

# 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

UMV



2024  
INTERIM REPORT  
中期報告



# Contents

## 目錄

- 2 Corporate Information  
企業資料
- 4 Performance Highlights  
業績聚焦
- 5 Management Discussion and Analysis  
管理層討論及分析
- 16 Directors  
董事
- 17 Corporate Governance and Other Information  
企業管治及其他資料
- 26 Report on Review of Interim Financial Information  
中期財務資料的審閱報告
- 28 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
- 29 Condensed Consolidated Statement of Financial Position  
簡明綜合財務狀況表
- 31 Condensed Consolidated Statement of Changes in Equity  
簡明綜合權益變動表
- 33 Condensed Consolidated Statement of Cash Flows  
簡明綜合現金流量表
- 34 Notes to the Condensed Consolidated Financial Information  
簡明綜合財務資料附註



# 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. LU Wai Lim

Ms. LI Yijin

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. MAK Wing Sum Alvin (*retired on 21 May 2024*)

Ms. YE Lu

Mr. LAI Tung Kwok

Mr. JIANG Li (*appointed on 21 May 2024*)

### AUDIT COMMITTEE

Mr. MAK Wing Sum Alvin (*Chairman*) (*retired on 21 May 2024*)

Mr. JIANG Li (*Chairman*) (*appointed on 21 May 2024*)

Ms. YE Lu

Mr. LAI Tung Kwok

### REMUNERATION COMMITTEE

Ms. YE Lu (*Chairman*)

Mr. LU Run Ting

Mr. MAK Wing Sum Alvin (*retired on 21 May 2024*)

Mr. JIANG Li (*appointed on 21 May 2024*)

### NOMINATION COMMITTEE

Mr. LU Run Ting (*Chairman*)

Mr. HOU Ping

Mr. MAK Wing Sum Alvin (*retired on 21 May 2024*)

Ms. YE Lu

Mr. LAI Tung Kwok

Mr. JIANG Li (*appointed on 21 May 2024*)

### 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(於2024年5月21日退任)

葉淥女士

黎棟國先生

蔣勵先生(於2024年5月21日獲委任)

### 審核委員會

麥永森先生(主席)(於2024年5月21日退任)

蔣勵先生(主席)(於2024年5月21日獲委任)

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(於2024年5月21日退任)

蔣勵先生(於2024年5月21日獲委任)

### 提名委員會

盧閏霆先生(主席)

侯平先生

麥永森先生(於2024年5月21日退任)

葉淥女士

黎棟國先生

蔣勵先生(於2024年5月21日獲委任)

### 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 (*resigned on 23 April 2024*)  
Ms. HUANG Minjie (*appointed on 23 April 2024*)

## AUTHORISED REPRESENTATIVES

Mr. LU Run Ting  
Ms. LI Yijin (*resigned on 23 April 2024*)  
Ms. HUANG Minjie (*appointed on 23 April 2024*)

## 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](http://www.goldpac.com)

## INVESTOR RELATION

Email: [goldpac@goldpac.com](mailto: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 (*於2024年4月23日辭任*)  
黃敏傑女士 (*於2024年4月23日獲委任*)

## 授權代表

盧閔霆先生  
李易進女士 (*於2024年4月23日辭任*)  
黃敏傑女士 (*於2024年4月23日獲委任*)

## 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](http://www.goldpac.com)

## 投資者關係

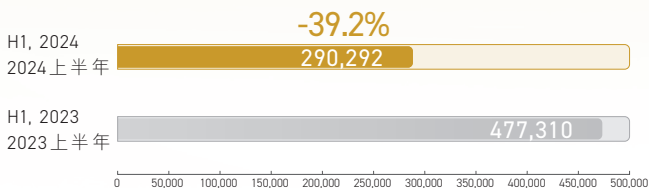
電郵：[goldpac@goldpac.com](mailto:goldpac@goldpac.com)

# Performance Highlights

## 業績聚焦

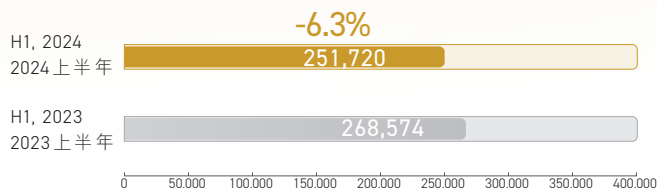
### REVENUE OF EMBEDDED SOFTWARE AND SECURE PAYMENT PRODUCTS SEGMENT 嵌入式軟件及安全支付產品板塊收入

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 2024 截至2024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 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)	Change 變化
Revenue	收入	542,012	745,884	-27.3%
Gross Profit	毛利	132,310	210,537	-37.2%
Profit for the Period	期內利潤	30,472	85,615	-64.4%
Total Comprehensive Income for the Period	期內全面收入總額	30,902	87,490	-64.7%
Net Profit Margin	淨利率	5.6%	11.5%	-5.9 PP -5.9個百分點

## FINANCIAL POSITIONS 財務狀況

		As at 30 June 2024 於2024年6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2023 於2023年12月31日 RMB'000 人民幣千元 (audited) (經審計)	Change 變化
Total Assets	總資產	2,465,759	2,693,907	-8.5%
Total Liabilities	總負債	(461,711)	(598,836)	-22.9%
Net Assets	資產淨值	2,004,048	2,095,071	-4.3%

# Management Discussion and Analysis

## 管理層討論及分析

### Reinforcing Confidence to Accelerate the Implementation of Digital and Platform-Based Strategy

In the first half of 2024, geopolitical tensions continued and policy divergences became more prominent. According to the *World Economic Outlook* published by The International Monetary Fund in July 2024, global manufacturing remained subdued, inflation in prices for services was more persistent and commodity prices surged. The economic growth of developed economies was slower than projected. Developing countries were also facing continuous deceleration in economic growth, as well as obstacles posed by insufficient effective demand and prudent consumer behaviour in the Chinese mainland market. Therefore, the world economy is facing more prominent near-term and mid-term challenges, leading to an unclear outlook.

Since China is one of the largest economies and markets for payment solutions in the world, it continues to be one of the main markets that the Group focused its efforts on. In the first half of 2024, the Chinese government enhanced anti-fraud efforts, leading to a more guarded attitude towards credit card issuance. The banking industry having focused on cultivating its existing user market combined with the impact of insufficient effective demand and reduced consumption in China, resulting in a decline in the number of newly issued credit cards in the Chinese market. Meanwhile, the factors above contributed to the acceleration of the digital transformation in the banking industry, leading financial institutions to grasp opportunities spawned from the integration of sci-tech innovation and industry development, paving a way for breakthroughs from underlying logic to transformative business operational models.

In the face of such a complex macro-environment, the Group will closely monitor the movement of payment markets, accelerate the implementation of its digital and platform-based strategy, and adapt its product structure to maintain its core business scale. As financial institutions around the globe are undergoing digital transformation, the Group will harness development opportunities by investing greater efforts into fintech innovation, reinforcing confidence to explore room for breakthroughs in the evolving economic landscape.

