售及服務成本		(7,139,733)	(7,057,814)
毛利		1,542,023	1,615,344
其他收入及收益	3	284,012	133,468
銷售及分銷費用		(458,370)	(582,944)
行政費用		(195,203)	(224,382)
其他費用淨額		(736,283)	(539,301)
融資成本		(70,439)	(70,234)
應佔聯營公司及合營企業之虧損		(22,601)	(5,484)
除稅前溢利	4	343,139	326,467
所得稅費用	5	(27,006)	(21,581)
本期間溢利		316,133	304,886
歸屬於：			
母公司股東權益		221,733	220,223
非控股權益		94,400	84,663
		316,133	304,886
母公司股東應佔每股盈利	7		
基本(港仙)		14.67	14.24
攤薄(港仙)		14.55	14.17

\* 僅供識別

# 簡明綜合全面收益表

截至二零二二年六月三十日止六個月

	截至六月三十日止六個月	
	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元
本期間溢利	316,133	304,886
<b>其他全面(虧損)收益</b>		
其後可能重新分類至損益之其他全面(虧損)收益：		
海外業務財務報表換算之匯兌差額	(480,839)	174,302
應佔聯營公司之其他全面(虧損)收益	(3,877)	1,729
其後可能重新分類至損益之其他全面(虧損)收益淨額	(484,716)	176,031
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 公允價值淨變動	(69,484)	1,504
所得稅影響	11,354	(193)
其後不可能重新分類至損益之其他全面(虧損)收益淨額	(58,130)	1,311
經扣除稅後的本期間其他全面(虧損)收益	(542,846)	177,342
<b>本期間全面(虧損)收益總額</b>	<b>(226,713)</b>	<b>482,228</b>
歸屬於：		
母公司股東權益	(156,730)	344,905
非控股權益	(69,983)	137,323
	(226,713)	482,228

# 簡明綜合財務狀況表

於二零二二年六月三十日

	附註	二零二二年 六月三十日 (未經審核) 港幣千元	二零二一年 十二月三十一日 (經審核) 港幣千元
<b>非流動資產</b>			
物業、廠房及設備		856,732	914,755
使用權資產		239,898	283,786
投資物業		5,776,876	5,839,539
商譽		1,859,215	1,921,555
其他無形資產		235,519	230,893
於合營企業之權益		81,749	90,728
於聯營公司之權益		1,727,770	1,814,012
以公允價值計量且其變動計入其他全面收益的金融資產		1,034,558	1,166,943
應收賬款	8	133,803	138,191
其他應收款項		992,812	1,026,102
遞延稅項資產		268,060	254,612
		13,206,992	13,681,116
<b>流動資產</b>			
存貨		1,673,913	2,570,751
持作銷售用途的竣工物業		668,148	693,317
應收賬款及應收票據	8	4,042,120	3,860,041
預付款項、按金及其他應收款項		1,902,353	1,329,940
合約資產		3,985,126	3,479,419
以公允價值計量且其變動計入損益的金融資產		789,914	1,073,588
應收融資租賃款項		44,287	46,302
受限制銀行結餘		53,627	87,211
現金及現金等價物		2,189,611	2,779,214
		15,349,099	15,919,783
<b>流動負債</b>			
應付賬款及應付票據	9	4,313,297	4,361,333
其他應付款項及預提費用		1,752,615	2,175,516
租賃負債		96,800	110,346
合約負債		2,427,681	2,329,448
應繳稅項		64,980	102,487
付息銀行及其他貸款		1,823,420	1,823,037
		10,478,793	10,902,167
<b>流動資產淨值</b>		<b>4,870,306</b>	<b>5,017,616</b>
<b>總資產減流動負債</b>		<b>18,077,298</b>	<b>18,698,732</b>

## 簡明綜合財務狀況表

於二零二二年六月三十日

	二零二二年 六月三十日 (未經審核) 港幣千元	二零二一年 十二月三十一日 (經審核) 港幣千元
<b>非流動負債</b>		
付息銀行及其他貸款	2,086,449	2,150,581
遞延稅項負債	643,510	651,420
遞延收入	28,181	22,652
租賃負債	80,232	105,609
其他金融負債	896,289	901,121
	<b>3,734,661</b>	<b>3,831,383</b>
<b>資產淨值</b>	<b>14,342,637</b>	<b>14,867,349</b>
<b>權益及儲備</b>		
股本	10	167,353
儲備	9,602,614	9,992,140
母公司股東應佔權益	9,769,975	10,159,493
非控股權益	4,572,662	4,707,856
<b>權益總額</b>	<b>14,342,637</b>	<b>14,867,349</b>



# 簡明綜合權益變動表

於二零二二年六月三十日

	母公司股東應佔												非控股 權益	權益總額
	已發行 股本	股份 溢價賬	資本儲備	僱員 股票基金	以股份 支付僱員之 酬金儲備	資產 估值儲備	投資 估值儲備	儲備基金	匯兌 波動儲備	保留溢利	總計			
	(未經審核) 港幣千元	(未經審核) 港幣千元	(未經審核) 港幣千元	(未經審核) 港幣千元	(未經審核) 港幣千元	(未經審核) 港幣千元	(未經審核) 港幣千元	(未經審核) 港幣千元	(未經審核) 港幣千元	(未經審核) 港幣千元	(未經審核) 港幣千元	(未經審核) 港幣千元		
於二零二二年一月一日	167,353	4,657,550	1,720,610	(821,394)	229,969	720,729	77,532	660,149	388,459	2,358,536	10,159,493	4,707,856	14,867,349	
本期間溢利	-	-	-	-	-	-	-	-	-	221,733	221,733	94,400	316,133	
經扣除稅後的以公允價值計量且 其變動計入其他全面收益的														
金融資產的公允價值變動	-	-	-	-	-	-	(34,144)	-	-	-	(34,144)	(23,986)	(58,130)	
海外業務財務報表換算之匯兌差額	-	-	-	-	-	-	-	-	(342,763)	-	(342,763)	(138,076)	(480,839)	
應佔聯營公司之其他全面收益	-	-	(1,556)	-	-	-	-	-	-	-	(1,556)	(2,321)	(3,877)	
出售以公允價值且計變量計入其他 全面收益的金融資產之收益	-	-	-	-	-	-	4,256	-	-	(4,256)	-	-	-	
本期間全面收益總額	-	-	(1,556)	-	-	-	(29,888)	-	(342,763)	217,477	(156,730)	(69,983)	(226,713)	
以股份支付之酬金	-	-	-	-	15,945	-	-	-	-	-	15,945	-	15,945	
行使購股權(附註10)	8	392	-	-	(69)	-	-	-	-	-	331	-	331	
僱員股票基金供款	-	-	-	(27,217)	-	-	-	-	-	-	(27,217)	-	(27,217)	
依受限制股份獎勵計劃的歸屬股份	-	-	-	6,996	(6,996)	-	-	-	-	-	-	-	-	
附屬公司非控股股東出資	-	-	13,068	-	-	-	-	-	-	-	13,068	48,244	61,312	
收購一間非全資擁有附屬公司之 額外權益	-	-	(17,346)	-	-	-	-	-	-	-	(17,346)	(80,361)	(97,707)	
給予非控股股東之已付股息	-	-	-	-	-	-	-	-	-	-	-	(33,094)	(33,094)	
末期股息(附註6)	-	-	-	-	-	-	-	-	-	(217,569)	(217,569)	-	(217,569)	
於二零二二年六月三十日	167,361	4,657,942	1,714,776	(841,615)	238,849	720,729	47,644	660,149	45,696	2,358,444	9,769,975	4,572,662	14,342,637	

# 簡明綜合權益變動表

於二零二二年六月三十日

## 母公司股東應佔

	以股份支付											非控股		
	已發行股本	股份溢價賬	資本儲備	僱員股票基金	僱員之酬金儲備	資產估值儲備	投資估值儲備	儲備基金	匯兌波動儲備	保留溢利	末期股息	總計	權益	權益總額
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
於二零二一年一月一日	167,250	4,651,977	1,766,449	(554,490)	128,489	501,212	114,979	561,694	162,053	1,930,114	-	9,429,727	4,334,905	13,764,632
本期間溢利	-	-	-	-	-	-	-	-	-	220,223	-	220,223	84,663	304,886
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	-	-	-	-	-	-	2,440	-	-	-	-	2,440	(1,129)	1,311
海外業務財務報表換算之匯兌差額	-	-	-	-	-	-	-	-	120,513	-	-	120,513	53,789	174,302
應佔聯營公司之其他全面收益	-	-	-	-	-	-	2,222	-	(493)	-	-	1,729	-	1,729
出售以公允價值計量且其變動計入														
其他全面收益之金融資產	-	-	-	-	-	-	(733)	-	-	733	-	-	-	-
本期間全面收益總額	-	-	-	-	-	-	3,929	-	120,020	220,956	-	344,905	137,323	482,228
以股份支付之酬金	-	-	-	-	33,634	-	-	-	-	-	-	33,634	5,736	39,370
附屬公司非控股股東之資本出資	-	-	(35,764)	-	-	-	-	-	-	-	-	(35,764)	54,592	18,828
僱員股票基金供款	-	-	-	(216,500)	-	-	-	-	-	-	-	(216,500)	-	(216,500)
行使購股權(附註10)	60	3,506	-	-	(766)	-	-	-	-	-	-	2,800	-	2,800
依受限制股份獎勵計劃的歸屬股份	-	-	-	3,769	(3,769)	-	-	-	-	-	-	-	-	-
收購非控股股東之權益	-	-	(17,823)	-	-	-	-	-	-	-	-	(17,823)	(55,033)	(72,856)
出售附屬公司	-	-	-	-	-	-	-	-	-	-	-	-	(4,505)	(4,505)
給予非控股股東之股息支付	-	-	-	-	-	-	-	-	-	-	-	-	(34,381)	(34,381)
末期股息(附註6)	-	-	-	-	-	-	-	-	-	(167,310)	167,310	-	-	-
於二零二二年六月三十日	167,310	4,655,483	1,712,862	(767,221)	157,588	501,212	118,908	561,694	282,073	1,983,760	167,310	9,540,979	4,438,637	13,979,616

# 簡明綜合現金流量表

截至二零二二年六月三十日止六個月

	截至六月三十日止六個月	
	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元
<b>經營活動</b>		
存貨減少	811,001	657,897
應收賬款及應收票據(增加)減少	(299,803)	(638,110)
應付賬款及應付票據(減少)增加	(48,036)	418,232
其他營運資金及非現金交易之調整增加	(999,853)	(1,014,639)
<b>經營活動所用現金淨額</b>	<b>(536,691)</b>	<b>(576,620)</b>
<b>投資活動</b>		
購入物業、廠房及設備	(16,884)	(21,934)
出售物業、廠房及設備之所得款項	339	451
出售一間聯營公司投資之所得款項	3,184	—
添置其他無形資產	(41,547)	(31,807)
收購一間附屬公司	(23,503)	—
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	24,148	16,087
購買以公允價值計量且其變動計入其他全面收益的金融資產	(2,812)	—
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	597	—
於一間合營企業之投資	—	(2,949)
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	711,383	641,080
購買以公允價值計量且其變動計入損益的金融資產	(473,176)	(593,789)
<b>投資活動所得現金淨額</b>	<b>181,729</b>	<b>7,139</b>
<b>融資活動</b>		
行使購股權	331	2,800
新增銀行貸款	1,489,737	631,418
償還銀行貸款	(1,456,818)	(1,513,568)
已付利息	(45,405)	(49,147)
收購非控股股東權益	(97,707)	(76,595)
給予非控股股東之已付股息	(33,094)	(34,381)
依受限制股份獎勵計劃購買股份	(27,217)	(216,500)
多間附屬公司非控股股東之資本出資	61,312	315,929
租賃負債之付款	(64,681)	(65,564)
一間附屬公司非控股股東之減資	—	(4,505)
<b>融資活動所用現金淨額</b>	<b>(173,542)</b>	<b>(1,010,113)</b>
<b>現金及現金等價物減少淨額</b>	<b>(528,504)</b>	<b>(1,579,594)</b>
於期初之現金及現金等價物	2,779,214	3,076,717
匯兌變動之影響淨額	(61,099)	52,669
<b>於期末之現金及現金等價物</b>	<b>2,189,611</b>	<b>1,549,792</b>
<b>現金及現金等價物之組成分析</b>		
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	2,189,611	1,549,792

# 簡明綜合中期財務報表附註

截至二零二二年六月三十日止六個月

## 1. 呈報基準

截至二零二二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二零二一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。

香港財務報告準則第3號之修訂本	對概念框架的提議
香港會計準則第16號之修訂本	物業、廠房及設備：達致擬定用途的所得款項
香港會計準則第37號之修訂本	虧損合約 – 履行合約的成本
香港財務報告準則之修訂本	香港財務報告準則二零一八年至二零二零年週期之年度改進

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。

## 2. 分部資料

本集團有三個呈報經營分部概述如下：

- (a) 「大數據產品及方案業務」分部：提供以時空大數據及人工智能為核心的智數中樞、智數中台、智數學生等數據軟件產品銷售，以及圍繞數字原生城市、數字原生供應鏈、金融科技等核心場景的數據解決方案。
- (b) 「軟件及運營服務業務」分部：提供以數據技術為驅動的一站式端到端的供應鏈運營服務，以及以雲技術、自動化及人工智能技術為基礎的軟件開發、測試、運維等服務，是集團發展大數據產品及方案業務的重要支撐。
- (c) 「傳統服務業務」分部：提供以信創全棧能力落地為方向的系統集成服務，和以一體化解決方案為核心的電商供應鏈服務，是集團開拓大數據產品及方案、軟件及運營服務業務的重要渠道。此分部同時包括投資、物業銷售及租賃等相關的業務。

於截至二零二二年六月三十日止六個月內，呈報分部資料已作修訂並與截至二零二一年十二月三十一日止年度的表述一致。因此，上一期間的呈報分部資料已重列，並與本期間的呈報方式保持一致。

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，其為經調整後的除稅前溢利的計量。分部業績與本集團之除稅前溢利一致計量，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。

## 簡明綜合中期財務報表附註

截至二零二二年六月三十日止六個月

### 2. 分部資料(續)

下表呈列截至二零二二年及二零二一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：

	大數據產品及方案		軟件及運營服務		傳統服務		抵銷		總計	
	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元
分部收入：										
對外	1,167,640	770,134	2,710,375	2,628,917	4,803,741	5,274,107	-	-	8,681,756	8,673,158
分部間	13,665	18,903	50,708	45,400	13,547	9,310	(77,920)	(73,613)	-	-
	1,181,305	789,037	2,761,083	2,674,317	4,817,288	5,283,417	(77,920)	(73,613)	8,681,756	8,673,158
分部毛利	448,720	288,343	500,468	581,093	592,835	745,908			1,542,023	1,615,344
分部業績	(5,942)	(56,705)	155,718	167,432	337,250	440,914			487,026	551,641
未分類										
利息收入									5,307	4,220
收入及收益									88,938	19,723
未分類開支									(167,693)	(178,883)
經營活動溢利									413,578	396,701
融資成本									(70,439)	(70,234)
除稅前溢利									343,139	326,467

註：大數據產品及方案分部，2022年中期發生研究及開發成本、無形資產攤銷共計港幣214,525,000元，扣除後，大數據產品及方案分部實現盈利港幣208,583,000元，較同期增長85%。

# 簡明綜合中期財務報表附註

截至二零二二年六月三十日止六個月

## 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。

本集團之收入分析如下：

	截至六月三十日止六個月	
	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元
香港財務報告準則第15號範圍內來自客戶的合約收入		
按主要產品或服務線作分列：		
軟件產品銷售業務	64,598	95,631
軟件開發及技術服務業務	2,581,256	2,181,705
供應鏈運營業務	1,437,954	1,142,926
系統集成業務	2,669,556	3,456,230
電商供應鏈業務	1,605,286	1,433,404
其他	108,214	155,282
來自客戶的合約總收入	8,466,864	8,465,178
其他來源的收入		
經營租賃下的投資物業的租金收入	199,475	195,579
金融服務業務	15,417	12,401
其他來源的總收入	214,892	207,980
收入總計	8,681,756	8,673,158

## 簡明綜合中期財務報表附註

截至二零二二年六月三十日止六個月

### 3. 收入、其他收入及收益(續)

#### (i) 來自客戶的合約收入

分列按時點確認的收入

	截至六月三十日止六個月	
	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元
收入確認的時點		
在某個時點	4,447,654	5,140,547
隨著時間的推移	4,019,210	3,324,631
	<b>8,466,864</b>	<b>8,465,178</b>

#### (ii) 其他收入及收益

	截至六月三十日止六個月	
	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元
其他收入		
政府補貼	67,423	44,207
銀行存款利息	5,307	4,220
理財產品收入	15,158	15,158
以公允價值且其計變動計入損益的金融資產之股息收入	597	—
其他	60,806	7,522
	<b>149,291</b>	<b>71,107</b>
收益		
投資物業之公允價值收益	126,788	61,533
出售一間聯營公司部份權益之收益	7,933	—
出售以公允價值計量且其變動計入損益的金融資產之收益	—	828
	<b>134,721</b>	<b>62,361</b>
其他收入及收益總計	<b>284,012</b>	<b>133,468</b>

## 簡明綜合中期財務報表附註

截至二零二二年六月三十日止六個月

### 4. 除稅前溢利

本集團之除稅前溢利已經扣除(計入)：

	截至六月三十日止六個月	
	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元
應佔聯營公司之虧損(收益)	16,415	(3,052)
應佔合營企業之虧損	6,186	8,536
	22,601	5,484
售出存貨之成本	3,975,362	4,442,493
物業、廠房及設備之折舊	47,850	62,342
使用權資產之折舊	67,906	66,215
研究及開發成本 <sup>1</sup>	327,300	338,501
其他無形資產攤銷 <sup>1</sup>	29,465	26,055
陳舊存貨撥備及撇銷 <sup>1</sup>	85,837	75,441
應收賬款及應收票據、其他應收款項及合約資產減值 <sup>1</sup>	180,616	59,389
應收融資租賃款項減值撥回 <sup>1</sup>	(307)	(17)
出售物業、廠房及設備之虧損	3,764	1,540
銀行貸款及其他貸款之利息	39,914	42,792
租賃負債之利息費用	5,491	6,355
其他金融負債利息	25,034	21,087
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 <sup>1</sup>	48,839	38,909
外匯淨虧損 <sup>1</sup>	11,829	3,072

<sup>1</sup> 此等收入或開支淨額已計入綜合損益表中之「其他費用淨額」內。

### 5. 所得稅費用

	截至六月三十日止六個月	
	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元
本期－中國大陸(「中國」)		
企業所得稅(「企業所得稅」)	17,555	19,626
土地增值稅(「土地增值稅」)	115	180
	17,670	19,806
本期－香港	95	—
遞延稅	9,241	1,775
	9,336	1,775
本期間稅項支出總計	27,006	21,581



## 簡明綜合中期財務報表附註

截至二零二二年六月三十日止六個月

### 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) 香港利得稅乃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%。截至二零二二年及二零二一年六月三十日止六個月內，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將繼續按估計可評稅利潤的16.5%統一稅率徵稅。
- (d) 應佔合營企業之稅項抵免為約港幣1,013,000元(截至二零二一年六月三十日止六個月：稅項抵免港幣3,007,000元)及應佔聯營公司之稅項支出為約港幣4,951,000元(截至二零二一年六月三十日止六個月：港幣7,281,000元)，已計入於簡明綜合損益表中之「應佔聯營公司及合營企業之虧損」內。

