

Digital China Holdings Limited  
神州數碼控股有限公司



2024 中期報告

Stock Code 股份代號: 00861.HK

# INTERIM REPORT





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# 簡明綜合損益表

截至二零二四年六月三十日止六個月

Digital China Holdings Limited (神州數碼控股有限公司\*) («本公司») 或 «神州控股») 之董事會 («董事» 或 «董事會») 欣然公佈本公司及其附屬公司 (統稱 «本集團») 截至二零二四年六月三十日止六個月之未經審核簡明綜合中期業績, 連同二零二三年財年同期比較數字如下:

		截至六月三十日止六個月 (未經審核)	
	附註	二零二四年 人民幣千元	二零二三年 人民幣千元
收入	3	7,014,343	6,677,315
銷售及服務成本		(6,056,885)	(5,568,210)
毛利		957,458	1,109,105
其他收入及收益	3	70,545	241,069
銷售及分銷費用		(390,346)	(372,930)
行政費用		(171,162)	(155,245)
其他費用淨額		(441,235)	(462,135)
融資成本		(68,900)	(59,413)
應佔聯營公司及合營企業之虧損		(17,095)	(192,155)
除稅前 (虧損) 溢利	4	(60,735)	108,296
所得稅抵免 (費用)	5	11,395	(27,621)
本期間 (虧損) 溢利		(49,340)	80,675
歸屬於:			
母公司股東權益		10,808	40,355
非控股權益		(60,148)	40,320
		(49,340)	80,675
母公司股東應佔每股盈利 (以每股人民幣元列值)	7		
基本		0.0073	0.0270
攤薄		0.0073	0.0265

\* 僅供識別

# 簡明綜合全面收益表

截至二零二四年六月三十日止六個月

	(未經審核)	
	二零二四年 人民幣千元	二零二三年 人民幣千元
<b>本期間 (虧損) 溢利</b>	<b>(49,340)</b>	80,675
<b>其他全面 (虧損) 收益</b>		
其後可能重新分類至損益之其他全面虧損：		
海外業務財務報表換算之匯兌差額	(10,144)	(25,611)
應佔聯營公司之其他全面虧損	-	(18,663)
其後可能重新分類至損益之其他全面虧損淨額	(10,144)	(44,274)
其後不可能重新分類至損益之其他全面 (虧損) 收益：		
以公允價值計量且其變動計入其他全面收益的金融資產之公允價值淨變動	(2,507)	25,157
所得稅影響	623	1,069
其後不可能重新分類至損益之其他全面 (虧損) 收益淨額	(1,884)	26,226
<b>經扣除稅後的本期間其他全面虧損</b>	<b>(12,028)</b>	(18,048)
<b>本期間全面 (虧損) 收益總額</b>	<b>(61,368)</b>	62,627
歸屬於：		
母公司股東權益	(3,181)	5,299
非控股權益	(58,187)	57,328
	<b>(61,368)</b>	62,627

# 簡明綜合財務狀況表

於二零二四年六月三十日

		(未經審核)	(經審核)
		二零二四年 六月三十日	二零二三年 十二月三十一日
	附註	人民幣千元	人民幣千元
<b>非流動資產</b>			
物業、廠房及設備		722,386	738,685
使用權資產		158,671	162,439
投資物業		4,527,113	4,527,861
商譽		1,489,709	1,489,709
其他無形資產		235,225	235,580
於合營企業之權益		42,294	43,729
於聯營公司之權益		294,934	306,723
以公允價值計量且其變動計入其他全面收益的金融資產		715,316	721,071
應收賬款	8	139,987	150,794
其他應收款項		440,000	440,000
遞延稅項資產		257,078	231,112
		<b>9,022,713</b>	<b>9,047,703</b>
<b>流動資產</b>			
存貨		821,062	820,228
持作銷售用途的竣工物業		575,849	574,759
應收賬款及應收票據	8	3,548,441	4,029,490
預付款項、按金及其他應收款項		1,450,660	1,275,497
合約資產		4,217,842	3,598,309
以公允價值計量且其變動計入損益的金融資產		300,125	320,333
應收融資租賃款項		25,412	25,412
受限制銀行結餘		41,608	224,774
現金及現金等價物		1,906,885	2,883,308
		<b>12,887,884</b>	<b>13,752,110</b>
<b>流動負債</b>			
應付賬款及應付票據	9	3,311,783	3,952,012
其他應付款項及預提費用		1,056,698	1,427,864
租賃負債		63,615	60,821
合約負債		1,801,330	2,271,193
應繳稅項		44,752	67,009
付息銀行及其他貸款		2,309,737	1,401,935
		<b>8,587,915</b>	<b>9,180,834</b>
<b>流動資產淨值</b>		<b>4,299,969</b>	<b>4,571,276</b>
<b>總資產減流動負債</b>		<b>13,322,682</b>	<b>13,618,979</b>

# 簡明綜合財務狀況表

於二零二四年六月三十日

		(未經審核) 二零二四年 六月三十日 人民幣千元	(經審核) 二零二三年 十二月三十一日 人民幣千元
<b>非流動負債</b>			
附息銀行及其他貸款		1,813,260	1,881,487
遞延稅項負債		468,494	467,336
遞延收入		18,291	18,546
租賃負債		50,817	57,450
其他金融負債		849,040	828,155
		<b>3,199,902</b>	3,252,974
<b>資產淨值</b>		<b>10,122,780</b>	10,366,005
<b>權益及儲備</b>			
股本	10	163,826	163,826
儲備		6,035,505	6,131,541
母公司股東應佔權益		6,199,331	6,295,367
非控股權益		3,923,449	4,070,638
<b>權益總額</b>		<b>10,122,780</b>	10,366,005

# 簡明綜合權益變動表

於二零二四年六月三十日

	母公司股東應佔													非控股 權益	權益總額
	已發行股本 (未經審核)	股份溢價賬 (未經審核)	資本儲備 (未經審核)	以股份						匯兌 波動儲備 (未經審核)	累積虧損 (未經審核)	總計 (未經審核)	權益 (未經審核)		
				股票基金 (未經審核)	僱員 酬金儲備 (未經審核)	資產 估值儲備 (未經審核)	投資 估值儲備 (未經審核)	儲備基金 (未經審核)	非控股 權益 (未經審核)						
於二零二四年一月一日	163,826	4,139,709	1,595,724	(868,751)	248,415	610,610	(123,672)	744,463	(196,153)	(18,804)	6,295,367	4,070,638	10,366,005		
本期間溢利(虧損)	-	-	-	-	-	-	-	-	-	10,808	10,808	(60,148)	(49,340)		
經扣除稅後的以公允價值計量且其變動計入其他全面收益的金融資產的公允價值變動	-	-	-	-	-	-	(1,865)	-	-	-	(1,865)	(19)	(1,884)		
海外業務財務報表換算之匯兌差額	-	-	-	-	-	-	-	-	(12,124)	-	(12,124)	1,980	(10,144)		
本期間全面(虧損)收益總額	-	-	-	-	-	-	(1,865)	-	(12,124)	10,808	(3,181)	(58,187)	(61,368)		
以股份支付之酬金	-	-	-	-	6,498	-	-	-	-	-	6,498	1,339	7,837		
僱員股票基金供款	-	-	-	(11,621)	-	-	-	-	-	-	(11,621)	-	(11,621)		
依受限制股份獎勵計劃的歸屬股份	-	-	-	12,118	(12,118)	-	-	-	-	-	-	-	-		
附屬公司非控股股東之資本出資	-	-	-	-	-	-	-	-	-	-	-	353	353		
注銷一間附屬公司股權	-	-	-	-	-	-	-	-	-	-	-	(1,989)	(1,989)		
收購非控股權益	-	-	(5,670)	-	-	-	-	-	-	-	(5,670)	(41,580)	(47,250)		
給予非控股股東之已付股息	-	-	-	-	-	-	-	-	-	-	-	(47,125)	(47,125)		
末期股息	-	-	-	-	-	-	-	-	-	(82,062)	(82,062)	-	(82,062)		
於二零二四年六月三十日	163,826	4,139,709	1,590,054	(868,254)	242,795	610,610	(125,537)	744,463	(208,277)	(90,058)	6,199,331	3,923,449	10,122,780		