### 堅定加速推進數字化、平台化戰略實施

2024年上半年，國際地緣政治形勢再度緊張，各地區經濟政策分化愈加突出。據國際貨幣基金組織在2024年7月發佈的《世界經濟展望》，全球製造業仍然低迷，服務價格通脹持續時間加長，大宗商品價格走高。發達經濟體經濟增長慢於預期，新興國家經濟增速預期也持續放緩，中國內地市場也仍面臨有效需求不足、消費增長預期謹慎等挑戰。因此，全球經濟面臨更加突出的短期和中期挑戰，發展前景尚不明確。

中國作為全球最大的經濟體和全球最大的支付市場之一，也是本集團重點關注的市場之一。2024年上半年，中國政府加大反詐騙力度，信用卡發行趨於謹慎。銀行業轉向存量客戶經營，疊加中國有效需求不足、消費降級等影響，中國市場信用卡新增發卡量下跌。與此同時，以上因素也促使銀行業加快數字化轉型步伐，把握科技創新與產業發展日益融合的機遇，尋找從底層邏輯到運營模式全面創新的途徑。

面對複雜多變的宏觀環境，本集團將守正持恆，密切關注支付行業市場動態，加速推進數字化、平台化發展戰略，合理調整產品結構，穩定核心業務規模。本集團將牢牢把握全球金融機構數字化轉型的發展機遇，不斷加大金融科技創新力度，以堅定的信心積極尋找新經濟格局下的增長突破口。

# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

Due to global economic slowdown and other uncertainties in the first half of 2024, customers outside the Chinese mainland experienced longer-than-expected purchasing cycles. As the Chinese government tightened risk management of the banking industry, the industry turned to the existing user market which witnessed a decrease in the quarterly circulation of credit cards and credit and debit duo cards. Intensified market competition and phased adjustment of financial institutions' business strategies towards existing users led to a fall in both the sales price and sales volume of the Group's products. For the six months ended 30 June 2024, the Group recorded a revenue of approximately RMB542.0 million, representing a year-on-year decrease of approximately 27.3%.

The Group persisted in its commitment to fintech innovation and accelerated its implementation of its digital and platform-based strategy. The Group increased its research and development investment for digital platform, and promoted projects development in automobile safety, telecommunications, transportation and other fields. During the period, the Group invested approximately RMB53.4 million in research and development, representing a year-on-year increase of approximately 4.3%, and accounting for approximately 9.9% of the revenue. At the same time, influenced by periodic changes in the revenue structure, the Group recorded a gross profit of approximately RMB132.3 million for the period, representing a year-on-year decrease of approximately 37.2%. The gross profit margin decreased by 3.8 percentage points to approximately 24.4% compared to the same period of 2023, but the Group still maintained healthy profitability. Mainly influenced by the decrease of the gross profit, as well as the increase in research and development expenses and the decrease in exchange gains, the Group's profit for the period was approximately RMB30.5 million, representing a year-on-year decrease of approximately 64.4%.

During the period, factors such as longer purchasing cycles of customers outside the Chinese mainland and the increased market competition in the Chinese mainland affected the Group's revenue from embedded software and secure payment products segment. This business segment recorded a revenue of approximately RMB290.3 million, representing a year-on-year decrease of approximately 39.2%.

During the period, increased market competition of digital equipment led to a fall in its sales volume, which caused a year-on-year decrease in revenue of approximately 6.3% to approximately RMB251.7 million in the Group's platform and service business segment.

### 業績回顧

2024年上半年受全球經濟放緩和不確定性影響，中國內地以外地區客戶經歷了較預期更長的採購周期，且隨著中國政府加強對銀行業的風險管理，中國內地銀行業已進入「精耕細作」的存量時代，信用卡和借貸合一卡在用卡量連續環比下降。市場競爭的加劇以及金融機構客戶經營策略轉向存量客戶的階段性調整，導致本集團產品的銷售價格和數量均有所下降。於截至2024年6月30日止之六個月，本集團實現收入約人民幣5.420億元，同比下降約27.3%。

本集團堅持金融科技創新，堅定信心加速推進數字化、平台化戰略，加大數字化平台的研發投入，並在汽車安全、電信、交通等領域均推進研發項目。本中期內，研發費用投入約人民幣53.4百萬元，同比上升約4.3%，佔收入比重約9.9%。同時，受階段性收入結構變化影響，期內本集團錄得毛利約人民幣1.323億元，同比下降約37.2%，毛利率約為24.4%，較2023年同期下降3.8個百分點，仍保持健康盈利水平。主要受上述毛利下降，以及研發費用上升、匯兌收益下降等因素的影響，本集團錄得期內利潤約人民幣30.5百萬元，同比下降約64.4%。

本中期內，因中國內地以外地區客戶採購周期加長以及中國內地市場競爭加劇影響，本集團嵌入式軟件和安全支付產品板塊錄得收入約人民幣2.903億元，同比下降約39.2%。

本中期內，受市場品類競爭加劇影響，數字化設備銷售量有所下降，平台及服務業務板塊錄得收入約人民幣2.517億元，同比下降約6.3%。

## Management Discussion and Analysis 管理層討論及分析

The Group's financial performance indicators remained stable and healthy. In this dynamic business environment, the Group has equipped itself with an excellent risk resistance capacity to ensure the stability and sustainability of the business, as well as sufficient investment for future research and development. As of 30 June 2024, the Group's current assets totalled approximately RMB1.712 billion. The Group's current ratio and quick ratio were approximately 4.1 and 3.4 respectively, while the gearing ratio was approximately 18.7%. 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, pledged bank deposits and financial assets at fair value through profit or loss ("FVTPL") reached approximately RMB1.163 billion. The Group will adhere to a prudent financial management policy and will optimise its capital structure.

### OUTLOOK

In the era of competing for existing users, banks have to focus on both the inelastic demand of customers and digital transformation, which brings the Group opportunities for advancing business model transformation through its digital and platform-based strategy. The Group offers comprehensive business services for financial institutions by developing its UMV digital platform. Focusing on the diverse needs of financial institutions, the UMV digital platform gathers upstream and downstream participants of the industrial chain and offers all-round and intelligent solutions via innovative technologies such as Artificial Intelligence ("AI") and big data. The UMV digital platform helps financial institutions efficiently deal with various challenges of non-financial core business workflows and enhance core business competitiveness to gain better market performance. The Group has successfully launched UMV – Goldigital platform for business customers, and UMV – YoMee platform for end users during the period.

The UMV – Goldigital platform helps financial institutions to accommodate consumers' needs for small-batch, rapidly issued personalised products in the digital era. With comprehensive digital operations, the platform helps financial institutions to reduce costs while improving efficiency and enhancing core competitiveness. There are already over 18 corporate customers in fields of finance and transportation using the UMV – Goldigital platform since its launch. The UMV – YoMee platform for end consumers has partnered with over 20 banks and attracted a continuously growing number of end users with its expanding catalogue of customised secure payment products.

本集團主要財務指標持續穩健。在充滿不確定性的經營環境中，本集團具有優秀的抗風險能力，可保障業務的穩定性與持續性，並保障本集團對未來佈局的研發投入。於2024年6月30日，本集團流動資產合計約人民幣17.12億元。本集團的流動比率約4.1，速動比率約3.4，資產負債率約18.7%，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、按公允價值計入損益（「按公允價值計入損益」）之金融資產，共計約人民幣11.63億元。本集團將秉持穩健的財務管理策略，持續優化資本結構。

### 未來展望

面對存量時代，銀行既要把準客戶的剛性需求，也要加速數字化轉型，這為本集團以數字化、平台化轉型戰略推動業務模式轉型帶來良好機遇。本集團構建為金融機構提供綜合性業務服務的平台，即UMV數字化平台。圍繞金融機構多樣化的業務需求，UMV數字化平台聚集產業鏈上下游參與者，充分運用AI（「AI」）、大數據等創新技術，為金融機構提供全方位、智能化的金融整體解決方案，幫助金融機構高效處理非金融核心業務工作流程的各類挑戰，增強核心業務競爭力，助力金融機構實現更好的市場表現。於期內，本集團已成功上線了面向B端客戶的UMV—卡雲平台和面向C端用戶的UMV—悠覓平台。

UMV—卡雲平台能夠幫助金融機構在數字化時代，充分適應小批量、快速靈活的個性化產品需求，以全面的數字化運營，實現降本增效，提升核心競爭力。UMV—卡雲平台上線以來，已經有超過18家金融、交通等領域的客戶接入使用。面向C端的UMV—悠覓平台則已經和超過20家銀行進行合作，C端用戶數呈現良好的增長趨勢，C端用戶定制安全支付產品數量日益攀升。



# Management Discussion and Analysis

## 管理層討論及分析

The Group will continue to utilise the power of the UMV digital platform, propelling the Group on a new trajectory for growth.