### 6. 股息

截至二零二二年六月三十日止六個月，本公司於股東週年大會上經股東(「股東」)批准派發截至二零二一年十二月三十一日止年度末期股息每股普通股13港仙(截至二零二一年六月三十日止六個月：截至二零二一年十二月三十一日止年度末期股息每股普通股10港仙)。末期股息總額約港幣217,569,000元已於二零二二年七月二十五日派發(截至二零二一年六月三十日止六個月：約港幣167,310,000元)。

於報告期末後，本公司董事向股東宣派截至二零二二年六月三十日止六個月之中期股息每股普通股2.3港仙，共約港幣38,493,000元(截至二零二一年六月三十日止六個月：每股普通股2港仙，共約港幣33,462,000元)。於報告期末後宣派之中期股息並未於未經審核簡明綜合中期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二零二二年六月三十日止六個月之母公司股東應佔溢利，以及於截至二零二二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1,511,327,687股(截至二零二一年六月三十日止六個月：1,546,600,376股)計算。

每股攤薄盈利乃按截至二零二二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二零二二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，並加假設有關於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。

## 簡明綜合中期財務報表附註

截至二零二二年六月三十日止六個月

### 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	
	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元
<b>盈利</b>		
用於計算每股基本盈利之本期間之母公司股東應佔溢利	221,733	220,223
一間附屬公司潛在攤薄普通股的影响	(1,142)	(97)
用於計算每股攤薄盈利之盈利	220,591	220,126

	股份數目	
	二零二二年 (未經審核)	二零二一年 (未經審核)
<b>股份</b>		
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	1,511,327,687	1,546,600,376
潛在攤薄普通股的影响：		
股權激勵計劃	4,686,768	6,576,329
用於計算每股攤薄盈利之本期間股份之加權平均數	1,516,014,455	1,553,176,705

### 8. 應收賬款及應收票據

	二零二二年 六月三十日 (未經審核) 港幣千元	二零二一年 十二月三十一日 (經審核) 港幣千元
	按攤銷成本列賬的應收款項包括：	
應收賬款及應收票據	5,055,686	4,805,022
減：損失撥備	(879,763)	(806,790)
總計	4,175,923	3,998,232

## 簡明綜合中期財務報表附註

截至二零二二年六月三十日止六個月

### 8. 應收賬款及應收票據(續)

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。

以下為於報告期末，應收賬款及應收票據扣除應收賬款及應收票據減值撥備後根據發票日期(相當於各自的收入確認日期)呈列的賬齡分析。

	二零二二年 六月三十日 (未經審核) 港幣千元	二零二一年 十二月三十一日 (經審核) 港幣千元
30天內	1,506,395	2,066,132
31至60天	177,566	242,055
61至90天	67,343	66,196
91至180天	660,722	396,320
181至360天	881,605	402,158
超過360天	882,292	825,371
	<b>4,175,923</b>	<b>3,998,232</b>

於二零二二年六月三十日，包括在本集團應收賬款及應收票據中的應收多間合營企業、多間聯營公司及多間關連公司的款項分別約為港幣47,246,000元(二零二一年十二月三十一日：港幣52,682,000元)、港幣7,760,000元(二零二一年十二月三十一日：港幣3,713,000元)及港幣70,636,000元(二零二一年十二月三十一日：港幣49,374,000元)，其須按類似於向本集團主要客戶提供的信貸條款償還。

### 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。

	二零二二年 六月三十日 (未經審核) 港幣千元	二零二一年 十二月三十一日 (經審核) 港幣千元
30天內	1,570,608	2,472,567
31至60天	511,537	515,005
61至90天	315,528	67,013
超過90天	1,915,624	1,306,748
	<b>4,313,297</b>	<b>4,361,333</b>

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。

於二零二二年六月三十日，本集團應付賬款及應付票據金額包括應付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1,545,000元(二零二一年十二月三十一日：港幣2,541,000元)及港幣85,010,000元(二零二一年十二月三十一日：港幣46,749,000元)及港幣160,275,000元(二零二一年十二月三十一日：港幣38,568,000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。

# 簡明綜合中期財務報表附註

截至二零二二年六月三十日止六個月

## 10. 股本

	二零二二年 六月三十日 (未經審核) 港幣千元	二零二一年 十二月三十一日 (經審核) 港幣千元
法定：		
2,500,000,000股(二零二一年十二月三十一日：2,500,000,000股)		
每股面值港幣0.1元(二零二一年十二月三十一日：港幣0.1元)		
之普通股	250,000	250,000
已發行及繳足股款：		
1,673,607,386股(二零二一年十二月三十一日：1,673,526,386股)		
每股面值港幣0.1元(二零二一年十二月三十一日：港幣0.1元)		
之普通股	167,361	167,353

於截至二零二二年及二零二一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
於二零二一年一月一日	1,672,497,376	167,250	4,651,977	4,819,227
行使購股權(附註a)	605,010	60	3,506	3,566
於二零二一年六月三十日	1,673,102,386	167,310	4,655,483	4,822,793
於二零二二年一月一日	1,673,526,386	167,353	4,657,550	4,824,903
行使購股權(附註b)	81,000	8	392	400
於二零二二年六月三十日	1,673,607,386	167,361	4,657,942	4,825,303

附註：

(a) 於截至二零二一年六月三十日止六個月，605,010份購股權按行使價每股4.17港元至4.818港元獲行使。發行605,010股股份收取的總現金代價約為港幣2,800,000元。於購股權獲行使時，為數港幣766,000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。

(b) 於截至二零二二年六月三十日止六個月，81,000份購股權按行使價每股4.04港元至4.48港元獲行使。發行81,000股股份收取的總現金代價約為港幣331,000元。於購股權獲行使時，為數港幣69,000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。

## 簡明綜合中期財務報表附註

截至二零二二年六月三十日止六個月

### 11. 承擔

	二零二二年 六月三十日 (未經審核) 港幣千元	二零二一年 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：		
向多間合營企業資本注資	31,142	32,187
向多間聯營公司資本注資	23,985	29,680
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	502	519
	55,629	62,386

### 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	
	附註	二零二二年 (未經審核) 港幣千元	二零二一年 (未經審核) 港幣千元
<b>與合營企業之交易</b>			
向合營企業提供之IT貨物	(i)	—	1,271
向合營企業提供之IT服務	(ii)	389	114
向合營企業收取之貸款利息收入	(v)	6,135	4,582
<b>與聯營公司之交易</b>			
向聯營公司銷售之IT貨物	(i)	5,094	7,814
向聯營公司提供之IT服務	(ii)	1,548	1,919
從聯營公司購買之IT貨物	(iii)	916	—
由聯營公司提供之IT服務	(ii)	153,966	116,945
向聯營公司收取之租賃收入	(iv)	3,372	3,730
<b>與關連公司之交易 (附註(vi))</b>			
向關連公司銷售之IT貨物	(i)	6,342	13,616
向關連公司提供之IT服務	(ii)	264,656	249,816
從關連公司購買之IT貨物	(iii)	240,343	187,125
由關連公司提供之IT服務	(ii)	13,529	20,216
向關連公司收取之租賃收入	(iv)	26,698	24,356

**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	
	二零二二年 (未經審核)	二零二一年 (未經審核)
	港幣千元	港幣千元
短期僱員福利	6,322	6,316
以股份支付之酬金	26,453	16,590
離職福利	42	316
	<b>32,817</b>	<b>23,222</b>

上表所載短期僱員福利及離職福利為執行董事從本集團及本公司(包括本集團附屬公司神州數碼信息股份有限公司及本集團其他附屬公司)收取的福利總額。此外，以股份支付之酬金不是對執行董事的現金支付，而是一種根據相關會計處理於此處按購股權之公允價值記錄為酬金的非現金項目。

**13. 報告期後事項**

自報告期後末至本報告日期，本集團並無發生任何重大事項。

# 管理層研討與分析

作為一家成立時就以「數字中國」為使命的大數據科技公司，本集團聚焦並加速推進大數據戰略，強化時空全域數據底座，完善產品及方案矩陣，致力於以時空大數據和人工智能技術賦能多場景，為客戶提供全方位的數據軟件產品及方案服務。

## 一、經營數據及分析

截至二零二二年六月三十日止六個月（「報告期內」），在全球經濟普遍面臨嚴峻挑戰的情況下，管理團隊有效應對宏觀經濟下行壓力，公司整體經營保持穩健，報告期內公司整體營收約86.82億港元，毛利約15.42億港元，母公司股東應佔溢利約2.22億港元。公司在手訂單充足，已簽未銷金額約71.77億港元。

### （一）數字經濟價值釋放，大數據收入同比增長50%，毛利同比提升56%

在公司大數據戰略的驅動下，受益於國家數字經濟戰略落地及下游需求提升，公司大數據業務實現高速增長。大數據產品及方案收入約11.81億港元，同比增長約50%；毛利約4.49億港元，同比增長約56%。

報告期內，公司大數據產品標準化程度進一步提升，毛利率達到83%，同比提升16個百分點；軟件著作權及專利新增143項，累計2,392項；主導和參與制定了數字學生、智慧城市、金融科技等領域數據融合和應用場景等23項行業標準和白皮書編製，以前沿視角與專業觀點為行業發展提供價值藍本。

理念領先，技術領先，實踐領先，是公司一貫堅持的技術發展路線。2022年4月，基於國家技術發明獎一等獎技術成果轉化的燕雲DaaS攜手長春市政府客戶，在無需應用廠商配合的情況下，四小時內完成需求接口開發和相關部署工作，工程效率相比傳統方案提升數十倍，為客戶提供精準高效的數據融合服務，有效助力長春市抗疫和復工復產工作。

在供應鏈場景中，公司與松下中國建立了長達七年的緊密合作，通過自主研發的神州金庫WMS產品，幫助客戶將庫房內作業從手工時代，轉變為線上全流程管理，從源頭上解決了客戶倉儲物流問題，提升操作質量和效率。此外，通過大數據技術，賦能快消、電商、智能生活等多領域行業龍頭客戶，實現訂單管理、銷售預測、全鏈路可視化等功能，助力客戶優化供應鏈效率，提升效能。

金融科技場景方面，公司與北京銀行、寧波銀行、渤海銀行、中原銀行、陝西農信的簽約金額同比大幅增長，同時入圍郵儲銀行軟件研發中心框架和渤海銀行軟件框架。在稅務領域，成功搭建了國稅總局新統計分析平台、維護運行混合架構數據平台，幫助北京、廣東、海南、四川等省級稅局建設大數據平台系統，全力支撐金稅四期。在三農領域，與農業農村部大數據中心合作開發的部委大數據公共底座順利落地，建立起行業應用的先發優勢，且已開始在江蘇省等經濟發達地區大規模推廣實施，目前已簽約13個項目，覆蓋5個省份。

### (二) 客戶拓展取得突破，Top 30客戶收入複合增速79%，新增客戶數量同比提升20%

公司堅持以客戶為中心的深耕策略，聚焦存量客戶，提高客戶粘性，擴大客戶份額；拓展增量客戶，提升服務質量，形成口碑效應。報告期內，Top 30客戶收入佔比47%，近兩年複合增速79%；千萬級以上大客戶數量達到120家，近兩年複合增速12%；供應鏈客戶持續穩定，淨收入留存率高達111%；新增客戶數量1,648家，同比提升20%。

公司客戶結構多元且數量龐大，行業地位保持領先。報告期內，主要行業收入佔比依次為：科技行業45%，金融行業27%，新消費14%，政府7%。在重點客戶方面，持續服務於中國移動、中國聯通、華為、小米、李寧、蕉下、中國銀行、北京銀行等行業龍頭，向客戶提供了一站式解決方案與服務。在持續服務客戶的過程中，公司完善的產品綫與業務矩陣可滿足客戶的不同需要，提升客戶對公司產品與服務的熟悉度與依賴程度，進而形成多產品和服務的持續協同銷售，為客戶創造更多價值。

在深耕核心行業客戶的同時，公司也在積極佈局拓展新領域。報告期內，中標比亞迪多個供應鏈服務訂單，年內累計中標金額已超4億元。隨著新能源產業井噴式發展，服務新能源領域頭部客戶比亞迪的成功經驗，將幫助公司獲得更多行業客戶青睞。通過不斷推動落實客戶「聚焦」和「深耕」策略，將進一步帶動公司業務持續快速增長。

### (三) 業務結構持續優化，大數據收入佔比由9%提升至14%，毛利佔比由18%擴大至29%

自2018年聚焦大數據戰略以來，公司沿著既定技術路綫圖，堅定不移地推進戰略實施，針對不同類型業務採取差異化經營策略，業務金字塔地基穩固，業務結構持續優化。報告期內，在分部收入方面，大數據產品及方案收入約11.81億港元，佔比14%(去年同期9%)；軟件及運營服務收入約27.61億港元，佔比32%；傳統服務收入約48.17億港元，佔比54%。在分部毛利方面，大數據產品及方案毛利約4.49億港元，佔比29%(去年同期18%)；軟件及運營服務毛利約5.00億港元，佔比32%；傳統服務毛利約5.93億港元，佔比39%。

軟件及運營服務業務、傳統服務業務，不僅為公司提供了穩定的現金流，還作為重要場景和渠道，持續孵化大數據產品及方案，為客戶提供更多增值服務。隨著大數據收入和毛利的持續快速提升，將帶來公司業務佈局和盈利能力更積極的變化。



### 二、主營業務發展情況

報告期內，公司三大主營業務持續健康發展，尤其在數字經濟領域的技術創新與實踐探索獲得業界的高度認可，榮獲「2022數字孿生解決方案提供商TOP 50第1位」、「2022數字經濟十大傑出案例」、「第六屆金港股年度最佳ESG獎」等諸多榮譽及獎項。具體業務發展情況如下：

#### （一）大數據產品及方案業務

公司提供以時空大數據和人工智能為核心的大數據軟件產品銷售，以及面向數字原生城市、數字原生供應鏈、金融科技等核心應用場景的數據解決方案，是公司戰略方向和業務核心增長點。

報告期內，公司進一步夯實以智數中樞、智數中台和智數孿生三大產品族為核心的「時空全域數據底座」，依托以燕雲DaaS為核心的智數中樞，快速實現數據互聯互通，建立自主創新的可信數據網絡；通過覆蓋數據全生命周期管理的智數中台，實現多源異構數據的融合與治理，為業務場景提供更全面和安全的數據服務；運用以時空知識圖譜和圖計算為核心的智數孿生，有效聯接現實世界與數字世界，構建時空一體化的綜合分析能力，賦能創新場景應用。

基於20多年的行業深耕實踐，公司從客戶實際需求和痛點出發，打造了豐富全面、實用性強的解決方案矩陣。以「城市CTO」定位，從規、建、管、服不同階段，賦能城市數字化發展；圍繞「供應鏈+大數據+AIoT」，數據助力企業優化供應鏈效率，提高分析決策和智能執行的能力；用數字技術實現普惠金融，提供包括銀行核心分佈式系統、銀農直連、銀稅直連、數字人民幣等系列解決方案，做行業最值得信賴的數字化轉型合作夥伴。

#### （二）軟件及運營服務業務

公司提供以數據技術為驅動的一站式端到端的供應鏈運營服務，以及以雲技術、自動化及人工智能技術為基礎的軟件開發、測試、運維等服務，是公司發展大數據產品及方案業務的重要支撐。

報告期內，該業務分部作為公司業務的中流砥柱，依托多年來在城市、行業及客戶的持續深耕和積累，堅持以客戶為中心，充分挖掘客戶的數字化需求，注重提升服務質量，有效增加客戶粘性，不斷拓展服務內容，為發展公司大數據產品及方案創造條件。當前，公司客戶主要分佈在科技、金融、新消費、政府等行業，同時也在積極拓展新能源、跨境電商和海外業務等新興領域。

#### （三）傳統服務業務

公司提供以信創全棧能力落地為方向的系統集成服務，和以一體化解決方案為核心的電商供應鏈服務，亦包含生態股權投資等業務。傳統服務是推動戰略實施的重要渠道，通過廣泛覆蓋的營銷網絡和服務體系，促進業務向大數據服務的延伸拓展，推動公司業務價值進一步提升。

### 三、核心競爭力分析

#### (一) 自主創新與產學研用一體化的研發模式，構築公司堅實技術壁壘

公司不斷加快研發體系建設，形成持續領先的技術優勢。報告期內，圍繞「數據生命周期管理」、「數據標籤」、「IoT管理平台」、「可視化低代碼城市孿生場景編輯器」和「城市知識圖譜」進行持續研發投入，擁有從平台底層到應用層的全部源代碼和自主知識產權。

在推進大數據戰略的過程中，公司摸索出一條「以標準化產品賦能多場景」的發展道路。通過將自主研發的大數據產品和方案在各個核心場景中反覆應用和打磨，不斷探求底層的技術規律，使產品的可複製程度更高，適應性更強。在此過程中，不斷加速推動產品由定製化向標準化演進。

報告期內，公司還推動成立了未來城市研究院、上地大數據研究院和新動力數字金融研究院，創立了神州創新生態孵化基金，並連續舉辦兩屆面向校園的「極客大賽」，實現了產業生態、學術生態、創業生態的有效結合。通過充分發揮自身場景優勢、規模優勢和生態資源優勢，構建從人才、技術、資金到業務場景之間的全鏈路閉環，形成創新的產學研用一體化研發模式，推動技術創新及前沿科技成果轉化，構築堅實的技術壁壘和核心競爭能力。

#### (二) 廣泛的客戶基礎和強大的生態聚合能力，奠定公司大數據場景優勢

公司在政府、金融、供應鏈等領域持續耕耘了二十餘年，累計服務10多個中央部委、300多個城市、100多萬家行業客戶，包括眾多世界500強跨國公司、知名央企、國企和政府客戶；擁有上游300多家國內外頂尖廠商資源，下游3萬多家渠道合作夥伴。連續9年在IT、通訊、快消等供應鏈領域份額第一，連續3年在IDC全球金融科技百強位列中國第一。

在服務眾多行業客戶的過程中，公司積累了一流的客戶服務能力，也沉澱了豐富且深刻的行業洞察和認知，在幫助客戶實現數字化轉型的過程中提升了自身大數據服務能力。科技實力與實踐經驗使公司持續處於市場領先地位；多元化的黃金賽道前瞻佈局和強大的生態聚合能力，為公司成熟的大數據產品和方案快速推廣複製及不斷擴寬服務領域提供了有力支撐，奠定了大數據場景優勢。

#### (三) 優秀的管理團隊與合夥人文化，保障公司快速發展

2018年以來，在擁有國際化視野和豐富產業經驗的全新管理團隊帶領下，公司倡導扁平、高效的組織文化，不斷選拔、培養優秀人才，持續引進業界專家和技術大咖，優化人力成本，提升管理效能，打造精英團隊。同時，公司通過打造「合夥人」、「神碼匯」等虛擬化「元宇宙」組織，貫徹「二次創業」精神和合夥人文化，推動戰略快速落地。公司業績不僅成功扭虧為盈，還實現持續高速增長。其中，2021年實現歸母淨利潤7.12億港元，近四年複合增長率高達68%。