# 簡明綜合權益變動表

於二零二四年六月三十日

	母公司股東應佔												
	以股份											非控股	
	已發行股本	股份溢價賬	資本儲備	僱員股票基金	支付僱員之酬金儲備	資產估值儲備	投資估值儲備	儲備基金	匯兌波動儲備	保留溢利	總計	權益	權益總額
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
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	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
於二零二三年一月一日	163,826	4,139,709	1,595,003	(826,355)	237,974	610,610	4,233	646,092	(179,777)	1,970,603	8,361,918	3,950,553	12,312,471
本期間溢利	-	-	-	-	-	-	-	-	-	40,355	40,355	40,320	80,675
經扣除稅後的以公允價值計量且其變動計入其他全面收益的金融資產的公允價值變動	-	-	-	-	-	-	13,330	-	-	-	13,330	12,896	26,226
海外業務財務報表換算之匯兌差額	-	-	-	-	-	-	-	-	(29,723)	-	(29,723)	4,112	(25,611)
應佔聯營公司之其他全面(虧損)收益	-	-	-	-	-	-	(18,832)	-	169	-	(18,663)	-	(18,663)
出售以公允價值計量且其變動計入其他全面收益的金融資產	-	-	-	-	-	-	(14,716)	-	-	14,716	-	-	-
本期間全面(虧損)收益總額	-	-	-	-	-	-	(20,218)	-	(29,554)	55,071	5,299	57,328	62,627
以股份支付之酬金	-	-	-	-	8,231	-	-	-	-	-	8,231	3,030	11,261
僱員股票基金供款	-	-	-	(42,663)	-	-	-	-	-	-	(42,663)	-	(42,663)
依受限制股份獎勵計劃的歸屬股份	-	-	-	10,018	(10,018)	-	-	-	-	-	-	-	-
附屬公司非控股股東之資本出資	-	-	982	-	-	-	-	-	-	-	982	32,768	33,750
給予非控股股東之已付股息	-	-	-	-	-	-	-	-	-	-	-	(24,876)	(24,876)
末期股息	-	-	-	-	-	-	-	-	-	(68,597)	(68,597)	-	(68,597)
於二零二三年六月三十日	163,826	4,139,709	1,595,985	(859,000)	236,187	610,610	(15,985)	646,092	(209,331)	1,957,077	8,265,170	4,018,803	12,283,973



# 簡明綜合現金流量表

截至二零二四年六月三十日止六個月

	截至六月三十日止六個月 (未經審核)	
	二零二四年 人民幣千元	二零二三年 人民幣千元
<b>經營活動</b>		
存貨減少(增加)	13,626	(96,349)
應收賬款及應收票據減少	405,686	107,406
應付帳款及應付票據減少	(660,229)	(202,741)
其他營運資金及非現金交易之調整	(1,324,675)	(559,044)
<b>經營活動所用現金淨額</b>	<b>(1,565,592)</b>	<b>(750,728)</b>
<b>投資活動</b>		
購入物業、廠房及設備	(16,088)	(7,945)
出售物業、廠房及設備之所得款項	2,368	2,462
添置其他無形資產	(73,877)	(32,485)
註銷一間合營企業投資之所得款項	-	276
出售以公允價值計量且其變動計入其他全面收益的金融資產之所得款項	4,188	70,335
購買以公允價值計量且其變動計入其他全面收益的金融資產	-	(14,500)
出售以公允價值計量且其變動計入損益的金融資產之所得款項	191,130	573,251
購買以公允價值計量且其變動計入損益的金融資產	(178,628)	(232,480)
收購一間附屬公司	(4,500)	-
收取一間聯營公司之股息	240	120
以公允價值計量且其變動計入損益的金融資產之股息收入	279	-
以公允價值計量且其變動計入其他全面收益的金融資產之股息收入	1,592	-
於一間聯營公司之投資	-	(27,134)
<b>投資活動(所用)所得現金淨額</b>	<b>(73,296)</b>	<b>331,900</b>
<b>融資活動</b>		
新增銀行貸款	1,451,571	1,300,459
償還銀行貸款	(595,675)	(1,585,277)
已付利息	(48,015)	(38,586)
收購非控股股東權益	(47,250)	-
給予非控股股東之已付股息	(47,125)	(23,676)
依受限制股份獎勵計劃購買股份	(11,621)	(42,663)
附屬公司非控股股東之資本出資	353	-
租賃負債之付款	(39,648)	(45,563)
注銷/清算附屬公司	(2,000)	-
<b>融資活動所得(所用)現金淨額</b>	<b>660,590</b>	<b>(435,306)</b>
<b>現金及現金等價物減少淨額</b>	<b>(978,298)</b>	<b>(854,134)</b>
於期初之現金及現金等價物	2,883,308	2,522,006
匯兌變動之影響淨額	1,875	4,779
<b>於期末之現金及現金等價物</b>	<b>1,906,885</b>	<b>1,672,651</b>
<b>現金及現金等價物之組成分析</b>		
於簡明綜合財務狀況表及簡明綜合現金流量表所載之現金及現金等價物	1,906,885	1,672,651

# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 1. 呈報基準

截至二零二四年六月三十日止六個月之未經審核簡明綜合中期財務報表，乃按照由香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。除採納以下新頒佈及經修訂香港財務報告準則（「香港財務報告準則」）（當中包括香港財務報告準則、香港會計準則及其註釋）外，編製本期間之未經審核簡明綜合中期財務報表已貫徹採用截至二零二三年十二月三十一日止全年財務報表所載之相同呈報基準、會計政策及計算方法。本集團並無提前採納任何已頒佈但尚未生效的其他準則、詮釋或修訂。