### First, to Stabilise and Capture a Larger Share of the Current Product Market.

In the first half of 2024, Mastercard launched its card issuance and clearing business in China, helping China to improve the multi-level and diversified payment service systems. Meanwhile, the surge in online commerce and the rising requirement for contactless payment options have bolstered the reliance on credit card payments, and the digital transformation is also boosting the expansion of credit card business in markets of wider regions around the world. It is projected that the global credit card market will expand at a compound annual growth rate between 5% to 9% from 2023 to 2033, which demonstrates the growth potential of credit card business. Therefore, the Group will fully utilise the core advantages in the field of secure payment, and leverage the UMV digital platform to stabilise and advance the development of credit card business.

The UMV – Goldigital platform leverages AI, big data and cutting-edge algorithms to build a one-stop, digitally integrated, and continually upgraded service platform. It facilitates financial institutions in realising the entire operations life cycle from offer to delivery, helping them to improve service quality and efficiency. Simultaneously, the Group continuously optimises the service capabilities of the entire industrial chain across creative marketing, brand building, and flexible manufacturing amongst others, to provide financial institutions with add-on services related to secure payment products, further delivering value to their existing customers. Additionally, the UMV digital platform integrates the Group's internal digital system, further strengthening the Group's core competitive advantages of efficiency and security, facilitating the Group in stabilising and capturing a larger share of the current product market.

### Second, to Promote Innovative Products and Services.

Closely following the sci-tech development and the growing personalised demand of consumers, the Group is devoted to promote innovative products and service model. During the period, the UMV – YoMee platform promoted innovative products and services to end consumers, which facilitated banks to improve customer experience, and the platform received positive feedback from customers. Benefiting from international card organisations' support for environment protection, as well as the positive effect of Race to Zero campaign, eco-friendly payment products will embrace a rapid development.

本集團將充分發揮UMV數字化平台的優勢，以帶來新的增長動能。

### 第一，穩固和擴大傳統市場份額

2024年上半年，萬事達卡在中國境內啟動發卡及清算業務，助力中國完善多層次多元化支付服務體系。同時，全球電子商務的發展與非接觸式支付方式的推廣增強了對信用卡支付的依賴，數字化轉型的契機也正在推動信用卡業務擴展至全球更廣闊地區的市場。根據市場預測，2023年–2033年全球信用卡市場複合增長率在5%-9%之間，信用卡業務仍具增長潛力。故此，本集團將充分發揮在安全支付領域的核心優勢，並藉助UMV數字化平台，穩固和不斷推動信用卡業務發展。

通過AI、大數據分析技術和算法模型，UMV—卡雲平台不斷迭代和優化，為金融機構客戶提供一站式、全流程數字化綜合服務，助力金融機構實現從需求對接到訂單查詢的全生命周期經營，提升服務質效。同時，本集團不斷完善在創意策劃、品牌建設、柔性生產等方面的全產業鏈服務能力，為金融機構提供與安全支付產品相配套的增值服務，深挖C端存量用戶的價值。此外，UMV數字化平台與本集團內部的數字化系統結合，也在提升本集團效率、安全等核心競爭優勢，將有助於本集團穩固和擴大傳統市場份額。

### 第二，推廣創新產品與服務

緊跟科技發展與消費者個性化需求的增長，本集團注重創新產品與服務模式的推廣。期內，UMV—悠覓平台將創新支付產品與服務向C端用戶推廣，助力銀行改善客戶體驗，並得到了積極、正面的回饋。得益於國際信用卡組織對綠色環保的重視與支持，以及全球「奔向零碳」行動的積極影響，環保類支付產品也將迎來高速發展。

### Third, to Promote Business Transformation From B2B to B2C2B Models.

The traditional B2B business model has been a growing problem as operational pressure increases. Banks are facing the challenges of propelling business growth while trying to save costs. The Group disrupted the B2B business model by introducing a B2C2B business model through digital operation and internet traffic aggregation via the UMV digital platform.

The Group gathers sophisticated card craftsmanship, IP collaboration and AI technologies to develop the newest and trendsetting secure payment products for bank customers on the UMV - YoMee platform, which also offers a revolutionary platform for banks to display. With corresponding online promotional events, it attracts end users' attention and purchase of secure payment products, which facilitates financial institutions in precision marketing. During the period, this cooperation model has already been successfully implemented in several medium-to-large banks, signifying the Group's adaptability and capability to transform business models. There are plans for extensive promotion and implementation of the platform in the coming two years. The integration and digitalisation of the UMV - Goldigital platform and the UMV - YoMee platform will connect commercial financial services with the volume of end consumer traffic, building an innovative ecosystem of the secure payment value chain.

### Fourth, to Expand Global Business Territories.

Along with the transformation to B2C2B business model, the Group will leverage on the breadth of features and flexibility of the UMV digital platform and its digital service capabilities to connect diverse players in the fintech industry including card organisations, card issuers, financial institutions and end users. It also disrupts the previous model and changes the current situation of repeated allocation of production resources in the global industry via resource aggregation and sharing. At the same time, the Group will pay close attention to the diverse needs of different countries and regions around the world and cultivate opportunities to improve market coverage through active international outreach and collaborative initiatives. The Group will accelerate its promotion of existing successful business models to markets in target regions around the world, and expect feedback in the coming two years.

### 第三，推動B2B向B2C2B業務模式轉型的嘗試

期內，隨著銀行經營壓力加大，行業內傳統的B2B業務模式略顯疲態。銀行普遍面對既追求業務增長，又需要壓縮成本的挑戰。本集團打破傳統的B2B業務模式，通過UMV數字化平台實現數字運營和流量聚集，逐漸推動向B2C2B業務模式轉型。

基於UMV—悠覓平台，本集團將精美工藝、IP元素和AI科技相結合，開發出新穎、潮流的安全支付產品，並輔之以相應的網絡熱點活動，充分吸引C端用戶的關注和購買，從而促進金融機構實現精準營銷。期內，此種模式已經在部分大中型銀行落地，驗證了本集團業務轉型的可行性。本集團將力爭在未來兩年內逐步實現更大規模推廣。屆時，UMV—卡雲平台與UMV—悠覓平台將基於統一的數字化內核，鏈接B端服務與C端流量，共同打造安全支付產業鏈的創新生態。

### 第四，助力全球市場的業務拓展

隨著B2C2B業務模式的轉型，本集團將借助UMV廣闊、開放的平台及數字化的服務能力，緊密連接卡組織、發卡機構、金融機構、C端用戶等全球金融科技產業的多元參與者，改變現有全球產業重覆多點配置生產資源的現狀，形成資源的聚集與共享。同時，本集團將持續關注各國家和地區的差異化需求，通過積極廣泛的合作，提升本集團業務在全球市場的覆蓋率。本集團將加速推廣現有的、成功的業務模式至全球目標地區市場，期待未來兩年內可見成效。

# Management Discussion and Analysis

## 管理層討論及分析

### SUBSEQUENT EVENTS

Subsequent to 30 June 2024 and up to the date of this Interim Report, no material event has occurred.

### DIVIDENDS

### 期後事項

自2024年6月30日至本中期報告之日概無重大事件發生。

### 股息

		Six months ended 30 June 截至6月30日止之六個月	
		2024 2024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)
2023 Final Dividend – HK10.0 cents (2022 Final Dividend – HK12.0 cents) per ordinary share	2023年年度末期股息 – 每股普通股 港幣10.0仙 (2022年年度末期股息 – 每股普通股 港幣12.0仙)	73,817	86,469
2023 Special Dividend – HK4.0 cents (2022 Special Dividend – HK4.0 cents) per ordinary share	2023年年度特別股息 – 每股普通股 港幣4.0仙 (2022年年度特別股息 – 每股普通股 港幣4.0仙)	29,526	28,822

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 2024 (for the six months ended 30 June 2023: Nil).