### 四、市場分析與經營展望

#### (一) 數字經濟大勢所趨，大數據帶來大機遇

2022年上半年，儘管全球經濟動盪，新冠疫情反覆，但政府和企業的數字化轉型需求依然旺盛。數字化深入各行各業，相關領域產品業務不斷創新，大數據在社會經濟發展中的作用持續凸顯。2022年第2期《求是》雜誌刊發習近平總書記的文章《不斷做強做優做大我國數字經濟》，指出發展數字經濟是我國把握新一輪科技革命和產業變革新機遇的戰略選擇。根據工信部《「十四五」大數據產業發展規劃》，「十三五」時期我國大數據產業規模年均複合增長率超過30%，到2025年，大數據產業測算規模將突破3萬億元，年均複合增長率將維持在25%左右。國務院印發的《「十四五」數字經濟發展規劃》提出2025年軟件和信息技術服務業規模達到14萬億元的發展目標，指出要充分發揮數據要素價值，並對優化數字基礎設施、培育數據要素市場、深入推進產業數字化轉型等重要領域作出整體部署，包括加快企業、產業園區和產業集群數字化轉型升級、增強政府數字化治理能力、提升數據安全保障水平等一系列重點任務。政府相關積極政策的陸續出台，彰顯國家大力發展數字經濟的決心，也為本集團實現大數據戰略發展帶來重大機遇。

#### (二) 聚焦核心能力，加大技術研發；優化客戶結構，注重毛利提升

面對前所未有的機遇，公司將持續加速推進大數據戰略，構建更為完善的研發和產品體系，不斷深耕存量客戶，積極拓展增量客戶，優化客戶結構，提升服務質量，提高客戶粘性。充分發揮傳統服務的渠道功能、軟件及運營服務的場景價值，實現大數據業務的拓展。

報告期內，公司大數據產品及方案的毛利佔比已從2018年不足1%提升至約29%，這是公司堅持深耕核心場景、加速推動產品標準化的階段性成果。展望未來，公司將進一步豐富產品矩陣，聚焦核心業務，加速產品標準化和毛利率提升，實現公司業務更高質量增長，努力為股東和社會創造更大價值。

## 五、關於本集團購買的若干理財產品(「理財產品」)的解決安排的最新情況

截止二零二二年六月三十日，理財產品未償付本金金額約為港幣19.12億元(人民幣16.32億元)。本集團已經取得理財產品最終相關資產主動處置權利，並制定了出售計劃及具體行動方案。

本集團仍依照行動方案，推進處置相關資產中的房地產住宅項目(涉及本息約港幣2.26億元(人民幣1.93億元))，目前已基本完成重整程序，待項目的經營管理權移交完畢後，本集團將自出售所得的銷售款項中收回欠付本集團的金額。該項目擁有的有關資產按照當前市價計算，預計可足額覆蓋本集團於該項目中的債權。

理財產品的剩餘最終相關資產涉及約港幣16.86億元(人民幣14.39億元)，當中涉及對市場及商用綜合物業的投資。依照變現償還計劃，有關物業已經提升若干配套設施的完善，旨在提升隨後預備出售的估值，同時本集團亦在積極與意向方洽商出售事項。本報告期有約港幣4.78億元(人民幣4.08億元)資產管理權獲得司法確認，為加速資產變現提供了法律基礎。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，本公司會適時另行刊發公告。

公司管理層基於對理財產品最終相關資產可回收金額的判斷和對資產處置進程的理解，認為載列於本集團截至二零二二年六月三十日止六個月中期財務報表的理財產品的相應金額合理、恰當。

### 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。

於二零二二年六月三十日，本集團擁有總資產約港幣285.56億元，而資金來源為總負債約港幣142.13億元，非控股權益約港幣45.73億元及母公司股東應佔權益約港幣97.70億元。於二零二二年六月三十日，本集團之流動比率為1.46，而於二零二一年十二月三十一日為1.46。

於截至二零二二年六月三十日止六個月內，主要用於增加物業、廠房及設備和其他無形資產而產生的資本開支為約港幣0.58億元。

於二零二二年六月三十日，本集團有現金及銀行結餘約港幣22.43億元，當中有約港幣19.79億元乃以人民幣計值。

於二零二二年六月三十日，本集團的有關貸款總額佔母公司股東應佔權益之比率為0.40，而於二零二一年十二月三十一日為0.39。上述比率按付息銀行及其他貸款總額約港幣39.10億元(二零二一年十二月三十一日：約港幣39.74億元)及母公司股東應佔權益約港幣97.70億元(二零二一年十二月三十一日：約港幣101.59億元)計算。

## 管理層研討與分析

於二零二二年六月三十日，本集團的附息銀行及其他貸款的計值如下：

	以美元 計值 港幣千元	以港幣元 計值 港幣千元	以人民幣元 計值 港幣千元	總計 港幣千元
<b>流動</b>				
附息銀行貸款，無抵押	348,496	300,000	335,221	983,717
附息銀行貸款，有抵押	61,204	67,791	659,741	788,736
其他貸款	—	—	50,967	50,967
	409,700	367,791	1,045,929	1,823,420
<b>非流動</b>				
附息銀行貸款，有抵押	—	35,490	2,050,959	2,086,449
總計	409,700	403,281	3,096,888	3,909,869

本集團之若干銀行貸款：

1. 約港幣21.62億元由金融機構授予本集團之若干附屬公司，並以於二零二二年六月三十日其總賬面價值約港幣47.61億元之樓宇、投資物業及預付土地租金作為抵押；及
2. 約港幣5.62億元由金融機構授予本集團之若干附屬公司，並以於二零二二年六月三十日本公司非全資擁有附屬公司神州數碼信息服務股份有限公司(直接由本公司全資擁有附屬公司持有)之已發行股份97,784,000股其公允價值約港幣12.92億元作為質押。

包括於本集團之流動及非流動銀行貸款分別為約港幣2.19億元及約港幣20.86億元為長期貸款須於二零二二年至二零三六年間償還。於二零二二年六月三十日，本集團分別按固定利率及浮動利率計息的銀行貸款總額為約港幣14.83億元及港幣24.27億元。

於二零二二年六月三十日本集團之可動用銀行總信用額為約港幣140.80億元，當中包括約港幣23.60億元之長期貸款額度，約港幣64.79億元之貿易信用額度及約港幣52.41億元之短期及循環現金透支。於二零二二年六月三十日，本集團已動用之長期貸款額度為約港幣23.05億元，貿易信用額度為約港幣16.16億元及短期及循環現金透支額度為約港幣15.54億元。

本集團已在正常及日常業務過程中為其若干客戶發行履約保證，作為本集團與客戶履行合約的擔保。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**

於二零二二年六月三十日，本集團並無重大或然負債。

**承擔**

本集團於二零二二年六月三十日之承擔詳情載於未經審核簡明綜合中期財務報表附註11。

**人力資源及薪酬政策**

於二零二二年六月三十日，本集團有全職僱員14,596名(二零二一年六月三十日：14,142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。本集團於截至二零二二年六月三十日止六個月之僱員成本錄得約港幣16.94億元，比截至二零二一年六月三十日止六個月約港幣15.04億元增長13%。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	所得款項 淨額 港幣百萬元	於2022年 1月1日的 已動用金額 港幣百萬元	截至2022年	於2022年	預計在
			6月30日 止年度的 實際應用 港幣百萬元	6月30日的 未動用金額 港幣百萬元	2023年 6月30日 之前使用 港幣百萬元
(i) 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 (附註)	782	(488)	—	294	294
(ii) 償還債務及利息費用					
(a) 償還於2017年10月到期江蘇銀行股份有限公司的本金及利息費用	183	(183)	—	—	—
(b) 償還於2017年10月到期西部證券股份有限公司的本金及利息費用	286	(286)	—	—	—
(iii) 一般營運資金用途	84	(84)	—	—	—
<b>總計</b>	<b>1,335</b>	<b>(1,041)</b>	<b>—</b>	<b>294</b>	<b>294</b>

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。

## 管理層研討與分析

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。於二零二二年六月三十日，已動用所得款項淨額合共為約港幣10.41億元。

於二零二二年六月三十日，供股之未動用所得款項淨額約為港幣2.94億元。於二零二二年，受新冠疫情影响，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未能於二零二二年六月三十日全部動用，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，預期末動用所得款項淨額將於二零二三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、二零一八年十二月三十一日、二零一九年十二月三十一日、二零二零年十二月三十一日及二零二一年十二月三十一日止的本公司年度報告。

## 中期股息

董事會已宣派截至二零二二年六月三十日止六個月的中期股息每股普通股2.3港仙(「中期股息」)(二零二一年六月三十日止六個月：每股普通股2港仙)予二零二二年九月十九日(星期一)名列本公司股東名冊的股東。中期股息將會於二零二二年十月十三日(星期四)前後派付。

## 暫停辦理股份過戶登記

本公司將於二零二二年九月十九日(星期一)至二零二二年九月二十二日(星期四)(包括首尾兩日)暫停辦理股份過戶登記手續，以確定股東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二零二二年九月十六日(星期五)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，地址為香港夏懿道16號遠東金融中心17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

截至二零二二年六月三十日，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	佔合共 權益之概約	
					總數 (附註1)	百分比(%) (附註7)
郭為	實益擁有人及 受控法團之權益	98,411,707	159,186,857 (附註2)	94,116,974 (附註3及4)	351,715,538	21.02
林楊	實益擁有人	3,571,734	—	15,116,974 (附註3及4)	18,688,708	1.12
黃文宗	實益擁有人	370,000 (附註5)	—	2,000,000 (附註4)	2,370,000	0.14
倪虹	實益擁有人	100,000 (附註5)	—	2,000,000 (附註4)	2,100,000	0.13
劉允	實益擁有人	100,000 (附註5)	—	2,000,000 (附註4)	2,100,000	0.13
金昌衛	實益擁有人	100,000 (附註5)	—	2,000,000 (附註4)	2,100,000	0.13
陳永正	實益擁有人	—	—	1,000,000 (附註6)	1,000,000	0.06



## 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159,186,857股股份由郭為先生受控法團，Kosalaki Investments Limited（「KIL」）及神州數碼集團股份有限公司（「神州集團」）（於深圳交易所上市）及其附屬公司實益持有。郭為先生為KIL的控股股東及董事，及神州集團之主要股東及董事。因此，郭為先生被視作擁有該等由受控法團所持有之股份權益。
3. 於二零一七年一月二十五日向郭為先生及林楊先生各自授出12,500,000份購股權，該等購股權於二零一七年九月十八日完成供股後，調整為13,116,974份購股權。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，以認購普通股股份。
4. 於二零二零年七月十三日，向郭為先生授出81,000,000份購股權，及分別向林楊先生、黃文宗先生、倪虹小姐、劉允博士及金昌衛先生各自授出2,000,000份購股權。該等購股權可於達成列於二零二零年七月十三日之要約函所列之若干條件之日起至二零二八年七月十二日期間行使，行使價為每股股份港幣6.60元，以認購本公司普通股股份。
5. 於二零二零年六月二日，根據本公司之受限制股份獎勵計劃分別向黃文宗先生、倪虹小姐、劉允博士及金昌衛先生授予100,000股股份，並按計劃之條款及條件於二零二一年一月歸屬。
6. 於二零二一年七月十六日，向陳永正先生授出1,000,000份購股權，該等購股權可於達成列於日期為二零二一年七月十六日之授予函件之若干條件之日起至二零二九年七月十五日日期間按行使價每股股份港幣4.82元行使，以認購本公司普通股股份。
7. 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，截至二零二二年六月三十日，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

截至二零二二年六月三十日，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8)
Kosalaki Investments Limited	實益擁有人	100,778,857 (附註2)	6.02
Dragon City International Investment Limited	實益擁有人	187,578,500	11.22
葉志如	受控法團之權益／ 配偶權益	187,578,500/2,325 (附註3)	11.22
黃少康	實益擁有人／配偶權益	2,325/187,578,500 (附註4)	11.22
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	331,201,928 (附註5(a))	19.80
廣州市城投投資有限公司(「廣州投資」)	受控法團之權益	331,201,928 (附註5(b))	19.80
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	299,760,000 (附註5(c))	17.92
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	299,760,000 (附註5(d))	17.92
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	181,120,250 (附註6)	10.83
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」)	受控法團之權益	181,120,250 (附註7)	10.83
Law Debenture Trust (Asia)Limited as Trustee of Digital China Holdings Limited Restricted Share Award Scheme Trust	受託人	160,986,632	9.62

## 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. 郭為先生，本公司之董事，為KIL之董事及控股股東。於KIL名下之股份亦在以上「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」一段披露為郭為先生的權益。
3. Dragon City International Investment Limited (「Dragon City」) 由葉志如女士控制，而黃少康先生為葉志如女士的配偶。根據證券及期貨條例，葉志如女士被視作擁有由Dragon City及黃少康先生所持有之權益。
4. 黃少康先生為葉志如女士的配偶。根據證券及期貨條例，黃少康先生被視作擁有由葉志如女士所持有之權益。
5. (a) 根據廣州城市建設存檔的表格2 – 法團大股東通知，於2021年1月28日，廣州城市建設持有合共331,201,928股股份的權益，當中299,760,000股股份由廣州甲子持有，31,441,928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。根據證券及期貨條例，廣州城市建設被視為持有由廣州甲子及穗通香港所持有之權益。  
(b) 根據廣州投資存檔的表格2 – 法團大股東通知，於2021年1月28日，廣州投資持有合共331,201,928股股份的權益，當中299,760,000股股份由廣州甲子持有，31,441,928股股份由穗通(香港)持有。根據證券及期貨條例，廣州投資被視為持有由廣州甲子及穗通香港所持有之權益。  
(c) 根據廣州佳朋存檔的表格2 – 法團大股東通知，根據證券及期貨條例，於2021年1月28日，廣州佳朋持有由廣州甲子所持有的權益。  
(d) 根據廣州甲子存檔的表格2 – 法團大股東通知，於2021年1月28日，廣州甲子實益持有299,760,000股股份。
6. 根據廣州無線電集團存檔的表格2 – 法團大股東通知，於2021年2月16日，廣州廣電運通金融電子，(一家於深圳證券交易所上市之公司，並由廣州無線電集團持有52.96%)，持有181,120,250股股份的權益。
7. 根據廣州廣電運通金融電子存檔的表格2 – 法團大股東通知，於2021年2月16日，廣州廣電運通金融電子持有181,120,250股股份的權益，當中7,078,000股股份由廣電運通國際有限公司持有，該公司由廣州廣電運通金融電子全資擁有。
8. 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，截至二零二二年六月三十日，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」)。

二零一一購股權計劃旨在肯定及答謝合資格人士對本集團所作出或將作出之貢獻或可能之貢獻，藉以激勵合資格人士為本集團之利益精益求精及提高彼等之效率，並維持或招徠與合資格人士的業務關係，合資格人士的貢獻著實或會有助於本集團的發展。

二零一一購股權計劃有效期為十年，並已於二零二一年八月十四日失效。此後，不得再授出購股權。但根據二零一一購股權計劃之條款，購股權可供行使之期限為有關要約函件所載之期限，惟該期限須於要約日期之第十週年當日屆滿。

下表載列在二零一一購股權計劃下購股權於截至二零二二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：

承授人	購股權數目					於 二零二二年 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	歸屬期及 行使期	
	於 二零二二年 一月一日 尚未行使	期內授出	期內行使	期內取消	期內失效						
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	81,000,000	-	-	-	-	81,000,000	6.60	6.54	13/7/2020	(iv)	(v)
	13,116,974	-	-	-	-	13,116,974	6.394	6.73	25/1/2017	25/1/2017- 24/1/2025	(i), (ii)
黃文宗	2,000,000	-	-	-	-	2,000,000	6.60	6.54	13/7/2020	(iv)	(v)
	2,000,000	-	-	-	-	2,000,000	6.60	6.54	13/7/2020	(iv)	(v)
倪虹	2,000,000	-	-	-	-	2,000,000	6.60	6.54	13/7/2020	(iv)	(v)
劉允	2,000,000	-	-	-	-	2,000,000	6.60	6.54	13/7/2020	(iv)	(v)
金昌衛	2,000,000	-	-	-	-	2,000,000	6.60	6.54	13/7/2020	(iv)	(v)
陳永正	1,000,000	-	-	-	-	1,000,000	4.82	4.81	16/7/2021	(vi)	(vii)
僱員	5,981,340	-	-	-	-	5,981,340	6.394	6.73	25/1/2017	25/1/2017- 24/1/2025	(i), (ii)
僱員	1,999,000	-	-	-	-	1,999,000	4.818	4.87	21/5/2018	21/5/2019- 20/5/2026	(iii)
僱員	5,003,600	-	-	-	(120,000)	4,883,600	4.32	4.26	28/3/2019	28/3/2020- 27/3/2027	(iii)
僱員	2,180,000	-	(60,000)	-	(120,000)	2,000,000	4.04	3.95	2/9/2019	2/9/2020- 1/9/2027	(iii)
僱員	5,494,990	-	(19,000)	-	(300,000)	5,175,990	4.17	4.16	27/4/2020	27/4/2021- 26/4/2028	(iii)
僱員	2,020,000	-	(2,000)	-	(549,000)	1,469,000	4.48	4.27	11/6/2020	11/6/2021- 10/6/2028	(iii)
僱員	13,000,000	-	-	-	(600,000)	12,400,000	6.60	6.54	13/7/2020	(iv)	(v)
僱員	1,670,000	-	-	-	(30,000)	1,640,000	6.60	6.54	13/7/2020	13/7/2021- 12/7/2028	(iii)
僱員	6,350,000	-	-	-	(890,000)	5,460,000	5.44	5.37	31/3/2021	31/3/2022- 30/3/2029	(iii)
其他參與者	1,000,000	-	-	-	-	1,000,000	5.44	5.37	31/3/2021	(viii)	(viii)
僱員	6,759,000	-	-	-	(120,000)	6,639,000	4.48	4.10	28/7/2021	28/7/2022- 27/7/2029	(iii)
其他參與者	1,000,000	-	-	-	-	1,000,000	4.48	4.10	28/7/2021	(ix)	(ix)
總計	170,691,878	-	(81,000)	-	(2,729,000)	167,881,878					

## 其他資料

下表載列截至二零二二年六月三十日止六個月內根據本公司二零一一購股權計劃授予的購股權（按各類承授人）的變動情況，以及於期初與期末尚未行使之購股權：

承授人類別	購股權數目					於二零二二年六月三十日尚未行使
	於二零二二年一月一日尚未行使	於期內授出	於期內行使	於期內取消	於期內失效	
董事	118,233,948	—	—	—	—	118,233,948
僱員	50,457,930	—	(81,000)	—	(2,729,000)	47,647,930
小計	168,691,878	—	(81,000)	—	(2,729,000)	165,881,878
其他參與者	2,000,000	—	—	—	—	2,000,000
合計	170,691,878	—	(81,000)	—	(2,729,000)	167,881,878

