

金邦達 Goldpac

金邦達寶嘉控股有限公司
GOLDPAC GROUP LIMITED

(於香港註冊成立的有限公司)
(incorporated in Hong Kong with limited liability)
股份代號 Stock Code : 03315



2023

中期報告
Interim Report

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Corporate Information

企業資料

PLACE OF LISTING

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)

STOCK CODE

3315

EXECUTIVE DIRECTORS

Mr. LU Run Ting (*Chairman*)

Mr. HOU Ping

Mr. LU Runyi

Mr. WU Siqiang

Mr. LING Wai Lim

Ms. LI Yijin

INDEPENDENT NONEXECUTIVE DIRECTORS

Mr. MAK Wing Sum Alvin

Ms. YE Lu

Mr. LAI Tung Kwok

AUDIT COMMITTEE

Mr. MAK Wing Sum Alvin (*Chairman*)

Ms. YE Lu

Mr. LAI Tung Kwok

REMUNERATION COMMITTEE

Ms. YE Lu (*Chairman*)

Mr. LU Run Ting

Mr. MAK Wing Sum Alvin

NOMINATION COMMITTEE

Mr. LU Run Ting (*Chairman*)

Mr. HOU Ping

Mr. MAK Wing Sum Alvin

Ms. YE Lu

Mr. LAI Tung Kwok

LEGAL ADVISOR

Mayer Brown

16th–19th Floors, Prince’s Building

10 Chater Road

Central

Hong Kong

上市地點

香港聯合交易所有限公司(「聯交所」)

股份代號

3315

執行董事

盧閏霆先生(*主席*)

侯平先生

盧潤怡先生

吳思強先生

盧威廉先生

李易進女士

獨立非執行董事

麥永森先生

葉淥女士

黎棟國先生

審核委員會

麥永森先生(*主席*)

葉淥女士

黎棟國先生

薪酬委員會

葉淥女士(*主席*)

盧閏霆先生

麥永森先生

提名委員會

盧閏霆先生(*主席*)

侯平先生

麥永森先生

葉淥女士

黎棟國先生

法律顧問

孖士打律師行

香港

中環

遮打道10號

太子大廈16–19樓

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22nd Floor, Prince's Building
Central
Hong Kong

COMPANY SECRETARY

Ms. LI Yijin

AUTHORISED REPRESENTATIVES

Mr. LU Run Ting
Ms. LI Yijin

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Nanyang Commercial Bank Limited
Bank of China Limited
Industrial and Commercial Bank of China Limited
The Agricultural Bank of China Limited
Bank of Communications Co., Ltd.
Postal Savings Bank of China

REGISTERED OFFICE, HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1301, 13th Floor
Bank of East Asia Harbour View Centre
No. 56 Gloucester Road, Wanchai, Hong Kong

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17th Floor, Far East Finance Centre
16 Harcourt Road, Hong Kong

COMPANY WEBSITE

www.goldpac.com

INVESTOR RELATION

Email: goldpac@goldpac.com

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
中環
太子大廈22樓

公司秘書

李易進女士

授權代表

盧閔霆先生
李易進女士

主要銀行

中國銀行(香港)有限公司
南洋商業銀行有限公司
中國銀行股份有限公司
中國工商銀行股份有限公司
中國農業銀行
交通銀行股份有限公司
中國郵政儲蓄銀行

註冊辦事處、總部及 在香港的主要營業地點

香港灣仔告士打道56號
東亞銀行港灣中心
13層1301室

香港股份過戶登記處及 股東名冊登記處

卓佳證券登記有限公司
香港夏慤道16號
遠東金融中心17樓

公司網址

www.goldpac.com

投資者關係

電郵：goldpac@goldpac.com

Performance Highlights

業績聚焦

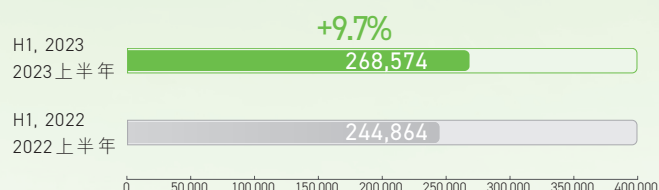
REVENUE OF EMBEDDED SOFTWARE AND SECURE PAYMENT PRODUCTS SEGMENT 嵌入式軟件及安全支付產品板塊收入

RMB'000
人民幣千元



REVENUE OF PLATFORM AND SERVICE SEGMENT 平台及服務業務板塊收入

RMB'000
人民幣千元



CONSOLIDATED RESULTS 綜合業績

		Six months ended 30 June 2023 截至2023年 6月30日止 之六個月 RMB'000 人民幣千元 (unaudited) (未經審計)	Six months ended 30 June 2022 截至2022年 6月30日止 之六個月 RMB'000 人民幣千元 (unaudited) (未經審計)	Change 變化
Revenue	收入	745,884	709,419	5.1%
Gross Profit	毛利	210,537	188,299	11.8%
Profit for the Period	期內利潤	85,615	78,465	9.1%
Total Comprehensive Income for the Period	期內全面收入總額	87,490	81,975	6.7%
Net Profit Margin	淨利率	11.5%	11.1%	0.4 PP 0.4個百分點

FINANCIAL POSITIONS 財務狀況

		As at 30 June 2023 於2023年6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年12月31日 RMB'000 人民幣千元 (audited) (經審計)	Change 變化
Total Assets	總資產	2,783,853	2,813,857	-1.1%
Total Liabilities	總負債	(741,092)	(743,294)	-0.3%
Net Assets	資產淨值	2,042,761	2,070,563	-1.3%

Management Discussion and Analysis

管理層討論及分析

BOLSTERING CORE BUSINESS THROUGH SELF-RELIANT SCI-TECH DEVELOPMENT

Opportunities and Challenges

In the first half of 2023, major economies in the world were emerging from the shadow of the COVID-19 epidemic, but the recovery of the global economy was still constrained by geopolitical turmoil, inflation, supply chain fluctuations and other factors. China's economy is currently picking up, but still faces a lot of challenges such as insufficient domestic demand and complicated external environments among others, suggesting that the path ahead will have twists and turns. Relying on its 30-year experience, the Group (i.e. Goldpac Group Limited (the "Company") and its subsidiaries) is adopting a cautiously optimistic attitude and will grasp opportunities for new growth.

Facing the complicated macro-environment, the Group seized the opportunities along the new wave of technological revolution and industrial transformation. Catered to the rebounding of the economy and society as well as the financial industry, the Group achieved a healthy growth in both revenue and net profit. Adapted to economic development, the Group accelerated the implementation of its digital and platform-based strategy and endeavored to build its UMV platform, promoting the construction of a digital ecosystem for green finance, while leading the innovation in the financial technology ("fintech") industry.

OVERVIEW

For the six months ended 30 June 2023 (the "Interim Period"), the Group recorded revenue of approximately RMB745.9 million, representing a year-on-year increase of approximately 5.1%. The Group recorded revenue of approximately RMB159.4 million in overseas, Hong Kong and Macao markets, representing a year-on-year increase of approximately 65.4%. The Group has provided products and services to 33 countries and regions around the world. With the implementation of the Group's digital and platform-based strategy, the platform and service business segment grew by approximately 9.7% year-on-year to approximately RMB268.6 million. Based on years of technology accumulation and advantageous market position, the Group continued to optimize business structure, expand overseas markets and strengthen supply chain management, resulting in an overall improvement of gross profit margin which increased by 1.7 percentage points to approximately 28.2% and net profit of approximately RMB85.6 million, representing a year-on-year increase of approximately 9.1%.

以科技自立自強 堅守主業 做強實業

契機與挑戰並存

2023年上半年，全球主要經濟體基本已經走出疫情，但是受地緣政治風險、通貨膨脹、供應鏈波動等因素影響，世界經濟的恢復進程仍然受到制約。中國經濟總體回升向好，但也面臨內需不足、外部環境複雜嚴峻等挑戰，呈現「在曲折中前進」的走勢。基於30年來的發展經驗，本集團（即金邦達實業嘉控股有限公司（「本公司」）及其附屬公司）持謹慎樂觀的態度，在新發展格局中搶抓機遇。

面對錯綜複雜的宏觀環境，本集團抓住新一輪科技革命和產業變革的機遇，迎合經濟社會以及金融行業的回暖趨勢，營業收入和淨利潤呈現平穩的雙增長態勢。本集團在經濟發展新變局中加速推動數字化、平台化戰略實施，著力建設UMV平台，推動綠色金融的數字生態建設，引領金融科技產業創新發展。

業績回顧

於截至2023年6月30日止之六個月（「本中期」），本集團實現收入約人民幣7.459億元，同比增長約5.1%，其中海外、香港和澳門地區錄得收入約人民幣1.594億元，同比增長約65.4%，產品及服務已覆蓋至全球33個國家與地區。隨著本集團數字化、平台化戰略的有序推進，平台及服務業務板塊同比增長約9.7%至約人民幣2.686億元。期內，本集團基於多年的技術積累和優勢市場地位，持續優化業務結構、拓展海外市場和強化供應鏈管理，使得毛利率水準進一步提升1.7個百分點至約28.2%，並實現淨利潤約人民幣85.6百萬元，同比增長約9.1%。

Management Discussion and Analysis

管理層討論及分析

Healthy Growth of Embedded Software and Secure Payment Products Segment

During the Interim Period, the Group adopted proactive marketing strategies. The embedded software and secure payment products segment achieved steady growth, recording revenue of approximately RMB477.3 million, up-lifting approximately 2.7% year-on-year.

The Group paid close attention to the diversified payment needs of different regions around the world, and continued to launch secure payment products that meet the technical specifications of different regions. Through active participation in global conferences, exhibitions and other marketing activities, the Group further enhanced its influence in the international market and continued to maximize its global footprint, realizing a rapid and healthy development of its overseas business. For the six months ended 30 June 2023, the Group's revenue in overseas, Hong Kong and Macao markets of this segment recorded approximately RMB148.6 million, representing a year-on-year growth of approximately 66.7%.

Driven by the objective of achieving carbon peaking and carbon neutrality, the Group proactively advanced its green transformation programs and shouldered corporate social responsibility by integrating the concept of green development and low carbon into the Group's operation. The Group developed a series of eco-friendly payment products with eco-friendly materials certified by Underwriters Laboratories ("UL") and Intertek, and obtained a number of patents. The innovative eco-friendly products jointly launched by the Group and financial institutions have been successfully adopted and are widely recognized by the global market. During the Interim Period, the Group actively promoted the in-depth integration between digital technology and green finance and launched low-carbon secure payment solutions. By combining eco-friendly payment products with digital card issuance platform, the solutions aim to realize carbon neutrality targets over the full life cycle, boosting the high-quality and sustainable development of the finance industry.

嵌入式軟件和安全支付產品板塊發展穩健

期內，本集團採取積極的市場策略，嵌入式軟件和安全支付產品板塊發展穩健，錄得收入約人民幣4.773億元，同比增長約2.7%。

本集團高度關注全球各地區多元化支付需求，以國際化的視野不斷推出滿足各地區技術規範的安全支付產品，並通過積極參與全球性行業會議及展會等市場活動，進一步提升國際市場影響力，持續擴大全球業務版圖，實現海外業務快速健康發展。截至2023年6月30日止之六個月，本集團該板塊在海外、香港和澳門地區市場收入實現較大增長，錄得收入約人民幣1.486億元，同比增長約66.7%。

本集團以「碳达峰碳中和」為目標推動綠色轉型，積極承擔企業社會責任，將綠色發展、低碳環保理念融入本集團經營發展。本集團開發的系列環保支付產品使用通過 Underwriters Laboratories (「UL」)、Intertek 認證的環保材料，獲得多項專利，與多家金融機構聯合推廣的創新環保產品均成功落地應用，在全球市場上獲得廣泛認可。本中期內，本集團亦積極推進數字技術與綠色金融的深度融合，創新推出安全支付環保低碳解決方案，通過環保支付產品與數字化發卡平台的結合，實現全生命周期碳中和目標，促進金融行業的高質量、可持續發展。

Improvement in Platform and Service Business Segment

At present, the digital economy has become an important booster for global economy, and the digital transformation of the finance industry is being fast tracked. Taking a forward-looking mindset, the Group has advanced the deployment of its digital and platform-based development strategy. During the Interim Period, the digital equipment business recorded revenue of approximately RMB191.5 million, representing a year-on-year growth of 34.8%. Benefiting from the growth of the digital equipment business, the platform and service business segment recorded revenue of approximately RMB268.6 million, representing a year-on-year growth of 9.7%, and accounting for approximately 36.0% of the Group's revenue.

Advancing the construction of the UMV platform is the most important initiative of the Group's digital and platform-based strategy. The UMV platform aims to build an innovative ecosystem encompassing a secure payment value chain by linking upstream and downstream resources of the industry chain to provide one-stop digitally integrated financial business services. Leveraging on the platform-based advantages, the UMV platform promotes positive interaction among participants including financial institutions, card organizations, card issuers and consumers across the entire industry chain, facilitating the upgrades of products and services alongside the trends in digital transformation. During the Interim Period, the construction of the UMV platform has achieved remarkable progress with the complete technological infrastructure and business model qualified for different types of orders from 1 to 10 million. At the moment, the platform has been applied in multiple fields including finance, transportation and retail. Following the boosting of the digital transformation of the industry, it is believed that the UMV platform will bring business potential to the Group.

Financial Performance Indicators Remained Stable and Healthy

As at 30 June 2023, the Group's current assets totaled approximately RMB2.09 billion, representing a growth of approximately 15.1% compared to that of the end of 2022. The Group's current ratio and quick ratio were approximately 3.0 and 2.5 respectively, while the gearing ratio was approximately 26.6%. The Group still maintained a high level of liquidity and a low gearing rate. The aggregate amount of cash and cash equivalents, fixed bank deposits and pledged bank deposits reached approximately RMB1.15 billion. The Group will adhere to a prudent financial management policy and optimize its capital structure.