截至2024年6月30日止之六個月，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2023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 of 30 June 2024, the Company has utilised approximately RMB860.9 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.

### 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2024年6月30日止，本公司已動用約人民幣860.9百萬元，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。

# Management Discussion and Analysis

## 管理層討論及分析

An analysis of the utilisation of the net proceeds from the initial public offering and the unused amount as at 30 June 2024 is set out below:

於2024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	Utilised amount for the six months ended 30 June 2024	Utilised amount as at 30 June 2024	Unutilised amount as at 30 June 2024	Expected timeline for fully utilising the remaining net proceeds (Note)
	募集資金比例	募集資金	截至2024年6月30日止之六個月已使用金額	於2024年6月30日已使用金額	於2024年6月30日未使用金額	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	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	0	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	2,726	292,695	48,418	<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	0	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	0	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	0	97,461	0	N/A
<b>Total</b>	<b>合計</b>	<b>100%</b>	<b>974,609</b>	<b>2,726</b>	<b>860,850</b>	<b>113,759</b>	<b>&lt;5年</b>

Note: The expected timeline for utilising 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 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.

所得款項淨額的餘額已存入銀行賬戶。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 2024, 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 2024 on page 52 of this Interim Report.

## 股本

於2024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2024年6月30日止之六個月之簡明綜合財務資料的附註17。

# Management Discussion and Analysis

## 管理層討論及分析

### SIGNIFICANT INVESTMENTS

The Group did not have any significant investments during the six months ended 30 June 2024.

### FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

For the six months ended 30 June 2024, 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 2024.

### 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 requirements as well as to fund its research and development and business expansion plans. The Group formulates and exercises fund management measures and upholds a conservative financial management attitude. The Board monitors the use of funds to ensure the safety, liquidity and profitability of funds.

As at 30 June 2024, the Group's total amount of cash and cash equivalents, fixed bank deposits, pledged bank deposits and financial assets at FVTPL was approximately RMB1,163.0 million (as at 31 December 2023: approximately RMB1,353.0 million), of which approximately RMB1,004.5 million (as at 31 December 2023: approximately RMB1,096.1 million) was denominated in RMB, accounting for approximately 86.4% of the aggregate amount, and approximately RMB158.5 million (as at 31 December 2023: approximately RMB256.9 million) was denominated in USD, HKD and other currencies, accounting for approximately 13.6% of the aggregate amount.

As at 30 June 2024, the Group's financial assets at FVTPL amounted to approximately RMB110.9 million (as at 31 December 2023: Nil), which was the structured deposits represented by principal-guaranteed financial products issued by banks, among which approximately RMB50.6 million was in Bank of China Limited, approximately RMB30.1 million was in Industrial Bank Co., Ltd and approximately RMB30.2 million was in China Guangfa Bank Co., Ltd.

### 重大投資

本集團於截至2024年6月30日止之六個月內無重大投資。

### 重大投資及資本資產之未來計劃

於截至2024年6月30日止之六個月，本集團無重大投資及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2024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，可滿足日常營運資金需求及支持研發及商業拓展計劃。本集團秉持審慎的財務管理政策，制定並執行資金管理辦法，由董事會監控資金使用，以保證資金的安全性、流動性和收益性。

於2024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、按公允價值計入損益之金融資產總共約人民幣1,163.0百萬元（於2023年12月31日：約人民幣1,353.0百萬元），其中，人民幣佔比約86.4%，約人民幣1,004.5百萬元（於2023年12月31日：約人民幣1,096.1百萬元），美元及港幣等佔比約13.6%，折合約人民幣158.5百萬元（於2023年12月31日：約人民幣256.9百萬元）。

於2024年6月30日，本集團按公允價值計入損益之金融資產約人民幣110.9百萬元（於2023年12月31日：無），為銀行保本結構性存款，其中，中國銀行約人民幣50.6百萬元，興業銀行約人民幣30.1百萬元，廣發銀行約人民幣30.2百萬元。

# Management Discussion and Analysis

## 管理層討論及分析

As at 30 June 2024, the Group's total amount of trade receivables was approximately RMB380.6 million (as at 31 December 2023: approximately RMB331.0 million). It is the industry practice that the settlement of trade receivables peaks around the end of year.

As at 30 June 2024, the Group's total current assets amounted to approximately RMB1,711.7 million (as at 31 December 2023: approximately RMB1,952.9 million).

As at 30 June 2024, the Group's current ratio was approximately 4.1 (as at 31 December 2023: approximately 3.5), representing a high liquidity.

As at 30 June 2024, the Group had no bank borrowings (as at 31 December 2023: Nil and did not use any financial instruments for hedging purpose). As at 30 June 2024, the Group's gearing ratio (gearing ratio is equivalent to total liabilities divided by total assets) was approximately 18.7% (as at 31 December 2023: approximately 22.2%).

### 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 2024, 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 2024, the Group's capital expenditure was approximately RMB11.7 million (for the six months ended 30 June 2023: approximately RMB15.2 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 2024 was approximately RMB4.3 million (as at 31 December 2023: approximately RMB3.8 million).

於2024年6月30日，本集團應收貨款合計為約人民幣380.6百萬元（於2023年12月31日：約人民幣331.0百萬元）。由於行業性質，本集團應收貨款的回款高峰集中在年末。

於2024年6月30日，本集團流動資產總額約人民幣1,711.7百萬元（於2023年12月31日：約人民幣1,952.9百萬元）。

於2024年6月30日，本集團流動比率為約4.1（於2023年12月31日：約3.5），流動性良好。

於2024年6月30日，本集團並無銀行借款（於2023年12月31日：無及未使用任何金融工具進行對沖目的）。於2024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18.7%（於2023年12月31日：約22.2%）。

### 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2024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2024年6月30日止之六個月，本集團資本開支總額約人民幣11.7百萬元（截至2023年6月30日止之六個月：約人民幣15.2百萬元）。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2024年6月30日，本集團的資本承擔總額約人民幣4.3百萬元（於2023年12月31日：約人民幣3.8百萬元）。

# Management Discussion and Analysis

## 管理層討論及分析

### CONTINGENT LIABILITIES

As at 30 June 2024, the Group had no material contingent liabilities.

### PLEGGED ASSETS

As at 30 June 2024, bank deposits of approximately RMB40.3 million (as at 31 December 2023: approximately RMB156.7 million) were pledged to secure the bills payables, with a decrease by approximately 74.3% compared with that as at 31 December 2023 due to a decrease in the invoiced amount of bills payable.

### PURCHASE, SALE OR REDEMPTION OF SECURITIES

The 1,642,000 shares repurchased by the Company during the period from November to December 2023 were cancelled on 29 April 2024. Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2024.

The treasury share regime under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") is not yet available to the Company, being a listed issuer incorporated in Hong Kong, and accordingly, the disclosure requirements in respect of treasury shares under the Listing Rules are not applicable to the Company.

### 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 2024, 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 2023 prepared with reference to Appendix C2 of the Listing Rules (Environmental, Social and Governance Reporting Guide) was published on the Company's and the Stock Exchange's websites in April 2024.

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 2024. 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.