附註：

- (i) 由於於二零一七年九月十八日完成的供股，於二零一一購股權計劃下之相關行使價由港幣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) 在二零一一購股權計劃下，所有授出之購股權於授予時即時歸屬並可於行使期內任何時間全數或部分行使。
- (iii) 在二零一一購股權計劃下，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。
- (iv) 行使期由達成若干條件之日至二零二八年七月十二日。條件之詳情，請參閱附註(v)。
- (v) 購股權之歸屬及行使為有條件，須待達成列於各自的授出文件中於截至二零二零年、二零二一年及二零二二年十二月三十一日止年度之若干業績條件（其中包括關鍵績效指標、利潤業績目標及／或個別業績目標等）（如有）及下列條件：
- (a) 根據本公司經審核綜合財務報表，本集團截至二零二零年十二月三十一日止財政年度之經審核除稅淨利潤（在扣除以股份為基礎的開支前）扣減非控股權益應佔除稅淨利潤後達港幣5億元或以上（「行使購股權條件(a)」），在此情況下，三分之一之購股權將於以下所述之相關歸屬日歸屬並可予行使：
- (b) 根據本公司經審核綜合財務報表，本集團截至二零二一年十二月三十一日止財政年度之經審核除稅淨利潤（在扣除以股份為基礎的開支前）扣減非控股權益應佔除稅淨利潤後達港幣8億元或以上（「行使購股權條件(b)」），在此情況下，三分之一之購股權將於以下所述之相關歸屬日歸屬並可予行使；或
- (c) 根據本公司經審核綜合財務報表，本集團截至二零二二年十二月三十一日止財政年度之經審核除稅淨利潤（在扣除以股份為基礎的開支前）扣減非控股權益應佔除稅淨利潤後達港幣12億元或以上（「行使購股權條件(c)」），在此情況下，三分之一之購股權將於以下所述之相關歸屬日歸屬並可予行使。
- 於達成行使購股權條件(a)、行使購股權條件(b)及行使購股權條件(c)後，相關部份之購股權將分別於相關之本公司截至二零二零年及二零二一年十二月三十一日止財政年度及截至二零二二年十二月三十一日止年度之經審核綜合財務報表刊發日期當日歸屬。由於條件(a)及(b)已達成，因此，相關部份之購股權已於相關日期歸屬。
- (vi) 行使期由達成若干條件之日至二零二九年七月十五日。有關條件之詳情，請參閱附註(vii)。

- (vii) 購股權之歸屬及行使為有條件，須待達成列於授出文件中於截至二零二一年及二零二二年十二月三十一日止年度之若干業績條件(其中包括關鍵績效指標、利潤業績目標及/或個別業績目標等)(如有)及下列條件：
- (a) 根據本公司經審核綜合財務報表，本集團截至二零二一年十二月三十一日止財政年度之經審核除稅淨利潤(在扣除以股份為基礎的開支前)扣減非控股權益應佔除稅淨利潤後達港幣8億元或以上(「行使購股權條件(a)」)，在此情況下，一半之購股權將於以下所述之相關歸屬日歸屬並可予行使；或
- (b) 根據本公司經審核綜合財務報表，本集團截至二零二二年十二月三十一日止財政年度之經審核除稅淨利潤(在扣除以股份為基礎的開支前)扣減非控股權益應佔除稅淨利潤後達港幣12億元或以上(「行使購股權條件(b)」)，在此情況下，一半之購股權將於以下所述之相關歸屬日歸屬並可予行使。
- 於達成行使購股權條件(a)及行使購股權條件(b)後，相關部份之購股權將分別於相關之本公司截至二零二一年十二月三十一日止財政年度及截至二零二二年十二月三十一日止年度之經審核綜合財務報表刊發日期當日歸屬。由於條件(a)已達成，因此，相關部份之購股權已於相關日期歸屬。
- (viii) 購股權之歸屬及行使為有條件，須待達成列於各自的授出文件中若干業績條件(其中包括關鍵績效指標、利潤業績目標及/或個別業績目標等)。因此，行使期由達成若干條件之日至二零二九年三月三十日。
- (ix) 購股權之歸屬及行使為有條件，須待達成列於各自的授出文件中若干業績條件(其中包括關鍵績效指標、利潤業績目標及/或個別業績目標等)。因此，行使期由達成若干條件之日至二零二九年七月二十七日。

二零一一購股權計劃下所授出購股權於截至二零二二年六月三十日止六個月之公允價值為港幣零元(截至二零二一年六月三十日止六個月：港幣11,754,000元)，而當中港幣14,365,000元(截至二零二一年六月三十日止六個月：港幣26,084,000元)於年內確認為購股權開支。

在二零一一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。截至二零二二年六月三十日止六個月並無授予購股權。下表載列採用模型之數據資料：

截至六月三十日止六個月內授出：	2022年	2021年
行使價(每股港幣元)	—	5.44
股息率(%)	—	每年2.60
預期波幅(%)	—	每年36.8
預期年期(年)	—	8
無風險利率(%)	—	每年1.19
加權平均股價(每股港幣元)	—	5.44

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。

## 其他資料

### (B) 受限制股份獎勵計劃

本公司於二零一一年三月二十八日已採納一項受限制股份獎勵計劃，其目的在於授出本公司股份以獎勵及激勵(其中包括)本公司及其附屬公司的董事(包括執行及非執行)、僱員或顧問(「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本公司股東權益，鼓勵及激勵彼等致力增強本集團及本公司股份的價值。

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。於受限制股份獎勵計劃下授予並由信託人持有直至歸屬之本公司股份稱為受限制股份單位(「受限制股份單位」)，而每股受限制股份單位代表一股本公司普通股股份。

截至二零二二年六月三十日止六個月內，信託人購買6,539,000股(截至二零二一年六月三十日止六個月：37,491,000股)本公司股份，總成本(包括相關交易成本)約為港幣27,217,000元(截至二零二一年六月三十日止六個月：約為港幣216,500,000元)，並於二零二二年六月三十日授出4,343,000份受限制股份予參與者(截至二零二一年六月三十日止六個月：4,497,000份受限制股份)以激勵彼等為本集團服務。本公司股份於授出受限制股份前一日(即二零二二年六月二十九日)的收市價為每股港幣3.95元(截至二零二一年六月三十日止六個月：(港幣5.37元(即二零二一年三月三十日)及港幣6.03元(即二零二一年四月二十一日))。截至二零二二年六月三十日止六個月，歸屬1,243,000份受限制股份(截至二零二一年六月三十日止六個月：660,000份受限制股份)、無受限制股份(截至二零二一年六月三十日止六個月：無)被取消、及246,000份受限制股份(截至二零二一年六月三十日止六個月：302,000份)於報告期內失效。

於截至二零二二年六月三十日止六個月，本集團已於未經審核簡明綜合損益表內確認費用為港幣1,580,000元(截至二零二一年六月三十日止六個月：港幣4,047,000元)為本公司授予受限制股份開支。

### (C) 神州數碼信息服務股份有限公司(「DCITS」)股票期權激勵計劃

本公司的股東和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(「DCITS股票期權激勵計劃」)。有關DCITS股票期權激勵計劃之詳情，請參閱本公司於二零一九年四月二十三日刊登之公告及二零一九年五月十日刊登之通函。

下表載列在DCITS股票期權激勵計劃下股票期權於截至二零二二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股票期權：

承授人	股票期權數目					於 二零二二年 六月三十日 尚未行使	授出日期 前一日之 收市價 人民幣	授出日期	行使期 (附註(i))
	於 二零二二年 一月一日 尚未行使	期內授出	期內行使	期內取消	期內失效				
DCITS董事	-	-	-	-	-	-	-	-	-
DCITS僱員	10,110,000	-	(3,909,285)	-	(232,300)	5,968,415	12.76	13.01	二零一九年 九月十七日

承授人可參考期權登記  
完成日(即二零一九年  
十月三十日)分兩次行  
使(附註(ii))

附註：

(i) 股票期權之歸屬期間為授出日期至DCITS股票期權激勵計劃下股票期權歸屬為止。

(ii) 在符合DCITS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，承授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DCITS股票期權激勵計劃下於二零一九年所授出股票期權之公允價值乃於個別授出當日採用二項式模式估算，當中已計及股票期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股票期權的其他特質。

二項式模式已用於估計股票期權的公允價值。用於計算股票期權公允價值的變量及假設基於董事的最佳估計。股票期權的價值隨某些主觀假設的不同變量而變化。

於截至二零二二年六月三十日止六個月，本集團確認港幣零元(截至二零二一年六月三十日止六個月：港幣4,328,000元)為有關DCITS授予股票期權的開支。根據DCITS股票期權激勵計劃的規則，申請或接受根據該計劃授予的股票期權，承授人無需支付任何款項。



## 其他資料

### (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(「DCITS限制性股票激勵計劃」)。DCITS限制性股票激勵計劃之詳情，請參閱本公司於二零一九年四月二十三日刊登之公告。

根據計劃條款，DCITS限制性股票激勵計劃的股票來源為DCITS向DCITS限制性股票激勵計劃激勵對象定向發行A股普通股。

於報告期內，在DCITS限制性股票激勵計劃下並無授出、歸屬、取消、失效或尚未行使的限制性股票。

於截至二零二二年六月三十日止六個月，本集團確認為有關DCITS授予限制性股票的開支為港幣零元(截至二零二一年六月三十日止六個月：港幣2,848,000元)。

### 根據上市規則第13.51B(1)條之董事資料披露

於報告期內及截至本報告之日期，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	- 於二零二二年五月三十一日辭任協鑫科技控股有限公司(前稱保利協鑫能源控股有限公司)(於香港聯合交易所有限公司主板上市)之獨立非執行董事、審核委員會及策略及投資委員會成員
倪虹小姐	- 於二零二二年四月二十二日獲委任為Zhihu.Inc知乎(一家於美國納斯達克證券交易所及香港聯合交易所有限公司主板上市的公司)之獨立非執行董事、審核委員會及薪酬委員會之成員及提名及企業管治委員會之主席 - 於二零二二年六月十日退任科通芯城集團之非執行董事
陳永正先生	- 於二零二二年六月二十二日辭任百濟神州有限公司(於香港聯合交易所有限公司主板上市)之獨立非執行董事、薪酬委員會及商業及醫學事務諮詢委員會成員
劉允博士	- 於二零二二年四月二十一日辭任深圳奧飛迪科技有限責任公司之首席執行官
曾水根先生	- 擔任廣州智慧城市投資運營有限公司副總經理，由二零二二年一月十六日起生效
彭晶先生	- 於二零二二年八月三十日辭任本公司之非執行董事
叢珊女士	- 於二零二二年八月三十日獲委任為本公司之非執行董事

## 遵守標準守則

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》(「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，彼等於截至二零二二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

本公司審核委員會(「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)、倪虹小姐及金昌衛先生。審核委員會已審閱本集團截至二零二二年六月三十日止六個月之未經審核簡明綜合中期業績，並與本公司高層管理人員一同討論彼等各自之審核結果、本集團所採納之賬目處理、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。審核委員會就本集團截至二零二二年六月三十日止六個月之未經審核簡明綜合中期業績所採納之會計處理未有任何異議。

## 企業管治

於截至二零二二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》第二部份所載之守則條文(「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：

1. 守則條文第C.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。

2. 守則條文第B.2.2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。

根據於二零一八年六月十一日採納之新公司細則，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。

## 其他資料

3. 守則條文第C.3.3條規定，董事應清楚了解現行的授權安排。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。

本公司並無與其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，及／或現任或曾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

於截至二零二二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，本公司於截至二零二二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，二零二二年八月三十日

網址：[www.dcholdings.com](http://www.dcholdings.com)



[www.dcholdings.com](http://www.dcholdings.com)

# INTERIM REPORT 2022 中期報告

Stock Code 股份代號: 00861



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

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# Condensed Consolidated Statement of Profit or Loss

For the six months ended 30 June 2022

The board of directors (the "Director(s)" or the "Board") of Digital China Holdings Limited (the "Company") 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 2022 together with the comparative figures for the corresponding period for 2021 as follows:

	Notes	Six months ended 30 June	
		2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
<b>Revenue</b>	3	<b>8,681,756</b>	8,673,158
Cost of sales and services		<b>(7,139,733)</b>	(7,057,814)
Gross profit		<b>1,542,023</b>	1,615,344
Other income and gains	3	<b>284,012</b>	133,468
Selling and distribution expenses		<b>(458,370)</b>	(582,944)
Administrative expenses		<b>(195,203)</b>	(224,382)
Other expenses, net		<b>(736,283)</b>	(539,301)
Finance costs		<b>(70,439)</b>	(70,234)
Share of losses of associates and joint ventures		<b>(22,601)</b>	(5,484)
<b>Profit before tax</b>	4	<b>343,139</b>	326,467
Income tax expense	5	<b>(27,006)</b>	(21,581)
<b>Profit for the period</b>		<b>316,133</b>	304,886
Attributable to:			
Equity holders of the parent		<b>221,733</b>	220,223
Non-controlling interests		<b>94,400</b>	84,663
		<b>316,133</b>	304,886
<b>Earnings per share attributable to equity holders of the parent</b>	7		
Basic (HK cents)		<b>14.67</b>	14.24
Diluted (HK cents)		<b>14.55</b>	14.17

# Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2022

	Six months ended 30 June	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
<b>Profit for the period</b>	<b>316,133</b>	304,886
<b>Other comprehensive (expense) income</b>		
Other comprehensive (expense) income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences arising from translation of financial statements of foreign operations	(480,839)	174,302
Share of other comprehensive (expense) income of associates	(3,877)	1,729
<b>Net other comprehensive (expense) income that may be reclassified to profit or loss in subsequent periods</b>	<b>(484,716)</b>	176,031
Other comprehensive (expense) income that will not be reclassified to profit or loss in subsequent periods:		
Net fair value changes on financial assets measured at fair value through other comprehensive income	(69,484)	1,504
Income tax effect	11,354	(193)
<b>Net other comprehensive (expense) income that will not be reclassified to profit or loss in subsequent periods</b>	<b>(58,130)</b>	1,311
<b>Other comprehensive (expense) income for the period, net of tax</b>	<b>(542,846)</b>	177,342
<b>Total comprehensive (expense) income for the period</b>	<b>(226,713)</b>	482,228
Attributable to:		
Equity holders of the parent	(156,730)	344,905
Non-controlling interests	(69,983)	137,323
	<b>(226,713)</b>	482,228



# Condensed Consolidated Statement of Financial Position

As at 30 June 2022

	<i>Notes</i>	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment		856,732	914,755
Right-of-use assets		239,898	283,786
Investment properties		5,776,876	5,839,539
Goodwill		1,859,215	1,921,555
Other intangible assets		235,519	230,893
Interests in joint ventures		81,749	90,728
Interests in associates		1,727,770	1,814,012
Financial assets at fair value through other comprehensive income		1,034,558	1,166,943
Accounts receivables	8	133,803	138,191
Other receivables		992,812	1,026,102
Deferred tax assets		268,060	254,612
		<b>13,206,992</b>	<b>13,681,116</b>
<b>Current assets</b>			
Inventories		1,673,913	2,570,751
Completed properties held for sale		668,148	693,317
Accounts and bills receivables	8	4,042,120	3,860,041
Prepayments, deposits and other receivables		1,902,353	1,329,940
Contract assets		3,985,126	3,479,419
Financial assets at fair value through profit or loss		789,914	1,073,588
Finance lease receivables		44,287	46,302
Restricted bank balances		53,627	87,211
Cash and cash equivalents		2,189,611	2,779,214
		<b>15,349,099</b>	<b>15,919,783</b>
<b>Current liabilities</b>			
Accounts and bills payables	9	4,313,297	4,361,333
Other payables and accruals		1,752,615	2,175,516
Lease liabilities		96,800	110,346
Contract liabilities		2,427,681	2,329,448
Tax payable		64,980	102,487
Interest-bearing bank and other borrowings		1,823,420	1,823,037
		<b>10,478,793</b>	<b>10,902,167</b>
<b>Net current assets</b>		<b>4,870,306</b>	<b>5,017,616</b>
<b>Total assets less current liabilities</b>		<b>18,077,298</b>	<b>18,698,732</b>

## Condensed Consolidated Statement of Financial Position

As at 30 June 2022

		30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
	<i>Notes</i>		
<b>Non-current liabilities</b>			
Interest-bearing bank and other borrowings		2,086,449	2,150,581
Deferred tax liabilities		643,510	651,420
Deferred income		28,181	22,652
Lease liabilities		80,232	105,609
Other financial liability		896,289	901,121
		<b>3,734,661</b>	<b>3,831,383</b>
<b>Net assets</b>			
		<b>14,342,637</b>	<b>14,867,349</b>
<b>Capital and reserves</b>			
Share capital	10	167,361	167,353
Reserves		9,602,614	9,992,140
Equity attributable to equity holders of the parent		9,769,975	10,159,493
Non-controlling interests		4,572,662	4,707,856
<b>Total equity</b>		<b>14,342,637</b>	<b>14,867,349</b>

# Condensed Consolidated Statement of Changes In Equity

As at 30 June 2022

	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	Asset	Investment	Reserve funds (Unaudited) HK\$'000	Exchange	Retained earnings (Unaudited) HK\$'000	Total (Unaudited) HK\$'000	Non-	Total equity (Unaudited) HK\$'000
					share-based	revaluation	revaluation		fluctuation			controlling	
					compensation	reserve	reserve		reserve			interests	
At 1 January 2022	167,353	4,657,550	1,720,610	(821,394)	229,969	720,729	77,532	660,149	388,459	2,358,536	10,159,493	4,707,856	14,867,349
Profit for the period	-	-	-	-	-	-	-	-	-	221,733	221,733	94,400	316,133
Change in fair value on financial assets at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	(34,144)	-	-	-	(34,144)	(23,986)	(58,130)
Exchange differences arising on translation of financial statements of foreign operations	-	-	-	-	-	-	-	-	(342,763)	-	(342,763)	(138,076)	(480,839)
Share of other comprehensive income of associates	-	-	(1,556)	-	-	-	-	-	-	-	(1,556)	(2,321)	(3,877)
Disposal of financial assets at fair value through other comprehensive income	-	-	-	-	-	-	4,256	-	-	(4,256)	-	-	-
Total comprehensive income (expense) for the period	-	-	(1,556)	-	-	-	(29,888)	-	(342,763)	217,477	(156,730)	(69,983)	(226,713)
Share-based compensation	-	-	-	-	15,945	-	-	-	-	-	15,945	-	15,945
Exercised of share options (note 10)	8	392	-	-	(69)	-	-	-	-	-	331	-	331
Contribution of employee share trust	-	-	-	(27,217)	-	-	-	-	-	-	(27,217)	-	(27,217)
Vesting of shares under share award scheme	-	-	-	6,996	(6,996)	-	-	-	-	-	-	-	-
Capital contribution from non-controlling shareholders of subsidiaries	-	-	13,068	-	-	-	-	-	-	-	13,068	48,244	61,312
Acquisition of additional interests in a non-wholly-owned subsidiary	-	-	(17,346)	-	-	-	-	-	-	-	(17,346)	(80,361)	(97,707)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	(33,094)	(33,094)
Final dividend (note 6)	-	-	-	-	-	-	-	-	-	(217,569)	(217,569)	-	(217,569)
At 30 June 2022	167,361	4,657,942	1,714,776	(841,615)	238,849	720,729	47,644	660,149	45,696	2,358,444	9,769,975	4,572,662	14,342,637