平台及服務業務板塊企穩回升

當前，數字經濟已成為推進全球經濟發展的重要增長引擎，金融業數字化轉型已步入快車道。本集團以前瞻性的思維提前部署「數字化、平台化」發展戰略，本中期內，數字化設備業務實現收入約人民幣1.915億元，同比增長約34.8%。得益於數字化設備業務的增長，平台及服務板塊錄得收入約人民幣2.686億元，同比增長約9.7%，於本集團收入佔比約36.0%。

全力推進UMV平台建設是本集團數字化、平台化戰略最為重要的落地實施方案。UMV平台旨在打造鏈接產業鏈上下游資源，提供一站式數字化綜合金融服務能力的安全支付產業鏈的創新生態。通過平台化優勢，調動金融機構、卡組織、發卡機構、C端用戶等全產業鏈參與方的良性互動，促進產業在數字化轉型趨勢下的產品與服務模式升級。於本中期內，本集團UMV平台建設初顯成效，已構建平台整體技術基礎框架，實現安全支付產品一到千萬級的隨需定制業務模式，在金融、交通、零售等多領域實現了業務部署落地。隨著行業數字化轉型發展提速，UMV平台有望給本集團數字化業務帶來增長潛力。

主要財務指標持續穩健

於2023年6月30日，本集團流動資產合計約人民幣20.9億元，環比增長約15.1%。本集團的流動比率約3.0，速動比率約2.5，資產負債率約26.6%，故依舊保持了較高的流動性和較低的負債比率。現金及現金等價物、銀行定期存款、已抵押銀行存款，共計約人民幣11.5億元。本集團將秉持穩健的財務管理策略，持續優化資本結構。

Management Discussion and Analysis

管理層討論及分析

OUTLOOK

As the global economy gradually stabilizes and the business environment is continuously improving, more market opportunities are being discovered. The secure payment industry is undergoing a new round of evolution after the 3-year epidemic. The Group will further consolidate its core business advantages and explore new business opportunities to achieve industry co-development.

Firstly, the global market of secure payment products will maintain a steady growth. Attributed to its high security, the credit card is still a worldwide recognized secure payment vehicle. The credit card market will continue to expand with the world economy recovery and consumption growth. Meanwhile, as lots of countries are proactively advancing domestic payment systems, a new round of growth is expected in the market of secure payment products including credit cards. Based on the sustainable development goals, international card organizations are accelerating the application of eco-friendly materials in the payment field, boosting the development of eco-friendly payment products and solutions. At the same time, as the Chinese mainland accelerates the promotion of digital RMB, the digital RMB hardware wallet products show huge market potential.

Secondly, the digital transformation of retail banking will create more opportunities. In recent years, the external environment of consumer finance business has drastically changed and the value of retail banking has been signified. Banks are progressing towards a key transformation direction through refined operations and differentiated competitive advantages. Thus, banks are able to attract new customers and keep current ones engaged by providing high value-added products and services.

Thirdly, the increasing demand for self-service kiosks is also fueling market growth. Following the trend of digital transformation and operational efficiency enhancement, the business scope for self-service kiosks in fields including finance, government, retail and healthcare will expand. Furthermore, frontier technologies such as artificial intelligence, big data and Internet of Things ("IoT") will facilitate the technology iteration and integration, which further promotes the expansion of the self-service kiosks market.

Fourthly, smart cards have broad prospects in the fields of telecommunication and transportation. In the telecommunication card market, the commercial popularization of 5G will drive demand for telecommunication card upgrades. Meanwhile, the rapid development of IoT will generate new momentum for cross-domain integration of the industry. Following the evolution of transportation connectivity, the one card solution sees a rapid growth in output volume.

市場展望

隨著全球經濟的有序恢復與營商環境的不斷優化，市場活力不斷釋放。安全支付產業在三年疫情後也在悄然進行著新一輪的變革。本集團將迎勢而上，以科技引領，堅守主業，做強實業，與行業共同發展。

第一、安全支付產品全球市場規模將繼續保持穩健的增長態勢。信用卡作為全球通用支付工具，具有安全的支付屬性，隨著全球經濟與消費市場復蘇向好，信用卡需求將逐步回升。同時，各國正積極推行本地化的支付體系，預期將推動包括信用卡在內的安全支付產品市場的新一輪增長。基於可持續發展目標，國際卡組織加速推進環保材料在支付領域的應用，驅動環保支付產品和解決方案的快速發展。同時，在中國內地，數字人民幣將持續向縱深發展，數字人民幣硬錢包產品的市場潛力巨大。

第二、銀行零售金融業務的數字化轉型將為行業創造更多的發展機會。近幾年，中國內地消費金融行業大環境發生變化，銀行零售金融業務價值不斷凸顯。銀行通過提供高附加值產品與服務，提升用戶開卡、用卡意願，以精細化運營和差異化競爭優勢，打造轉型發展關鍵方向。

第三、智能設備需求增長促進市場規模擴大。順應數字化變革、提升經營效率的趨勢，智能設備在金融、政務、零售、醫療等多領域的應用範圍將不斷擴大。而人工智能(AI)、大數據、物聯網等新技術的發展將推動智能設備技術迭代與應用融合，進一步促進智能設備市場規模擴大。

第四、智能卡在電信、交通等領域擁有廣闊的發展前景。在電信卡市場，5G的商用普及將帶動電信卡升級換代需求；同時，物聯網的快速發展為行業注入跨領域融合發展新動能。在交通互聯互通發展趨勢下，交通聯合「一卡通」發卡量快速增長。

STRATEGY IMPLEMENTATION

The Group will continue to adapt and develop in line with the new trends of market, relying on technological self-reliance and high-quality customer resources to develop new blue ocean markets.

Firstly, the Group will promote the construction of the UMV platform-B2B to realize the digitalization of traditional business processes and comprehensively improve capabilities of customer service. During a bank's digital transformation, the communication efficiency for traditional business processes needs to be improved. Relying on the UMV platform, the Group will integrate upstream and downstream resources within the industry to build a digital business management platform for business customers, achieving a complete digitized process from demand matching to order delivery, thus enhancing the service capabilities while reducing costs and optimizing efficiency.

Secondly, the Group will maintain the scale of its core business. The Group will cater to global development trends in green finance, and develop low-carbon secure payment solutions through the collaboration within the industry chain, covering products such as eco-friendly cards and metal cards, as well as digital card issuance platforms to assist financial institutions in achieving the environmental, social and governance ("ESG") development targets. By fully utilizing the resources of the E-CNY Industry Alliance and leveraging its innovative advantages in fintech, the Group aims at leading the development in key areas such as digital currency products and services and scenario construction. Furthermore, the Group will extend its advantages to new business areas such as low carbon, environmental protection and digital currency through technology investment and product innovation.

Thirdly, the Group will venture into untapped markets in overseas regions. The Group will adhere to the rapid development of overseas markets and explore the potential for its secure payment products and card issuance solutions in regions around the world by leveraging on the digital marketing services of the UMV platform. Through active cooperation, the Group will efficiently tap target customers in new markets to expand market coverage and enhance the scale of its core business.

戰略部署

本集團將在新的市場形勢下轉型發展，以科技自立自強，依託優質客戶資源開拓新的藍海市場。

第一、推進UMV平台對B端的建設，實現傳統業務流程數字化，全面提升客戶服務能力。在銀行數字化轉型過程中，傳統業務流程溝通成本以及效率問題凸顯。本集團依託UMV平台的鏈接能力，整合行業上下游資源，打造面向B端客戶的數字化業務管理平台，實現從需求對接到訂單交付全流程數字化貫穿，提升服務能力的同時實現降本增效。

第二、保持核心產品業務規模穩定。本集團迎合全球綠色金融發展趨勢，通過與產業鏈的協同開發，打造安全支付環保零碳解決方案，主要涵蓋環保卡、金屬卡等環保材質產品與數字化發卡平台，可助力金融機構達成環境、社會及管治(「ESG」)的發展戰略目標。本集團亦將充分運用數字人民幣產業聯盟渠道資源，發揮在金融科技領域的創新優勢，致力於引領數字貨幣產品服務、場景建設等關鍵領域發展。本集團將堅守核心業務的穩定規模，通過技術投入與產品創新，將優勢延伸到低碳環保、數字貨幣等新業務領域。

第三、拓展海外新客戶、新市場。本集團跟隨海外市場快速發展趨勢，借助UMV平台數字化的營銷服務手段，進一步拓展安全支付產品與發卡解決方案在全球新地區的市場。通過積極廣泛的合作，高效挖掘新地區的目標客戶，擴大市場覆蓋範圍，提升核心業務規模。

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Fourthly, the Group will develop its 2C business through the UMV platform to assist banks to strengthen their marketing and customer-acquisition capabilities for the personal finance business segment. The value of personal finance business segment is highlighted by the latest trends of the consumer finance market in the Chinese mainland. The emergence of Internet financial platforms has intensified competition in the segment. Leveraging on the technological advantages of the UMV platform, the Group will identify the business development needs of banks to build a comprehensive marketing and customer-acquisition platform that serves credit cards, credit and other personal finance services. By adopting an open banking system interface approach, the UMV platform has currently obtained authorization from 20 banks. The Group will continue to advocate business cooperation between the UMV platform and banks.

Fifthly, the Group will advance the adoption of secure payment products and card issuance solutions in telecommunication, social security, transportation and other fields. Relying on its technological advantages in the field of secure payment, the Group will promote its technology innovation and explore the technology integration across multiple domains through active product development in telecommunication, IoT and automobile communications. It is expected to further increase the Group's core business value.

SUBSEQUENT EVENTS

Subsequent to 30 June 2023 and up to the date of this Interim Report, no material event has occurred.

第四、發展UMV平台對C業務，助力銀行提升個人金融業務營銷與獲客能力。在中國內地消費金融市場發展新趨勢下，銀行個人金融業務價值凸顯。互聯網金融平台的加入，加劇了消費金融行業的競爭。本集團充分挖掘銀行客戶業務發展需求，借助UMV平台的技術優勢，打造對C端的綜合性信用卡、信貸等銀行個人金融營銷與獲客平台，進一步提升客戶價值。通過採用開放銀行的系統對接方式，UMV平台現已獲得20間銀行的授權與認可。本集團將持續推進UMV平台與銀行之間的業務合作。

第五、推進安全支付產品及發卡解決方案在電信、社保、交通等領域的應用。本集團將依託在安全支付領域的技術優勢，加大科技創新，探索多應用融合技術發展，並積極在電信、物聯網、汽車通訊等產品上進行產品開發，進一步提升本集團核心業務的商業價值。

期後事項

自2023年6月30日至本中期報告發佈之日概無重大事件發生。

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DIVIDENDS

股息

		Six months ended 30 June 截至6月30日止之六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審計)
2022 Final – HK12.0 cents (2021 Final – HK10.0 cents) per ordinary share	2022年年度末期 – 每股普通股 港幣12.0仙 (2021年年度末期 – 每股普通股 港幣10.0仙)	86,469	69,292
2022 Special – HK4.0 cents (2021 Special – HK4.0 cents) per ordinary share	2022年年度特別股息 – 每股普通股 港幣4.0仙 (2021年年度特別股息 – 每股普通股 港幣4.0仙)	28,822	27,716

The board (the "Board") of directors (the "Directors") does not recommend the payment of interim dividend in respect of the six months ended 30 June 2022 (for the six months ended 30 June 2022: Nil).

本中期後，董事會（以下分別簡稱「董事」及「董事會」）決議不派發中期股息（截至2022年6月30日止之六個月：無）。

USE OF PROCEEDS RAISED FROM THE INITIAL PUBLIC OFFERING

The Company's shares were listed on the Main Board of the Stock Exchange on 4 December 2013 with net proceeds from the global offering of approximately RMB975.0 million (after deducting underwriting commissions and related expenses). As at 30 June 2023, the Company has utilised approximately RMB857.3 million for the purposes of production capacity expansion, research and development of innovative product and service, investment in associates and acquisition, market expansion, working capital supplementation and other general corporate purposes. The balances of the net proceeds were deposited in the bank account. The Company has utilised and will utilise the net proceeds pursuant to the purposes and the proportions as disclosed in the prospectus of the Company dated 22 November 2013 based on the business needs of the Company and the prevailing market condition.

初次公開發售所得款項用途

本公司股份於2013年12月4日在聯交所主板掛牌，該首次全球發售所得款項淨額約人民幣975.0百萬元（扣除包銷佣金及相關費用後）。截至2023年6月30日止，本公司已動用約人民幣857.3百萬元，用於擴充產能、新產品及服務研發、公司合營與收購、市場拓展、補充公司營運資金和其他一般公司用途。所得款項淨額的餘額存入銀行賬戶。基於本公司的業務需要和當前的市場狀況，本公司已經且將按公司2013年11月22日發佈的招股章程所披露的方式和比例使用所得款淨額。

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An analysis of the utilization of the net proceeds from the initial public offering and the unused amount as at 30 June 2023 is set out below:

於2023年6月30日，初次公開發售所得款項使用及所得款餘額之分析如下：

		% of net proceeds	Net proceeds	Utilized amount as at 30 June 2023	Unutilized amount as at 30 June 2023	Expected timeline for fully utilizing the remaining net proceeds (Note)
	募集資金比例	募集資金	已使用金額	未使用金額	悉數動用餘下所得款項淨額之預期時間 (附註)	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		
R&D of new products and services	研發新產品及服務	35%	341,113	341,113	0	N/A
Expansion to production facilities, upgrades and other improvements to existing card production and data processing facilities	擴充生產設備、升級及改進卡片生產及數據處理設施	35%	341,113	289,194	51,919	≤5年
Financing future strategic alliances with complementary companies	支付未來與互補公司進行策略聯盟所需資金	10%	97,461	32,120	65,341	≤5年
Further strengthening presence in existing markets outside the Chinese mainland	進一步加強在中國內地以外現有市場的佔有率支出	10%	97,461	97,461	0	N/A
Working capital and other general corporate purposes	補充營運資金及其它一般公司用途	10%	97,461	97,461	0	N/A
Total	合計	100%	974,609	857,349	117,260	≤5年

Note: The expected timeline for utilizing the remaining net proceeds is based on the best estimation of the future market conditions made by the Group. It remains subject to change based on market conditions.

附註：動用餘下所得款項淨額之預期時間乃本集團基於未來市況所作之最佳估計。該時間仍會基於市況而有所變動。

The balances of the net proceeds were deposited in banking account. The Company has utilized and will utilize the net proceeds pursuant to the purposes and the proportions as disclosed in the prospectus of the Company dated 22 November 2013.

所得款項淨額的餘額已存入銀行賬戶。本公司已經且將按本公司於2013年11月22日發佈的招股章程所披露的方式和比例使用所得款項淨額。

SHARE CAPITAL

As at 30 June 2023, details of movements in the share capital of the Group are set out in Note 17 to the condensed consolidated financial information of the Group for the six months ended 30 June 2023 on page 52 of this Interim Report.

股本

於2023年6月30日，有關本集團之股本詳情載於本中期報告中第52頁中截至2023年6月30日止之六個月之簡明綜合財務資料的附註17。

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SIGNIFICANT INVESTMENTS

The Group did not have any significant investments during the six months ended 30 June 2023.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

For the six months ended 30 June 2023, the Group did not have any future plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisitions or disposals of subsidiaries, associates or joint ventures during the six months ended 30 June 2023.

LIQUIDITY AND FINANCIAL RESOURCES

Based on the Group's steady cash inflow from operations, coupled with sufficient cash and bank balances, the Group has adequate liquidity and financial resources to meet the daily operations and working capital requirements as well as to fund its expansion plans. By taking a prudent financial management attitude, the Group continued to maintain the healthy financial position.