### 或有負債

於2024年6月30日，本集團並無任何重大或有負債。

### 資產之抵押

於2024年6月30日，約人民幣40.3百萬元之銀行存款（於2023年12月31日：約人民幣156.7百萬元）已作為應付票據之抵押品，環比下降約74.3%，乃由於應付票據的開票金額減少。

### 購買、出售或贖回上市證券

本公司於2023年11月至12月期間回購的1,642,000股股份已於2024年4月29日進行了註銷。除上述披露外，本公司及其附屬公司於截至2024年6月30日止之六個月內均無購買、出售或贖回任何本公司股份。

作為一家在香港註冊成立的上市發行人，香港聯合交易所有限公司證券上市規則（「上市規則」）下的庫存股份制度尚未適用於本公司，因此，上市規則下有關庫存股份的披露規定並不適用於本公司。

### 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2024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，持續在環保、社會及管治層面進行持續管理、監控、建議及報告工作。截至2023年12月31日之ESG報告乃經參考上市規則附錄C2所列載之環境、社會及管治報告指引而編製並已於2024年4月在本公司及聯交所網站刊發。

於截至2024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。

### HUMAN RESOURCES AND REMUNERATION POLICIES

The Group has optimised its staff structure to facilitate the digital transformation. As at 30 June 2024, the Group had a total of 1,342 employees (as at 31 December 2023: 1,507), with a decrease of 165 employees. Total employee benefits expenses, including Directors' emoluments, for the six months ended 30 June 2024 amounted to approximately RMB111.1 million (for the six months ended 30 June 2023: approximately RMB109.8 million). Organisational optimisation driven by digital transformation is expected to help the Group to further streamline staff and improve the labour efficiency in the second half of 2024.

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. Meanwhile, the Group also offers bonuses to employees based on, among others, the Group's results and individual performance. 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

為推進數字化轉型，本集團對人員結構進行優化調整。於2024年6月30日，本集團聘用1,342名（於2023年12月31日為1,507名）員工，減少165人。截至2024年6月30日止之六個月，包括董事酬金在內的員工福利支出總額約為人民幣111.1百萬元（截至2023年6月30日止之六個月：約為人民幣109.8百萬元）。預計2024年下半年數字化轉型帶動的組織結構優化將進一步實現本集團人員的精簡高效。

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。本集團亦採納了首次公開發售前的購股權計劃、購股權計劃和股份獎勵計劃以激勵有潛力的員工。同時，本集團亦會根據集團業績及員工的個人工作表現等因素發放獎金。對本集團於中國內地工作的員工，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的員工，本集團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，並由本公司薪酬委員會（「**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。本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、合規與法律培訓及商務禮儀培訓等。



# Directors

## 董事

### DIRECTORS

The Board consists 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

董事會由九名董事組成，包括六名執行董事及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
<b>Executive Directors</b> 執行董事		
LU Run Ting 盧閏霆	70	Chairman & Executive Director 主席及執行董事
HOU Ping 侯平	64	Executive Director & Chief Executive Officer 執行董事及首席執行官
LU Runyi 盧潤怡	66	Executive Director & Senior Vice President 執行董事及高級副總裁
WU Siqiang 吳思強	52	Executive Director & Chief Operating Officer 執行董事及首席運營官
LU Wai Lim 盧威廉	37	Executive Director & Senior Vice President 執行董事及高級副總裁
LI Yijin 李易進	54	Executive Director & Chief Audit Executive 執行董事及審計長
<b>Independent Non-executive Directors</b> 獨立非執行董事		
JIANG Li 蔣勵	61	Independent Non-executive Director 獨立非執行董事
YE Lu 葉淥	61	Independent Non-executive Director 獨立非執行董事
LAI Tung Kwok 黎棟國	72	Independent Non-executive Director 獨立非執行董事

# Corporate Governance and Other Information

## 企業管治及其他資料

### 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 applicable code provisions (the **"Code Provisions"**) in the Corporate Governance Code (the **"CG Code"**) as set out in Part 2 of Appendix C1 to the Listing Rules.

The Board is of the view that the Company has complied with all the applicable Code Provisions as set out in the CG Code throughout the six months ended 30 June 2024.

### 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 C3 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 2024.

### INCENTIVE SCHEMES

#### (a) Share Option Scheme

The share option scheme was conditionally 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必不可少的，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C1第二部分所載之企業管治守則（「**企業管治守則**」）中適用的守則條文（「**守則條文**」）。

董事會認為於截至2024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適用守則條文。

### 董事進行證券交易標準守則

本公司已採用上市規則附錄C3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2024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%；

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

- (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 of the Company 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 definite vesting period under the Share Option Scheme and the vesting period may be decided by the Board from time to time. There is no minimum period for which an option granted must be held before it can be exercised except otherwise imposed by the Directors.

The Share Option Scheme shall be valid and effective for a period of ten years from the adoption date. The Share Option Scheme has expired on 4 December 2023. No further options could be granted under the Share Option Scheme.

For the six months ended 30 June 2024, no options were exercised, cancelled or lapsed pursuant to the Share Option Scheme. As at 1 January 2024 and 30 June 2024, there was no outstanding option not exercised under the Share Option Scheme.

- (ii) 在任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低於以下最高者：(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) 購股權計劃下無明確的歸屬期以及歸屬期可由董事會不時決定。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。

購股權計劃的有效期自採納日起，為期十年。購股權計劃已於2023年12月4日失效。購股權計劃下不能再授出購股權。

截至2024年6月30日止之六個月，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2024年1月1日及2024年6月30日，購股權計劃下無未行使的期權。

## (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 at the prevailing market price 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 on 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 Board.

## (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。受託人在公開市場按現行市場價格買入公司現有股份，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日本公司已發行股份總數之3%；
- (iv) 授予任何一位計劃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。

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

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 2024, the Trustee did not acquire any ordinary shares of the Company (for the six months ended 30 June 2023: Nil), and no shares were granted or agreed to be granted to any selected Participants (for the six months ended 30 June 2023: Nil) under the Share Award Scheme. The Group did not recognise any expense for the six months ended 30 June 2024 in relation to the share awards (for the six months ended 30 June 2023: Nil).

As at each of 1 January 2024 and 30 June 2024, there were no unvested shares under the Share Award Scheme. During the six months ended 30 June 2024, no shares of the Company were vested, cancelled and lapsed under the Share Award Scheme. As at 30 June 2024, 8,146,000 shares of the Company under the Share Award Scheme were held by the Trustee (as at 1 January 2024: 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 3.1% 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 2024 and 30 June 2024, 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股股份獎勵計劃下的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均已歸屬或已失效。

截至2024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2023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2023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2023年6月30日止之六個月：無）。

於2024年1月1日和2024年6月30日，股份獎勵計劃下均沒有未歸屬的股份。截至2024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、註銷和失效。於2024年6月30日，受託人持有股份獎勵計劃之8,146,000股（於2024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3.1%。

於2024年1月1日及2024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。

## 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. JIANG Li (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 2024, 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，即蔣勵先生（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2024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：

# Corporate Governance and Other Information

## 企業管治及其他資料

### 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 <sup>(1)</sup> 所持證券數目 <sup>(1)</sup>	Approximate percentage of interest in the Company (%) <sup>(8)</sup> 佔本公司權益概約百分比 <sup>(8)</sup>
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 <sup>(2)(i)</sup> 可影響受托人如何行使其酌情權的酌情信托成立人 <sup>(2)(i)</sup>	299,759,422 shares (L) 299,759,422股(L)	36.65%
	Beneficial owner <sup>(2)(ii)</sup> 受益人 <sup>(2)(ii)</sup>	1,740,000 shares (L) 1,740,000股(L)	0.21%
Mr. HOU Ping 侯平先生	Beneficial owner <sup>(3)</sup> 受益人 <sup>(3)</sup>	12,000,000 shares (L) 12,000,000股(L)	1.47%
Mr. LU Runyi 盧潤怡先生	Beneficial owner <sup>(4)</sup> 受益人 <sup>(4)</sup>	48,321,000 shares (L) 48,321,000股(L)	5.91%
Mr. WU Siqiang 吳思強先生	Beneficial owner <sup>(5)</sup> 受益人 <sup>(5)</sup>	725,004 shares (L) 725,004股(L)	0.09%
Mr. LU Wai Lim 盧威廉先生	Beneficial owner <sup>(6)</sup> 受益人 <sup>(6)</sup>	16,000 shares (L) 16,000股(L)	0.002%
Ms. LI Yijin 李易進女士	Beneficial owner <sup>(7)</sup> 受益人 <sup>(7)</sup>	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.