# Condensed Consolidated Statement of Changes In Equity

As at 30 June 2022

	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	Final dividend (Unaudited) HK\$'000	Total (Unaudited) HK\$'000	Non- controlling interests (Unaudited) HK\$'000	Total equity (Unaudited) HK\$'000
At 1 January 2021	167,250	4,651,977	1,766,449	(554,490)	128,489	501,212	114,979	561,694	162,053	1,930,114	–	9,429,727	4,334,905	13,764,632
Profit for the period	–	–	–	–	–	–	–	–	–	220,223	–	220,223	84,663	304,886
Other comprehensive income (expense) for the period:														
Change in fair value on financial assets at fair value through other comprehensive income	–	–	–	–	–	–	2,440	–	–	–	–	2,440	(1,129)	1,311
Exchange differences arising on translation of financial statements of foreign operations	–	–	–	–	–	–	–	–	120,513	–	–	120,513	53,789	174,302
Share of other comprehensive income of associates	–	–	–	–	–	–	2,222	–	(493)	–	–	1,729	–	1,729
Disposal of financial assets at fair value through other comprehensive income	–	–	–	–	–	–	(733)	–	–	733	–	–	–	–
Total comprehensive income for the period	–	–	–	–	–	–	3,929	–	120,020	220,956	–	344,905	137,323	482,228
Share-based compensation	–	–	–	–	33,634	–	–	–	–	–	–	33,634	5,736	39,370
Capital contribution from non-controlling shareholders of subsidiaries	–	–	(35,764)	–	–	–	–	–	–	–	–	(35,764)	54,592	18,828
Contribution of employee share trust	–	–	–	(216,500)	–	–	–	–	–	–	–	(216,500)	–	(216,500)
Exercised of share options (note 10)	60	3,506	–	–	(766)	–	–	–	–	–	–	2,800	–	2,800
Vesting of shares under the restricted share award scheme	–	–	–	3,769	(3,769)	–	–	–	–	–	–	–	–	–
Acquisition of non- controlling interests	–	–	(17,823)	–	–	–	–	–	–	–	–	(17,823)	(55,033)	(72,856)
Disposal of subsidiaries	–	–	–	–	–	–	–	–	–	–	–	–	(4,505)	(4,505)
Dividends paid to non- controlling shareholders	–	–	–	–	–	–	–	–	–	–	–	–	(34,381)	(34,381)
Final dividend (note 6)	–	–	–	–	–	–	–	–	–	(167,310)	167,310	–	–	–
At 30 June 2021	167,310	4,655,483	1,712,862	(767,221)	157,588	501,212	118,908	561,694	282,073	1,983,760	167,310	9,540,979	4,438,637	13,979,616

# Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2022

	Six months ended 30 June	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
<b>Operating activities</b>		
Decrease in inventories	811,001	657,897
(Increase) decrease in accounts and bills receivables	(299,803)	(638,110)
(Decrease) increase in accounts and bills payables	(48,036)	418,232
Increase in other working capital and adjustments for non-cash transactions	(999,853)	(1,014,639)
<b>Net cash used in operating activities</b>	<b>(536,691)</b>	<b>(576,620)</b>
<b>Investing activities</b>		
Purchases of property, plant and equipment	(16,884)	(21,934)
Proceeds from disposal of property, plant and equipment	339	451
Proceeds from disposal of investment in an associate	3,184	–
Additions to other intangible assets	(41,547)	(31,807)
Acquisition of a subsidiary	(23,503)	–
Proceeds from disposal of financial assets at fair value through other comprehensive income	24,148	16,087
Purchase of financial assets at fair value through other comprehensive income	(2,812)	–
Dividend received from financial assets at fair value through profit or loss	597	–
Investments in an joint venture	–	(2,949)
Proceeds from disposal of financial assets at fair value through profit or loss	711,383	641,080
Purchase of financial assets at fair value through profit or loss	(473,176)	(593,789)
<b>Net cash from investing activities</b>	<b>181,729</b>	<b>7,139</b>
<b>Financing activities</b>		
Exercised of share options	331	2,800
New bank borrowings	1,489,737	631,418
Repayment of bank borrowings	(1,456,818)	(1,513,568)
Interest paid	(45,405)	(49,147)
Acquisition of non-controlling interests	(97,707)	(76,595)
Dividends paid to non-controlling shareholders	(33,094)	(34,381)
Purchase of shares under the restricted share award scheme	(27,217)	(216,500)
Contribution from non-controlling shareholders of subsidiaries	61,312	315,929
Repayment of lease liabilities	(64,681)	(65,564)
Capital reduction by a non-controlling shareholder of a subsidiary	–	(4,505)
<b>Net cash used in financing activities</b>	<b>(173,542)</b>	<b>(1,010,113)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(528,504)</b>	<b>(1,579,594)</b>
Cash and cash equivalents at the beginning of the period	2,779,214	3,076,717
Effects of foreign exchange rate changes, net	(61,099)	52,669
<b>Cash and cash equivalents at the end of the period</b>	<b>2,189,611</b>	<b>1,549,792</b>
<b>Analysis of components of cash and cash equivalents</b>		
Cash and cash equivalents as stated in the condensed consolidated statement of financial position and the condensed consolidated statement of cash flows	2,189,611	1,549,792

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

## 1. BASIS OF PREPARATION

These unaudited condensed consolidated interim financial statements for the six months ended 30 June 2022 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 2021 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 HKFRS 3  
Amendment to HKAS 16  
Amendments to HKAS 37  
Amendment to HKFRSs

Reference to Conceptual Framework  
Property, Plant and Equipment: Proceeds before Intended Use  
Onerous Contracts – Cost of Fulfilling a Contract  
Annual Improvements to HKFRSs 2018–2020 Cycle

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.

## 2. SEGMENT INFORMATION

Segments information of the three business groups are summarised as follows:

- (a) The Big Data Products and Solutions business segment: provides sales of data software products focused on spatial-temporal big data and artificial intelligence categorised in three product suites (Data Fabric, Data Hub, Digital Twin) as well as data solutions for core use cases namely city digital native transformation, supply chain digital native transformation and fintech.
- (b) The Software and Operating Services business segment: provides end-to-end data-enables supply chain operating services, as well as software development, testing, operating and maintenance services utilising cloud technology, automation and artificial intelligence. Such services provide important support for the continued deployment of our big data products and solution business.
- (c) The Traditional Services business segment: provides systems integration services as well as e-commerce supply chain services focused on integrated solutions, providing a vast sales channel which is critical for the Group's continued deployment of its big data products and solutions as well as software and operating services. The segment also includes business related to investments, property sales and rental, as well as others.

During the six months ended 30 June 2022, reportable segments information has been revised and consistent with the presentation for the year ended 31 December 2021. Accordingly, prior period reportable segments information has been re-presented to conform with the current period's presentation.

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.

## Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

### 2. SEGMENT INFORMATION (CONTINUED)

The following table presents revenue and results for the Group's operating segments for the six months ended 30 June 2022 and 2021:

	Big Data Products and Solutions		Software and Operating Services		Traditional Services		Eliminations		Total	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000
<b>Segment revenue:</b>										
External	1,167,640	770,134	2,710,375	2,628,917	4,803,741	5,274,107	–	–	8,681,756	8,673,158
Inter-segment	13,665	18,903	50,708	45,400	13,547	9,310	(77,920)	(73,613)	–	–
	<b>1,181,305</b>	<b>789,037</b>	<b>2,761,083</b>	<b>2,674,317</b>	<b>4,817,288</b>	<b>5,283,417</b>	<b>(77,920)</b>	<b>(73,613)</b>	<b>8,681,756</b>	<b>8,673,158</b>
<b>Segment gross profit</b>	<b>448,720</b>	<b>288,343</b>	<b>500,468</b>	<b>581,093</b>	<b>592,835</b>	<b>745,908</b>			<b>1,542,023</b>	<b>1,615,344</b>
<b>Segment results</b>	<b>(5,942)</b>	<b>(56,705)</b>	<b>155,718</b>	<b>167,432</b>	<b>337,250</b>	<b>440,914</b>			<b>487,026</b>	<b>551,641</b>
<b>Unallocated</b>										
Interest income									5,307	4,220
Income and gains									88,938	19,723
Unallocated expenses									(167,693)	(178,883)
Profit from operating activities									413,578	396,701
Finance costs									(70,439)	(70,234)
Profit before tax									343,139	326,467

Note: For the Big Data Products and Solutions segment, research and development costs, and amortization of intangible assets amounted to HK\$214,525,000 in the six months ended 30 June 2022. Excluding such costs and expenses, the Big Data Products and Solutions segment realized a profit of HK\$208,583,000, an increase of 85% over the same period in the prior year.

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

## 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 is as follows:

	Six months ended 30 June	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Revenue from contracts with customer within the scope of HKFRS 15		
<b>Disaggregated by major products or service lines:</b>		
Sales of software products business	64,598	95,631
Software development and technical service business	2,581,256	2,181,705
Supply chain operation and maintenance business	1,437,954	1,142,926
System integration business	2,669,556	3,456,230
E-commerce supply chain business	1,605,286	1,433,404
Others	108,214	155,282
<b>Total revenue from contracts with customers</b>	<b>8,466,864</b>	<b>8,465,178</b>
Revenue from other sources		
Rental income from investment properties under operating lease	199,475	195,579
Financial services business	15,417	12,401
<b>Total revenue from other sources</b>	<b>214,892</b>	<b>207,980</b>
<b>Total revenue</b>	<b>8,681,756</b>	<b>8,673,158</b>



## Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

### 3. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

#### (i) Revenue from contracts with customers

*Disaggregated of revenue by timing of recognition*

	Six months ended 30 June	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Timing of revenue recognition		
At a point in time	4,447,654	5,140,547
Over time	4,019,210	3,324,631
	<b>8,466,864</b>	<b>8,465,178</b>

#### (ii) Other income and gains

	Six months ended 30 June	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
<b>Other income</b>		
Government grants	67,423	44,207
Interest on bank deposits	5,307	4,220
Income from wealth management financial products	15,158	15,158
Dividend income from financial assets at fair value through profit or loss	597	—
Others	60,806	7,522
	<b>149,291</b>	<b>71,107</b>
<b>Gains</b>		
Fair value gains on investment properties	126,788	61,533
Gain on partial disposal of equity interests in an associate	7,933	—
Gain on disposal of financial assets at fair value through profit or loss	—	828
	<b>134,721</b>	<b>62,361</b>
<b>Total other income and gains</b>	<b>284,012</b>	<b>133,468</b>

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

## 4. PROFIT BEFORE TAX

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

	Six months ended 30 June	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Share of losses (profit) of associates	16,415	(3,052)
Share of losses of joint ventures	6,186	8,536
	<b>22,601</b>	<b>5,484</b>
Amount of inventories recognised as an expense	3,975,362	4,442,493
Depreciation of property, plant and equipment	47,850	62,342
Depreciation of right-of-use assets	67,906	66,215
Research and development costs <sup>1</sup>	327,300	338,501
Amortisation of other intangible assets <sup>1</sup>	29,465	26,055
Provisions for and write-off of obsolete inventories <sup>1</sup>	85,837	75,441
Impairment of accounts and bills receivables, other receivables and contract assets <sup>1</sup>	180,616	59,389
Reversal of impairment of finance lease receivables <sup>1</sup>	(307)	(17)
Loss on disposal of property, plant and equipment	3,764	1,540
Interest on bank loans and other loans	39,914	42,792
Interest on lease liabilities	5,491	6,355
Interest on other financial liabilities	25,034	21,087
Fair value loss on financial assets at fair value through profit or loss <sup>1</sup>	48,839	38,909
Net exchange loss <sup>1</sup>	11,829	3,072

<sup>1</sup> The net amount of these income or expenses are included in "Other expenses, net" in the condensed consolidated statement of profit or loss.

## 5. INCOME TAX EXPENSE

	Six months ended 30 June	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Current – People's Republic of China ("PRC")		
Enterprise income tax ("EIT")	17,555	19,626
Land appreciation tax ("LAT")	115	180
	<b>17,670</b>	<b>19,806</b>
Current – Hong Kong	95	–
Deferred tax	9,241	1,775
	<b>9,336</b>	<b>1,775</b>
Total tax charge for the period	<b>27,006</b>	<b>21,581</b>

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

## 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) Hong Kong Profits Tax is charged 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 2022 and 2021, 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 credit attributable to joint ventures of approximately HK\$1,013,000 (six months ended 30 June 2021: tax credit of HK\$3,007,000) and the share of tax charge attributable to the associates of approximately HK\$4,951,000 (six months ended 30 June 2021: HK\$7,281,000) are included in "Share of losses of associates and joint ventures", in the condensed consolidated statement of profit or loss.

## 6. DIVIDENDS

During the six months ended 30 June 2022, the shareholders of the Company ("Shareholders") approved the payment of a final dividend of HK13 cents per ordinary share in respect of the year ended 31 December 2021 (six months ended 30 June 2021: a final dividend of HK10 cents per ordinary share in respect of the year ended 31 December 2020) at the annual general meeting of the Company. The final dividend of approximately HK\$217,569,000 was paid on 25 July 2022 (six months ended 30 June 2021: approximately HK\$167,310,000).

Subsequent to the end of the reporting period, the directors of the Company declared an interim dividend of HK2.3 cents per ordinary share for the six months ended 30 June 2022, absorbing approximately HK\$38,493,000 (six months ended 30 June 2021: HK2 cents per ordinary share, absorbing approximately HK\$33,462,000) to the Shareholders. The interim dividend declared after the reporting period has not been recognised as liabilities in the unaudited condensed consolidated interim 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 2022 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 1,511,327,687 (six months ended 30 June 2021: 1,546,600,376) during the six months ended 30 June 2022.

The calculation of the diluted earnings per share is based on the profit for the six months ended 30 June 2022 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 2022 as used in the basic earnings per share calculation 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.

## Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

### 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	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
<b>Earnings</b>		
Profit for the period attributable to equity holders of the parent, used in the basic earnings per share calculation	221,733	220,223
Effect of dilutive potential ordinary shares of a subsidiary	(1,142)	(97)
<b>Earnings for the purpose of diluted earnings per share</b>	<b>220,591</b>	<b>220,126</b>
<b>Shares</b>		
	Number of shares	
	Six months ended 30 June 2022 (Unaudited)	2021 (Unaudited)
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	1,511,327,687	1,546,600,376
Effect of dilution potential ordinary shares: Share-based incentive schemes	4,686,768	6,576,329
<b>Weighted average number of shares during the period used in the diluted earnings per share calculation</b>	<b>1,516,014,455</b>	<b>1,553,176,705</b>

### 8. ACCOUNTS AND BILLS RECEIVABLES

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
<b>Receivables at amortised cost comprise:</b>		
Accounts and bills receivables	5,055,686	4,805,022
Less: loss allowance	(879,763)	(806,790)
<b>Total</b>	<b>4,175,923</b>	<b>3,998,232</b>

## Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

### 8. ACCOUNTS AND BILLS RECEIVABLES (CONTINUED)

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 from 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 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Within 30 days	1,506,395	2,066,132
31 to 60 days	177,566	242,055
61 to 90 days	67,343	66,196
91 to 180 days	660,722	396,320
181 to 360 days	881,605	402,158
Over 360 days	882,292	825,371
	<b>4,175,923</b>	<b>3,998,232</b>

Included in the Group's accounts and bills receivables as at 30 June 2022 are amounts due from joint ventures, associates and related companies of the Group of approximately HK\$47,246,000 (31 December 2021: HK\$52,682,000), HK\$7,760,000 (31 December 2021: HK\$3,713,000) and HK\$70,636,000 (31 December 2021: HK\$49,374,000), 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 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Within 30 days	1,570,608	2,472,567
31 to 60 days	511,537	515,005
61 to 90 days	315,528	67,013
Over 90 days	1,915,624	1,306,748
	<b>4,313,297</b>	<b>4,361,333</b>

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.

As at 30 June 2022, included in the Group's accounts and bills payables are amounts due to joint ventures, associates and related companies of the Group of approximately HK\$1,545,000 (31 December 2021: HK\$2,541,000), HK\$85,010,000 (31 December 2021: HK\$46,749,000) and HK\$160,275,000 (31 December 2021: HK\$38,568,000), respectively, which are repayable on credit terms similar to those obtained from the major suppliers of the Group.

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

## 10. SHARE CAPITAL

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Authorised:		
2,500,000,000 (31 December 2021: 2,500,000,000) ordinary shares of HK\$0.1 (31 December 2021: HK\$0.1) each	250,000	250,000
Issued and fully paid:		
1,673,607,386 (31 December 2021: 1,673,526,386) ordinary shares of HK\$0.1 (31 December 2021: HK\$0.1) each	167,361	167,353

A summary of the movements in the Company's issued share capital and share premium account during the six months ended 30 June 2022 and 2021 is as follows:

	Number of ordinary shares in issue	Issued capital HK\$'000	Share premium account HK\$'000	Total HK\$'000
At 1 January 2021	1,672,497,376	167,250	4,651,977	4,819,227
Exercise of share options (note a)	605,010	60	3,506	3,566
At 30 June 2021	1,673,102,386	167,310	4,655,483	4,822,793
At 1 January 2022	1,673,526,386	167,353	4,657,550	4,824,903
Exercise of share options (note b)	81,000	8	392	400
At 30 June 2022	1,673,607,386	167,361	4,657,942	4,825,303

Notes:

- (a) During the six months ended 30 June 2021, 605,010 share options were exercised at the exercise price of HK\$4.17 to HK\$4.818 per share. The total cash consideration received from the issuance of 605,010 shares was approximately HK\$2,800,000. An amount of HK\$766,000 was transferred from the employee share based compensation reserve to the share premium account upon the exercise of the share options.
- (b) During the six months ended 30 June 2022, 81,000 share options were exercised at the exercise price of HK\$4.04 to HK\$4.48 per share. The total cash consideration received from the issuance of 81,000 shares was approximately HK\$331,000. An amount of HK\$69,000 was transferred from the employee share based compensation reserve to the share premium account upon exercise of the share options.

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

## 11. COMMITMENTS

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Contracted, but not provided for, in the unaudited condensed consolidated interim financial statements:		
Capital contributions payable to joint ventures	31,142	32,187
Capital contributions payable to associates	23,985	29,680
Capital contributions payable to financial assets at fair value through other comprehensive income	502	519
	<b>55,629</b>	<b>62,386</b>

## 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	
		2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
	<i>Notes</i>		
<b>Transactions with joint ventures</b>			
Sales of IT products to joint ventures	(i)	—	1,271
Provision of IT services to joint ventures	(ii)	389	114
Interest income on loans from joint ventures	(v)	6,135	4,582
<b>Transactions with associates</b>			
Sales of IT products to associates	(i)	5,094	7,814
Provision of IT services to associates	(ii)	1,548	1,919
Purchase of IT products from associates	(iii)	916	—
Provision of IT services by associates	(ii)	153,966	116,945
Rental income from associates	(iv)	3,372	3,730
<b>Transactions with related companies (note (vi))</b>			
Sales of IT products to related companies	(i)	6,342	13,616
Provision of IT services to related companies	(ii)	264,656	249,816
Purchases of IT products from related companies	(iii)	240,343	187,125
Provision of IT services by related companies	(ii)	13,529	20,216
Rental income from related companies	(iv)	26,698	24,356

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2022

## 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 was as follows:

	Six months ended 30 June	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Short term employee benefits	6,322	6,316
Share-based compensation	26,453	16,590
Post-employment benefits	42	316
	<b>32,817</b>	<b>23,222</b>

The short term employee benefits and post-employment benefits as shown in the above table represent the consolidated total amount of benefits received by executive directors from the Group and Company, including the Group's subsidiary Digital China Information Service Company Ltd, as well as other subsidiaries of the Group. Furthermore, share-based compensation is not a cash payment to executive directors, but rather a non-cash item where the fair value of these options, per the relevant accounting treatment, has been recorded as a compensation here.

## 13. EVENTS AFTER THE REPORTING PERIOD

No significant event of the Group after the reporting period and up to the date of this report.



# Management Discussion and Analysis

As a big data technology enterprise with its vision of "Digitalizing China" since its establishment, the Group focuses on executing a big data business which includes robust capabilities in spatial-temporal data analytics, diverse suite of products and solutions, and strong focus in spatial-temporal big data and artificial intelligence technology, thereby providing its customers with a full range of big data software products and solutions. The results of this strategy and execution is particularly evident during the six months ended 30 June 2022 (the "Reporting Period" or "Period") where leveraging on the Group's deep knowledge in big data and artificial intelligence have yielded substantial results in our focus areas.

## 1. BUSINESS OPERATING PERFORMANCE AND METRICS

During the Reporting Period, whilst both the global and domestic economy remained turbulent with repeated COVID-19 outbreaks, the management team were able to navigate through the challenging environment and the Group's overall operations remained stable. During the Reporting Period, the Group's overall revenue amounted to approximately HK\$8.682 billion, gross profits amounted to approximately HK\$1.542 billion, and profits attributable to shareholders of the parent company amounted to approximately HK\$222 million. The Group has an abundant revenue backlog, with a signed but unsold amount of approximately HK\$7.177 billion.