As at 30 June 2023, the Group's total amount of cash and cash equivalents, fixed bank deposits and pledged bank deposits was approximately RMB1,148.4 million (as at 31 December 2022: approximately RMB1,349.2 million), of which approximately RMB890.6 million (as at 31 December 2022: approximately RMB728.4 million) was denominated in RMB, accounting for approximately 77.6% of the aggregate amount, and approximately RMB257.8 million (as at 31 December 2022: approximately RMB620.8 million) was denominated in USD, HKD and other currencies, accounting for approximately 22.4% of the aggregate amount.

As at 30 June 2023, the Group's total amount of trade receivables was approximately RMB525.1 million (as at 31 December 2022: approximately RMB340.3 million). It is the industry practice that the settlement of trade receivables peaks around the end of year.

As at 30 June 2023, the Group's total current assets amounted to approximately RMB2,094.3 million (as at 31 December 2022: approximately RMB1,819.0 million), with an increase by approximately 15.1% compared with that as at 31 December 2022.

重大投資

本集團於截至2023年6月30日止之六個月內無重大投資。

重大投資或資本資產之未來計劃

於截至2023年6月30日止之六個月，本集團無重大投資或資本資產之未來計劃。

對附屬公司、聯營公司及合營企業的重大收購及處置

本集團於截至2023年6月30日止之六個月內對附屬公司、聯營公司及合營企業無重大收購及處置。

流動性及財務資源

由於本集團業務有穩定現金流入，加上充足現金及銀行結餘，本集團有充裕流動資金及財務資源，可滿足日常營運與營運資金需求及支持拓展計劃。本集團秉持審慎的財務管理政策，保持了穩健的財務狀況。

於2023年6月30日，本集團現金及現金等價物、銀行定期存款、已抵押銀行存款總共約人民幣1,148.4百萬元（於2022年12月31日：約人民幣1,349.2百萬元），其中，人民幣佔比約77.6%，約人民幣890.6百萬元（於2022年12月31日：約人民幣728.4百萬元），美元及港幣等佔比約22.4%，折合約人民幣257.8百萬元（於2022年12月31日：約人民幣620.8百萬元）。

於2023年6月30日，本集團總應收貨款合計為約人民幣525.1百萬元（於2022年12月31日：約人民幣340.3百萬元）。由於行業性質，本集團應收貨款的回款高峰集中在年末。

於2023年6月30日，本集團流動資產總額約人民幣2,094.3百萬元（於2022年12月31日：約人民幣1,819.0百萬元），較2022年12月31日增加約15.1%。

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As at 30 June 2023, the Group's current ratio was approximately 3.0 (as at 31 December 2022: approximately 2.6), representing a high liquidity.

As at 30 June 2023, the Group had no bank borrowings (as at 31 December 2022: approximately RMB44.8 million). As at 30 June 2023, the Group's gearing ratio (gearing ratio is equivalent to total liabilities divided by total assets) was approximately 26.6% (as at 31 December 2022: approximately 26.4%).

TREASURY POLICIES

The Board monitors the use of funds, and exercises financial control through financial policies such as fund management measures, to ensure the safety, liquidity and profitability of funds.

CURRENCY EXPOSURE

In terms of currency exposure, the majority of the Group's sales were denominated in RMB, USD and HKD while the majority of operating expenses and purchases were denominated in RMB with portions in USD and HKD. During the six months ended 30 June 2023, the Group did not use any derivative financial instruments to hedge against the volatility associated with foreign currency transactions and other financial assets and liabilities arising in the ordinary course of business. The Group manages its foreign currency risk by closely monitoring the fluctuation of foreign currency rates and will consider hedging significant foreign currency exposure should the need arise.

CAPITAL EXPENDITURE

For the six months ended 30 June 2023, the Group's capital expenditure was approximately RMB15.0 million (for the six months ended 30 June 2022: approximately RMB35.7 million). The capital expenditure includes expenses incurred in connection with fixed assets and the construction in progress.

CAPITAL COMMITMENT

The aggregate capital commitment of the Group as at 30 June 2023 was approximately RMB25.3 million (as at 31 December 2022: approximately RMB24.0 million).

CONTINGENT LIABILITIES

As at 30 June 2023, the Group had no material contingent liabilities.

於2023年6月30日，本集團流動比率為約3.0（於2022年12月31日：約2.6），流動性良好。

於2023年6月30日，本集團並無銀行借款（於2022年12月31日：約人民幣44.8百萬元）。於2023年6月30日，本集團資產負債率（資產負債率等於總負債除以總資產）為約26.6%（於2022年12月31日：約26.4%）。

庫務政策

董事會監控資金的使用，通過資金管理辦法等財務制度進行財務控制，以保證資金安全性、流動性和收益性。

外匯風險

本集團之銷售主要以人民幣、美元及港幣結算。營運開支及採購主要以人民幣結算，部分開支以美元和港幣結算。於截至2023年6月30日止之六個月，本集團未使用任何衍生金融工具對沖日常業務過程中產生的外幣交易及其他金融資產和負債的波動。本集團通過密切監控外幣匯率的變動來管控其外幣風險並將於有需要時考慮對沖重大外匯風險。

資本開支

於截至2023年6月30日止之六個月，本集團資本開支總額約人民幣15.0百萬元（截至2022年6月30日止之六個月：約人民幣35.7百萬元）。資本開支包括於固定資產和在建工程所產生的相關開支。

資本承擔

於2023年6月30日，本集團的資本承擔總額約人民幣25.3百萬元（於2022年12月31日：約人民幣24.0百萬元）。

或有負債

於2023年6月30日，本集團並無任何重大或有負債。

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PLEGGED ASSETS

As at 30 June 2023, bank deposits of approximately RMB235.2 million (as at 31 December 2022: approximately RMB227.0 million) were pledged to secure the bills payables.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the six months ended 30 June 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE

The Group is committed to maintaining high levels of environmental and social standards to ensure sustainable development of its business. During the six months ended 30 June 2023, the Group's environmental, social and governance ("ESG") management team had managed, monitored, recommended and reported on environmental, social and governance aspects continuously. An ESG report for the year ended 31 December 2022 prepared with reference to Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") (Environmental, Social and Governance Reporting Guide) was published on the Company's and the Stock Exchange's websites in April 2023.

The Group has complied with all relevant laws and regulations in relation to its business including anti-corruption, health and safety, workplace conditions, employment and the environment in all material aspects during the six months ended 30 June 2023. The Group encourages its employees, customers, suppliers and other stakeholders to participate in environmental and social activities.

The Group maintains close relationships with its employees. The Group also enhances the cooperation with its suppliers to jointly foster a fair business environment, and provides high quality products and services to its customers to ensure continued and sustainable development.

資產之抵押

於2023年6月30日，約人民幣235.2百萬元之銀行存款（於2022年12月31日：約人民幣227.0百萬元）已作為應付票據之抵押品。

購買、出售或贖回上市證券

於2023年6月30日止之六個月，本公司及其附屬公司均無購買、出售或贖回任何本公司之上市證券。

環境、社會及企業管治

本集團致力維持高要求之環境及社會標準，以確保其業務可持續發展。截至2023年6月30日止之六個月內，本集團環境、社會及管治（「ESG」）管理團隊，在環保、社會及管治層面進行持續管理、監控、建議及報告工作。截至2022年12月31日之環境、社會及管治報告乃經參考香港聯合交易所有限公司證券上市規則（「上市規則」）附錄二十七所刊載之環境、社會及管治報告指引而編製並已於2023年4月在本公司及聯交所網站刊發。

於截至2023年6月30日止之六個月，本集團在各重大方面已遵守所有與其業務有關的相關法例及法規，包括反貪腐、健康及安全、工作環境、就業及環境。本集團鼓勵員工、客戶、供應商及其他相關者參與環境保護及社會活動。

本集團與員工維持緊密關係。本集團亦加強與供應商之間的合作，共同營造公平公正的營商環境，並為客戶提供優質產品及服務，以確保可持續發展。

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HUMAN RESOURCES AND REMUNERATION POLICIES

Digital transformation has helped the Group to optimize its organizational structure and streamline staff, thus improving the labor efficiency. As at 30 June 2023, the Group had a total of 1,513 employees (as at 31 December 2022: 1,583), with an decrease of 70 employees as compared to those as at 31 December 2022. Total employee benefits expenses, including Directors' emoluments, for the six months ended 30 June 2023 amounted to approximately RMB109.8 million (for the six months ended 30 June 2022: approximately RMB120.2 million).

Human resources are one of the Group's most important assets. In addition to offering competitive remuneration and welfare packages, the Group is also committed to providing specialized and challenging career development and training programs. Generally, a salary review is conducted annually. The Group also adopts the pre-IPO share option scheme, the share option scheme and the share award scheme to motivate prospective employees. Apart from basic remuneration, for employees in the Chinese mainland, the Group makes contributions towards employee mandatory social security, pensions, work-related injury insurance, maternity insurance and medical and unemployment insurance in accordance with the applicable laws and regulations of the Chinese mainland. The Group also provides full coverage of housing provident fund contributions as required by local regulations in the Chinese mainland. For overseas employees, the Group makes contributions towards relevant insurance schemes as required by the local regulations.

The Group's emolument policies are based on the merit, qualifications and competence of individual employees and are reviewed by the remuneration committee of the Company (the "**Remuneration Committee**") periodically. The emoluments of the Directors are recommended by the Remuneration Committee to the Board and are decided by the Board, having regard to the Group's operating results, individual performance and comparable market statistics.

The Group emphasises on employee performance and development, and is committed to enhancing their knowledge and skills. The Group provides comprehensive internal and external trainings, such as compulsory orientation, job skills training, improvement training, information security training, compliance and legal training, business etiquette training, etc.

員工及薪酬政策

本集團通過推進數字化轉型、優化組織結構，實現了人員的精簡高效。於2023年6月30日，本集團聘用1,513名（於2022年12月31日為1,583名）員工，較2022年年末減少70人。截至2023年6月30日之六個月，包括董事酬金在內的員工待遇費用總額約為人民幣109.8百萬元（截至2022年6月30日的六個月：約為人民幣120.2百萬元）。

人力資源是本集團最重要的資產之一。除了提供具有競爭力的薪酬福利方案外，本集團亦為員工提供專門並具有挑戰性的職業發展及培訓計劃。整體而言，本集團將每年進行一次薪酬檢討。本集團亦實施了購股權計劃和股份獎勵計劃以激勵有潛力的員工。對本集團於中國內地工作員工，除薪金外，本集團根據中國內地的相關法律、法規為中國內地的全部員工提供退休、失業、工傷、生育和醫療等社會保險計劃。本集團亦按照中國當地規定為中國內地員工實施住房公積金計劃。對本集團於海外工作員工，亦按照當地法律要求購買保險等計劃。

本集團的薪酬政策以員工個人的業績、資歷和能力為基礎，並由公司薪酬委員會（「**薪酬委員會**」）定期審查。董事的薪酬由薪酬委員會向董事會提出建議，並由董事會在考慮集團的經營業績、個人表現和可比市場數據後決定。

本集團重視員工的績效和發展，致力於提高員工的知識和技能。集團提供全面的內部和外部培訓，如強制性入職培訓、工作技能培訓、提升培訓、信息安全培訓、合規與法律培訓、商務禮儀培訓等。

DIRECTORS

董事

The Board is consisted of nine Directors, including six executive Directors and three independent non-executive Directors. The following table sets forth certain information relating to the Directors:

董事會由九名董事組成，包括六名執行董事，三名獨立非執行董事。以下表格為各董事情況：

Name 姓名	Age 年齡	Position in the Group 集團職務
Executive Directors		
執行董事		
LU Run Ting 盧閏霆	69	Chairman & Executive Director 主席及執行董事
HOU Ping 侯平	63	Executive Director & Chief Executive Officer 執行董事及首席執行官
LU Runyi 盧潤怡	65	Executive Director & Senior Vice President 執行董事及高級副總裁
WU Siqiang 吳思強	51	Executive Director & Chief Operating Officer 執行董事及首席運營官
LING Wai Lim 盧威廉	36	Executive Director & Senior Vice President 執行董事及高級副總裁
LI Yijin 李易進	53	Executive Director & Chief Audit Executive & Company Secretary 執行董事、審計長及公司秘書
Independent Non-executive Directors		
獨立非執行董事		
MAK Wing Sum Alvin 麥永森	70	Independent Non-executive Director 獨立非執行董事
YE Lu 葉淥	60	Independent Non-executive Director 獨立非執行董事
LAI Tung Kwok 黎棟國	71	Independent Non-executive Director 獨立非執行董事

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CORPORATE GOVERNANCE PRACTICES

The Board is committed to achieving good corporate governance standards.

The Board believes that good corporate governance standards are essential in providing a framework for the Group to safeguard the interests of shareholders and to enhance corporate value and accountability.

The Company has adopted the code provisions (the **"Code Provisions"**) as set out in the Corporate Governance Code (the **"CG Code"**) contained in Appendix 14 to the Listing Rules.

The Board is of the view that the Company has complied with all the Code Provisions as set out in the CG Code throughout the six months ended 30 June 2023.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the **"Model Code"**) as set out in Appendix 10 of the Listing Rules as its code of conduct regarding directors' securities transactions. All Directors have confirmed, following specific enquiries made by the Company, that they have complied with the Model Code throughout the six months ended 30 June 2023.