(1) 「L」代表董事於本公司所持有的好倉。

(2) Chairman LU's interests 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.

(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族信托的受托人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 consisted of: (i) 300,000 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 (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 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 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. LU Wai Lim held 16,000 shares as beneficial owner. From 18 March 2024, Mr. LU no longer has any discloseable interest in the family trust established by Chairman LU.
- (7) Ms. LI Yijin held 2,044,000 shares as beneficial owner.
- (8) As at 30 June 2024, the number of issued shares of the Company was 817,935,000 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) 盧威廉先生作為受益人持有16,000股。於2024年3月18日，盧先生不再於盧主席設立的家族信托內持有需要披露的權益。
- (7) 李易進女士作為受益人持有2,044,000股。
- (8) 於2024年6月30日，本公司已發行股份數為817,935,000股。

Save as disclosed above, as at 30 June 2024, 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2024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擁有股份、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）而需要：(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

As at 30 June 2024, 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:

### 主要股東於公司股份或相關股份之權益及淡倉

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2024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 <sup>(1)</sup> 所持證券數目 <sup>(1)</sup>	Approximate percentage of interest in the Company (%) <sup>(5)</sup> 佔本公司權益概約百分比 <sup>(5)</sup>
Cititrust Private Trust (Cayman) Limited	Interest of controlled corporation <sup>(2)</sup> 受控制法團權益 <sup>(2)</sup>	299,759,422 shares (L) 299,759,422股(L)	36.65%
Ms. ZHANG Jian 張健女士	Spouse <sup>(3)</sup> 配偶 <sup>(3)</sup>	301,499,422 shares (L) 301,499,422股(L)	36.86%
Agende des participations de l'Etat ("APE")	Interest of controlled corporation <sup>(4)</sup> 受控制法團權益 <sup>(4)</sup>	152,931,181 shares (L) 152,931,181股(L)	18.70%

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 2024, the number of issued shares of Company was 817,935,000 shares.

附註：

- (1) 「L」代表有關人士於本公司股份所持的好倉。
- (2) 299,759,422股股份由金邦達國際所持。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。
- (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之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2024年6月30日，本公司已發行股份數為817,935,000股。

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

Save as disclosed above, as at 30 June 2024, 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 2024 or as at 30 June 2024.

### 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 2023 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 2024. There was no contract of significance for the provision of services to the Company or any of its subsidiaries by the controlling shareholders of the Company or any of their subsidiaries during the six months ended 30 June 2024.

除上文披露外，截至2024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2024年6月30日止之六個月或於2024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2023年年度報告之日起，至本中期報告之日，概無根據上市規則第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2024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。於截至2024年6月30日止之六個月，概無本公司控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務的重大合同。

# 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 28 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 2024 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28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2024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，以及選定的解釋附註。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, 20 August 2024

## 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，2024年8月20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 2024  
截至2024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	
		2024 2024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)
	Notes 附註		
<b>Revenue</b>	4	<b>542,012</b>	745,884
Cost of sales		<b>(409,702)</b>	(535,347)
<b>Gross profit</b>		<b>132,310</b>	210,537
Other income		<b>24,914</b>	27,122
Other gains – net		<b>1,738</b>	3,976
Research and development expenses		<b>(53,410)</b>	(51,223)
Selling and distribution expenses		<b>(50,126)</b>	(66,414)
Administrative expenses		<b>(23,187)</b>	(25,443)
Provision for impairment loss on trade receivables		<b>(1,607)</b>	(3,402)
Finance income – net		<b>866</b>	1,062
<b>Profit before income tax</b>	5	<b>31,498</b>	96,215
Income tax expense	6	<b>(1,026)</b>	(10,600)
<b>Profit for the period</b>		<b>30,472</b>	85,615
Other comprehensive income for the period			
<i>Item that may be subsequently reclassified to profit or loss:</i>	<i>可於期後重新分類至損益的項目：</i>		
– exchange differences arising on translation of foreign operations	– 換算海外業務產生的匯兌差額	<b>430</b>	1,875
<b>Total comprehensive income for the period</b>		<b>30,902</b>	87,490
<b>Profit for the period attributable to:</b>			
Owners of the Company	應佔期內利潤： 本公司擁有人	<b>31,144</b>	75,393
Non-controlling interests	非控股權益	<b>(672)</b>	10,222
		<b>30,472</b>	85,615
<b>Total comprehensive income attributable to:</b>			
Owners of the Company	應佔全面收入總額： 本公司擁有人	<b>31,574</b>	77,268
Non-controlling interests	非控股權益	<b>(672)</b>	10,222
		<b>30,902</b>	87,490
<b>Earnings per share (RMB cents)</b>			
– Basic	每股盈利(人民幣分) – 基本	<b>3.8 cents分</b>	9.3 cents分
– Diluted	– 攤薄	<b>3.8 cents分</b>	9.3 cents分

The notes from pages 34 to 56 are an integral part of the interim condensed consolidated financial information.

載於第34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 2024  
於2024年6月30日

			As at 30 June 2024 於2024年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	9	289,461	295,069
Right-of-use assets	使用權資產	9	33,219	36,165
Investment property	投資物業	9	186,258	190,832
Deferred tax assets	遞延稅項資產		28,941	28,708
Other receivables	其他應收款		-	67,933
Fixed bank deposits	銀行定期存款	10	216,170	122,349
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>754,049</b>	741,056
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	12	269,451	301,577
Trade receivables	應收貨款	13	380,581	330,995
Contract assets	合同資產	14	11,999	12,038
Other receivables and prepayments	其他應收和預付款		102,814	77,564
Financial assets at fair value through profit or loss	按公允價值計入損益之 金融資產		110,857	-
Pledged bank deposits	已抵押銀行存款		40,274	156,656
Fixed bank deposits	銀行定期存款		503,058	669,471
Cash and cash equivalents	現金及現金等價物		292,676	404,550
<b>Total current assets</b>	<b>流動資產總額</b>		<b>1,711,710</b>	1,952,851
<b>Total assets</b>	<b>資產總額</b>		<b>2,465,759</b>	2,693,907
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	17	1,192,362	1,192,362
Reserves	儲備		809,200	880,969
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,001,562	2,073,331
Non-controlling interests	非控股權益		2,486	21,740
<b>Total equity</b>	<b>權益總額</b>		<b>2,004,048</b>	2,095,071

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2024  
於2024年6月30日

			As at 30 June 2024 於2024年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		6,585	7,382
Deferred tax liabilities	遞延稅項負債		35,240	37,399
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>41,825</b>	44,781
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	應付賬款及票據	15	313,392	399,788
Contract liabilities	合同負債		18,697	25,332
Other payables	其他應付款		55,456	82,552
Lease liabilities	租賃負債		3,069	4,584
Income tax payable	應付所得稅		29,272	41,799
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>419,886</b>	554,055
<b>Total liabilities</b>	<b>負債總額</b>		<b>461,711</b>	598,836
<b>Total equity and liabilities</b>	<b>權益與負債總額</b>		<b>2,465,759</b>	2,693,907

The notes from pages 34 to 56 are an integral part of the interim condensed consolidated financial information.