### 1. Robust growth in core big data business, with revenues increasing 50% and gross profits increasing 56% compared to prior period

Driven by the Group's big data strategy as well as benefiting from government policy tailwinds, the Group's big data business was able to achieve rapid growth. Revenues from big data products and solutions amounted to approximately HK\$1.181 billion, representing a year-on-year increase of approximately 50% and gross profits amounted to approximately HK\$449 million, representing a year-on-year increase of approximately 56%.

During the Reporting Period, the Group's big data products were further enhanced where product gross profit margins reached 83%, representing a 16% increase compared to the corresponding period of 2021. The Group has added 143 software copyrights and patents during the Reporting Period, totaling to 2,392 intellectual properties. In addition to expanding the Group's own portfolio, the Group had also led and participated in the drafting and creation of industry standards covering data fusion, digital twin, smart cities and fintech.

In April 2022, Yan Cloud, the Group's flagship big data product that was awarded the First Prize of National Technological Invention Awards in 2019, was deployed in the Changchun Municipal Government to assist the government's epidemic prevention measures. Without any support from existing software and service suppliers, the related deployment work was completed within four hours, providing the government with accurate and efficient data analytics. Compared to traditional vendors and methods, the Group's deployment work time was more than ten times faster.

From the supply chain side, the Group focuses on quality customers where close cooperation could be fostered over long periods of time. One such example is Panasonic (China), who has been a customer for seven years. By utilizing our proprietary warehouse management systems, we were able to assist the customer in transitioning manual-centric processes to fully online and digital and thereby solving various legacy issues in order to improve operation quality and efficiency. In addition, via big data technology, we are able to empower our customers in a variety of industries including fast-moving consumer goods, e-commerce, lifestyle and others by providing data-driven order management and sales forecasting, assisting such customers in their business profitability.

For the financial sector, the Group's contracted business with Bank of Beijing, Bank of Ningbo, Bohai Bank, Zhongyuan Bank, and Shaanxi Rural Credit increased significantly year-on-year, and the Group has also been shortlisted for the R&D center framework design for Postal Savings Bank as well as software framework design of Bohai Bank. For the government tax departments, the Group has successfully built and currently operates a new data analytics platform for the State Administration of Tax, and also helped provincial tax bureaus in Beijing, Guangdong, Hainan, and Sichuan to build a large-scale big data platform system. For the agricultural sector, the Ministry of Agriculture and Rural Affairs' public database has been successfully deployed, establishing a first-mover advantage for the Group in various applications, and the Group has begun large-scale promotion and implementation of such applications in economically developed areas of provinces such as Jiangsu, having been awarded 13 projects across 5 provinces in total.

### 2. Significant improvement in customer retention, quality and acquisition, with revenue from Top 30 largest customers showing a compound annual growth rate of 79% as well as 20% increase in new customer acquisition count compared to prior period

The Group adheres to a customer-centric approach to capitalize on total customer life cycle value, improving its customer stickiness and increasing its customer share of wallet, whilst also pursuing quality customer acquisition. During the Reporting Period, the top 30 largest customers by revenue accounted for 47% of total revenues of the Group, with a compound annual growth rate of 79% over the past two years whilst the number of large customers (defined as customers whose annual revenue contribution to the Group exceed tens of millions RMB) also reached 120, representing a compound annual growth rate of 12%. Furthermore, supply chain customers continued to be a stable source of income for the Group, where net dollar retention saw 111% representing a quality, sticky base of customers. At the Group level, the total number of new customers on-boarded stood at 1,648, representing an increase of 20% compared to the corresponding period of 2021.

With a diverse customer base that is high in quality and large in number, the Group is able to maintain a leading position within the industry. During the Reporting Period, revenues from the core sectors of the Group, namely technology, financial, consumer and government accounted for 45%, 27%, 14% and 7% respectively. In terms of key customers, the Group continues to serve sector leaders such as China Mobile, China Unicom, Huawei, Xiaomi, Li Ning, Jiaoxia, Bank of China, and Bank of Beijing, providing the Group's customers with one-stop solutions and services. Such customers have a variety of needs and by relying on the Group's current product and offering suite, such needs can be met in an efficient manner which will in turn improve customer familiarity and dependency on the Group's services.

The Group is also pro-active in exploring new sectors for further growth and during the Reporting Period, the Group won several tenders for BYD Auto, in particular for supply chain related services, and the accumulated total tenders won exceeded the sum of 400 million RMB. With significant tailwinds for development of the renewable energy industry, the successful track record built from serving BYD, a leading enterprise in the renewable energy and electric vehicle sector, will help the Group to access more customers within the same industry.

### 3. Continuous business optimization, with big data products and solutions business contributing 14% of revenues and 29% of gross profits

Since the Group's renewed focus on its big data strategy in 2018, the Group has closely followed an established technology roadmap and executed differentiated business strategies in order to achieve the required milestones. This is particularly evident as the early fruits of labor have started to show through and during the Reporting Period, revenues from big data products and solutions amounted to approximately HK\$1.181 billion, representing 14% of total revenues of the Group (six months ended 30 June 2021: 9%) whilst software and operating services revenues and traditional revenues amounted to approximately HK\$2.761 billion and approximately HK\$4.817 billion respectively, representing 32% and 54% of total revenues of the Group respectively. In terms of gross profits, gross profit of big data products and solutions amounted to approximately HK\$449 million, representing 29% of total gross profit (six months ended 30 June 2021: 18%) whilst software and operating services and traditional services amounted to approximately HK\$500 million and approximately HK\$593 million respectively, representing 32% and 39% of total gross profits of the Group respectively.

While software and operating services as well as traditional services business provides the Group with a stable source of income and cash flow, it more importantly provides an avenue for the Group to deploy its big data products and solutions. By having a diverse base of customers, the Group has a natural advantage in new use case discovery and allows the Group to explore customer conversion opportunities from traditional services to big data. With the continuous and rapid increase in revenue and gross profits of the big data products and services business of the Group, it will bring about accelerated changes in the Group's overall business layout and profitability.

# Management Discussion and Analysis

## 2. CORE BUSINESS DEVELOPMENTS

During the Reporting Period, the Group's technological innovation in the digital economy industry was highly recognized, winning awards such as "#1 for 2022 Top 50 Digital Twin Solution Providers", "2022 Top Ten Outstanding Digital Economy Cases", "Digital Twin Service Industry Enterprise of the Year 2021" and "The 6th Golden Hong Kong Listed Enterprises Annual Best ESG Award". Recent business development aspects are set out below:

### 1. Big Data Products and Solutions

The big data products and solutions business provides big data software products centered on spatio-temporal big data and artificial intelligence, as well as data solutions for core application use cases such as smart cities, supply chain, and financial technology.

During the Reporting Period, the Group further strengthened its product offering which is centered on the three major product suites: Data Fabric, Data Hub and Digital Twin. Our flagship product, Yan Cloud Data-as-a-Service ("Yan Cloud") serves as the core component of our Data Fabric product suite, and Yan Cloud has the unique capability of enabling the process of data consolidation while not having any access of the original source code behind the application(s) and without support from the original application provider, all while ensuring minimal communication costs as well as short development cycles. This will feed into our Data Hub products which then allows the creation of a secure data network, integration of multi-source data points and governance of the whole data life-cycle, providing customers with comprehensive, safe and reliable data services for various use cases. The Digital Twin products then leverage on the Data Hub products and allow connectivity between the physical world with the digital, graphically mapping out data elements across time and space to allow an all-rounded comprehensive analysis capability and thereby allowing discovery of novel and innovative use cases.

By leveraging on over two decades of industry expertise, the Group has assimilated a vast and practical knowledge base which has been reflected in its diverse solution offering based on the actual pain points of its customers. Positioning itself as a city's "CTO", the Group is able to empower the digital development of cities across various phases including planning, construction, management, and servicing. Focusing on a "supply chain + big data + AIoT" approach, the Group assists its customers in optimizing supply chain efficiency and improve the customer's decision-making ability via its data-driven analysis and execution. The Group is able to deploy such solutions across various use cases including bank core distributed systems, agricultural-finance applications, bank-taxation applications, and digital RMB allowing the Group to be a reliable digital transformation partner to its customers.

### 2. Software and Operating Services

The Software and Operating Services business provides end-to-end data-enabled supply chain operating services, as well as software development, testing, operation and maintenance services utilizing cloud technology, automation and artificial intelligence. Such services provide important support for the continued roll-out of our big data products and solutions business.

During the Reporting Period, the Software and Operating Services business continues to strengthen its presence across cities, industries and customers by adopting a customer-centric approach, focusing on its customer's digital needs, improving its service quality and thereby improving its customer stickiness. The business continues to expand its service content and through being deeply rooted amongst cities and customers, it is able to serve as a customer channel for the deployment of the Group's big data products and solutions. Till date, the Group's customers are mainly within the technology, financial, consumer and government sectors. It is also actively expanding new sectors such as renewable energy and cross-border e-commerce services.

### 3. Traditional Services

The Traditional Services business segment focuses on system integration services to fulfil digital localization efforts in China. Systems integration is key to bringing together home-grown, proprietary technologies and providing enterprises operating in China with local solutions that are tailored towards the operating environment in China. Taking advantage of the Group's full-stack capabilities, e-commerce supply chain services as well as others such as ecosystem incubation, traditional services are an important channel to promote the implementation of the strategy.

### 3. CORE COMPETENCIES AND COMPETITIVE EDGE

#### 1. Novel approach to research and development by combining elements of innovation, industry and academia to form a technological moat

Research and development are core to the Group's continued development and are key to maintaining the Group's competitive edge. During the Reporting Period, the Group continued to accelerate investment in research and development around the topics of data life cycle management, data categorization, IoT management platforms, city "knowledge maps", as well as low-code visual editing ability for Digital Twin procuring the required source codes and intellectual properties throughout the process.

While following the big data development roadmap, the Group facilitated an efficient approach by first discovering new use cases, building proprietary products or solutions for the case, and via replication to other similar situations, increase its standardized product and solution suite. Through continuous repetition of the approach, the Group began to actively build out its product and solutions suite and began to have a more balanced approach to customization and standardization.

During the Reporting Period, the Group also promoted the establishment of research facilities such as the Digital China Future Cities Institute, Shangdi Big Data Research Institute and the New Power Digital Finance Research Institute, as well as creating investment vehicles such as the DC Innovation Incubation Fund and hosting two consecutive university-oriented "Hackathons". Through integrating different elements of industry ecosystems, academia and entrepreneurship, the Group was able to build a closed-loop between talent, technology, capital and use cases to form what represents core elements of the Group's research and development model.

#### 2. Leveraging on a vast customer ecosystem to increase diversity in use cases and situations, allowing for accelerated big data products and solutions deployment

The Group has had over two decades of experience serving supply chain, finance and government customers, covering over 10 central ministries, 300 cities in China and over one million enterprise customers including multiple Fortune 500 multinational companies, SOEs and notable private enterprises. The Group also possesses over 300 upstream supplier partners as well as over 30,000 downstream distribution channel partners. The Group has for nine consecutive years ranked first in supply chain sub-sectors such as I.T., communications and fast-moving consumer goods in China, and also ranked first for three consecutive years within the China enterprises amongst the IDC Global FinTech Top 100 list.

Through a long and distinguished service record covering a diverse set of industries, the Group has accumulated best-in-class customer service experience, has accumulated rich and deep industry insights, and has improved its big data service capabilities through helping its customers achieve digital transformation. Combining such expertise and practical experience with its technological strengths, the Group is able to maintain a leading position within the industry, and can aggregate various resources and capabilities within its customer ecosystem to provide a solid foundation for the rapid deployment of the Group's big data products and solutions business.

#### 3. Proven management team focused on curating an entrepreneurial culture within the Group to bring about accelerated growth

Since 2018, the Group's management team has leveraged their deep experience with multinational corporations as well as vast industry expertise to advocate a much flatter and more efficient organizational culture. Through continuously observing and cultivating outstanding young talent, combined with the introduction of industry experts and technical leaders, the Group has been able to optimize human capital costs and increase management efficiency, expanding its management team capabilities. The Group had also implemented virtual organizations such as the "Partner Program" and "DC Academy" to promote startup culture in bid to accelerate business deployment. The Group proceeded to execute its big data strategy and since then, was able to turn losses to profits with the most recent financial year 2021 recording profits attributable to Shareholders of approximately HK\$712 million, representing a cumulative annual growth rate of 68%.

### 4. MARKET OPPORTUNITY ANALYSIS AND BUSINESS OUTLOOK

#### 1. The era of the digital economy will create significant tailwinds for the big data industry, allowing the Group to leverage its core competitive edge in big data to capitalize on such growing demand for big data products and services

Whilst both the global and domestic economy remained turbulent with repeated COVID-19 outbreaks, the demand for big data products and services from governments and enterprises remains robust. Digitization has penetrated into all walks of life where related industries are constantly innovating, and the role of big data in both social and economic development continues to be prominent. In 2022, General Secretary Xi Jinping's 2nd directive was published, pointing out that the development of a digital economy is China's strategic choice to capitalize on new technological opportunities for industrial transformation. According to the "14th Five-Year Plan for Big Data Industry Development" issued by the Ministry of Industry and Information Technology of the People's Republic of China in November 2021, the annual compound growth rate of China's big data industry exceeded 30% during the previous "Five-Year Plan". By 2025, the estimated scale of the big data industry will exceed 3 trillion RMB, and the compound annual growth rate will remain at around 25%. The State Council also proposed a development goal of reaching 14 trillion RMB in the software and information technology service industry by 2025, pointing out that the value of data should be fully utilized, and that optimization of overall digital deployment should be prioritized in areas such as digital infrastructure to further enhance the digital transformation of industries. The proposal includes a series of key tasks revolving around accelerating and upgrading the digital transformation of enterprises, industrial parks and industrial sectors, enhancing the government's digital governance capabilities, and improving the level of data security. The subsequent roll-out of relevant government policies has demonstrated China's determination to make significant strides in the industry of big data, and also brought about major opportunities for the development of the Group's big data strategy.

#### 2. Focus on core capabilities, increase research and development investment, and optimize customer portfolio construction to drive gross profit improvement in the future

Facing unprecedented opportunities, the Group will leverage its vast channel capabilities via its software and operating services, as well as its traditional services, and continue to accelerate its big data strategy through constructing a more complete research and development system, strengthening its existing customer base whilst also acquiring new quality customers, optimizing its current customer portfolio, improving service quality and thereby increasing customer stickiness.

During the Reporting Period, the gross profit contribution from the Group's big data products and solutions business was approximately 29%, compared to less than 1% in 2018, reflecting the result of a consistent approach on focusing on core sectors and increasing product standardization. Looking forward, the Group will further enrich its product matrix, focus on core sectors, accelerate product standardization and increase gross profit margins in order to achieve quality growth in the Group's business, and strive to create greater value for its shareholders and society.

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

As at 30 June 2022, the outstanding unpaid principal of the WMP was approximately HK\$1,912 million (RMB1,632 million). The Group has obtained the right to proactively dispose of the ultimate underlying assets involved in the WMP and has set up disposal plans and specific action plans.

The Group pushed forward with the disposal of the real estate residential project (the amount of the principal and interest involved is approximately HK\$226 million (RMB193 million)) in accordance with the action plans. The asset restructuring procedure has been substantially completed. Following the completion of the transfer of the operation and management rights of the project, the Group will be able to recover the outstanding amount from the sale proceeds. Based on the current market value of the assets of the project, it is expected that the proceeds can fully cover the Group's claims in the project.

The remaining ultimate underlying assets of the WMP, which involves investments in a market and a commercial complex, amounts to approximately HK\$1,686 million (RMB1,439 million). In accordance with the realisation and repayment plans, certain supporting facilities in the properties have been upgraded with a view to improving the valuation in preparation for subsequent sale. At the same time, the Group had been actively negotiating the sale with interested parties. During the Reporting Period, the court has confirmed that the Group has management rights over assets of approximately HK\$478 million (RMB408 million), which provided legal basis for accelerating the asset realisation. The Group will continue to pursue execution according to the action plans. Further announcement will be made by the Company as and when appropriate in the event of any material development on the action plans.

Based on its judgment of the recoverable amount of the relevant ultimate underlying assets of the WMP and understanding of the progress of disposal of assets, the Company's management is of the view that the corresponding amount of the WMP as set out in the interim financial statements of the Group for the six months ended 30 June 2022 is reasonable and appropriate.

#### 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 approximately HK\$28,556 million as at 30 June 2022 which were financed by total liabilities of approximately HK\$14,213 million, non-controlling interests of approximately HK\$4,573 million and equity attributable to equity holders of the parent of approximately HK\$9,770 million. The Group's current ratio as at 30 June 2022 was 1.46 as compared to 1.46 as at 31 December 2021.

During the six months ended 30 June 2022, capital expenditure of approximately HK\$58 million was incurred mainly for the additions of property, plant and equipment and other intangible assets.

As at 30 June 2022, the Group had cash and bank balances of approximately HK\$2,243 million, of which approximately HK\$1,979 million were denominated in Renminbi.

The aggregate borrowings of the Group as a ratio of equity attributable to equity holders of the parent was 0.40 as at 30 June 2022 as compared to 0.39 at 31 December 2021. The computation of the said ratio was based on the total interest-bearing bank and other borrowings of approximately HK\$3,910 million (31 December 2021: approximately HK\$3,974 million) and equity attributable to equity holders of the parent of approximately HK\$9,770 million (31 December 2021: approximately HK\$10,159 million).

## Management Discussion and Analysis

As at 30 June 2022, the denomination of the interest-bearing bank and other borrowings of the Group were shown as follows:

	Denominated in United States dollars HK\$'000	Denominated in Hong Kong dollars HK\$'000	Denominated in Renminbi HK\$'000	Total HK\$'000
<b>Current</b>				
Interest-bearing bank borrowings, unsecured	348,496	300,000	335,221	983,717
Interest-bearing bank borrowings, secured	61,204	67,791	659,741	788,736
Other borrowings	—	—	50,967	50,967
	409,700	367,791	1,045,929	1,823,420
<b>Non-current</b>				
Interest-bearing bank borrowings, secured	—	35,490	2,050,959	2,086,449
<b>Total</b>	409,700	403,281	3,096,888	3,909,869

Certain of the Group's bank borrowings of:

1. Approximately HK\$2,162 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\$4,761 million as at 30 June 2022; and
2. Approximately HK\$562 million extended by financial institutions to certain subsidiaries of the Group were secured by pledge of 97,784,000 issued shares of Digital China Information Service Company Ltd., a non-wholly-owned subsidiary of the Company, directly held by a wholly-owned subsidiary of the Company, with an aggregate fair value of approximately HK\$1,292 million as at 30 June 2022.

Included in the Group's current and non-current bank borrowings of approximately HK\$219 million and HK\$2,086 million respectively are long-term loans repayable between 2022 and 2036. As at 30 June 2022, approximately HK\$1,483 million and HK\$2,427 million of the Group's bank borrowing were charged at fixed interest rates and floating interest rates respectively.

The total available bank credit facilities for the Group as at 30 June 2022 amounted to approximately HK\$14,080 million, of which approximately HK\$2,360 million were in long-term loan facilities, approximately HK\$6,479 million were in trade lines and approximately HK\$5,241 million were in short-term and revolving money market facilities. As at 30 June 2022, the total amount drawn down by the Group was approximately HK\$2,305 million in long-term loan facilities, approximately HK\$1,616 million in trade lines facility and approximately HK\$1,554 million in short-term and revolving money market facilities.