INCENTIVE SCHEMES

(a) Share Option Scheme

The share option scheme was adopted pursuant to a written resolution passed by the shareholders of the Company on 15 November 2013 (the **"Share Option Scheme"**) for the primary purpose of recognising and acknowledging the contributions of any full-time or part-time employees, executives or officers, any Directors, any advisors, consultants, suppliers, customers and agents of the Group, or such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Group, and the principal terms are as follows:

- (i) The maximum number of shares in respect of which options may be granted shall not exceed 10% of the total number of shares in issue at the date of listing of the shares of the Company on the Main Board of the Stock Exchange;

企業管治常規

本公司董事會致力於達成良好的企業管治水平。

董事會深信良好的企業管治標準是不可避免的，它能夠為本集團提供一個架構以維護股東利益、提升企業價值和管理責任。

本公司已採納上市規則附錄十四所載之企業管治守則（「企業管治守則」）中的守則條文（「守則條文」）。

董事會認為於截至2023年6月30日止之六個月內，本公司已經遵守企業管治守則所載之全部守則條文。

董事進行證券交易標準守則

本公司已採用上市規則附錄十所載列的有關上市發行人之董事進行證券交易的標準守則（「標準守則」）。經向全體董事作出特定查詢後，本公司全體董事已確認於截至2023年6月30日止之六個月內均遵守標準守則。

激勵計劃

(a) 購股權計劃

購股權計劃（「購股權計劃」）於2013年11月15日通過的股東決議中所批准，旨在認可及獎勵本集團的任何全職或兼職僱員、行政人員或高級職員，任何董事、任何顧問、諮詢人、供應商、客戶及代理、以及董事會全權認為將會或一直對本集團有貢獻的其他人士，對本集團曾經作出或可能已作出的貢獻，主要條款為如下所列：

- (i) 購股權授出最大股份數不得超過本公司在聯交所主板上市之日的總股數的10%；

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- (ii) The maximum entitlement of each eligible participant in any 12-month period up to the date of offer to grant shall not exceed 1% of the shares in issue as at the date of offer to grant;
- (iii) Options granted should be taken up on payment of HKD1.0 by the grantee on or before the relevant acceptance date. The exercise price is determined by the Directors at their discretion and will not be lower than the highest of: (a) the closing price of the ordinary shares on the Stock Exchange at the offer date, which must be a trading day; (b) the average closing price of the ordinary shares on the Stock Exchange for the five business days immediately preceding the offer date; and (c) the nominal value of the Company's share. The period during which an option may be exercised will be determined by the Board in its absolute discretion, except that no option may be exercised more than ten years after it has been granted; and
- (iv) There is no minimum period for which an option granted must be held before it can be exercised except otherwise imposed by the Directors.

For the six months ended 30 June 2023, no options were granted or agreed to be granted pursuant to the Share Option Scheme, and no options were exercised, cancelled and lapsed. As at each of 1 January 2023 and 30 June 2023, there was no outstanding options under the Share Option Scheme.

As at each of 1 January 2023 and 30 June 2023, the total number of shares of the Company available for grant under the Share Option Scheme was 80,000,000 shares.

Assuming all options under the Share Option Scheme have been granted, the total number of shares available for issue under the Share Option Scheme shall be 80,000,000, representing approximately 9.76% of the total number of shares of the Company in issue as at the date of this Interim Report.

Subject to early termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of ten years from the adoption date (i.e. 4 December 2023).

In any event, any grant of the share options under the Share Option Scheme shall comply with Chapter 17 of the Listing Rules taking effect from 1 January 2023.

- (ii) 在任何一個要約授出之日之前的12個月期間內，授予任一合格參與者的最高股份數額不得超過要約授出之日已發行股份的1%；
- (iii) 授出的購股權需在相關受理日期或之前支付港幣1.0元的價格予以承授。行使價格由本公司董事酌情商定且不高於以下最高者：(a) 普通股在聯交所要約日(需為交易日)之收盤價；(b) 普通股在聯交所緊接授出日期前五個營業日的普通股平均收盤價；及(c) 本公司股份面值。購股權行使的期限由董事會全權酌情決定，除非授出後超過十年未行使；及
- (iv) 除非董事會另有規定，否則授出的購股權在行使前，無最短持有期限的限制。

截至2023年6月30日止之六個月內，概無根據購股權計劃已授出或同意授出的購股權，且並無購股權被行使、撤銷或失效。於2023年1月1日及2023年6月30日，購股權計劃下無未行使的期權。

於2023年1月1日及2023年6月30日，在購股權計劃下，本公司可供授予的股份總數為80,000,000股。

倘若購股權計劃下所有購股權均被授出，購股權計劃下股份總數目可為80,000,000股，約佔本公司於本中期報告之日已發行總股數的9.76%。

除非在本公司的股東大會或董事會上被提前終止，否則購股權計劃的有效期限自採納日起，為期十年(即2023年12月4日)。

在任何情況下，購股權計劃下任何購股權的授予都應符合自2023年1月1日起生效的上市規則第17章的規定。

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(b) Share Award Scheme

The Company adopted a share award scheme (the "**Share Award Scheme**") on 30 November 2015 (the "**Adoption Date**") with a duration of 15 years commencing from 11 December 2015. The objectives of the Share Award Scheme are to (i) align the interests of any employee, adviser, consultant, agent, contractor, client or supplier of any member of the Group whom the Directors in their sole discretion consider may contribute or have contributed to the Group (the "**Participants**"); (ii) recognise and motivate the contribution of the Participants and to provide incentives in retaining the Participants for future operation and development of the Group; and (iii) attract suitable personnel for the long-term growth and further strategic expansion of the Group, and the principal terms are as follows:

- (i) The Company has engaged BOCI-Prudential Trustee Limited (the "**Trustee**") to administer and hold the Company's shares before they are vested and transferred to the Participants. The Trustee purchases the Company's shares being awarded from the open market with funds provided by the Company by way of contributions;
- (ii) The maximum number of restricted shares in respect of which awards may be granted shall not exceed 10% of the total number of issued shares of the Company at the Adoption Date (restricted shares awarded but cancelled, lapsed and/or not yet vested are all excluded);
- (iii) Unless specifically approved by the shareholders of the Company, the aggregate number of new shares to be granted as restricted shares in each financial year shall not exceed 3% of the total number of issued shares of the Company as at the Adoption Date;
- (iv) The maximum number of restricted shares which may be awarded to each Participant under the scheme shall not exceed 1% of the total number of issued shares of the Company as at the Adoption Date; and
- (v) There is no restrictions on vesting period, the purchase price or the amount payable on application or acceptance of the restricted shares awarded except otherwise imposed by the Directors.

(b) 股份獎勵計劃

本公司於2015年11月30日(「**採納日**」)採納股份獎勵計劃(「**股份獎勵計劃**」)，股份獎勵計劃自2015年12月11日起計有效期為15年。計劃之目的為(i)使董事認為已經或將會對本集團作出貢獻之僱員、參事、顧問、代理、承辦商、顧客或供應商(「**計劃參與者**」)之利益與本集團利益一致；(ii)嘉獎和鼓勵計劃參與者之貢獻，並給予激勵，以挽留計劃參與者，為本集團的持續經營及發展效力；及(iii)吸引合適人才推動本集團長期增長及進一步戰略拓展，主要條款為如下所列：

- (i) 本公司已委任中銀國際英國保誠信託有限公司(「**受託人**」)管理及持有本公司之股份，直至將歸屬股份轉讓予計劃參與者。受託人在公開市場買入公司現有股份，費用由本公司支付；
- (ii) 股份獎勵計劃下的股份授出之所有限制性股份數目合共不得超過股份獎勵計劃採納當日本公司已發行股份總數之10%(已授予但已取消、失效和/或尚未歸屬的限制性股票均被排除在外)；
- (iii) 除非得到本公司股東的特別批准，否則在每個財政年度中，作為限制性股份授予的新股的總數不得超過股份獎勵計劃採納當日本公司已發行股份總數3%；
- (iv) 授予任何一位選定參與者的最高限制性股份數額不得超過股份獎勵計劃採納當日本公司已發行股份總數之1%；及
- (v) 除非董事會另有規定，授出的限制性股份無歸屬期、購買價或申請或接納獎勵須付金額的限制。

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In May 2017, the Group granted 10,374,000 shares under the Share Award Scheme to the Participants. The shares awarded shall be vested in three years on each anniversary of the first vesting date, which is 26 November 2017, in equal portions. The estimated fair value of the shares award granted at the grant date were approximately HKD27,564,000 (equivalent to RMB24,239,000) based on the market price of the relevant shares at the grant date.

As at 31 December 2020, all these shares were either vested or lapsed.

During the six months ended 30 June 2023, the Trustee did not acquire any ordinary shares of the Company (for the six months ended 30 June 2022: Nil), and no shares were granted or agreed to be granted to any selected Participants (for the six months ended 30 June 2022: Nil) under the Share Award Scheme. The Group did not recognise any expense for the six months ended 30 June 2023 in relation to the share awards (for the six months ended 30 June 2022: Nil).

As at each of 1 January 2023 and 30 June 2023, there were no unvested shares under the Share Award Scheme. During the six months ended 30 June 2023, no share of the Company were vested, cancelled and lapsed under the Share Award Scheme. As at 30 June 2023, 8,146,000 shares of the Company under the Share Award Scheme were held by the Trustee (as at 1 January 2023: 8,146,000 shares).

Under the Share Award Scheme, the maximum number of new shares available for issue shall be 24,990,900 shares of the Company in each financial year, representing approximately 3.0% of the total number of shares of the Company in issue as at the date of the Interim Report.

As at each of 1 January 2023 and 30 June 2023, the total number of shares of the Company available for grant under the Share Award Scheme was 72,929,000 shares.

In any event, any grant of the share awards under the Share Award Scheme shall comply with Chapter 17 of the Listing Rules taking effect from 1 January 2023.

於2017年5月，本集團將10,374,000股股份獎勵計劃持有股份授予計劃參與者。獎勵股份應從首個歸屬日（即2017年11月26日）起分3年歸屬，每年歸屬的數量相同。按授予日的市場價格估算，獎勵股份於授予日的公允價值約港幣27,564,000元（折合約人民幣24,239,000元）。

於2020年12月31日，所有以上授予的獎勵股份已歸屬或已失效。

截至2023年6月30日止之六個月內，受託人並無收購任何本公司普通股（於截至2022年6月30日止之六個月：無），無股份依照股份獎勵計劃授予或同意授予任何計劃參與者（於截至2022年6月30日止之六個月：無），故本集團確認無授出獎勵股份之開支（於截至2022年6月30日止之六個月：無）。

於2023年1月1日和2023年6月30日，股份獎勵計劃下均沒有未歸屬的股份。截至2023年6月30日止之六個月期間，股份獎勵計劃下沒有任何股份歸屬、注銷和失效。於2023年6月30日，受託人持有股份獎勵計劃之8,146,000股（於2023年1月1日：8,146,000股）。

股份獎勵計劃下，本公司每個財政年度可予發行的新股股份總數不得超過24,990,900股，佔本公司於本中期報告之日已發行股份總數的約3.0%。

於2023年1月1日及2023年6月30日，本公司可供授予股份獎勵計劃的股份總數均為72,929,000股。

在任何情況下，股份獎勵計劃下任何股份獎勵的授予都應符合自2023年1月1日起生效的上市規則第17章的規定。

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AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") with a set of written terms of reference made in compliance with the CG Code. As at the date of this Interim Report, the Audit Committee comprises three independent non-executive Directors, namely Mr. MAK Wing Sum Alvin (Chairman), Ms. YE Lu and Mr. LAI Tung Kwok. The Audit Committee of the Company has reviewed this Interim Report.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (all within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("SFO")), which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

審核委員會

本公司遵守企業管治守則成立審核委員會(「審核委員會」)並設有其書面職權範圍，於本中期報告之日，審核委員會由三名獨立非執行董事組成，即麥永森先生(主席)，葉淥女士與黎棟國先生。審核委員會已審閱本中期報告。

董事和最高行政人員於本公司及關聯法團股份，相關股份及債券之權益及淡倉

於2023年6月30日，本公司董事和最高行政人員在本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部，香港法例第571章)之任何股份、相關股份或債券之權益及淡倉，(a)根據證券及期貨條例第XV部第7及第8分部須告知本公司及證券交易所(包括根據證券及期貨條例該等條文取得或視為擁有的權益及淡倉)；(b)根據證券及期貨條例第352條，須按其中所述記入登記冊；或(c)根據標準守則須告知本公司及證券交易所，披露如下：

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Interests in shares

股份權益

Name of Director 董事姓名	Capacity/Nature of interests 身份／權益性質	Number of securities held ⁽¹⁾ 所持證券數目 ⁽¹⁾	Approximate percentage of interest in the Company (%) ⁽⁸⁾ 佔本公司權益概約百分比 ⁽⁸⁾
Mr. LU Run Ting (Chairman) ("Chairman LU") 盧閏霆先生(主席) (「盧主席」)	Founder of a discretionary trust who can influence how the trustee exercise his discretion ⁽²⁾⁽ⁱ⁾ 可影響受托人如何行使其酌情權的酌情信托成立人 ⁽²⁾⁽ⁱ⁾	299,759,422 shares (L) 299,759,422股(L)	36.57%
	Beneficial owner ⁽²⁾⁽ⁱⁱ⁾ 受益人 ⁽²⁾⁽ⁱⁱ⁾	1,740,000 shares (L) 1,740,000股(L)	0.21%
Mr. HOU Ping 侯平先生	Beneficial owner ⁽³⁾ 受益人 ⁽³⁾	12,000,000 shares (L) 12,000,000股(L)	1.46%
Mr. LU Runyi 盧潤怡先生	Beneficial owner ⁽⁴⁾ 受益人 ⁽⁴⁾	48,321,000 shares (L) 48,321,000股(L)	5.90%
Mr. WU Siqiang 吳思強先生	Beneficial owner ⁽⁵⁾ 受益人 ⁽⁵⁾	725,004 shares (L) 725,004股(L)	0.09%
Mr. LING Wai Lim 盧威廉先生	Beneficiary of a trust (other than a discretionary interest) ⁽⁶⁾⁽ⁱ⁾ 信托受益人(酌情權益除外) ⁽⁶⁾⁽ⁱ⁾	299,759,422 shares (L) 299,759,422股(L)	36.57%
	Beneficial owner ⁽⁶⁾⁽ⁱⁱ⁾ 受益人 ⁽⁶⁾⁽ⁱⁱ⁾	16,000 shares (L) 16,000股(L)	0.002%
Ms. LI Yijin 李易進女士	Beneficial owner ⁽⁷⁾ 受益人 ⁽⁷⁾	2,044,000 shares (L) 2,044,000股(L)	0.25%

(1) The letter "L" denotes the Directors' long position in the shares of the Company or the relevant associated corporation.

(2) Chairman LU's interests were consisted of: (i) 299,759,422 shares were held by Goldpac International (Holding) Limited ("GIHL"). On 8 November 2022, through allotment of shares and conversion of shares, the 100% control in GIHL was changed from Chairman LU to Golden Wellness Investment Limited, a company 100% controlled by Golden Lake Investment Limited ("GLIL"), which was in turn 100% held by Cititrust Private Trust (Cayman) Limited as the trustee of a family trust set up by Chairman LU. This family trust was a discretionary trust. As the founder of this discretionary trust, Chairman LU could influence how the trustee exercised his discretion. Accordingly, Chairman LU was still deemed to be interested in GIHL's interest in the Company by virtue of the SFO; and (ii) 1,740,000 shares held directly by Chairman Lu as beneficial owner.