載於第34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 2024  
截至2024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 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
At 1 January 2024 (audited)	於2024年1月1日(經審計)	1,192,362	(13,516)	4,208	108,693	172,655	608,929	2,073,331	21,740	2,095,071
Profit for the period	期內利潤	-	-	-	-	-	31,144	31,144	(672)	30,472
Other comprehensive income for the period	期內其他全面收入	-	-	430	-	-	-	430	-	430
Total comprehensive income for the period	期內全面收入總額	-	-	430	-	-	31,144	31,574	(672)	30,902
Dividends (Note 7)	股息(附註7)	-	-	-	-	-	(103,343)	(103,343)	-	(103,343)
Dividends declared to non-controlling interests	分配給非控股權益的股息	-	-	-	-	-	-	-	(18,582)	(18,582)
At 30 June 2024 (unaudited)	於2024年6月30日(未經審計)	1,192,362	(13,516)	4,638	108,693	172,655	536,730	2,001,562	2,486	2,004,048



# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2024  
截至2024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 2024  
截至2024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	
		2024 2024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)
<b>Cash flows from operating activities</b>	<b>經營活動產生之現金流量</b>		
Cash generated from/(used in) operations	經營活動所得/(所用)現金	246,058	(31,350)
Tax paid	已付所得稅	(18,069)	(6,637)
<b>Net cash generated from/(used in) operating activities</b>	<b>經營活動所得/(動用)之現金淨額</b>	<b>227,989</b>	<b>(37,987)</b>
<b>Cash flows from investing activities</b>	<b>投資活動產生之現金流量</b>		
Withdrawals of fixed bank deposits	提取銀行定期存款	479,850	306,122
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	(11,574)	(14,993)
Purchase of financial assets at FVTPL	購買按公允價值計入損益之金融資產	(110,000)	-
Placement of fixed bank deposits	存放銀行定期存款	(602,500)	(366,835)
Interest received	已收利息	28,224	8,063
<b>Net cash used in investing activities</b>	<b>投資活動動用之現金淨額</b>	<b>(216,000)</b>	<b>(71,934)</b>
<b>Cash flows from financing activities</b>	<b>融資活動產生之現金流量</b>		
Repayment of principal portion of leases liabilities	償還租賃負債之本金部分	(2,101)	(2,554)
Repayment of interest portion of leases liabilities	償還租賃負債之利息部分	(283)	(180)
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	向本公司股東支付股息	(103,343)	(115,292)
Dividends paid to the non-controlling interests	向非控股權益支付股息	(18,582)	-
<b>Net cash used in financing activities</b>	<b>融資活動動用之現金淨額</b>	<b>(124,309)</b>	<b>(162,614)</b>
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(112,320)	(272,535)
Cash and cash equivalents at the beginning of the period	期初現金及現金等價物	404,550	627,594
Effect of foreign exchange rate changes	匯率變動的影響	446	7,678
<b>Cash and cash equivalents at the end of the period</b>	<b>期末現金及現金等價物</b>	<b>292,676</b>	<b>362,737</b>
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及現金等價物結餘分析</b>		
Bank balances and cash	銀行存款及現金	292,676	362,737

The notes from pages 34 to 56 are an integral part of the interim condensed consolidated financial information.

載於第34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, retails, public services including social security, healthcare, transportation, etc. 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 20 August 2024.

### 2 BASIS OF PREPARATION

The interim condensed consolidated financial information has been prepared in accordance with Hong Kong Accounting Standard (**"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 D2 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 of the Company for the year ended 31 December 2023 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、零售、涵蓋社會保障、衛生、交通等公共服務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。

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

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2024年8月20日批准刊發本中期簡明綜合財務資料。

### 2 編制基礎

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（「**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D2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本公司截至2023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（「**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 2023 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 2023 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 of the laws of Hong Kong).

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 2023.

### 2 編制基礎 (續)

本中期簡明綜合財務資料中載有之關於截至2023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》(香港法例第622章)(「《公司條例》」)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2023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》(香港法例第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2023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 2023, as described in those annual financial statements, except for the adoption of standards and amendments to HKASs and Hong Kong Financial Reporting Standards (“HKFRSs”) effective for the financial year beginning 1 January 2024.

#### (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 2025 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 2024 reporting period and have not been early adopted by the Group. The Group is still assessing and 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2023年12月31日止年度的財務報表一致，但採用於2024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（「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2025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2024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

### 4 收入及分部資料

The unaudited segment information for the six months ended 30 June 2024 and 2023 by business segments are as follow:

以下為截至2024年及2023年6月30日止之六個月未經審計的按經營分部業績：

		For the six months ended 30 June 2024 截至2024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
<b>Types of goods or services</b>	<b>貨物和服務種類</b>			
Embedded software and secure payment products	嵌入式軟件和安全支付產品	290,292	-	290,292
Data processing and other services	數據處理及其他服務	-	164,202	164,202
Digital equipment	數字化設備	-	87,518	87,518
Total	總計	290,292	251,720	542,012
<b>Geographical markets</b>	<b>地區市場</b>			
The Chinese mainland	中國內地	238,989	240,986	479,975
Non-Chinese mainland	非中國內地	51,303	10,734	62,037
Total	總計	290,292	251,720	542,012

# 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 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
<b>Types of goods or services</b>	<b>貨物和服務種類</b>			
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
<b>Total</b>	<b>總計</b>	<b>477,310</b>	<b>268,574</b>	<b>745,884</b>
<b>Geographical markets</b>	<b>地區市場</b>			
The Chinese mainland	中國內地	328,694	257,807	586,501
Non-Chinese mainland	非中國內地	148,616	10,767	159,383
<b>Total</b>	<b>總計</b>	<b>477,310</b>	<b>268,574</b>	<b>745,884</b>

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	- Design, development, manufacture and sale of embedded software and secure payment products for smart secure payment
Platform and service	- Provision of data processing, digital equipment, logistical auxiliary service, system platforms and other total solutions for customers in a wide business range including financial, retails, public services including social security, healthcare, transportation, etc. 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 and other 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	— 設計、開發、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、零售、涵蓋社會保障、衛生、交通等公共服務廣泛領域客戶提供數據處理、數字化設備、物流輔助服務、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及其他服務取得其收入。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 segments:

### 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	
		2024	2023	2024	2023
		2024年	2023年	2024年	2023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	290,292	477,310	62,784	128,886
		251,720	268,574	69,526	81,651
		542,012	745,884	132,310	210,537
Other income	其他收入			24,914	27,122
Other gains - net	其他收益 - 淨額			1,738	3,976
Research and development expenses	研發費用			(53,410)	(51,223)
Selling and distribution expenses	銷售及分銷費用			(50,126)	(66,414)
Administrative expenses	行政開支			(23,187)	(25,443)
Provision for impairment loss on trade receivables	應收貨款減值虧損			(1,607)	(3,402)
Finance income - net	財務收入 - 淨額			866	1,062
Profit before income tax	除所得稅前溢利			31,498	96,215

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	
		2024 2024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)
Profit before income tax is arrived at after charging/(crediting) following items:	所得稅前利潤已扣除／(增加)了下列項目：		
Directors' emoluments	董事酬金	5,678	5,758
Retirement benefits scheme contributions	退休福利計劃供款	7,361	6,966
Staff costs	員工成本	98,080	97,073
Cost of inventories sold	存貨成本	310,463	451,990
Government grants (Note i)	政府資助(附註i)	(267)	(886)
Value-added tax refund (Note i)	增值稅退稅(附註i)	(6,027)	(7,719)
Interest income (Note i)	利息收入(附註i)	(16,427)	(16,213)
Unrealised gain from financial assets at FVTPL (Note ii)	按公允價值計入損益之金融資產未實現收益(附註ii)	(857)	-
Net exchange gains (Note ii)	匯兌收益淨額(附註ii)	(881)	(3,975)
Reversal of write-down of inventories to net realisable values	撥回存貨至可變現淨值	(9,499)	(6,548)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	17,741	18,213
Depreciation of right-of-use assets	使用權資產折舊	2,783	2,972

*Notes:*

- (i) Government grants, value-added tax refund, and interest income are included in "Other income".
- (ii) Unrealised gain from financial assets at FVTPL and net exchange gains 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未實現收益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	
		2024 2024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)
Current income tax	即期所得稅項		
Chinese mainland corporate income tax	中國內地企業所得稅	-	-
Hong Kong profits tax	香港利得稅	(3,418)	(10,853)
		(3,418)	(10,853)
Deferred income tax	遞延稅項	2,392	253
Income tax expense	所得稅費用	(1,026)	(10,600)

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 2020, 2021 and 2022. Goldpac Limited has obtained the renewal in 2023 and continued to be entitled to the preferential tax rate of 15% in 2023, 2024 and 2025.