The Group has issued performance bonds in favour of certain of its customers in the usual and ordinary course of business as a security for the Group's performance of contracts with the 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

As at 30 June 2022, the Group did not have material contingent liabilities.

### Commitments

Details of the Group's commitment as at 30 June 2022 are set out in note 11 to the unaudited condensed consolidated interim financial statements.

### Human Resources and Remuneration Policy

As at 30 June 2022, the Group had 14,596 (30 June 2021: 14,142) 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 an increase by 13% in staff costs of approximately HK\$1,694 million for the six months ended 30 June 2022 as compared to approximately HK\$1,504 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	Net proceeds HK\$'million	Utilised	Actual application	Un-utilised	Expected to be
		amount as at 1 January 2022 HK\$'million	during the six months ended 30 June 2022 HK\$'million	amount as at 30 June 2022 HK\$'million	utilised by 30 June 2023 HK\$'million
(i) Financing the Healthcare Big Data Investment or any other potential investments and acquisitions as and when any suitable opportunity is identified (Note)	782	(488)	—	294	294
(ii) Repayment of debt and interest expenses					
(a) Repayment of principal and interest expenses to Bank of Jiangsu Co., Ltd. (江蘇銀行股份有限公司) due in October 2017	183	(183)	—	—	—
(b) Repayment of principal and interest expenses to Western Securities Co., Ltd. (西部證券股份有限公司) due in October 2017	286	(286)	—	—	—
(iii) General working capital purposes	84	(84)	—	—	—
<b>Total</b>	<b>1,335</b>	<b>(1,041)</b>	<b>—</b>	<b>294</b>	<b>294</b>

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.



## Management Discussion and Analysis

The Company does not have any intention to change the intended use of the Net Proceeds as set out in the Rights Issue prospectus dated 23 August 2017, and will gradually utilise the un-utilised amount of the Net Proceeds in accordance with the intended purpose mentioned above. As at 30 June 2022, an aggregate of approximately HK\$1,041 million of the Net Proceeds has been utilised.

As at 30 June 2022, the un-utilised Net Proceeds from the Rights Issue amounted to approximately HK\$294 million. In 2022, due to the impact of the COVID-19 pandemic, the investment atmosphere was relatively sluggish, and the management of the Company became more cautious in mergers and acquisitions. Therefore, the un-utilised Net Proceeds had not been utilised in full as at 30 June 2022. 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 2023.

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, 31 December 2020 and 31 December 2021 of the Company.

# Other Information

## INTERIM DIVIDEND

The Board has declared an interim dividend of HK2.3 cents per ordinary share for the six months ended 30 June 2022 ("Interim Dividend") (for the six months ended 30 June 2021: HK2 cents per ordinary share) to the Shareholders whose names appear on the register of members of the Company on Monday, 19 September 2022. The Interim Dividend will be payable on or about Thursday, 13 October 2022.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 19 September 2022 to Thursday, 22 September 2022, both days inclusive for ascertaining Shareholders' entitlement to the Interim Dividend. No transfer of Shares will be registered during the period. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 16 September 2022 for registration.

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

As at 30 June 2022, 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 7)
GUO Wei	Beneficial owner and interests of controlled corporations	98,411,707	159,186,857 (Note 2)	94,116,974 (Note 3&4)	351,715,538	21.02
LIN Yang	Beneficial owner	3,571,734	—	15,116,974 (Note 3&4)	18,688,708	1.12
WONG Man Chung, Francis	Beneficial owner	370,000 (Note 5)	—	2,000,000 (Note 4)	2,370,000	0.14
NI Hong (Hope)	Beneficial owner	100,000 (Note 5)	—	2,000,000 (Note 4)	2,100,000	0.13
LIU Yu, John	Beneficial owner	100,000 (Note 5)	—	2,000,000 (Note 4)	2,100,000	0.13
KING William	Beneficial owner	100,000 (Note 5)	—	2,000,000 (Note 4)	2,100,000	0.13
CHEN Timothy Yung-cheng	Beneficial owner	—	—	1,000,000 (Note 6)	1,000,000	0.06

## Other Information

Notes:

1. All of the interests disclosed herein represent long position in the Shares.
2. These 159,186,857 Shares were beneficially held by Mr. GUO Wei's controlled corporations, Kosalaki Investments Limited ("KIL") and Digital China Group Co., Ltd. (神州數碼集團股份有限公司) ("DCG") (listed on the Shenzhen Stock Exchange) and its subsidiaries. Mr. GUO Wei is the controlling shareholder and a director of KIL, and is a substantial shareholder and also a director of DCG. Therefore, Mr. GUO Wei was deemed to be interested in the Shares in which such controlled corporations were interested.
3. On 25 January 2017, the 12,500,000 share options granted to each of Mr. GUO Wei and Mr. LIN Yang were adjusted to 13,116,974 share options as a result of the completion of rights issue on 18 September 2017. 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 13 July 2020, 81,000,000 share options were granted to Mr. GUO Wei and 2,000,000 share options were granted to each of Mr. LIN Yang, Mr. WONG Man Chung, Francis, Miss NI Hong (Hope), Dr. LIU Yun, John, and Mr. KING William. These share options are exercisable from the date of satisfaction of certain conditions stated in the offer letter dated 13 July 2020 to 12 July 2028 and exercise price is HK\$6.60 per Share for subscription of ordinary shares of the Company.
5. On 2 June 2020, 100,000 shares were granted to each of Mr. WONG Man Chung, Francis, Miss NI Hong (Hope), Dr. LIU Yun, John and Mr. KING William under the restricted share award scheme of the Company and were vested in January 2021 pursuant to the terms and conditions of the scheme.
6. On 16 July 2021, 1,000,000 share options were granted to Mr. CHEN Timothy Yung-cheng. These share options are exercisable from the date of satisfaction of certain conditions stated in the offer letter dated 16 July 2021 to 15 July 2029 and exercise price is HK\$4.82 per Share for subscription of ordinary shares of the Company.
7. 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, as at 30 June 2022, 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

As at 30 June 2022, 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 of the Company 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 8)
Kosalaki Investments Limited	Beneficial owner	100,778,857 (Note 2)	6.02
Dragon City International Investment Limited	Beneficial owner	187,578,500	11.22
YIP Chi Yu	Interest of a controlled corporation/Interest of spouse	187,578,500/2,325 (Note 3)	11.22
HUANG Shaokang	Beneficial owner/Interest of spouse	2,325/187,578,500 (Note 4)	11.22
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	331,201,928 (Note 5(a))	19.80
Guangzhou City Investment Co., Ltd.* (廣州市城投投資有限公司) ("GZ Investment")	Interests of controlled corporations	331,201,928 (Note 5(b))	19.80
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")	Interest of a controlled corporation	299,760,000 (Note 5(c))	17.92
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	299,760,000 (Note 5(d))	17.92
Guangzhou Radio Group Co., Ltd.* (廣州無線電集團有限公司) ("Guangzhou Radio Group")	Interests of controlled corporations	181,120,250 (Note 6)	10.83
GRG Banking Equipment Co., Ltd.* (廣州廣電連通金融電子股份有限公司) ("GRG Banking Corp.")	Interests of controlled corporations	181,120,250 (Note 7)	10.83
Law Debenture Trust (Asia) Limited as Trustee of Digital China Holdings Limited's Restricted Share Award Scheme Trust	Trustee	160,986,632	9.62

## Other Information

### Notes:

1. All of the interests disclosed herein represent long position in the Shares.
2. Mr. GUO Wei, a director of the Company, is the controlling shareholder and a director of KIL. The Shares registered in the name of KIL was also disclosed as the interest of Mr. Guo in the section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above.
3. Dragon City International Investment Limited ("**Dragon City**") is controlled by Ms. YIP Chi Yu and Mr. HUANG Shaokang is the spouse of Ms. YIP Chi Yu. By virtue of the SFO, Ms. Yip was deemed to be interested in the Shares in which Dragon City and Mr. Huang was interested.
4. Mr. HUANG Shaokang is the spouse of Ms. YIP Chi Yu. By virtue of the SFO, Mr. Huang was deemed to be interested in the Shares in which Ms. YIP Chi Yu was interested.
5.
  - (a) Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GZ Infrastructure, on 28 January 2021, GZ Infrastructure was interested in 331,201,928 Shares in aggregate, of which, 299,760,000 Shares were held by GZ Jiazi and 31,441,928 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., (廣州產業投資基金管理有限公司) ("**GZ Industry Fund**") which is wholly-owned by GZ Infrastructure. By virtue of the SFO, GZ Infrastructure was deemed to be interested in the Shares in which GZ Jiazi and Suitong HK were interested.
  - (b) Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GZ Investment, on 28 January 2021, GZ Investment was interested in 331,201,928 Shares in aggregate, of which, 299,760,000 Shares were held by GZ Jiazi and 31,441,928 Shares were held by Suitong HK. By virtue of the SFO, GZ Investment was deemed to be interested in the Shares in which GZ Jiazi and Suitong HK were interested.
  - (c) Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GZ Jiapeng, on 28 January 2021, GZ Jiapeng was interested in the Shares in which GZ Jiazi was interested by virtue of the SFO.
  - (d) Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GZ Jiazi, on 28 January 2021, GZ Jiazi was beneficially interested in 299,760,000 Shares.
6. Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by Guangzhou Radio Group, on 16 February 2021, GRG Banking Corp., a company listed on The Shenzhen Stock Exchange, owned as to 52.96% by Guangzhou Radio Group, was interested in 181,120,250 Shares.
7. Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GRG Banking Corp. on 16 February 2021, GRG Banking Corp. was interested in 181,120,250 Shares of which 7,078,000 Shares were held by GRG Banking Equipment (HK) Co., Limited (廣電運通國際有限公司) which is wholly-owned by GRG Banking Corp.
8. 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.
- \* The English name of the company is a direct transliteration of its Chinese registered name.

Save as disclosed above, as at 30 June 2022, the Company had not been notified by any persons and corporations 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.

## 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 2011 Share Option Scheme seek to recognise and acknowledge the contributions or potential contributions made or to be made by the qualified persons to the Group, to motivate the qualified persons to optimise their performance and efficiency for the benefit of the Group, and to maintain or attract business relationships with the qualified persons whose contributions are or may be beneficial to the growth of the Group.

The 2011 Share Option Scheme has life span of ten years and has expired on 14 August 2021. Since then, no further share options can be granted. However, the period during which an option may be exercised in accordance with the terms of the 2011 Share Option Scheme shall be the period set out in the relevant offer letter, provided that such period must expire on the date falling on the tenth anniversary of the offer date.

The following table shows the movements in the share options under the 2011 Share Option Scheme during the six months ended 30 June 2022 and the outstanding share options at the beginning and end of the period:

Grantee	Number of share options					Outstanding as at 30/6/2022	Exercise price per share HK\$	Closing price immediately before the date of grant HK\$	Date of grant	Vesting period and exercisable period	
	Outstanding as at 1/1/2022	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period						
<b>Directors</b>											
GUO Wei	13,116,974	-	-	-	-	13,116,974	6.394	6.73	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
	81,000,000	-	-	-	-	81,000,000	6.60	6.54	13/7/2020	(iv)	(v)
LIN Yang	13,116,974	-	-	-	-	13,116,974	6.394	6.73	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
	2,000,000	-	-	-	-	2,000,000	6.60	6.54	13/7/2020	(iv)	(v)
WONG Man Chung, Francis	2,000,000	-	-	-	-	2,000,000	6.60	6.54	13/7/2020	(iv)	(v)
NI Hong (Hope)	2,000,000	-	-	-	-	2,000,000	6.60	6.54	13/7/2020	(iv)	(v)
LIU Yun, John	2,000,000	-	-	-	-	2,000,000	6.60	6.54	13/7/2020	(iv)	(v)
KING William	2,000,000	-	-	-	-	2,000,000	6.60	6.54	13/7/2020	(iv)	(v)
CHEN Timothy Yung-cheng	1,000,000	-	-	-	-	1,000,000	4.82	4.81	16/7/2021	(vi)	(vii)
Employees	5,981,340	-	-	-	-	5,981,340	6.394	6.73	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
Employees	1,999,000	-	-	-	-	1,999,000	4.818	4.87	21/5/2018	21/5/2019-20/5/2026	(iii)
Employees	5,003,600	-	-	-	(120,000)	4,883,600	4.32	4.26	28/3/2019	28/3/2020-27/3/2027	(iii)
Employees	2,180,000	-	(60,000)	-	(120,000)	2,000,000	4.04	3.95	2/9/2019	2/9/2020-1/9/2027	(iii)
Employees	5,494,990	-	(19,000)	-	(300,000)	5,175,990	4.17	4.16	27/4/2020	27/4/2021-26/4/2028	(iii)
Employees	2,020,000	-	(2,000)	-	(549,000)	1,469,000	4.48	4.27	11/6/2020	11/6/2021-10/6/2028	(iii)
Employees	13,000,000	-	-	-	(600,000)	12,400,000	6.60	6.54	13/7/2020	(iv)	(v)
Employees	1,670,000	-	-	-	(30,000)	1,640,000	6.60	6.54	13/7/2020	13/7/2021-12/7/2028	(iii)
Employees	6,350,000	-	-	-	(890,000)	5,460,000	5.44	5.37	31/3/2021	31/3/2022-30/3/2029	(iii)
Other participants	1,000,000	-	-	-	-	1,000,000	5.44	5.37	31/3/2021	(viii)	(viii)
Employees	6,759,000	-	-	-	(120,000)	6,639,000	4.48	4.10	28/7/2021	28/7/2022-27/7/2029	(iii)
Other participants	1,000,000	-	-	-	-	1,000,000	4.48	4.10	28/7/2021	(ix)	(ix)
In aggregate	170,691,878	-	(81,000)	-	(2,729,000)	167,881,878					

## Other Information

The following table sets forth the movements in the share options granted under the 2011 Share Option Scheme (by each class of grantees) during the six months ended 30 June 2022 and the outstanding share options at the beginning and end of the period:

Class of grantees	Number of share options					Outstanding as at 30 June 2022
	Outstanding as at 1 January 2022	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
Directors	118,233,948	—	—	—	—	118,233,948
Employees	50,457,930	—	(81,000)	—	(2,729,000)	47,647,930
<b>Sub-total</b>	<b>168,691,878</b>	<b>—</b>	<b>(81,000)</b>	<b>—</b>	<b>(2,729,000)</b>	<b>165,881,878</b>
<b>Other participants</b>	<b>2,000,000</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>2,000,000</b>
<b>Total</b>	<b>170,691,878</b>	<b>—</b>	<b>(81,000)</b>	<b>—</b>	<b>(2,729,000)</b>	<b>167,881,878</b>

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 under the 2011 Share Option Scheme, and the numbers of outstanding share options were adjusted accordingly.
- (ii) All options granted under the 2011 Share Option Scheme are immediately vested upon grant and are exercisable in whole or in part at anytime during the exercisable period.
- (iii) The options granted under the 2011 Share Option Scheme 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.
- (iv) Exercisable period is from the date of satisfaction of certain conditions to 12 July 2028. Details of the conditions please refer to Note (v).
- (v) The vesting and exercise of the share options shall be conditional upon satisfaction of, among others, certain performance conditions (including, among others, key performance indicators, profit performance target(s) and/or individual results performance target etc.) for the year ended 31 December 2020 and 2021 and the year ending 31 December 2022 as set out in the respective granting document (if any) and the following conditions:
  - (a) the Group's audited net profit after tax (before share-based payment expenses) and deduction of net profit after tax attributable to non-controlling interests for the financial year ended 31 December 2020 based on the audited consolidated financial statements of the Company amounted to HK\$500 million or above (the "**Condition (a)**"), in which case one third of the share options shall vest and become exercisable on the relevant vesting date as mentioned below;
  - (b) the Group's audited net profit after tax (before share-based payment expenses) and deduction of net profit after tax attributable to non-controlling interests for the financial year ended 31 December 2021 based on the audited consolidated financial statements of the Company amounted to HK\$800 million or above (the "**Condition (b)**"), in which case one third of the share options shall vest and become exercisable on the relevant vesting date as mentioned below; or
  - (c) the Group's audited net profit after tax (before share-based payment expenses) and deduction of net profit after tax attributable to non-controlling interests for the financial year ending 31 December 2022 based on the audited consolidated financial statements of the Company amounts to HK\$1.2 billion or above (the "**Condition (c)**"), in which case one third of the share options shall vest and become exercisable on the relevant vesting date as mentioned below.

The vesting of the relevant portion of the share options upon satisfaction of Condition (a), Condition (b) and Condition (c) shall take place on the date on which the relevant date of issue of the audited consolidated financial statements of the Company for the financial year ended 31 December 2020 and 2021 and the year ending 31 December 2022, respectively. As Condition (a) and (b) was satisfied, the relevant portion of the share options was vested on the respective relevant dates accordingly.
- (vi) Exercise period is from the date of satisfaction of certain conditions to 15 July 2029. Details of the conditions please refer to note (vii).

- (vii) The vesting and exercise of the share options shall be conditional upon satisfaction of, among others, certain performance conditions (including, among others, key performance indicators, profit performance target(s) and/or individual results performance target etc.) for the year ended 31 December 2021 and the year ending 31 December 2022 as set out in the granting document (if any) and the following conditions:
- (a) the Group's audited net profit after tax (before share-based payment expenses) and deduction of net profit after tax attributable to non-controlling interests for the financial year ended 31 December 2021 based on the audited consolidated financial statements of the Company amounted to HK\$800 million or above (the "Condition (a)"), in which case half of the share options shall vest and become exercisable on the relevant vesting date as mentioned below; or
- (b) the Group's audited net profit after tax (before share-based payment expenses) and deduction of net profit after tax attributable to non-controlling interests for the financial year ending 31 December 2022 based on the audited consolidated financial statements of the Company amounts to HK\$1.2 billion or above (the "Condition (b)"), in which case half of the share options shall vest and become exercisable on the relevant vesting date as mentioned below.
- The vesting of the relevant portion of the share options upon satisfaction of Condition (a) and Condition (b) shall take place on the date on which the relevant date of issue of the audited consolidated financial statements of the Company for the financial year ended 31 December 2021 and the year ending 31 December 2022, respectively. As Condition (a) was satisfied, the relevant portion of the Share options was vested on the relevant date.
- (viii) The vesting and exercise of the share options shall be conditional upon satisfaction of, among others, certain performance conditions (including, among others, key performance indicators, profit performance target(s) and/or individual results performance target etc.) as set out in the respective granting document. Therefore, exercisable period is from the date of satisfaction of these conditions to 30 March 2029.
- (ix) The vesting and exercise of the share options shall be conditional upon satisfaction of, among others, certain performance conditions (including, among others, key performance indicators, profit performance target(s) and/or individual results performance target etc.) as set out in the respective granting document. Therefore, exercisable period is from the date of satisfaction of these conditions to 27 July 2029.

The fair value of the share options granted under the 2011 Share Option Scheme for the six months ended 30 June 2022 was HK\$nil (six months ended 30 June 2021: HK\$11,754,000) of which HK\$14,365,000 (six months ended 30 June 2021: HK\$26,084,000) was recognised as share option expenses.

The fair values of share options granted under the 2011 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. No share option was granted during the six months ended 30 June 2022. The following table lists the inputs to the model used:

Granted during the six months ended 30 June	2022	2021
Exercise price (HK\$ per share)	—	5.44
Dividend yield (%)	—	2.60 per annum
Expected volatility (%)	—	36.8 per annum
Expected life (year)	—	8
Risk-free interest rate (%)	—	1.19 per annum
Weighted average share price (HK\$ per Share)	—	5.44

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.