(1) 「L」代表董事於本公司或有關的相聯法團股份中所持有的好倉。

(2) 盧主席之權益包括：(i)金邦達國際(集團)有限公司(「金邦達國際」)所持299,759,422股。於2022年11月8日，金邦達國際通過增發新股及股份轉換，其100%控制權從盧主席變更為Golden Wellness Investment Limited，該公司由金湖投資管理有限公司(「金湖投資」)100%控制。而金湖投資則由盧主席設立的家庭信托的受托人Cititrust Private Trust (Cayman) Limited 100%持有。該家族信托為酌情信托。盧主席作為酌情信托成立人，可影響受托人如何行使其酌情權。因此，根據證券及期貨條例，盧主席仍被視作於金邦達國際所持之本公司權益中擁有權益；以及(ii) 1,740,000股由盧主席作為受益人直接持有。

Corporate Governance and Other Information 企業管治及其他資料

- (3) Mr. HOU Ping's interests were consisted of: (i) 300,000 shares issued by options granted under the Pre-IPO Share Option Scheme (this scheme expired on 3 December 2019) exercised on 25 August 2015; and (ii) 1,200,000 shares awarded on 26 May 2017 under the Share Award Scheme; and (iii) 10,500,000 shares transferred from GIHL on 10 June 2020.
- (4) Mr. LU Runyi's interests were consisted of: (i) 2,120,000 shares and 45,000,000 shares respectively transferred from GIHL on 20 March 2015 and 10 June 2020; (ii) 400,000 shares issued by options granted under the Pre-IPO Share Option Scheme (this scheme expired on 3 December 2019) and exercised on 25 August 2015; and (iii) 801,000 shares awarded on 26 May 2017 under the Share Award Scheme.
- (5) Mr. WU Siqiang's interests were consisted of: (i) 130,000 shares as beneficial owner; and (ii) 801,000 shares awarded on 26 May 2017 under the Share Award Scheme, and as the expenses caused by this scheme, 205,996 shares were deducted on 26 November 2019 which was the final vesting date.
- (6) Mr. LING Wai Lim's interests were consisted of: (i) 299,759,422 shares (other than a discretionary interest) as the beneficiary of the family trust set up by Chairman LU on 8 November 2022; and (ii) 16,000 shares as beneficial owner.
- (7) Ms. LI Yijin held 2,044,000 shares as beneficial owner.
- (8) As at 30 June 2023, the number of issued shares of the Company was 819,577,000 shares.
- (3) 侯平先生之權益包括：(i)於2015年8月25日通過行使首次公開發售前購股權計劃(該計劃已於2019年12月3日到期)發行股份300,000股；以及(ii)於2017年5月26日股份獎勵計劃下授予股份1,200,000股；以及(iii)於2020年6月10日受讓於金邦達國際10,500,000股。
- (4) 盧潤怡先生之權益包括：(i)分別於2015年3月20日和2020年6月10日分別受讓於金邦達國際2,120,000股和45,000,000股；(ii)於2015年8月25日通過行使首次公開發售前購股權計劃(該計劃已於2019年12月3日到期)發行股份400,000股；以及(iii)於2017年5月26日股份獎勵計劃下授予股份801,000股。
- (5) 吳思強先生之權益包括：(i)作為受益人持有130,000股；以及(ii)於2017年5月26日股份獎勵計劃下授予股份801,000股，並因該計劃產生的相關費用，於2019年11月26日，即最後一個授予日，扣除股份205,996股。
- (6) 盧威廉先生之權益包括：(i)於2022年11月8日，作為盧主席設立的家信信託的受益人持有299,759,422股(酌情權益除外)；以及(ii)作為受益人持有的16,000股。
- (7) 李易進女士作為受益人持有2,044,000股。
- (8) 於2023年6月30日，本公司已發行股份數為819,577,000股。

Save as disclosed above, as at 30 June 2023, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

除上文披露外，於2023年6月30日本公司董事或最高行政人員均無於本公司及其關聯法團股份、相關股份及債券之權益及淡倉(定義見證券及期貨條例第XV部分)，要求：(a)根據證券及期貨條例第XV部第7及第8分部須告知本公司及證券交易所(包括根據證券及期貨條例該等條文取得或視為擁有的權益及淡倉)；(b)根據證券及期貨條例第352條，須按其中所述記入登記冊；或(c)根據標準守則須告知本公司及證券交易所。

Corporate Governance and Other Information 企業管治及其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES OR UNDERLYING SHARES OF THE COMPANY

主要股東於公司股份或相關股 份之權益及淡倉

As at 30 June 2023, so far as was known to the Directors, the following persons (other than the Directors or chief executive of the Company) and entities had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 336 of the SFO:

根據證券及期貨條例第XV部第2及第3分部須予以披露或根據證券及期貨條例第336條須記錄於本公司備存的登記冊內，於2023年6月30日，就董事會所知，以下人士（本公司董事或最高行政人員除外）及實體於本公司股份及相關股份中擁有的權益或淡倉：

Name 姓名	Capacity/Nature of interests 身份／權益性質	Number of securities held ⁽¹⁾ 所持證券數目 ⁽¹⁾	Approximate percentage of interest in the Company (%) ⁽⁵⁾ 佔本公司權益概約百分比 ⁽⁵⁾
Cititrust Private Trust (Cayman) Limited	Interest of controlled corporation ⁽²⁾ 受控制法團權益 ⁽²⁾	299,759,422 shares (L) 299,759,422股(L)	36.57%
Ms. ZHANG Jian 張健女士	Spouse ⁽³⁾ 配偶 ⁽³⁾	301,499,422 shares (L) 301,499,422股(L)	36.79%
Agende des participations de l'Etat ("APE")	Interest of controlled corporation ⁽⁴⁾ 受控制法團權益 ⁽⁴⁾	152,931,181 shares (L) 152,931,181股(L)	18.66%

Notes:

- (1) The letter "L" denotes a person's long position in the shares of the Company.
- (2) The 299,759,422 shares were held by GIHL. On 8 November 2022, through allotment of shares and conversion of shares, the 100% control in GIHL was changed from Chairman LU to Golden Wellness Investment Limited, a company 100% controlled by GLIL, which was in turn 100% held by Cititrust Private Trust (Cayman) Limited as the trustee of a family trust set up by Chairman LU. This family trust was a discretionary trust. As the founder of this discretionary trust, Chairman LU could influence how the trustee exercised his discretion. Accordingly, Chairman LU was still deemed to be interested in GIHL's interest in the Company by virtue of the SFO.
- (3) Ms. ZHANG Jian, the spouse of Chairman LU, was deemed to be interested in Chairman LU's interests in the Company by virtue of the SFO.
- (4) The disclosed interest represents the interest in the Company held by Gemplus International S.A. ("GISA"), which was wholly-owned by Gemalto N.V. ("Gemalto"). Based on the disclosure of interests forms filled by Thales, Gemalto was owned by Thales as to 85.51% and Thales was owned by APE as to 35.68%. Therefore, APE was deemed to be interested in GISA's interest in the Company by virtue of the SFO.
- (5) As at 30 June 2023, the number of issued shares of Company was 819,577,000 shares.

附註：

- (1) 「L」代表有關人士於本公司股份所持的好倉。
- (2) 金邦達國際所持299,759,422股。於2022年11月8日，金邦達國際通過增發新股及股份轉換，其100%控制權從盧主席變更為Golden Wellness Investment Limited，該公司由金湖投資100%控制。而金湖投資則為盧主席設立的家族信托的受託Cititrust Private Trust (Cayman) Limited 100%持有。該家族信托為酌情信托。盧主席作為酌情信托成立人，可影響受託人如何行使其酌情權。因此，根據證券及期貨條例，盧主席仍被視作於金邦達國際所持之本公司權益中擁有權益。
- (3) 張健女士為盧主席的配偶，根據證券及期貨條例，被視作於盧主席所持的本公司權益中擁有權益。
- (4) 所披露權益為Gemplus International S.A. (「GISA」) 所持本公司權益，而GISA由Gemalto N.V. (「Gemalto」) 全資擁有。根據由Thales 填報的披露權益表格，Thales持有Gemalto 85.51%的股份，同時，APE 持有Thales 35.68%的股份。因此，根據證券及期貨條例，APE被視作於GISA 所持之本公司權益中擁有權益。
- (5) 於2023年6月30日，本公司已發行股份數為819,577,000股。

Corporate Governance and Other Information 企業管治及其他資料

Save as disclosed above, as at 30 June 2023, so far as the Directors were aware, no other persons (other than the Directors or chief executive of the Company) or entities had any interests or short positions in the shares or underlying shares of the Company, which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 336 of the SFO.

DIRECTORS' INTERESTS IN CONTRACTS

No transaction, arrangement or contract of significance, to which the Company, any of its subsidiaries or fellow subsidiaries was a party and in which a Director or an entity connected with any Director had a material interest, whether directly or indirectly, subsisted during the six months ended 30 June 2023 or as at 30 June 2023.

CHANGES IN DIRECTORS' AND CHIEF EXECUTIVE'S INFORMATION

There is no change in the Directors' and chief executive's information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of the 2022 annual report of the Company and up to the date of this Interim Report.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

No contract of significance had been entered into between the Company or any of its subsidiaries and the controlling shareholders of the Company or any of their subsidiaries during the six months ended 30 June 2023.

除上文披露外，截至2023年6月30日，據董事會所知，無其他人（本公司董事或最高行政人員除外）及實體，根據證券及期貨條例第XV部第2及第3分部須予以披露或根據證券及期貨條例第336條須記錄於本公司備存的登記冊內，於本公司股份及相關股份中擁有權益或淡倉。

董事享有權益之合約

於截至2023年6月30日之六個月或於2023年6月30日，本公司或其任何附屬公司或任何同系附屬公司均未直接或者間接地訂立與本公司董事或任何本公司董事相關聯實體享有重大權益之交易，安排或重要合約。

董事及最高行政人員的資料變更

自本公司截至2022年年度報告發佈之日起，至本中期報告發佈之日，無根據上市規則第13.51B(1)條規定需要披露的本公司董事及最高行政人員資料變更。

與控股股東的合約

於截至2023年6月30日止之六個月，本公司或其任何附屬公司並無與本公司或其任何附屬公司之控股股東訂立任何重大合約。

Report on Review of Interim Financial Information

中期財務資料的審閱報告



羅兵咸永道

TO THE BOARD OF DIRECTORS OF GOLDPAC GROUP LIMITED
(incorporated in Hong Kong with limited liability)

致金邦達寶嘉控股有限公司董事會
(於香港註冊成立的有限公司)

INTRODUCTION

We have reviewed the interim financial information set out on pages 29 to 56, which comprises the interim condensed consolidated statement of financial position of Goldpac Group Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 June 2023 and the interim condensed consolidated statement of profit or loss and other comprehensive income, the interim condensed consolidated statement of changes in equity and the interim condensed consolidated statement of cash flows for the six-month period then ended, and selected explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

引言

本核數師(以下簡稱「我們」)已審閱列載於第29至56頁的中期財務資料，此中期財務資料包括金邦達寶嘉控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)於2023年6月30日的中期簡明綜合財務狀況表與截至該日止六個月期間的中期簡明綜合損益及其他全面收入表、中期簡明綜合權益變動表 and 中期簡明綜合現金流量表，以及經選擇解釋性附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料擬備的報告必須符合以上規則的有關條文以及香港會計師公會頒布的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計師公會頒布的香港會計準則第34號「中期財務報告」擬備及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論，並僅按照我們協定的業務約定條款向閣下(作為整體)報告我們的結論，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

審閱範圍

我們已根據香港會計師公會頒布的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢，及應用分析性和其他審閱程序。審閱的範圍遠較根據《香港審計準則》進行審計的範圍為小，故不能令我們可保證我們將知悉在審計中可能被發現的所有重大事項。因此，我們不會發表審計意見。

Report on Review of Interim Financial Information

中期財務資料的審閱報告

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information of the Group is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 22 August 2023

結論

按照我們的審閱，我們並無發現任何事項，令我們相信 貴集團的中期財務資料未有在各重大方面根據香港會計準則第34號「中期財務報告」擬備。

羅兵咸永道會計師事務所
執業會計師

香港，2023年8月22日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收入表

For the six months ended 30 June 2023
截至2023年6月30日止之六個月

		Six months ended 30 June 截至6月30日止之六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審計)
	Notes 附註		
Revenue	4	745,884	709,419
Cost of sales		(535,347)	(521,120)
Gross profit		210,537	188,299
Other income		27,122	20,102
Other gains – net		3,976	26,889
Research and development expenses		(51,223)	(55,068)
Selling and distribution expenses		(66,414)	(64,926)
Administrative expenses		(25,443)	(17,541)
Provision for impairment loss on trade receivables		(3,402)	(2,726)
Impairment loss on amount due from an associate		-	(499)
Finance income/(costs) – net		1,062	(8,583)
Profit before income tax	5	96,215	85,947
Income tax expense	6	(10,600)	(7,482)
Profit for the period		85,615	78,465
Other comprehensive income for the period			
<i>Item that may be subsequently reclassified to profit or loss:</i>			
– exchange differences arising on translation of foreign operations		1,875	3,510
Total comprehensive income for the period		87,490	81,975
Profit for the period attributable to:			
Owners of the Company		75,393	75,766
Non-controlling interests		10,222	2,699
		85,615	78,465
Total comprehensive income attributable to:			
Owners of the Company		77,268	79,276
Non-controlling interests		10,222	2,699
		87,490	81,975
Earnings per share (RMB cents)			
– Basic	8	9.3 cents 分	9.3 cents分
– Diluted	8	9.3 cents 分	9.3 cents分

The notes from pages 35 to 56 are an integral part of the interim condensed consolidated financial information.

載於第35至56頁之附註構成中期簡明綜合財務資料的部份。

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2023
於2023年6月30日

			As at 30 June 2023 於2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	312,163	312,722
Right-of-use assets	使用權資產	9	30,161	32,896
Investment property	投資物業	9	189,496	192,436
Deferred tax assets	遞延稅項資產		28,573	25,946
Other receivables	其他應收款		66,925	84,500
Pledged bank deposits	已抵押銀行存款		31,847	219,841
Fixed bank deposits	銀行定期存款		30,426	126,500
Total non-current assets	非流動資產總額		689,591	994,841
Current assets	流動資產			
Inventories	存貨	11	364,274	362,621
Trade receivables	應收貨款	12	525,058	340,322
Contract assets	合同資產	13	11,731	10,637
Other receivables and prepayments	其他應收和預付款		107,094	102,587
Pledged bank deposits	已抵押銀行存款		203,327	7,112
Fixed bank deposits	銀行定期存款		520,041	368,143
Cash and cash equivalents	現金及現金等價物		362,737	627,594
Total current assets	流動資產總額		2,094,262	1,819,016
Total assets	資產總額		2,783,853	2,813,857
EQUITY	權益			
Share capital	股本	17	1,192,362	1,192,362
Reserves	儲備		826,539	864,563
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,018,901	2,056,925
Non-controlling interests	非控股權益		23,860	13,638
Total equity	權益總額		2,042,761	2,070,563

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2023
於2023年6月30日

			As at 30 June 2023 於2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		1,506	2,991
Deferred tax liabilities	遞延稅項負債		35,771	33,397
Total non-current liabilities	非流動負債總額		37,277	36,388
Current liabilities	流動負債			
Trade and bills payables	應付賬款及票據	14	462,760	336,693
Contract liabilities	合同負債		104,989	177,298
Other payables	其他應付款		99,144	114,559
Bank borrowings	銀行借款	15	-	44,818
Lease liabilities	租賃負債		5,051	5,883
Income tax payable	應付所得稅		31,871	27,655
Total current liabilities	流動負債總額		703,815	706,906
Total liabilities	負債總額		741,092	743,294
Total equity and liabilities	權益與負債總額		2,783,853	2,813,857

Notes
附註

The notes from pages 35 to 56 are an integral part of the interim condensed consolidated financial information.