香港財務報告準則第16號之修訂本	售後回租中的租賃責任
香港會計準則第1號之修訂本	負債分類為流動或非流動及香港詮釋第5號（二零二零年）之相關修訂，財務報表之呈列－借款人對含有可隨時按 要求償還條文的定期貸款的分類
香港會計準則第1號之修訂本	附有契約的非流動負債
香港會計準則第7號及香港財務報告準則第7號之修訂版	供應商融資安排

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

## 2. 分部資料

就資源分配及分部表現評估而言，向董事會（即首席營運決策者（「首席營運決策者」））集中呈報所交付或提供的貨品或服務類別的資料。

本集團有三個呈報經營分部概述如下：

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

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

分部間之銷售及轉撥乃參考以現行市場價格銷售予第三方之銷售價格而進行。

# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 2. 分部資料 (續)

下表呈列截至二零二四年及二零二三年六月三十日止六個月本集團的經營及呈報分部之收入及業績 (未經審核)：

	大數據產品及方案		軟件及運營服務		信創及傳統服務		抵銷		總計	
	二零二四年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元	二零二三年 人民幣千元
分部收入：										
對外	1,277,132	1,091,815	2,159,513	2,172,104	3,577,698	3,413,396	-	-	7,014,343	6,677,315
分部間	3,229	18,093	13,855	25,233	8,503	10,319	(25,587)	(53,645)	-	-
	<b>1,280,361</b>	<b>1,109,908</b>	<b>2,173,368</b>	<b>2,197,337</b>	<b>3,586,201</b>	<b>3,423,715</b>	<b>(25,587)</b>	<b>(53,645)</b>	<b>7,014,343</b>	<b>6,677,315</b>
分部毛利	315,241	385,220	263,273	287,858	378,944	436,027			957,458	1,109,105
分部業績	(43,008)	21,897	81,384	107,219	101,875	114,246			140,251	243,362
未分類										
利息收入									8,580	6,969
收入及收益									28,853	43,508
未分類開支									(169,519)	(126,130)
經營活動溢利									8,165	167,709
融資成本									(68,900)	(59,413)
除稅前 (虧損) 溢利									(60,735)	108,296

# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 3. 收入、其他收入及收益

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

本集團之收入、其他收入及收益分析如下：

	(未經審核)	
	截至六月三十日止六個月	
	二零二四年	二零二三年
	人民幣千元	人民幣千元
香港財務報告準則第 15 號範圍內來自客戶的合約收入		
<b>按主要產品或服務線作分列</b>		
軟件產品銷售業務	34,973	27,661
軟件開發及技術服務業務	2,614,386	2,500,584
供應鏈運營業務	1,036,415	1,070,147
系統集成業務	1,546,291	1,728,575
電商供應鏈業務	1,546,481	1,087,557
其他	89,470	95,266
來自客戶的合約總收入	6,868,016	6,509,790
<b>其他來源的收入</b>		
經營租賃下的投資物業的租金收入	140,780	157,267
金融服務業務	5,547	10,258
其他來源的總收入	146,327	167,525
總收入	7,014,343	6,677,315

# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 3. 收入、其他收入及收益 (續)

### (i) 來自客戶的合約收入

分列按時點確認的收入

	(未經審核)	
	截至六月三十日止六個月	
	二零二四年 人民幣千元	二零二三年 人民幣千元
收入確認的時點		
在某個時點	3,217,215	2,939,059
隨著時間的推移	3,650,801	3,570,731
	<b>6,868,016</b>	<b>6,509,790</b>

### (ii) 其他收入及收益

	(未經審核)	
	截至六月三十日止六個月	
	二零二四年 人民幣千元	二零二三年 人民幣千元
<b>其他收入</b>		
政府補貼	38,022	49,520
銀行存款利息	8,580	6,969
理財產品收入	4,001	8,444
以公允價值計量且其變動計入損益的金融資產之股息收入	279	-
以公允價值計量且其變動計入其他全面收益的金融資產之股息收入	1,592	-
其他	6,015	13,219
	<b>58,489</b>	<b>78,152</b>
<b>收益</b>		
投資物業之公允價值收益	-	55,314
匯兌收益淨額	8,624	24,908
注銷一間合營企業權益之收益	-	276
視為出售一間聯營公司部分權益之收益	3,432	-
以公允價值計量且其變動計入損益的金融資產之公允價值收益	-	82,419
	<b>12,056</b>	<b>162,917</b>
其他收入及收益總計	<b>70,545</b>	<b>241,069</b>

# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 4. 除稅前（虧損）溢利

本集團之除稅前（虧損）溢利已經扣除（計入）：

	(未經審核)	
	截至六月三十日止六個月	
	二零二四年	二零二三年
	人民幣千元	人民幣千元
應佔聯營公司之虧損	15,660	196,172
應佔合營企業之虧損（收益）	1,435	(4,017)
	<b>17,095</b>	192,155
售出存貨之成本	2,930,134	2,623,025
物業、廠房及設備之折舊	30,627	26,704
使用權資產之折舊	39,200	48,806
出售物業、廠房及設備之虧損	177	127
已貼現票據利息	9,245	7,531
銀行貸款及其他貸款之利息	35,214	27,997
租賃負債之利息費用	3,556	3,058
其他金融負債利息	20,885	20,827
研究及開發成本（不包括其他無形資產攤銷）	282,488	289,782
其他無形資產攤銷	37,232	35,704
存貨（撥回）撥備	(14,460)	6,578
應收帳款及應收票據、其他應收款項及合約資產減值	116,478	121,846
以公允價值計量且其變動計入損益的金融資產之公允價值虧損	11,708	-
其他	7,789	8,225
其他費用淨額	<b>441,235</b>	462,135

# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 5. 所得稅（抵免）費用

	(未經審核)	
	截至六月三十日止六個月	
	二零二四年 人民幣千元	二零二三年 人民幣千元
本期 - 中國大陸		
企業所得稅（「 <b>企業所得稅</b> 」）	8,746	18,526
土地增值稅（「 <b>土地增值稅</b> 」）	-	12
	<b>8,746</b>	18,538
本期 - 香港	1,160	-
遞延稅	(21,301)	9,083
	<b>(20,141)</b>	9,083
本期間稅項（抵免）支出總計	<b>(11,395)</b>	27,621

- (a) 中國企業所得稅指於中國大陸產生之估計應課稅溢利所徵收之稅項。除若干附屬公司享有稅務優惠外，本集團在中國大陸營運的附屬公司一般須繳納中國企業所得稅之稅率為 25%。
- (b) 中國土地增值稅就土地增值按累進稅率介乎 30% 至 60% 徵收，即物業銷售所得款項減可扣除開支（包括土地使用權攤銷、借貸成本及全部物業開發開支）。
- (c) 香港利得稅乃根據兩級利得稅稅率制度，合資格企業的首個港幣 2 百萬元的利潤徵稅為 8.25%，而超過港幣 2 百萬元的利潤則徵稅為 16.5%。截至二零二四年及二零二三年六月三十日止六個月內，本集團合資格企業的香港利得稅乃根據兩級利得稅稅率制度計算。在香港不符合兩級利得稅稅率制度的其他集團實體將繼續按估計可評稅利潤的 16.5% 統一稅率徵稅。
- (d) 應佔合營企業之稅項支出為約人民幣 298,000 元（截至二零二三年六月三十日止六個月：稅項支出人民幣 1,861,000 元）及應佔聯營公司之稅項支出為約人民幣 174,000 元（截至二零二三年六月三十日止六個月：稅項抵免人民幣 587,000 元），已計入於簡明綜合損益表中之「應佔聯營公司及合營企業之虧損」內。



# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 6. 股息

截至二零二四年六月三十日止六個月，本公司於二零二四年六月二十七日舉行的股東週年大會上經股東（「股東」）批准派發截至二零二三年十二月三十一日止年度末期股息每股普通股 6.0 港仙（截至二零二三年六月三十日止六個月：截至二零二二年十二月三十一日止年度末期股息每股普通股 4.5 港仙）。末期股息總額約港幣 100,416,000 元已於二零二四年七月十六日派發（截至二零二三年六月三十日止六個月：約港幣 75,312,000 元）。

於報告期末後，本公司董事向股東宣派截至二零二四年六月三十日止六個月之中期股息每股普通股 1.0 港仙（截至二零二三年六月三十日止六個月：1.0 港仙），總額約港幣 16,736,000 元（截至二零二三年六月三十日止六個月：約港幣 16,736,000 元）。於報告期末後宣派之中期股息並未於未經審核簡明綜合中期財務報表中確認為負債。

## 7. 每股盈利

每股基本及攤薄盈利乃按截至二零二四年六月三十日止六個月之母公司股東應佔溢利，以及於截至二零二四年六月三十日止六個月內已發行減在受限制股份獎勵計劃（「受限制股份獎勵計劃」）下所持股份之普通股加權平均數 1,476,503,004 股（截至二零二三年六月三十日止六個月：1,493,622,071 股）計算。

每股攤薄盈利乃按截至二零二四年六月三十日止六個月之母公司股東應佔溢利計算並對一間附屬公司的可攤薄潛在普通股的影響作出調整。用於該計算的普通股加權平均數為於截至二零二四年六月三十日止六個月內之已發行普通股減在受限制股份獎勵計劃下所持股份，並加假設有關於本集團之股權激勵計劃之所有可潛在攤薄的普通股被視為獲行使時已無償發行普通股之加權平均數。

每股基本及攤薄盈利乃根據以下數據計算：

	(未經審核)	
	截至六月三十日止六個月	
	二零二四年	二零二三年
	人民幣千元	人民幣千元
<b>盈利</b>		
用於計算每股基本盈利之本期間之母公司股東應佔溢利	10,808	40,355
一間附屬公司潛在攤薄普通股的影響	-	(562)
用於計算每股攤薄盈利之盈利	10,808	39,793

	(未經審核)	
	股份數目	
	二零二四年	二零二三年
<b>股份</b>		
用於計算每股基本盈利之本期間內已發行股份減在受限制股份獎勵計劃下所持股份之加權平均數	1,476,503,004	1,493,622,071
潛在攤薄普通股的影響：股權激勵計劃	8,511,268	6,429,937
用於計算每股攤薄盈利之本期間股份之加權平均數	1,485,014,272	1,500,052,008

# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 8. 應收賬款及應收票據

	(未經審核) 二零二四年 六月三十日 人民幣千元	(經審核) 二零二三年 十二月三十一日 人民幣千元
<b>按攤銷成本列賬的應收款項包括：</b>		
應收賬款及應收票據	4,548,418	4,963,616
減：損失撥備	(859,990)	(783,332)
總計	<b>3,688,428</b>	4,180,284
<b>分析如下：</b>		
流動部分	3,548,441	4,029,490
非流動部分	139,987	150,794
	<b>3,688,428</b>	4,180,284

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

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

	(未經審核) 二零二四年 六月三十日 人民幣千元	(經審核) 二零二三年 十二月三十一日 人民幣千元
30 天內	1,181,055	2,546,878
31 至 60 天	197,843	213,040
61 至 90 天	80,174	69,317
91 至 180 天	382,189	262,229
181 至 360 天	1,072,582	376,664
超過 360 天	774,585	712,156
	<b>3,688,428</b>	4,180,284

於二零二四年六月三十日，包括在本集團應收賬款及應收票據中的應收多間合營企業、聯營公司及關連公司的款項分別約為人民幣 18,325,000 元（二零二三年十二月三十一日：人民幣 20,313,000 元）、人民幣 1,575,000 元（二零二三年十二月三十一日：人民幣 2,064,000 元）及人民幣 44,638,000 元（二零二三年十二月三十一日：人民幣 43,284,000 元），其須按類似於向本集團主要客戶提供的信貸條款償還。

# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 9. 應付賬款及應付票據

以下為根據報告期末發票日期呈列的應付賬款及應付票據的賬齡分析。

	(未經審核) 二零二四年 六月三十日 人民幣千元	(經審核) 二零二三年 十二月三十一日 人民幣千元
30天內	1,126,115	2,006,503
31至60天	317,560	433,038
61至90天	310,699	129,945
超過90天	1,557,409	1,382,526
	<b>3,311,783</b>	<b>3,952,012</b>

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

於二零二四年六月三十日，本集團應付賬款及應付票據金額包括應付本集團之多間合營企業、聯營公司及關連公司之款項分別約為人民幣1,517,000元（二零二三年十二月三十一日：人民幣1,266,000元）及人民幣92,667,000元（二零二三年十二月三十一日：人民幣45,265,000元）及人民幣209,764,000元（二零二三年十二月三十一日：人民幣145,552,000元），此結餘乃根據本集團主要供應商所給予之類似信貸條款償還。

# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 10. 股本

	(未經審核) 二零二四年 六月三十日 港幣千元	(經審核) 二零二三年 十二月三十一日 港幣千元
法定：		
2,500,000,000 股 (二零二三年十二月三十一日： 2,500,000,000 股) 每股面值港幣 0.1 元 (二零二三年十二月三十一日：港幣 0.1 元) 之普通股	250,000	250,000
	(未經審核) 二零二四年 六月三十日 人民幣千元	(經審核) 二零二三年 十二月三十一日 人民幣千元
已發行及繳足股款：		
1,673,607,386 股 (二零二三年十二月三十一日： 1,673,607,386 股) 每股面值港幣 0.1 元 (二零二三年十二月三十一日：港幣 0.1 元) 之普通股	163,826	163,826

## 11. 承擔

	(未經審核) 二零二四年 六月三十日 人民幣千元	(經審核) 二零二三年 十二月三十一日 人民幣千元
已簽約但未於未經審核簡明綜合中期財務報表中撥備：		
土地及樓宇	3,360	3,360
向多間合營企業資本注資	68,250	81,580
向多間聯營公司資本注資	9,510	9,510
以公允價值計量且其變動計入其他全面收益的金融資產資本注資	429	429
	81,549	94,879

# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 12. 關連人士交易

### (a) 與關連人士之交易：

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

	附註	(未經審核)	
		截至六月三十日止六個月	
		二零二四年 人民幣千元	二零二三年 人民幣千元
<b>與合營企業之交易</b>			
由合營企業提供之服務	(ii)	236	306
向合營企業收取之貸款利息收入	(v)	2,330	4,690
<b>與聯營公司之交易</b>			
向聯營公司銷售之貨物	(i)	476	2,806
從聯營公司購買之貨物	(iii)	12,899	-
向聯營公司提供之服務	(ii)	984	965
由聯營公司提供之服務	(ii)	204,511	154,811
向聯營公司收取之租賃收入	(iv)	2,700	2,746
<b>與關連公司之交易 (附註 (vi))</b>			
向關連公司銷售之貨物	(i)	14,801	2,915
從關連公司購買之貨物	(iii)	142,141	147,041
向關連公司提供之服務	(ii)	185,111	206,762
由關連公司提供之服務	(ii)	77,304	22,386
向關連公司收取之租賃收入	(iv)	24,159	25,277

附註：

- (i) 該等銷售乃根據本集團向其主要客戶提供之訂價及條件而進行。
- (ii) 提供 IT 服務之價格乃根據本集團與相關關連人士雙方協定而釐定。
- (iii) 該等購買乃參照由關連人士提供予主要客戶之訂立價格及條款根據本集團與相關關連人士雙方協定之價格進行。
- (iv) 租賃收入乃參照市場租金根據本集團與相關關連人士雙方協定而釐定。
- (v) 收取的利息收入以參考市場利率計算並計入來自金融服務業務的收入。
- (vi) 神州數碼集團股份有限公司及其附屬公司為本集團的關連公司，因郭為先生為本公司之主席及關鍵管理人員，對神州數碼集團股份有限公司有重大影響力。

# 簡明綜合中期財務報表附註

截至二零二四年六月三十日止六個月

## 12. 關連人士交易（續）

### (b) 與關連人士之往來金額：

- (i) 於報告期末，本集團與合營企業、聯營公司及關連公司之應收賬款及應收票據及應付賬款及應付票據結餘之詳情分別載於本未經審核簡明綜合中期財務報表附註 8 及 9。
- (ii) 神州數碼集團股份有限公司及其附屬公司為本集團的關連公司，因郭為先生為本公司之主席及關鍵管理人員，對神州數碼集團股份有限公司有重大影響力。

### (c) 關鍵管理人員之報酬：

於本期內，本公司關鍵管理人員（執行董事）的薪酬如下：

	(未經審核)	
	截至六月三十日止六個月	
	二零二四年	二零二三年
	人民幣千元	人民幣千元
短期僱員福利	5,232	5,765
以股份支付之酬金	-	-
離職福利	41	39
	<b>5,273</b>	<b>5,804</b>

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

## 13. 報告期後事項

自報告期後末至本報告日期，本集團並無發生任何重大事項。

# 管理層研討與分析

## 一、概覽

神州控股秉持“數字中國”初心，聚焦“大數據+AI”戰略，持續打造面向政企客戶的數據分析與決策產品及智能應用，致力於成為大數據科技引領者。

作為一家始終堅持以客戶為中心的科技公司，神州控股**著力推動高質量數據與AI應用場景的商業化落地**，以**AI技術賦能政企**為著眼點，創新地提出“**城市CTO+企業CSO**”的商業模式，錨定深耕**數智城市、數智供應鏈、數智金融**等重點場景，打造了豐富、全面、實用的數據智能產品和方案矩陣，**通過數智化能力驅動決策和運營**，成就客戶、創造價值。

報告期內，公司整體**營業收入 70.14 億元，較去年同期增長 5%**；毛利 9.57 億元，歸母淨利潤 1,081 萬元。本期利潤較去年同期下降主要系並表非全資擁有附屬公司神州信息所在行業市場競爭日趨激烈、公司不斷加大相關條線投入導致。除去該部分影響，**公司業務保持健康穩健發展，不含神州信息的收入為 29.36 億元，較去年同期增長 20%**；歸母淨利潤 4,096 萬元，較去年同期增長 380%。詳見下表所示。

單位：千元人民幣 / %

	1H24 收入	1H23 收入	同比變化	1H24 溢利 / (虧損) *	1H23 溢利 / (虧損) *	同比變化
神州控股合計	7,014,343	6,677,315	5%	10,808	40,355	-73%
其中：						
剔除神州信息	2,935,956	2,446,449	20%	40,961	8,528	380%
神州信息並表	4,078,387	4,230,866	-4%	(30,153)	31,827	-195%

\* 歸屬於母公司股東之溢利或虧損

## 二、數據為王，大數據業務取得重大突破





# 管理層研討與分析

神州控股提供**大數據 +AI 場景全棧式產品及解決方案**，包括但不限於底層算力基礎設施全棧服務，一站式端到端的供應鏈運營服務，面向行業的 DaaS、MaaS 等數據產品，以及上層賦能千行百業的 AI+ 場景智能應用產品及解決方案。

2024 年上半年，**公司大數據業務保持強勁增長，大數據產品及方案收入 12.77 億元，較去年同期增長 17%，近四年複合增長率 26%**；毛利 3.15 億元，較去年同期下降 18%，近四年複合增長率 9%，主要受到子公司神州信息下遊市場需求下滑及加大對新產品線的相關投入導致。剔除神州信息的影響後，**大數據產品及方案收入同比增長 31%，近四年複合增長率 51%；毛利同比增長 11%，近四年複合增長率 40%**。

在大數據業務健康快速發展的驅動下，公司整體業務結構進一步優化，**近四年來大數據產品及方案收入佔比從 9% 提升至 18%，毛利佔比從 18% 提升至 33%**。此外，公司大數據業務在手訂單充足，2024 年上半年該分部**已簽未銷 24.24 億元，同比提升 15%**，為大數據業務長期、穩定且紮實的增長打下堅實基礎。

**公司持續深化“城市 CTO+ 企業 CSO”創新模式，借助多年積累政府資源優勢，加速向行業和企業領域拓展，得到了客戶側的有效驗證，並快速複製推廣。**

報告期內，公司持續深耕城市，相繼中標吉林長春新區人工智能新基建（智算中心）項目，長春市算力中心二期 AI+ 行業模型軟件及服務項目，以及吉林省智慧水利項目等重大項目；並將在自主研發的智算中心“三算一體”工業智腦平台上，持續迭代垂類行業軟件模型賦能千行百業。公司通過參與城市全域數字化轉型，建立城市數據資源運營體系，挖掘數據資源價值，推動數字技術在城市治理以及產業鏈、供應鏈等場景的集成應用；通過城市數字化大場景為入口，用大數據和 AI 技術梳理出城市的核心產業生態，**進而服務於龍頭企業的數字化轉型，實現從早期建設型收入向運營型收入的持續轉變。**