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2020年、2021年及2022年三年內享受15%的優惠稅率。金邦達有限公司已於2023年再次獲得認證，並可於2023年、2024年及2025年三年內繼續享受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負債已按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	
		2024 2024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)
2023 Final – HK10.0 cents (2022 Final – HK12.0 cents) per ordinary share	2023年年度末期股息 – 每股普通股港幣10.0仙(2022年年度末期股息 – 每股普通股港幣12.0仙)	73,817	86,469
2023 Special – HK4.0 cents (2022 Special – HK4.0 cents) per ordinary share	2023年年度特別股息 – 每股普通股港幣4.0仙(2022年年度特別股息 – 每股普通股港幣4.0仙)	29,526	28,823

The Board does not recommend the payment of interim dividend in respect of the six months ended 30 June 2024 (for the six months ended 30 June 2023: Nil).

董事會決議不派發截至2024年6月30日止之六個月的中期股息(截至2023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

### 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	
		2024 2024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)
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	31,144	75,393

		For the six months ended 30 June 截至6月30日止之六個月	
		2024 2024年 Number of ordinary shares 普通股股數 '000 千股 (unaudited) (未經審計)	2023 2023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)	809,789	811,431

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 2024 and 2023, 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	
		2024 2024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)
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	31,144	75,393

		For the six months ended 30 June 截至6月30日止之六個月	
		2024 2024年 Number of ordinary shares 普通股股數 '000 千股 (unaudited) (未經審計)	2023 2023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)	809,789	811,431

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2024年6月30日以及2023年6月30日止之六個月，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 RMB11,574,000 (for the six months ended 30 June 2023: RMB14,993,000) and capital expenditures of approximately RMB119,000 (for the six months ended 30 June 2023: RMB241,000) 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 2023: Nil).

### 10 FIXED BANK DEPOSITS

As at 30 June 2024, the amount of non-current fixed bank deposits was RMB216,170,000 (as at 31 December 2023: RMB122,349,000), RMB30,000,000 of the non-current fixed bank deposits was pledged for bills payables from April 2024 to July 2024.

### 11 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11,574,000元（截至2023年6月30日止之六個月：人民幣14,993,000元）及人民幣119,000元（截至2023年6月30日止之六個月：人民幣241,000元），而投資物業及無形資產並無產生資本開支（截至2023年6月30日止之六個月：無）。

### 10 銀行定期存款

於2024年6月30日，非流動銀行定期存款為人民幣216,170,000元（於2023年12月31日：人民幣122,349,000元），其中人民幣30,000,000元已作為應付票據之抵押品，抵押期為2024年4月至2024年7月。

### 11 於聯營公司之權益

		As at 30 June 2024 於2024年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2023 於2023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

### 11 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 2024 2024年6月30日 (unaudited) (未經審計)	31 December 2023 2023年12月31日 (audited) (經審計)	
Kaixin Holdings Limited 凱鑫控股有限公司	The 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

### 11 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：

### 12 INVENTORIES

		As at 30 June 2024 於2024年6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2023 於2023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	183,188 3,697 136,982	222,766 3,679 139,047
Less: write-down of inventories to net realisable values	減：減記存貨至可變現淨值	323,867 (54,416)	365,492 (63,915)
		269,451	301,577

### 12 存貨

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

## 13 TRADE RECEIVABLES

## 13 應收貨款

		As at 30 June 2024 於2024年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
Trade receivables	應收貨款	<b>386,499</b>	336,018
Less: provision for impairment loss	減：減值虧損撥備	<b>(5,918)</b>	(5,023)
		<b>380,581</b>	330,995

The carrying amounts of trade receivables approximate their fair values.

應收貨款的賬面價值接近公允價值。

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:

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 2024 於2024年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2023 於2023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	<b>214,826</b>	215,954
91 – 180 days	91-180日	<b>83,331</b>	38,219
181 – 365 days	181-365日	<b>38,878</b>	39,403
Over 1 year	超過一年	<b>43,546</b>	37,419
		<b>380,581</b>	330,995



# Notes to the Condensed Consolidated Financial Information

## 簡明綜合財務資料附註

### 14 CONTRACT ASSETS

### 14 合同資產

		As at 30 June 2024 於2024年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2023 於2023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	339	264
Digital equipment	數字化設備	11,660	11,774
		<b>11,999</b>	12,038

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。

### 15 TRADE AND BILLS PAYABLES

### 15 應付貨款及應付票據

		As at 30 June 2024 於2024年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2023 於2023年 12月31日 RMB'000 人民幣千元 (audited) (經審計)
Trade payables	應付貨款	264,279	255,784
Bills payables – secured	有抵押應付票據	49,113	144,004
		<b>313,392</b>	399,788

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

### 15 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.

### 15 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。

		As at 30 June 2024 於2024年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2023 於2023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	<b>186,304</b>	231,360
91 - 180 days	91-180日	<b>65,578</b>	101,052
181 - 365 days	181-365日	<b>38,436</b>	60,934
Over 1 year	超過一年	<b>23,074</b>	6,442
		<b>313,392</b>	399,788

## 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.

## 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。

## 16 SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

### Share Award Scheme (Continued)

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 2024 and 31 December 2023, all these shares were either vested or forfeited; for which a total of 8,146,000 ordinary shares of the Company were held by the Trustee at the period/year end date.

During the six months ended 30 June 2024, the Trustee did not acquired any ordinary shares of the Company (for the six months ended 30 June 2023: Nil), and no shares were granted to employees under the Share Award Scheme during the period (for the six months ended 30 June 2023: Nil). The Group did not recognise any expense for the six months ended 30 June 2024 in relation to the share awards granted by the Company (for the six months ended 30 June 2023: Nil).

## 16 以股份為基礎的支付交易

(續)

### 股份獎勵計劃(續)

於2017年5月，本集團將10,374,000股股份獎勵計劃下的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2024年6月30日以及2023年12月31日，所有獎勵股份均已歸屬或已失效，受託人於期末/年末持有本公司8,146,000股普通股。

截至2024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2023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2023年6月30日止之六個月：無)。截至2024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2023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 2023 (audited)	2023年12月31日(經審計)	819,577	1,499,498
shares cancellation	註銷股份	(1,642)	-
At 30 June 2024 (unaudited)	2024年6月30日(未經審計)	817,935	1,499,498
			RMB'000 人民幣千元
Shown in the consolidated financial statements as of 31 December 2023 (audited) and condensed consolidated financial information as of 30 June 2024 (unaudited)	顯示於2023年12月31日綜合財務報 表(經審計)及於2024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 2024 於2024年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審計)	As at 31 December 2023 於2023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	4,292	3,829

# 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

除簡明綜合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	
		2024 2024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)
Directors' fee	袍金	294	300
Basis salaries and allowances	基本薪金和津貼	5,349	5,423
Retirement benefits scheme contributions	退休福利計劃供款	35	35
		<b>5,678</b>	5,758

## 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)

#### (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 2024: RMB Nil (as at 31 December 2023: 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2024年6月30日： 人民幣無(於2023 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 2024, 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.

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

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

##### 第3級計量對賬

Significant unobservable input(s)	Relationship unobservable inputs to fair value
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

The higher the discount ratio, the lower the fair value and vice versa.

折扣率越高，公允價值越低，反之亦然。

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2024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。

在本期間，第3級金融資產沒有變動。

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

金邦達寶嘉控股有限公司  
GOLDPAC GROUP LIMITED