載於第35至56頁之附註構成中期簡明綜合財務資料的部份。

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2023
截至2023年6月30日止之六個月

Attributable to owners of the Company
本公司擁有人應佔權益

		Share capital	Shares held under share award scheme	Exchange translation reserves	Other reserves	Statutory reserves	Retained earnings	Sub-total	Non-controlling interests	Total
		股本	計劃持有股份	匯兌儲備	其他儲備	法定儲備	未分配利潤	合計	非控股權益	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
					(Note i) (附註i)	(Note ii) (附註ii)				
At 1 January 2022 (audited)	於2022年1月1日(經審計)	1,192,362	(13,516)	(3,306)	108,440	172,655	550,776	2,007,411	1,194	2,008,605
Profit for the period	期內利潤	-	-	-	-	-	75,766	75,766	2,699	78,465
Other comprehensive income for the period	期內其他全面收入	-	-	3,510	-	-	-	3,510	-	3,510
Total comprehensive income for the period	期內全面收入總額	-	-	3,510	-	-	75,766	79,276	2,699	81,975
Transaction with non-controlling interest	與非控股股東交易	-	-	-	253	-	-	253	(1,108)	(855)
Dividends (Note 7)	股息(附註7)	-	-	-	-	-	(97,008)	(97,008)	-	(97,008)
At 30 June 2022 (unaudited)	於2022年6月30日(未經審計)	1,192,362	(13,516)	204	108,693	172,655	529,534	1,989,932	2,785	1,992,717
At 1 January 2023 (audited)	於2023年1月1日(經審計)	1,192,362	(13,516)	2,403	108,693	172,655	594,328	2,056,925	13,638	2,070,563
Profit for the period	期內利潤	-	-	-	-	-	75,393	75,393	10,222	85,615
Other comprehensive income for the period	期內其他全面收入	-	-	1,875	-	-	-	1,875	-	1,875
Total comprehensive income for the period	期內全面收入總額	-	-	1,875	-	-	75,393	77,268	10,222	87,490
Dividends (Note 7)	股息(附註7)	-	-	-	-	-	(115,292)	(115,292)	-	(115,292)
At 30 June 2023 (unaudited)	於2023年6月30日(未經審計)	1,192,362	(13,516)	4,278	108,693	172,655	554,429	2,018,901	23,860	2,042,761

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2023
截至2023年6月30日止之六個月

Notes:

- (i) Other reserves represent the aggregate of capitalisation of statutory reserves and retained earnings into capital of subsidiaries, contribution from a shareholder and share of other reserves of associates and amounts arising from transactions with non-controlling interests that do not result in a loss of control.

There was capitalisation of statutory reserves into capital of a subsidiary of the Company, Goldpac Limited, in 2011.

There was a transaction with non-controlling interest of a subsidiary of the Company, SecureTech Holdings Limited, in 2022.

- (ii) Under the relevant regulations in the People's Republic of China (the "PRC"), certain subsidiaries of the Company which established in the PRC are required to make appropriation to the statutory reserves at 10% of their profit after tax based on their statutory financial statements until their statutory reserves reach 50% of their share capital individually. The statutory reserves may only be used, upon approval by the relevant authorities, to offset accumulated losses or to increase the capital of those subsidiaries. Except for those subsidiaries with losses during the period, an eligible subsidiary of the Company had made enough appropriation to the statutory reserves during previous years and no further appropriation required.

The above condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

附註：

- (i) 其他儲備指法定儲備資本化和留存收益轉入附屬公司資本、股東出資、聯營公司應佔其他儲備以及與非控股權益進行交易但不會導致失去控制權的金額的總和。

於2011年，法定儲備已被資本化為本公司附屬公司金邦達有限公司的資本。

於2022年，與附屬公司SecureTech Holdings Limited的非控股股東進行交易。

- (ii) 根據中華人民共和國（「中國」）的有關法規，若干於中國成立之本公司之附屬公司需按其法定財務報表中除稅後淨利潤的10%計提法定儲備直到其法定儲備達到其股本的50%。該法定儲備僅能在得到有關部門批准後，方可用於彌補該等附屬公司累計虧損或者增加其資本。除累計虧損的附屬公司外，其中一家子公司已在以前年度計提足夠的法定儲備，無需進一步計提。

上述簡明綜合權益變動表應與後附附註一併閱讀。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2023
截至2023年6月30日止之六個月

Six months ended 30 June
截至6月30日止之六個月
2023
2022年
RMB'000
人民幣千元
(unaudited)
(未經審計)

		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審計)
Cash flows from operating activities	經營活動產生之現金流量		
Cash used in operations	營運所用現金	(31,350)	(272,562)
Tax paid	已付所得稅	(6,637)	(1,273)
Net cash used in operating activities	經營活動動用之現金淨額	(37,987)	(273,835)
Cash flows from investing activities	投資活動產生之現金流量		
Withdrawals of fixed bank deposits	提取銀行定期存款	306,122	408,155
Redemption of financial assets at FVTPL	贖回按公允價值計入 損益之金融資產	-	181,467
Placement of pledged bank deposits	存放已抵押銀行存款	(4,291)	-
Purchase of property, plant and equipment	購買物業、廠房及設備	(14,993)	(35,652)
Placement of fixed bank deposits	存放銀行定期存款	(366,835)	(374,500)
Interest received	已收利息	8,063	4,501
Increase in amount due from an associate	應收聯營公司款項增加	-	(499)
Net cash (used) in/generated from investing activities	投資活動(動用)/產生之現金淨額	(71,934)	183,472
Cash flows from financing activities	融資活動產生之現金流量		
Proceeds from bank borrowings	提取銀行借款	-	142,360
Repayment of principal portion of leases liabilities	償還租賃負債之本金部分	(2,554)	(2,565)
Repayment of interest portion of leases liabilities	償還租賃負債之利息部分	(180)	(322)
Repayment of bank borrowings	償還銀行借款	(44,103)	-
Interest paid for bank borrowings	支付銀行借款利息	(485)	-
Dividends paid to the Company's shareholders	股利支付	(115,292)	(97,008)
Net cash (used) in/generated from financing activities	融資活動(動用)/產生之現金淨額	(162,614)	42,465
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(272,535)	(47,898)
Cash and cash equivalents at the beginning of the period	期初現金及現金等價物	627,594	316,744
Effect of foreign exchange rate changes	匯率變動的影響	7,678	1,435
Cash and cash equivalents at the end of the period	期末現金及現金等價物	362,737	270,281
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘分析		
Bank balances and cash	銀行存款及現金	362,737	270,281
Fixed bank deposits which matured within three months	三個月內到期的 銀行定期存款	-	-
		362,737	270,281

The notes from pages 35 to 56 are an integral part of the interim condensed consolidated financial information.

載於第35至56頁之附註構成中期簡明綜合財務資料的部份。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

1 GENERAL INFORMATION

The Company is an investment holding company and the principal activities of its subsidiaries (together, the **"Group"**) are engaged in embedded software and secure payment products for smart secure payment and provision of data processing services, digital equipment, system platform, Artificial Intelligence (**"A.I."**) self-service kiosks, and other total solutions for customers in a wide business range including financial, government, healthcare, transportation and retails by leveraging innovative financial technology (**"Fintech"**).

The Company is a public limited company incorporated in Hong Kong and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**). The address of the registered office is Room 1301, 13th Floor, Bank of East Asia, Harbour View Centre, No. 56 Gloucester Road, Wanchai, Hong Kong.

The controlling shareholder of the Company is Cititrust Private Trust (Cayman) Limited, the trustee of a family trust established by Mr. Lu Run Ting (the Chairman and an executive director of the Company). The ultimate controlling party of the Company is Mr. Lu Run Ting.

The Group's interim condensed consolidated financial information is presented in Renminbi (**"RMB"**), unless otherwise stated. This interim condensed consolidated financial information was approved for issue by the Board on 22 August 2023.

2 BASIS OF PREPARATION

The interim condensed consolidated financial information has been prepared in accordance with Hong Kong Accounting Standard 34 (**"HKAS 34"**) "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the **"HKICPA"**) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **"Listing Rules"**). The interim condensed consolidated financial information does not include all the notes of the type normally included in the annual financial statements. Accordingly, the interim condensed consolidated financial information should be read in conjunction with the annual report for the year ended 31 December 2022 and any public announcements made by the Company during the interim reporting period. The interim condensed consolidated financial information has been prepared on the historical cost basis except for certain financial assets at fair value through profit or loss (**"FVTPL"**), which are measured at fair values.

1. 一般資料

本公司是一家投資控股有限公司，本公司及其附屬公司（統稱「**本集團**」）的主要業務是為全球客戶提供智能安全支付領域的嵌入式軟件和安全支付產品，同時融合創新金融科技（「**金融科技**」），為金融、政府、衛生、交通、零售等廣泛領域客戶提供數據處理服務、數字化設備、系統平台、智能自助設備及其他整體解決方案。

本公司是一家在香港註冊的公眾有限公司，本公司股票在香港聯合交易所有限公司（「**聯交所**」）主板上市交易。註冊辦事處地址為香港灣仔告士打道56號，東亞銀行港灣中心13層1301室。

公司的控股股東為Cititrust Private Trust (Cayman) Limited，其為盧閩霆先生（本公司主席及執行董事）的家族信託人。本公司的最終控制方為盧閩霆先生。

本集團之中期簡明綜合財務資料以人民幣（「**人民幣**」）呈列，除非另作說明。董事會已於2023年8月22日批准刊發本中期簡明綜合財務資料。

2 編製基礎

本中期簡明綜合財務資料按照香港會計師公會（「**香港會計師公會**」）發佈的香港會計準則第34號（「**香港會計準則第34號**」）—「中期財務報告」，以及香港聯合交易所有限公司證券上市規則（「**上市規則**」）附錄十六的披露要求編製。中期簡明綜合財務資料並不包括年度財務報表中通常包括的所有附註類型，因此，中期簡明綜合財務資料應與截至2022年12月31日止年度之年報及本公司於中期報告期間作出的任何公告一併閱讀。中期簡明綜合財務資料乃根據歷史成本慣例編製，按公允價值計量的按公允價值計入損益之金融資產除外。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

2 BASIS OF PREPARATION (Continued)

The financial information relating to the year ended 31 December 2022 that is included in this interim condensed consolidated financial information as comparative information does not constitute the Company's statutory annual consolidated financial statements for that year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with Section 436 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) ("**Companies Ordinance**") is as follows:

The Company has delivered the financial statements for the year ended 31 December 2022 to the Registrar of Companies as required by section 622(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's auditor has reported on those financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance (Cap. 622).

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

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

2 編製基礎 (續)

本中期簡明綜合財務資料中載有之關於截至2022年12月31日止之年度之財務資料作為比較信息，雖不構成本公司於該年度之法定年度綜合財務報表，但皆來自該年度綜合財務報表。根據香港《公司條例》(「《公司條例》」)第622章第436條要求披露有關該等法定財務報表之進一步資料如下：

本公司已根據《公司條例》第622(3)條及附表6第3部分之規定，向公司註冊處處長遞交截至2022年12月31日止之年度之財務報表。

本公司核數師已就上述之財務報表編製核數師報告。核數師報告為無保留意見；且並無提述核數師在不作出保留意見之情況下，以強調事項之方式提請垂注之任何事宜；亦無載有《公司條例》第622章第406(2)條、第407(2)或(3)條中之聲明。

編製中期簡明綜合財務資料時，需要管理層對影響會計政策的應用與資產及負債、收入及支出的列報金額作出判斷、估計及假設，其實際結果可能有別於該等估計。

編製此中期簡明綜合財務資料時，管理層對本集團在會計政策的應用及估計不確定性的主要來源所作出的重要判斷，與截至2022年12月31日止年度的綜合財務報表所採用者相同。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

3 ACCOUNTING POLICIES

The accounting policies applied are consistent with the financial statements for the year ended 31 December 2022, as described in those annual financial statements, except for the adoption of standards and amendments to HKASs and HKFRSs effective for the financial year beginning 1 January 2023.

(a) New and amendments to standards adopted by the Group

A number of new or amended standards became applicable for the current reporting period. The Group did not change its accounting policies or make retrospective adjustments as a result of adopting these amended standards. The Directors consider that application of these new standards, amendments and interpretation to HKFRSs in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and on the disclosures set out in this interim financial information.