**在服務企業客戶方面**，公司堅持以市場需求為牽引，著力解決客戶在端到端供應鏈運營環節的數字化轉型痛點，**成功在科技、消費、製造業等多個行業頭部客戶實現大數據產品及方案訂單簽約與落地**。例如，在與國內領先的芯片企業極海微電子合作過程中，公司通過自主研發的智數中台系列產品幫助客戶從 0 到 1 打造數據治理體系，建立了統一的數據治理平台，並為客戶配套建立了相應的數據治理組織結構，流程體系及企業數據標準，為公司數據治理探索出一條高效的路徑，目前該項目已成功實現交付，並獲得客戶的充分認可。公司也將在此基礎之上，持續迭代模塊化、平台化的產品及方案，用 AI 助力客戶解決複雜業務邏輯的自動化決策問題，賦能客戶數字化轉型。

2024 年國家數據局以制度建設為主線，將陸續推出數據產權、數據流通、收益分配、安全治理、公共數據開發利用、企業數據開發利用、數字經濟高質量發展、數據基礎設施建設指引等 8 項制度文件。隨著《“數據要素 ×”三年行動計劃（2024—2026 年）》政策的頒佈以及數據資源入表的開展，**數據要素市場商業模式再次迎來巨大產業發展空間**。神州控股將緊抓歷史機遇，充分發揮自身在數據治理和應用方面的優勢，積極佈局前沿技術領域，加速拓展企業級市場。

# 管理層研討與分析

## 三、技術為核，AI 場景應用搶佔市場先機

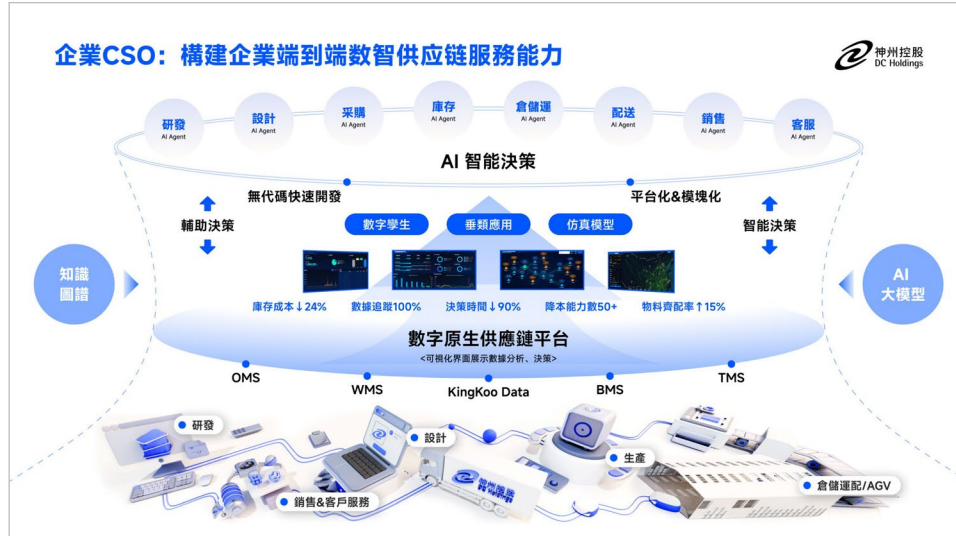


在技術研發方面，公司堅持標準化產品及方案，以知識圖譜構建的業務孿生體與 AI 大模型生態平台能力為技術雙核驅動，幫助企業快速構建 AI 智能應用，實現產品及方案的模塊化和平台化。公司旨在利用 AI 工具與對行業的深刻洞察，幫助企業在複雜變化的市場環境中動態分析處理業務流程並提供最優解，從而提升運營效率，降低成本，促進業務創新，增強企業核心競爭力。

公司將技術雙核深度嵌入大數據產品及方案中，聚焦數智城市、數智供應鏈、數智金融等重點場景，不斷提升 AI 智能應用的自主決策能力，實現面向業務人員和架構師的低代碼甚至無代碼的快速開發，並推動“3+N”的多行業橫向拓展與客戶側的“1×N”標準化複製。

以數智供應鏈場景為例，公司深耕供應鏈運營二十餘年，擁有遍佈全球 297 個城市、3229 個區縣的倉儲運輸網絡，具備端到端的一站式供應鏈運營服務能力，打造了包含供應鏈執行系統、供應鏈可視化大數據平台以及供應鏈智能決策平台在內的全矩陣數字原生供應鏈產品。當前，公司重點錨定數智供應鏈，率先構建起以大數據 +AI 為核心的供應鏈控制塔解決方案。

# 管理層研討與分析



隨著 AI 技術的快速發展，越來越多的企業客戶對數據中台的需求已從單一數據平台建設轉向與業務的深度融合從而形成數據智能的整體方案。公司打造的**供應鏈控制塔**可通過統一集成 ERP、SCM、WMS、CRM 等諸多數據源以及採集企業日常運行設備產出的各類數據，以可視化界面的形式提供生產管理端到端所需的數據洞察、分析及智能決策；其中，數據中台可以實現實時採集整合包括設計、訂單、庫存、運輸、生產、售後等關鍵環節的供應鏈數據，並分析預測過程中可能發生且動態變化的供應鏈運營問題並提供最優解支持，幫助製造企業提升業務敏捷度、解決數據孤島問題、實現智能化數據分析與決策支持。

公司為生產製造型企業打造的**供應鏈控制塔**解決方案，採用“PFEP”（Plan For Every Part，即“為每個零件制定計劃”）**供應鏈管理工具**，為其提供涵蓋**研發、設計、生產、倉儲運配到銷售和客戶服務的端到端供應鏈全鏈條數據治理能力**，助力企業提高供應鏈的透明度、效率及響應速度。

其中，PFEP 作為一種**供應鏈管理的最佳實踐**，被廣泛應用於各種製造行業，尤其是在電子、汽車、航空航天和大型機械設備等複雜產品的生產中。生產製造型企業產品升級迭代周期快、產品結構設計複雜、物料 BOM 種類繁多；面對變化的市場需求，對供應鏈的響應速度及準確性要求極高，而當前 PFEP 數據又多數記錄於 EXCEL 表格進行內部協同管理維護，極易造成數據源頭錯誤現象；因此企業迫切需要建立一套數據管理系統來實現**供應鏈工藝數據標準化**。

面對製造行業數智化轉型痛點與廣闊空間，公司堅持以客戶為中心，以需求為導向。目前，公司**供應鏈控制塔**中資源調度、倉儲、廠內外運輸等數智作業流程鏈條已在某食品製造業龍頭企業成功落地，賦能客戶實現業務數字平台化 100%，數據可追蹤性 100%，供應鏈運營環節流程優化率 88%，且優化流程節點效益突出項佔比高達 59%；基於此，報告期內公司又與多個智能製造頭部客戶持續推進在**研發、設計、生產到銷售和客戶服務等數智供應鏈解決方案**，快速推動端到端的數智**供應鏈控制塔**整體解決方案的部署與落地。

# 管理層研討與分析

未來公司將加快推進“企業CSO”商業模式落地，深耕數智供應鏈核心場景，持續攜手倉網、運網生態合作夥伴，通過供應鏈控制塔助力更多企業客戶進行端到端的供應鏈運營，並不斷迭代從可視化界面分析到輔助決策再到自主智能決策的AI智能應用，加速實現端到端供應鏈控制塔整體解決方案在客戶側的快速複製推廣。