## Other Information

### (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), employees or consultants 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.

During the six months ended 30 June 2022, the trustee of the RSA Scheme purchased 6,539,000 Shares (six months ended 30 June 2021: 37,491,000 Shares) at a total cost (including related transaction costs) of approximately HK\$27,217,000 (six months ended 30 June 2021: HK\$216,500,000) and a total of 4,343,000 RSUs (six months ended 30 June 2021: 4,497,000 RSUs) were granted to the Participants on 30 June 2022 in order to motivate them to work for the Group. The closing price of the Shares immediately before the date of grant of the RSUs (i.e. 29 June 2022) was HK\$3.95 (six months ended 30 June 2021: HK\$5.37 (i.e. 30 March 2021) and HK\$6.03 (i.e. 21 April 2021)). 1,243,000 RSUs (six months ended 30 June 2021: 660,000 RSUs) were vested, no RSUs (six months ended 30 June 2021: Nil RSUs) were cancelled and 246,000 RSUs (six months ended 30 June 2021: 302,000 RSUs) were lapsed during the Reporting Period.

During the six months ended 30 June 2022, the Group recognised expenses of HK\$1,580,000 (six months ended 30 June 2021: HK\$4,047,000) in relation to RSUs granted by the Company in the unaudited condensed consolidated statement of profit or loss.

### (C) Share Option Incentive Scheme of Digital China Information Service Company Ltd. ("DCITS")

The respective shareholders of the Company and DCITS approved the adoption of a share option incentive scheme (the "DCITS Share Option Incentive Scheme") on 10 September 2019 and 16 September 2019 respectively. For details of the DCITS Share Option Incentive Scheme, please refer to the Company's announcement dated 23 April 2019 and the Company's circular dated 10 May 2019.

The following table shows the movements in the share options under DCITS Share Option Incentive Scheme during the six months ended 30 June 2022 and the outstanding share options at the beginning and end of the period:

Grantee	Number of the share options					Outstanding as at 30/6/2022	Exercise price per share RMB	Closing price immediately before the date of grant RMB	Date of grant	Exercisable period (Note (i))
	Outstanding as at 1/1/2022	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period					
DCITS director	–	–	–	–	–	–	–	–	–	–
DCITS employees	10,110,000	–	(3,909,285)	–	(232,300)	5,968,415	12.76	13.01	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 (ii))

Notes:

- (i) The vesting period of the share options is from the date of grant until the vesting of the share options under the DCITS Share Option Incentive Scheme.
- (ii) Subject to the fulfillment of the conditions for exercising the share options under the DCITS 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:

## Other Information

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 share 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 share options granted was incorporated into the measurement of fair value.

The binomial model has been used to estimate the fair value of the share options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of a share option varies with different variables of certain subjective assumptions.

During the six months ended 30 June 2022, the Group recognised the total expenses of HK\$ nil (for the six months ended 30 June 2021: HK\$4,328,000) in relation to share options granted by DCITS. Pursuant to the rules of the DCITS Share Option Incentive Scheme, no payment is payable by the grantee on application or acceptance of the share option granted thereunder.

## Other Information

### (D) *Restricted Share Incentive Scheme of DCITS*

The shareholders of DCITS approved the adoption of a restricted share incentive scheme (the "DCITS Restricted Share Incentive Scheme") on 16 September 2019. For details of the DCITS Restricted Share Incentive Scheme, please refer to the Company's announcement dated 23 April 2019.

The underlying shares of the DCITS Restricted Share Incentive Scheme shall be the A ordinary shares to be issued by DCITS to the participants of the DCITS Restricted Share Incentive Scheme in accordance with the rules of the scheme.

During the Reporting Period, no restricted share was granted, vested, cancelled, lapsed or outstanding under the DCITS Restricted Share Incentive Scheme.

During the six months ended 30 June 2022, the Group recognised the total expenses of HK\$ nil (for the six months ended 30 June 2021: HK\$2,848,000) in relation to restricted shares granted by DCITS.

## 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 during the Reporting Period and up to the date of this report are set out as below:

Name of Director	Details of Changes
Mr. WONG Man Chung, Francis	– Resigned as independent non-executive Director, member of the Audit Committee and the Strategy and Investment Committee of GCL Technology Holdings Limited (formerly known as GCL-Poly Energy Holdings Limited (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited)) with effect from 31 May 2022
Miss NI Hong (Hope)	– Appointed as independent non-executive Director, member of the Audit Committee and Compensation Committee and Chairwoman of the Nominating and Corporate Governance Committee of Zhihu.Inc (a company listed on NASDAQ and Main Board of The Stock Exchange of Hong Kong Limited) with effect from 22 April 2022
	– Retired as non-executive Director of Cogobuy Group (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited) with effect from 10 June 2022
Mr. CHEN Timothy Yung-cheng	– Resigned as independent non-executive Director, member of the Compensation Committee and Commercial and Medical Affairs Advisory Committee of BeiGene, Ltd., (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited) with effect from 22 June 2022
Dr. LIU Yun, John	– Resigned as the CEO of Shenzhen Afiniti Technology Co. Ltd. with effect from 21 April 2022
Mr. ZENG Shuigen	– Appointed as the vice general manager of Guangzhou Smart City Investment Operation Co. Ltd. with effect from 16 January 2022
Mr. PENG Jing	– Resigned as the non-executive Director of the Company with effect from 30 August 2022
Ms. CONG Shan	– Appointed as the non-executive Director of the Company with effect from 30 August 2022

## COMPLIANCE WITH THE MODEL CODE

The Company has adopted the "Model Code for Securities Transactions by Directors of Listed Issuers" contained in Appendix 10 to the Listing Rules (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 2022.

## REVIEW BY AUDIT COMMITTEE

The audit committee of the Company (the "**Audit Committee**") currently comprises three independent non-executive Directors, namely Mr. WONG Man Chung, Francis (who is the Chairman of the Audit Committee), Miss. NI Hong (Hope) and Mr. KING William. The Audit Committee has reviewed the unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2022 and discussed with the senior management of the Company on their respective findings, the accounting treatment, principles and practices adopted by the Group, legal and regulatory compliance, as well as other auditing, internal control, risk management and financial reporting matters. The Audit Committee did not have any disagreement on the accounting treatment adopted by the Group in its unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2022.

## CORPORATE GOVERNANCE

The Company has complied with the code provisions (the "**Code Provision(s)**") set out in Part 2 of the "Corporate Governance Code" contained in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2022, except the following deviations from certain Code Provisions with considered reasons as given below:

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

Mr. GUO Wei, the Chairman of 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.

2. Code Provision B.2.2 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 of the Company adopted on 11 June 2018, 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, save that 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.

## Other Information

3. Code Provision C.3.3 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 any of its 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/or currently hold or 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 2022, 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 2022.

By Order of the Board

**GUO Wei**

*Chairman and Chief Executive Officer*

Hong Kong, 30 August 2022

Website: [www.dcholdings.com](http://www.dcholdings.com)



[www.dcholdings.com](http://www.dcholdings.com)



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  
民國一〇一年一月一日至一〇一年六月三十日、民國一〇〇一年一月一日至一〇〇一年六月三十日

單位：新台幣仟元，惟每股盈餘為元

代碼	項目	一〇一年一月一日至一〇一年六月三十日					一〇〇一年一月一日至一〇〇一年六月三十日				
		依香港財務報告會計準則編製金額	%	調節金額 增(減)	依IFRSs編製金額	%	依香港財務報告會計準則編製金額	%	調節金額 增(減)	依IFRSs編製金額	%
4000	營業收入	32,921,219	100.00%	-	32,921,219	100.00%	32,888,616	100.00%	-	32,888,616	100.00%
5000	營業成本	(27,073,868)	(82.24%)	(325,494)	(27,399,362)	(83.23%)	(26,763,231)	(81.38%)	(286,072)	(27,049,303)	(82.25%)
5950	營業毛利	5,847,351	17.76%	(325,494)	5,521,857	16.77%	6,125,385	18.62%	(286,072)	5,839,313	17.75%
	營業費用										
6100	推銷費用	(1,738,139)	(5.28%)	-	(1,738,139)	(5.28%)	(2,210,523)	(6.72%)	-	(2,210,523)	(6.72%)
6200	管理費用	(740,210)	(2.25%)	(190,939)	(931,149)	(2.83%)	(850,857)	(2.59%)	(196,399)	(1,047,256)	(3.18%)
6400	其他費用	(2,108,253)	(6.40%)	325,494	(1,782,759)	(5.42%)	(1,819,891)	(5.53%)	286,072	(1,533,819)	(4.66%)
6450	預期信用減損損失(利益)	(683,732)	(2.08%)	-	(683,732)	(2.08%)	(225,139)	(0.68%)	-	(225,139)	(0.68%)
6000	營業費用合計	(5,270,334)	(16.01%)	134,555	(5,135,779)	(15.61%)	(5,106,410)	(15.52%)	89,673	(5,016,737)	(15.24%)
6900	營業利益	577,017	1.75%	(190,939)	386,078	1.16%	1,018,975	3.10%	(196,399)	822,576	2.51%
	營業外收入及支出										
7010	其他收入	566,112	1.72%	-	566,112	1.72%	269,638	0.82%	-	269,638	0.82%
7020	其他利益及損失	510,882	1.55%	(495,053)	15,809	0.05%	236,473	0.72%	(239,173)	(2,700)	(0.01%)
7050	財務成本	(267,105)	(0.81%)	-	(267,105)	(0.81%)	(266,328)	(0.81%)	-	(266,328)	(0.81%)
7060	採用權益法之關聯企業及合資損益之份額	(85,703)	(0.26%)	-	(85,703)	(0.26%)	(20,795)	(0.06%)	-	(20,795)	(0.06%)
7000	營業外收入及支出合計	724,166	2.20%	(495,053)	229,113	0.70%	218,988	0.67%	(239,173)	(20,185)	(0.06%)
7900	稅前淨利(淨損)	1,301,183	3.95%	(685,992)	615,191	1.86%	1,237,963	3.77%	(435,572)	802,391	2.45%
7950	所得稅費用(利益)	(102,407)	(0.31%)	166,037	63,630	0.19%	(81,835)	(0.25%)	104,524	22,689	0.07%
8000	繼續營業單位之本期淨利(損)	1,198,776	3.64%	(519,955)	678,821	2.05%	1,156,128	3.52%	(331,048)	825,080	2.52%
8100	停業單位損益(稅後淨額)										
8200	本期淨利(淨損)	1,198,776	3.64%	(519,955)	678,821	2.05%	1,156,128	3.52%	(331,048)	825,080	2.52%
	不可能重分類至損益之項目										
8312	重估增值	-	-	-	-	-	-	-	-	-	-
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	(263,483)	(0.80%)	-	(263,483)	(0.80%)	5,703	0.02%	-	5,703	0.02%
8349	與不重分類之項目相關之所得稅	43,054	0.13%	-	43,054	0.13%	(732)	-	-	(732)	-
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	(1,823,341)	(5.54%)	-	(1,823,341)	(5.54%)	660,953	2.01%	-	660,953	2.01%
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	(14,702)	(0.04%)	-	(14,702)	(0.04%)	6,556	0.02%	-	6,556	0.02%
8300	本期其他綜合損益	(2,058,472)	(6.25%)	-	(2,058,472)	(6.25%)	672,480	2.05%	-	672,480	2.05%
8500	本期綜合損益總額	(859,696)	(2.61%)	(519,955)	(1,379,651)	(4.20%)	1,828,608	5.57%	(331,048)	1,497,560	4.57%
	淨利(損)歸屬於：										
8610	母公司業主淨利(損)										
8620	非控制權益淨利(損)										
8700	綜合損益總額歸屬於：										
8710	母公司業主綜合利益(損失)	(594,320)	(1.81%)	(519,955)	(1,114,275)	(3.38%)	1,307,880	3.98%	(331,048)	976,832	2.97%
8720	非控制權益綜合利益(損失)	(265,376)	(0.81%)	-	(265,376)	(0.81%)	520,728	1.58%	-	520,728	1.58%
9750	基本每股盈餘(新台幣元)										
9710	本期淨利(淨損)	0.56			0.21		0.54			0.33	
9850	稀釋每股盈餘(新台幣元)										
9810	本期淨利(淨損)	0.56			0.21		0.54			0.33	



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  
民國一〇一年一月一日至一〇一年六月三十日、民國一〇〇一年一月一日至一〇〇一年六月三十日

單位：新台幣仟元

代碼	項目	一〇一年一月一日至一〇一年六月三十日			一〇〇一年一月一日至一〇〇一年六月三十日		
		依香港財務報告會計準則編製金額	調整金額 增(減)	依IFRSs 編製金額	依香港財務報告會計準則編製金額	調整金額 增(減)	依IFRSs 編製金額
<b>營業活動之現金流量：</b>							
A10000	本期稅前淨利(淨損)	1,301,183	(685,992)	615,191	1,237,963	(435,572)	802,391
	調整項目：						
A20300	預期信用減損損失(利益)數	683,732	-	683,732	225,139	-	225,139
A20100	折舊費用	181,447	205,212	386,659	236,401	202,239	438,640
A20200	攤銷費用	369,231	-	369,231	349,888	-	349,888
A20900	利息費用	267,105	-	267,105	266,327	-	266,327
A22300	採用權益法之關聯企業及合資損益之份額	85,699	-	85,699	20,795	-	20,795
A22500	處分不動產、廠房及設備損失(利益)	14,273	-	14,273	5,840	-	5,840
A21200	利息收入	(20,124)	-	(20,124)	(16,002)	-	(16,002)
A21300	股利收入	(2,264)	-	(2,264)	-	-	-
A29900	遞延收入	-	-	-	-	-	-
A23100	處分投資損失(利益)	(87,561)	-	(87,561)	(60,619)	-	(60,619)
A29900	其他項目-新冠疫情相關租金減免	-	-	-	-	-	-
A24600	投資性不動產公允價值調整損失(利益)	(480,780)	480,780	-	(233,333)	233,333	-
A22800	其他無形資產損失	-	-	-	-	-	-
A24000	透過損益按公允價值衡量金融資產及負債之淨損失(利益)	185,197	-	185,197	147,543	-	147,543
A23500	金融資產減值損失	-	-	-	-	-	-
A23700	非金融資產減值損失	-	-	-	-	-	-
A22800	處分無形資產損失	-	-	-	-	-	-
A21900	股份基礎給付酬勞成本	60,463	-	60,463	141,468	-	141,468
A20100	不影響現金流量之收益費損項目合計	1,256,418	685,992	1,942,410	1,083,447	435,572	1,519,019
A31000	<b>與營業活動相關之流動資產/負債變動數</b>						
A31130	應收票據(增加)/減少	(1,140,148)	-	(1,140,148)	(22,938)	-	(22,938)
A31150	應收帳款(增加)/減少	3,295	-	3,295	(2,396,775)	-	(2,396,775)
A31200	存貨(增加)/減少	3,411,154	-	3,411,154	2,793,255	-	2,793,255
A31230	預付款項(增加)/減少	(1,907,900)	-	(1,907,900)	212,436	-	212,436
A31180	其他應收款(增加)/減少	(297,210)	-	(297,210)	(584,760)	-	(584,760)
A31240	其他流動資產(增加)/減少	12,460	-	12,460	(28,385)	-	(28,385)
A32150	應付帳款增加/(減少)	(1,537,739)	-	(1,537,739)	(595,192)	-	(595,192)
A32130	應付票據增加/(減少)	1,355,587	-	1,355,587	2,181,128	-	2,181,128
A31125	合約資產(增加)減少	(2,125,446)	-	(2,125,446)	(2,812,310)	-	(2,812,310)
A32125	合約負債(增加)減少	372,500	-	372,500	(1,710,480)	-	(1,710,480)
A32230	其他流動負債增加/(減少)	(2,458,456)	-	(2,458,456)	(1,744,559)	-	(1,744,559)
A31990	其他營業資產(增加)/減少	8,805	-	8,805	1,756	-	1,756
A33000	<b>營運產生之現金</b>	(1,745,497)	-	(1,745,497)	(2,385,414)	-	(2,385,414)
A33100	收取之利息	20,124	-	20,124	16,002	-	16,002
A33500	支付之所得稅	(252,885)	-	(252,885)	(248,979)	-	(248,979)
AAAA	<b>營業活動之淨現金流入(流出)</b>	(1,978,258)	-	(1,978,258)	(2,618,391)	-	(2,618,391)
<b>投資活動之現金流量：</b>							
B02800	處分不動產、廠房及設備	1,285	-	1,285	1,710	-	1,710
B02700	取得不動產、廠房及設備	(64,024)	-	(64,024)	(83,174)	-	(83,174)
B05400	取得投資性不動產	-	-	-	-	-	-
B05500	處分投資性不動產	-	-	-	-	-	-
B04500	取得無形資產	(157,546)	-	(157,546)	(120,612)	-	(120,612)
B02300	處分子公司	-	-	-	-	-	-
B02200	對子公司之收購	101,922	-	101,922	-	-	-
B00400	處分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	12,074	-	12,074	-	-	-
B01800	取得採用權益法之投資	-	-	-	(11,183)	-	(11,183)
B07600	收取之股利	2,264	-	2,264	-	-	-
B00100	取得指定為透過損益按公允價值衡量之金融資產	(1,794,283)	-	(1,794,283)	(2,251,648)	-	(2,251,648)
B00200	處分指定為透過損益按公允價值衡量之金融資產	2,697,564	-	2,697,564	2,430,975	-	2,430,975
B00100	取得透過其他綜合損益按公允價值衡量之金融資產	(10,663)	-	(10,663)	-	-	-
B00020	處分透過其他綜合損益按公允價值衡量之金融資產	91,569	-	91,569	61,002	-	61,002
BBBB	<b>投資活動之淨現金流入(流出)</b>	880,162	-	880,162	27,070	-	27,070
<b>籌資活動之現金流量：</b>							
C05600	支付之利息	(172,176)	-	(172,176)	(186,365)	-	(186,365)
C04500	發放現金股利	-	-	-	-	-	-
C01600	舉借長短期借款	5,649,083	-	5,649,083	2,394,337	-	2,394,337
C01700	償還長短期借款	(5,524,254)	-	(5,524,254)	(5,739,450)	-	(5,739,450)
C01200	發行應付債券	-	-	-	-	-	-
C01300	償還公司債券	-	-	-	-	-	-
C02400	按攤銷後成本衡量之金融負債增加	-	-	-	-	-	-
C04020	租賃本金償還	(245,270)	-	(245,270)	(248,619)	-	(248,619)
C04900	庫藏股票買回成本	-	-	-	-	-	-
C05800	非控制權益變動	(263,502)	-	(263,502)	760,099	-	760,099
C04800	員工執行認股權	(101,952)	-	(101,952)	(810,350)	-	(810,350)
CCCC	<b>籌資活動之淨現金流入(流出)</b>	(658,071)	-	(658,071)	(3,830,348)	-	(3,830,348)
DDDD	匯率變動對現金及約當現金之影響	(606,959)	-	(606,959)	219,406	-	219,406
EEEE	本期現金及約當現金增加(減少)數	(2,363,126)	-	(2,363,126)	(6,202,263)	-	(6,202,263)
E00100	期初現金及約當現金餘額	10,869,484	-	10,869,484	12,532,571	-	12,532,571
E00200	<b>期末現金及約當現金餘額</b>	8,506,358	-	8,506,358	6,330,308	-	6,330,308