(b) New standard and amendments to existing standards issued but not yet effective for the financial year beginning on or after 1 January 2024 and have not been early adopted by the Group

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2023 reporting period and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

3 會計政策

所採用的會計政策與截至2022年12月31日止年度的財務報表一致，但採用於2023年1月1日開始的財政年度生效的標準及對香港會計準則及香港財務報告準則的修訂除外。

(a) 本集團對新訂及經修訂準則的採納

若干新訂或經修訂的準則適用於本報告所述期間。本集團並無因採納該等經修訂準則而改變其會計政策或作出追溯調整。董事認為，在本期對香港財務報告準則、修訂和解釋的應用，對集團本期和以前各期的財務表現和狀況以及本中期財務資料所載的披露沒有重大影響。

(b) 已發佈但尚未在2024年1月1日或之後開始的財政年度生效的新標準和對現有標準的修訂，本集團亦無提早採納。

某些新的會計準則和解釋已公佈，這些準則和解釋在2023年6月30日報告期間不是強制性的，也沒有被集團提早採用。這些準則預計不會在當前或未來的報告期間對實體以及可預見的未來交易產生重大影響。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

4 REVENUE AND SEGMENT INFORMATION

The unaudited segment information for the six months ended 30 June 2023 and 2022 by business segment are as follows:

4 收入及分部資料

以下為截至2023年及2022年6月30日止之六個月未經審計的按經營分部資料：

		For the six months ended 30 June 2023 截至2023年6月30日止之六個月		
		Embedded software and secure payment products 嵌入式軟件和 安全支付產品 RMB'000 人民幣千元	Platform and service 平台及服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Types of goods or services	貨物和服務種類			
Embedded software and secure payment products	嵌入式軟件和安全支付產品	477,310	-	477,310
Data processing	數據處理	-	77,060	77,060
Digital equipment	數字化設備	-	191,514	191,514
Total	總計	477,310	268,574	745,884
Geographical markets	地區市場			
Chinese mainland	中國內地	328,694	257,807	586,501
Overseas and the special administrative regions of Hong Kong ("Hong Kong") and Macao ("Macao")	海外及香港特別行政區(「香港」)和澳門特別行政區(「澳門」)	148,616	10,767	159,383
Total	總計	477,310	268,574	745,884

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

4 REVENUE AND SEGMENT INFORMATION

(Continued)

4 收入及分部資料(續)

For the six months ended 30 June 2022
截至2022年6月30日止之六個月

		Embedded software and secure payment products 嵌入式軟件和 安全支付產品 RMB'000 人民幣千元	Platform and service 平台及服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Types of goods or services	貨物和服務種類			
Embedded software and secure payment products	嵌入式軟件和 安全支付產品	464,555	-	464,555
Data processing	數據處理	-	102,798	102,798
Digital equipment	數字化設備	-	142,066	142,066
Total	總計	464,555	244,864	709,419
Geographical markets	地區市場			
Chinese mainland	中國內地	375,408	237,657	613,065
Overseas, Hong Kong and Macao	海外及香港和 澳門	89,147	7,207	96,354
Total	總計	464,555	244,864	709,419

Segment information has been identified on the basis of internal management reports which are reviewed by the Chairman of the Company, being the chief operating decision maker, in order to allocate resources to the operating and reportable segments and to assess their performance.

分部資料以公司內部管理報告為基礎而確立，此內部管理報告經由公司經營決策者—本公司主席審閱，以利於分配經營及可報告分部所需資源並評估其表現。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

4 REVENUE AND SEGMENT INFORMATION

(Continued)

The Group's operating and reportable segments under HKFRS 8 are as follows:

Embedded software and secure payment products	- Manufacture and sale of embedded software and secure payment products for smart secure payment
Platform and service	- Provision of data processing, digital equipment, system platforms and other total solutions for customers in a wide business range including financial, government, healthcare, transportation and retails by leveraging innovative Fintech

Revenue from sale of embedded software and secure payment products and sale of digital equipment are recognised at a point in time, and revenue from data processing services are recognised over time.

Each operating and reportable segment derives its revenue from the sales of products and provision of data processing services. They are managed separately because each product requires different production and marketing strategies. For segment reporting, these individual operating segments have been aggregated into a single reportable segment due to similar nature of the products.

Segment results represent the gross profits earned by each segment.

4 收入及分部資料(續)

根據香港財務報告準則第8號，本集團經營及可報告分部如下：

嵌入式軟件和安全支付產品	- 製造和銷售智能安全支付領域的嵌入式軟件和安全支付產品
平台及服務	- 融合創新金融科技，為金融、政府、衛生、交通、零售等廣泛領域客戶提供數據處理、數字化設備、系統平台及其他整體解決方案

嵌入式軟件和安全支付產品的銷售收入及數字化設備的銷售收入在某個時間點確認，而數據處理服務的收入則於一段時間內確認。

各經營及可報告分部通過銷售產品和提供數據處理服務取得其收入。因為不同產品需要不同的生產及市場營銷策略，各分部實行單獨管理。出於分部匯報之目的，相似性質的產品的分部已合併作為一個分部。

分部業績指各分部所取得的毛利。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

4 REVENUE AND SEGMENT INFORMATION

(Continued)

The following is an analysis of the Group's revenue and results by reportable segment:

4 收入及分部資料(續)

以下為本集團按可報告分部的收入及業績之分析：

		Revenue 收入		Results 業績	
		Six months ended 30 June 截至6月30日止之六個月		Six months ended 30 June 截至6月30日止之六個月	
		2023	2022	2023	2022
		2023年	2022年	2023年	2022年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審計)	(未經審計)	(未經審計)	(未經審計)
Sales to external parties of - embedded software and secure payment products - platform and service	向外部客戶之銷售 - 嵌入式軟件和 安全支付產品 - 平台及服務	477,310	464,555	128,886	104,541
		268,574	244,864	81,651	83,758
		745,884	709,419	210,537	188,299
Other income	其他收入			27,122	20,102
Other gains - net	其他收益 - 淨額			3,976	26,889
Research and development expenses	研發成本			(51,223)	(55,068)
Selling and distribution expenses	銷售及分銷成本			(66,414)	(64,926)
Administrative expenses	行政開支			(25,443)	(17,541)
Provision for impairment loss on trade receivables	應收貨款減值虧損			(3,402)	(2,726)
Impairment loss on amount due from an associate	應收聯營公司之 減值虧損			-	(499)
Finance income/(costs) - net	財務收入/ (成本) - 淨額			1,062	(8,583)
Profit before income tax	除所得稅前溢利			96,215	85,947

The management of the Group makes decisions according to the gross profit of each segment. No information of segment assets and liabilities is available for the assessment of performance of different business activities. Therefore, no information about segment assets and liabilities is presented.

本集團管理層根據各分部毛利作出決策。概無分部資產或負債資料可用以評估不同業務活動的表現。因此，並無呈報分部資產及負債資料。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

5 PROFIT BEFORE INCOME TAX

5 所得稅前利潤

		Six months ended 30 June 截至6月30日止之六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審計)
Profit before income tax is arrived at after charging/(crediting) following items that are unusual because of their nature, size or incidence:	所得稅前利潤已扣除／(增加)了下列因其性質、規模或發生率而不尋常的項目：		
Directors' emoluments	董事酬金	5,758	5,303
Retirement benefits scheme contributions	退休福利計劃供款	6,966	7,537
Staff costs	員工成本	97,073	107,325
Cost of inventories sold	存貨成本	451,990	440,206
Government grants (Note i)	政府資助(附註i)	(886)	(3,217)
Value-added tax refund (Note i)	增值稅退稅(附註i)	(7,719)	(6,828)
Interest income (Note i)	利息收入(附註i)	(16,213)	(8,722)
Investment income from financial assets at FVTPL (Note ii)	按公允價值計入損益之金融資產投資收入(附註ii)	-	(1,262)
Net exchange gains – net (Note ii)	匯兌收益－淨額(附註ii)	(3,975)	(25,627)
Write-down of inventories to net realisable values	減記存貨至可變現淨值	(6,548)	6,889
Depreciation of property, plant and equipment	物業、廠房及設備折舊	18,213	15,864
Depreciation of right-of-use assets	使用權資產折舊	2,972	3,263

Notes:

- (i) Government grants, value-added tax refund, and interest income are included in "Other income".
- (ii) Investment income from financial assets at FVTPL, and net exchange gains – net are included in "Other gains – net".

附註：

- (i) 政府資助、增值稅退稅以及利息收入計入「其他收入」。
- (ii) 按公允價值計入損益之金融資產投資收入和匯兌收益－淨額計入「其他收益－淨額」。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

6 INCOME TAX EXPENSE

6 所得稅費用

		Six months ended 30 June 截至6月30日止之六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審計)
Current income tax	即期所得稅項		
Chinese mainland corporate income tax	中國內地企業所得稅	-	(3,648)
Hong Kong profits tax	香港利得稅	(10,853)	(3,056)
		(10,853)	(6,704)
Deferred income tax	遞延稅項	253	(778)
Income tax expense	所得稅費用	(10,600)	(7,482)

Income tax expense is recognised based on management's estimate of the weighted average effective annual income tax rate expected for the full financial year.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HKD2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HKD2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, starting from the year ended 31 December 2019, the Hong Kong Profits Tax is calculated at 8.25% on the first HKD2,000,000 of the estimated assessable profits and at 16.5% on the estimated assessable profits above HKD2,000,000 for Goldpac Datacard Solutions Company Limited.

The Chinese mainland corporate income tax is calculated at the applicable rates in accordance with the relevant laws and regulations in the Chinese mainland.

所得稅費用是根據管理層對整個會計年度預期的加權平均實際年所得稅率的估計來確認的。

香港立法會於2018年3月21日通過了《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)。該條例草案引入利得稅兩級制，已於2018年3月28日簽署成為法律並於翌日刊憲。在利得稅兩級制下，對於符合資格的集團實體首2,000,000港幣利潤的利得稅率為8.25%，超過2,000,000港幣利潤的部分的利得稅率為16.5%。無資格應用利得稅兩級制的集團實體則繼續統一以16.5%為利得稅率。相應地，由截至2019年12月31日止年度開始，金邦達數據有限公司之首2,000,000港幣估計應課稅利潤的香港利得稅應用8.25%計算，超過2,000,000港幣部分的香港利得稅則應用16.5%計算。

中國內地企業所得稅根據中國內地有關法律法規按適用的稅率計算。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

6 INCOME TAX EXPENSE (Continued)

The Company's subsidiaries in the Chinese mainland are subject to Chinese mainland corporate income tax at 25%, except that Goldpac Limited which is approved for 3 years as an enterprise satisfied as a High-New Technology Enterprise and is entitled to the preferential tax rate of 15% in 2021, 2022 and 2023.

According to a joint circular of Ministry of Finance and the State Administration of Taxation, Cai Shui (2008) No. 1, only the profits earned prior to 1 January 2008, when distributed to foreign investors, can be grandfathered with the exemption from withholding tax. Whereas, pursuant to Articles 3 and 27 of the Corporate Income Tax Law and Article 91 of its Implementation Rules, dividend distributed out of the profit generated thereafter, shall be subject to corporate income tax at 10% or reduced tax rate if tax treaty or arrangement applies. Under the relevant tax arrangement, withholding tax rate on dividend distribution to the qualifying Hong Kong resident companies is 5%. Deferred tax liabilities on the undistributed profits earned by Goldpac Limited since 1 January 2008 have been accrued at the tax rate of 5%.

6 所得稅費用 (續)

本公司的中國內地附屬公司按25%的稅率繳納中國內地企業所得稅，惟金邦達有限公司已被認定為高新技術企業，並可於2021年、2022年及2023年三年內享受15%的優惠稅率。

根據財政部及國家稅務總局財稅(2008)第1號聯合通知，於向境外投資者作出分派時，只有於2008年1月1日之前賺取的利潤可免繳預扣稅。然而，根據企業所得稅法第3條及27條及其實施細則第91條規定，以其後產生的利潤分派股息時，須按10%或(倘稅收協定或安排適用)較低的稅率繳納企業所得稅。根據相關稅收安排，分配予合資格香港居民公司股息的預扣稅率為5%。金邦達有限公司自2008年1月1日起賺取的未分配利潤遞延稅項責任已按5%的稅率計提。

7 DIVIDENDS

7 股息

		Six months ended 30 June 截至6月30日止之六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審計)
2022 Final – HK12.0 cents (2021 Final – HK10.0 cents) per ordinary share	2022年年度末期—每股普通股港幣12.0仙(2021年年度末期—每股普通股港幣10.0仙)	86,469	69,292
2022 Special – HK4.0 cents (2021 Special – HK4.0 cents) per ordinary share	2022年年度特別股息—每股普通股港幣4.0仙(2021年年度特別股息—每股普通股港幣4.0仙)	28,823	27,716

Subsequent to the end of the current interim period, the Board does not recommend the payment of interim dividend in respect of the six months ended 30 June 2023 (for the six months ended 30 June 2022: Nil).

本中期後，董事會決議不派發中期股息(截至2022年6月30日止之六個月：不派發中期股息)。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

8 EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

		For the six months ended 30 June 截至6月30日止之六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審計)
Earnings:	盈利：		
Profit for the period attributable to owners of the Company	本公司擁有人應佔期內利潤	75,393	75,766

		For the six months ended 30 June 截至6月30日止之六個月	
		2023 2023年 Number of ordinary shares 普通股股數 '000 千股 (unaudited) (未經審計)	2022 2022年 Number of ordinary shares 普通股股數 '000 千股 (unaudited) (未經審計)
Number of shares:	股份數量：		
Weighted average number of ordinary shares for the purpose of basic earnings per share (Note)	計算每股基本盈利所採用的加權平均普通股股數(附註)	811,431	816,545

Note: The weighted average number of ordinary shares adopted in the calculation of basic and diluted earnings per share for both periods have been arrived at after deducting the shares held in trust for the Company by an independent trustee under the share award scheme of the Company.

For the six months ended 30 June 2023 and 2022, diluted earnings per share were same as the basic earnings per share as there was no potential dilutive ordinary share outstanding during the period.

8 每股盈利

歸屬於本公司擁有人的每股基本及攤薄盈利乃根據以下數據計算：

		For the six months ended 30 June 截至6月30日止之六個月	
		2023 2023年 RMB'000 人民幣千元 (unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (unaudited) (未經審計)
Earnings:	盈利：		
Profit for the period attributable to owners of the Company	本公司擁有人應佔期內利潤	75,393	75,766
Number of shares:	股份數量：		
Weighted average number of ordinary shares for the purpose of basic earnings per share (Note)	計算每股基本盈利所採用的加權平均普通股股數(附註)	811,431	816,545

附註：計算兩期每股基本及攤薄盈利加權平均普通股股數時，均已扣除本公司股份獎勵計劃項目下由獨立信託公司代本公司持有的股份。

於截至2023年6月30日以及2022年6月30日之六個月，每股攤薄盈利與每股基本盈利相同，因為期間並無具潛在攤薄效應的已發行普通股。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

9 PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS, INVESTMENT PROPERTY AND INTANGIBLE ASSETS

During the period, the Group incurred capital expenditures of approximately RMB14,993,000 (for the six months ended 30 June 2022: RMB35,652,000) and capital expenditures of approximately RMB241,000 (for the six months ended 30 June 2022: Nil) for property, plant and equipment and right-of-use assets, respectively, and there were no capital expenditures incurred for investment property and intangible assets (for the six months ended 30 June 2022: Nil).