此外，公司攜手高校及科研機構等持續進行產學研一體化合作，不斷加大對“大數據+AI”產品及方案研發投入。報告期內，**公司整體研發費用3.20億元，位於同行業領先水平**。截止2024年6月30日，**公司主導、參編國家及行業各類標準161項**，其中獲批發佈84項、在研77項；**獲得軟件著作權、專利等知識產權共計2835項**。公司在人工智能和數據要素領域的技術創新與實踐探索獲得市場高度認可，報告期內榮獲中國社會科學院信息化研究中心、互聯網周刊、德本諮詢聯合評比的“2024大數據解決方案TOP50”第1位、“2024人工智能+優秀服務商TOP100數據要素”第2位、“新質生產力標杆新一代信息技術”第2位、“最具創新力AI產品”第3位、“2024數據中台TOP50”第3位、“2024數字化轉型推動企業100強”第8位、“2023年度公共數據運營解決方案”、2024全國“人工智能+”行動創新案例100等多項榮譽與獎項。

## 四、出海為帆，境外業務開啟第二增長極

在中資企業加快產能出海與技術出海佈局的驅動下，神州控股跨境出海業務取得顯著成效。報告期內，**公司境外收入4.65億元，較去年同期增長55%**；境外收入佔比持續提升，由2022年上半年的1%提升至2024年上半年的7%，打開公司第二成長曲線。





# 管理層研討與分析

作為一家港股上市企業，公司依託過去 20 餘年賦能中國內地政府數字化轉型實踐經驗，在深耕香港市場方面優勢明顯，已參與香港特區政府多個部門的技術研發項目，並聯合英偉達成功交付香港智算中心大模型一期項目，成為香港特區政府重要的大數據發展合作夥伴。在此基礎之上，今年上半年又成功中標澳門科技大學海洋氣象預測項目，為澳門的海洋科研、環境保護、災害預防及海上交通管理提供科學依據，並有望為同類型臨海城市帶來更多賦能。**本次中標標誌著公司粵港澳大灣區戰略版圖基本構建完成，也彰顯了公司“城市 CTO”模式在地區的前瞻佈局與實踐，表明了“城市 CTO”在粵港澳大灣區的技術能力與該模式的可複製性。**

在我國“一帶一路”倡議下，神州控股亦伴隨華為、榮耀、中興、比亞迪等中資企業客戶一同出海，**為客戶提供包含國際國內運輸、海內外倉儲、進出口、跨境電商、跨境直播等服務在內的端到端一站式供應鏈運營服務和數智化服務。**報告期內，公司相繼中標比亞迪在泰國、越南的供應鏈出海業務訂單，為比亞迪提供境外原材料及配件的供應鏈端到端一體化服務。此前，公司與比亞迪在境內合作長達數十年。此輪中標後，公司成功打通與比亞迪在境內外端到端供應鏈運營及數智化服務業務的全球化合作。未來公司將繼續以“企業 CSO”模式打造跨境一站式服務平台，為出海企業提供端到端的跨境供應鏈解決方案，利用最前沿 AI 技術為出海企業在全球供應鏈管理一體化業務中提供輔助決策、智能決策，賦能客戶降本增效，業務創新。

**2024 年是神州控股主動出海新元年。**公司出海不是盲目的，而是有著明確的戰略目標，依託於多年海外耕耘積累的“高端朋友圈”，以“本地化”為抓手，以“合作共贏”為前提，以**“引領國內生態，融入國際生態”**為核心，主動佈局，價值鏈不斷延伸。今年上半年，公司面向東南亞本地大型企業客戶就供應鏈運營、數字貿易、數字化轉型等方向積極交流探討合作，通過核心場景切入當地市場，並將持續迭代最新前沿 AI 技術賦能本地客戶。此外，公司也將積極探討包括但不限於資本運作等無機增長方式，從產業鏈垂直整合賦能公司戰略藍圖。

伴隨著全球智能化轉型程度不斷加深，神州控股的“大數據+AI”戰略將獲得更加長足的發展，公司將依託核心技術，在數據要素和垂類行業智能應用領域不斷拓展市場空間，在 AI 浪潮中全面推進場景落地，並在持續深耕國內市場的同時加速出海佈局，實現公司業務跨越式增長。

## 五、關於本集團購買的若干理財產品（「理財產品」）的解決安排的最新情況

截止二零二四年六月三十日，理財產品賬面淨值為人民幣 6.81 億元。本集團已經取得理財產品最終相關資產主動處置權利，並制定了相關出售計劃及具體行動方案。本集團仍依照行動方案，推進處置最終相關資產中的房地產住宅項目（賬面淨值約人民幣 0.84 億元）。早前法院已出具重整計劃終結裁定，目前正籌劃多種渠道開展營銷工作。

理財產品的剩餘最終相關資產涉及市場及商用綜合物業資產（賬面淨值約人民幣 5.97 億元）。其中市場部分經營穩定；商業綜合物業部分目前正按法院最後核准的重整方案剝離並注入到新的公司實體中，本集團預期能夠在新的公司實體中取得控股地位，以取得對最終相關資產處置的便利，目前正在與資產管理人商討資產剝離細節工作。

本集團將繼續按照行動方案加速推進執行，若行動方案有重大進展，本公司會適時另行刊發公告。

# 管理層研討與分析

## 資本開支、流動資金及財務資源

本集團主要以內部資源、銀行貸款及銀行信貸應付其營運所需資金。

於二零二四年六月三十日，本集團擁有總資產約人民幣 219.11 億元，而資金來源為總負債約人民幣 117.88 億元，非控股權益約人民幣 39.23 億元及母公司股東應佔權益約人民幣 62.00 億元。於二零二四年六月三十日，本集團之流動比率為 1.50，而於二零二三年十二月三十一日為 1.50。

於截至二零二四年六月三十日止六個月內，主要用於增加物業、廠房及設備和其他無形資產而產生的資本開支為約人民幣 0.90 億元。

於二零二四年六月三十日，本集團有現金及現金等價物約人民幣 19.07 億元，當中有約人民幣 18.40 億元乃以人民幣計值。

於二零二四年六月三十日，本集團所承擔之外幣風險主要來自以非功能貨幣計值的貨幣資產淨值約人民幣 62,677,000 元。本集團目前並無外匯對沖政策。然而，本集團管理層監控外匯風險，並將於有需要時考慮對沖重大外匯。

於二零二四年六月三十日，本集團的有關貸款總額佔母公司股東應佔權益之比率為 0.67，而於二零二三年十二月三十一日為 0.52。上述比率按附息銀行及其他貸款總額約人民幣 41.23 億元（二零二三年十二月三十一日：約人民幣 32.83 億元）及母公司股東應佔權益約人民幣 62.00 億元（二零二三年十二月三十一日：約人民幣 62.95 億元）計算。