10 INTERESTS IN ASSOCIATES

9 物業、廠房及設備，使用權資產，投資物業及無形資產

於本期內，本集團物業、廠房及設備以及使用權資產產生資本開支分別約為人民幣14,993,000元（截至2022年6月30日止之六個月：人民幣35,652,000元）及人民幣241,000元（截至2022年6月30日止之六個月：無），而投資物業及無形資產並無產生資本開支（截至2022年6月30日止之六個月：無）。

10 於聯營公司之權益

		As at 30 June 2023 於2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
Unlisted investments in associates, at cost	投資於非上市之 聯營公司，按成本	2,200	2,200
Share of post-acquisition results and reserves	應佔收購之後業績及儲備	1,300	1,300
Impairment loss on interests in an associate	於聯營公司之權益之 減值虧損	(3,500)	(3,500)
		-	-

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

10 INTERESTS IN ASSOCIATES (Continued)

Details of the Group's associates at the end/beginning of the reporting period are as follows:

Name of entity 實體名稱	Country of incorporation and operation 成立和運營國家	Proportion of issued ordinary share and capital indirectly held by the Group 由本集團非直接持有的已發行普通股及股本之佔比		Principal activity 主要業務
		30 June 2023 2023年6月30日 (unaudited) (未經審計)	31 December 2022 2022年12月31日 (audited) (經審計)	
Kaixin Holdings Limited 凱鑫控股有限公司	British Virgin Islands 英屬維爾京群島	45%	45%	Investment holding 控股公司
Goldpac ACS Technologies Inc.	Philippines 菲律賓	45%	45%	Data processing 數據處理

10 於聯營公司之權益 (續)

於本報告期末／期初本集團聯營公司之詳情如下：

11 INVENTORIES

		As at 30 June 2023 於2023年6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年12月31日 RMB'000 人民幣千元 (audited) (經審計)
Raw materials Work in progress Finished goods	原材料 半成品 成品	267,470 3,366 155,155	260,157 2,449 168,281
		425,991	430,887
Less: write-down of inventories to net realizable values	減：減記存貨至可變現淨值	(61,717)	(68,266)
		364,274	362,621

11 存貨

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

12 TRADE RECEIVABLES

12 應收貨款

		As at 30 June 2023 於2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
Trade receivables	應收貨款	533,409	345,271
Less: provision for impairment loss	減：虧損撥備	(8,351)	(4,949)
		525,058	340,322

The carrying amounts of trade receivables approximate their fair values.

Payment terms with customers are mainly on credit. Invoices are normally payable in 30 to 150 days by the customers from date of issuance. The following is an aging analysis of trade receivables net of provision for impairment loss presented based on the invoice date:

應收貨款的賬面價值接近公允價值。

與客戶的付款條款主要為賒賬。發票一般於開具日期起計30日至150日內由客戶支付。按貨物發票日期呈列的應收貨款(扣除減值虧損撥備)賬齡分析如下：

		As at 30 June 2023 於2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
Aging	賬齡		
0 – 90 days	0-90日	354,306	237,750
91 – 180 days	91-180日	70,924	47,892
181 – 365 days	181-365日	65,250	28,408
Over 1 year	超過一年	34,578	26,272
		525,058	340,322

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

13 CONTRACT ASSETS

13 合同資產

		As at 30 June 2023 於2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
Embedded software and secure payment products	嵌入式軟件和安全支付產品	326	1,352
Digital equipment	數字化設備	11,405	9,285
		11,731	10,637

The contract assets primarily relate to the Group's right to receive remaining payments from customers and not billed because rights are conditioned on the satisfaction of quality over the products delivered at the reporting date. The contract assets are transferred to trade receivables when the rights become unconditional. The condition is fulfilled upon the completion of retention period which is normally between 6 months to 1 year.

合同資產主要指在報告期發出產品有質保條件時，本集團對未開票收款部分擁有之權利。當該權利變為無條件時，合同資產則轉為應收貨款。通常質保期為6個月至1年。

14 TRADE AND BILLS PAYABLES

14 應付貨款及應付票據

		As at 30 June 2023 於2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
Trade payables	應付貨款	370,210	259,465
Bills payables – secured	有抵押應付票據	92,550	77,228
		462,760	336,693

The carrying amounts of trade and bills payables approximate their fair values.

應付貨款及應付票據的賬面價值接近公允價值。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

14 TRADE AND BILLS PAYABLES (Continued)

The Group normally receives credit terms of 60 to 180 days from its suppliers. The following is an aging analysis of the Group's trade and bills payables based on invoice date and bill issuance date respectively at the end of the reporting period.

		As at 30 June 2023 於2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
Aging	賬齡		
0 - 90 days	0-90日	334,050	272,295
91 - 180 days	91-180日	116,796	52,520
181 - 365 days	181-365日	8,404	8,799
Over 1 year	超過一年	3,510	3,079
		462,760	336,693

15 BANK BORROWINGS

		As at 30 June 2023 於2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
Current liabilities	流動負債		
Bank borrowings - unsecured	銀行借款－無抵押	-	44,818

As at 31 December 2022, all the bank borrowings are:

- (a) at floating rates;
- (b) credit loan and the carrying amounts of the bank borrowings are denominated in HKD, and
- (c) repayable within one year.

The above opening balance of bank borrowings have been repaid during the period.

14 應付貨款及應付票據(續)

本集團一般獲供應商提供60日至180日的信貸期。以下為各報告期末本集團應付貨款及應付票據按發票日期或票據開具日期的賬齡分析。

15 銀行借款

截至2022年12月31日，所有銀行借款為：

- (a) 按浮動利率計算；
- (b) 信貸及銀行借款的賬面金額以港元計價，及
- (c) 一年內償還。

上述於期初之銀行借款餘額已於本期間內償還。

16 SHARE-BASED PAYMENT TRANSACTIONS

Share Award Scheme

The Company adopted a share award scheme (the "**Share Award Scheme**") on 30 November 2015 (the "**Adoption Date**") with a duration of 15 years commencing from 11 December 2015. The objectives of the Share Award Scheme are to (i) align the interests of any employee, adviser, consultant, agent, contractor, client or supplier of any member of the Group whom the directors in its sole discretion considers may contribute or have contributed to the Group (the "**Participants**"); (ii) recognise and motivate the contribution of the Participants and to provide incentives in retaining the Participants for future operation and development of the Group; and (iii) attract suitable personnel for the long-term growth and further strategic expansion of the Group.

The Company has engaged BOCI-Prudential Trustee Limited (the "**Trustee**") to administer and hold the Company's shares before they are vested and transferred to the Participants. The Trustee purchases the Company's shares being awarded from the open market with funds provided by the Company by way of contributions.

In May 2017, the Group granted 10,374,000 shares under the Share Award Scheme to the Participants. The shares awarded shall be vested in three years on each anniversary of the first vesting date, which is 26 November 2017, in equal portions. The estimated fair value of the share award granted at the grant date were approximately HKD27,564,000 (equivalent to RMB24,239,000) based on the market price of the relevant shares at the grant date.

As at 30 June 2023 and 31 December 2022, all these shares were either vested or forfeited; for which a total of 8,146,000 shares of the Company were held by the Trustee at the period/year end date.

During the six months ended 30 June 2023, the Trustee did not acquire any ordinary shares of the Company (for the six months ended 30 June 2022: Nil), and no shares were granted to employees under the Share Award Scheme during the period (for the six months ended 30 June 2022: Nil). The Group did not recognise any expense for the six months ended 30 June 2023 in relation to the share awards granted by the Company (for the six months ended 30 June 2022: Nil).

16 以股份為基礎的支付交易

股份獎勵計劃

本公司於2015年11月30日（「採納日」）採納股份獎勵計劃（「股份獎勵計劃」），股份獎勵計劃自2015年12月11日起計有效期為15年。計劃之目的為(i)使董事認為已經或將會對本集團作出貢獻之僱員、參事、顧問、代理、承辦商、顧客或供應商（「計劃參與者」）之利益與本集團利益一致；(ii)嘉獎和鼓勵計劃參與者之貢獻，並給予激勵，以挽留計劃參與者，為本集團的持續經營及發展效力；及(iii)吸引合適人才推動本集團長期增長及進一步戰略拓展。

本公司已委任中銀國際英國保誠信託有限公司（「受託人」）管理及持有本公司之股份，直至將歸屬股份轉讓予計劃參與者。受託人在公開市場買入公司現有股份，費用由本公司支付。

於2017年5月，本集團將10,374,000股股份獎勵計劃持有股份授予計劃參與者。獎勵股份應從首個歸屬日（即2017年11月26日）起分3年歸屬，每年歸屬的數量相同。按授予日的市場價格估算，獎勵股份於授予日的公允價值約港幣27,564,000元（折合約人民幣24,239,000元）。

於2023年6月30日以及2022年12月31日，所有獎勵股份已歸屬或已失效，受託人於期末／年末持有本公司8,146,000股普通股。

截至2023年6月30日止六個月內，受託人並無收購任何公司普通股（截至2022年6月30日止六個月：無），於期間內未授予僱員股份獎勵計劃之股份（截至2022年6月30日止之六個月：無）。截至2023年6月30日止之六個月，本集團沒有確認授出獎勵股份的開支（截至2022年6月30日止之六個月：無）。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

17 SHARE CAPITAL

17 股本

		Number of ordinary shares 普通股股數 '000 千股	Amount 金額 HKD'000 港幣千元
Issued and fully paid:	已發行且繳足：		
At 31 December 2022(audited) and 30 June 2023 (unaudited)	2022年12月31日(經審計)及 2023年6月30日(未經審計)	819,577	1,499,498
			RMB'000 人民幣千元
Shown in the consolidated financial statements as of 31 December 2022 (audited) and condensed consolidated financial information as of 30 June 2023 (unaudited)	顯示於2022年12月31日綜合財務 報表(經審計)及於2023年6月30日 簡明綜合財務資料(未經審計)		1,192,362

18 CAPITAL COMMITMENTS

18 資本承擔

		As at 30 June 2023 於2023年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
Capital expenditure contracted for but not provided in the condensed consolidated financial information in respect of acquisition of property, plant and equipment	有關收購物業、廠房及 設備的已訂約但未列入 本簡明綜合財務資料內 的資本開支	25,349	23,971

Notes to the Condensed Consolidated Financial Information 簡明綜合財務資料附註

19 RELATED PARTY DISCLOSURES

Other than the transactions and balances with related parties disclosed elsewhere in the condensed consolidated financial statements, during the period, the Group has no significant transactions with related parties:

Compensation of key management personnel

During the period, the remuneration of directors which represent key management personnel of the Group was as follows:

19 關聯方披露

除合併財務報表其他地方披露的與關聯方的交易和餘額外，本集團在此期間沒有與關聯方的重大交易。

主要管理層人員酬金

於本期內，代表本集團主要管理人員之董事酬金如下：

		Six months ended 30 June	
		截至6月30日止之六個月	
		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審計)	(未經審計)
Directors' fee	袍金	300	276
Basis salaries and allowances	基本薪金和津貼	5,423	4,987
Retirement benefits scheme contributions	退休福利計劃供款	35	40
		5,758	5,303

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

20 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

(a) Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

20 金融工具的公允價值計量

(a) 按公允價值經常性計量的本集團金融資產的公允價值

本集團部分金融資產於每個報告期末按公允價值計量。關於該等金融資產公允價值是如何定義的（特別是估價方法及使用的輸入數據），以及基於計量公允價值的輸入數據可觀測程度而分類的公允價值等級（第1至3級）信息由下表提供。

- 第1級公允價值計量指使用相同資產或負債於活躍市場的報價（未經調整）計量；
- 第2級公允價值計量指使用除第1級涵蓋的報價外，資產或負債直接（例如價格）或間接（例如按價格計算所得）可觀測的輸入數據計量；及
- 第3級公允價值計量指估值方法中使用無法基於可觀測的市場數據（不可觀測輸入數據）的資產或負債輸入數據計量。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

20 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

20 金融工具的公允價值計量 (續)

(a) Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Reconciliation of Level 3 Measurement

Financial asset	Fair value	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship unobservable inputs to fair value
金融資產	公允價值	公允價值等級	估值方法及主要輸入數據	重大不可觀測輸入數據	不可觀測輸入數據與公允價值之關係
Unlisted equity Sichuan Zhongruan Technology Ltd. ("SCZR") (Note)	As at 30 June 2023: RMB Nil (as at 31 December 2022: RMB Nil)	Level 3	Asset-based valuation method – fair value is estimated by multiplying the carrying amount of the recoverable net assets of investee which is in the state of bankruptcy and liquidation, with a certain discount ratio	Discount ratio	The higher the discount ratio, the lower the fair value and vice versa.
非上市股權 四川中軟科技 有限公司(「四 川中軟」) (附註)	於2023年6月30日： 人民幣無(於2022年 12月31日：人民幣無)	第3層級	基於資產估值法—公允價值由處於破產清算狀態下的被投資方可收回淨資產的賬面價值並按一定折扣率估計所得。	折扣率	折扣率越高，公允價值越低，反之亦然。

Note: The Group holds 19.68% equity shares of SCZR, an unlisted company located in Chinese mainland. In 2021, SCZR had been declared bankruptcy and the operation and management of SCZR during the period of bankruptcy and liquidation has been undertaken by the bankruptcy administrator. As at 30 June 2023, the liquidation process was still in progress. According to HKAS28R ("Investments in Associates and Joint Ventures"), the Group had already reclassified the equity investment of SCZR from interest in an associate to FVTPL as the Group had lost significant influence over SCZR in previous period. The Group has reviewed and estimated the fair value of SCZR on a regular basis under the requirement of HKFRS9.

附註：本集團持有一位於中國內地的非上市公司四川中軟的19.68%之股權份額，於2021年，四川中軟已被當地法院宣佈破產，並且其在破產清算期間的經營管理由破產管理人承擔。截至2023年6月30日，四川中軟的清算工作仍在進行中。根據香港會計準則第28號之修訂(「對聯營公司及合營企業的投資」)，由於本集團已失去對四川中軟的重大影響力，本集團在歷史期間已將四川中軟的股權投資從於聯營公司的權益重新分類為按公允價值計入損益之金融資產。本集團已根據香港財務報告準則第9號的規定，定期覆核及評估四川中軟之公允價值。

During the period, there was no movement of level 3 financial assets.

在本期間，第3級金融資產沒有變動。

There were no transfers into or out of Level 3 between levels of the fair value hierarchy during the period.

於本期內均無其他公允價值等級轉入第3級或由第3級轉出。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

20 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

(a) Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Fair value measurements and valuation processes

In estimating the fair value of unlisted equity SCZR, the Group uses the investee's financial statements as the basis for calculating the fair value of unlisted equity SCZR under the asset-based valuation method.

Information about the valuation techniques and inputs used in determining the fair value of various assets are disclosed above.

(b) Fair value of financial instruments at amortised costs

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the interim condensed consolidated financial information approximate their fair values at the end of each reporting period.

20 金融工具的公允價值計量 (續)

(a) 按公允價值經常性計量的本集團金融資產的公允價值 (續)

公允價值計量及估值過程

在估計非上市股權四川中軟的公允價值時，本集團以被投資方單位的財務報表為基礎，採用資產估值法計算非上市股權四川中軟的公允價值。

決定各項資產公允價值所用的估值方法及使用的輸入數據等相關信息已於上述披露。

(b) 按攤銷成本計量的金融工具的公允價值

本集團管理層認為，於每個報告期末按攤銷成本列示於中期簡明綜合財務資料的金融資產及金融負債的賬面值與其公允價值相若。

金邦達 Goldpac

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