於二零二四年六月三十日，本集團的附息銀行及其他貸款如下：

	人民幣千元
<b>流動</b>	
附息銀行貸款，無抵押	1,669,932
附息銀行貸款，有抵押	568,326
其他貸款	71,479
	<hr/>
	2,309,737
<b>非流動</b>	
附息銀行貸款，有抵押	1,813,260
	<hr/>
總計	4,122,997

本集團之若干銀行貸款：

- 約人民幣 16.76 億元由金融機構授予本集團之若干附屬公司，並以於二零二四年六月三十日其總賬面價值約人民幣 34.36 億元之樓宇、投資物業及預付土地租金作為抵押；及
- 約人民幣 6 億元由金融機構授予本集團之若干附屬公司，並以於二零二四年六月三十日神州信息（直接由本公司全資擁有附屬公司持有）之已發行股份 150,590,250 股其公允價值約人民幣 14.04 億元作為質押。

# 管理層研討與分析

包括於本集團之流動及非流動銀行貸款分別為約人民幣 1.28 億元及約人民幣 18.13 億元為長期貸款須於二零二四年至二零三七年間償還。於二零二四年六月三十日，本集團分別按固定利率及浮動利率計息的銀行貸款總額為約人民幣 21.31 億元及人民幣 19.92 億元。

於二零二四年六月三十日本集團之可動用銀行授信總額為約人民幣 145.61 億元，當中包括長期貸款額度約人民幣 20.08 億元及貿易信用額度、短期貸款及現金透支約人民幣 125.53 億元。於二零二四年六月三十日，本集團已動用之長期貸款額度為約人民幣 19.47 億元及貿易信用額度、短期貸款及現金透支為約人民幣 35.12 億元。

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

## 或然負債

神州金信（北京）科技有限公司專利侵權涉訴案件

二零一六年三月，深圳怡化電腦股份有限公司（以下簡稱「怡化公司」）訴沖電氣實業（深圳）有限公司（以下簡稱「沖電氣公司」）和神州金信（北京）科技有限公司（以下簡稱「神州金信」）存在侵害其五項專利產品的行為，五案涉及的專利號分別為 ZL201420112570.5、ZL201210385756.3、ZL201420060123.X、ZL200910108145.2 和 ZL201420020564.7。請求判令沖電氣公司立即停止製造、銷售、許諾銷售及神州金信公司立即停止銷售、許諾銷售侵害怡化公司上述專利權產品的行為，並請求判令沖電氣公司、神州金信公司賠償怡化公司經濟損失及合理維權費用共計人民幣 700.00 萬元。

二零一九年一月，廣東省深圳市中級人民法院做出五案的一審判決：判令沖電氣公司立即停止製造、銷售許諾銷售侵害專利權產品的行為，並賠償人民幣 440.00 萬元；判令神州金信立即停止銷售、許諾銷售侵害專利權產品的行為，並賠償人民幣 100.00 萬元，駁回原怡化公司其他訴訟請求。

沖電氣公司及神州金信不服五案的一審判決進行上訴，二零二零年十二月最高人民法院作出的民事裁定書，認為五案均未對沖電氣公司與怡化公司之間關於《OEM 供貨協議》進行審查，一審基本事實認定不清，影響侵權的認定。故撤銷一審判決，發回重審。怡化公司於二零二三年十一月撤回起訴。

怡化公司其後於二零二三年十二月向廣東省深圳市中級人民法院就相關事項重新提起訴訟，訴沖電氣公司和神州金信存在侵害上述五項專利產品的行為，請求沖電氣公司停止製造、銷售侵害其上述五項發明專利權的產品，神州金信公司停止許諾銷售、銷售侵害其上述五項發明專利權的產品，並請求判令沖電氣公司和神州金信公司賠償其經濟損失、為制止侵權所支出合理開支共計人民幣 27,530.00 萬元。截至二零二四年六月三十日，本公司僅收到立案通知，均未開庭。根據律師的意見，神州金信承擔相關訴訟結果的可能性較小。

除此之外，於二零二四年六月三十日，本集團並無其他重大或然負債。

## 承擔

本集團於二零二四年六月三十日之承擔詳情載於未經審核簡明綜合中期財務報表附註 11。



# 管理層研討與分析

## 人力資源及薪酬政策

於二零二四年六月三十日，本集團有全職僱員 17,307 名（二零二三年六月三十日：16,033 名）。該等僱員大部份均於中國受僱。本集團按照行業慣例提供酬金福利予僱員。僱員酬金包括基本薪金及花紅。本集團於截至二零二四年六月三十日止六個月之僱員成本錄得約人民幣 17.44 億元，比截至二零二三年六月三十日止六個月約人民幣 15.20 億元增長 14.73%。為吸納及挽留優秀積極之僱員，本公司按個人表現及所達到之本公司目標，向僱員提供股權激勵計劃。本集團亦同時致力為僱員提供多項內部及外部培訓與發展計劃。

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

## 供股所得款項用途的更新資料

於二零一七年九月，本公司完成供股（「供股」）及籌得資金約人民幣 11.49 億元。下表為供股所得款項淨額（「所得款項淨額」）的用途情況：

供股所得款項 淨額擬定用途	所得款項淨額 人民幣百萬元	於 2024 年 1 月 1 日的 已動用金額 人民幣百萬元	截至 2024 年 6 月 30 日止 年度的實際應用 人民幣百萬元	於 2024 年 6 月 30 日的 未動用金額 人民幣百萬元	預計在 2025 年 6 月 30 日 之前使用 人民幣百萬元
(i) 為投資於健康醫療大數據投資進行融資或確定任何其他潛在的投資及任何可能合適的收購機會 (附註)	664	(454)	-	210	210
(ii) 償還債務及利息費用					
(a) 償還於 2017 年 10 月到期江蘇銀行股份有限公司的本金及利息費用	160	(160)	-	-	-
(b) 償還於 2017 年 10 月到期西部證券股份有限公司的本金及利息費用	250	(250)	-	-	-
(iii) 一般營運資金用途	75	(75)	-	-	-
總計	1,149	(939)	-	210	210

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

本公司無意改變日期為二零一七年八月二十三日的供股章程所載的所得款項淨額的用途，並將根據上述預期目的逐步使用未動用的所得款項淨額。於二零二四年六月三十日，已動用所得款項淨額合共為約人民幣 9.39 億元。

於二零二四年六月三十日，供股之未動用所得款項淨額約為人民幣 2.1 億元。於二零二四年，由於新冠疫情後經濟復甦乏力，投資氣氛比較低迷，公司管理層於投資併購專案更趨謹慎，因此這些未動用的所得款項淨額未能於二零二四年六月三十日全部動用。鑒於社會經濟活動和投資者信心的恢復需要時間，預期末動用所得款項淨額無法於前述本公司所披露時間點二零二四年十二月三十一日全部動用。當發現任何合適的機會時，這些未動用的所得款項淨額將投資於健康醫療大數據投資或任何其他潛在的投資和收購，預期末動用所得款項淨額將於二零二五年六月三十日前全部動用。

有關供股的詳情，請參考本公司日期為二零一七年七月二十一日、二零一七年八月二十四日及二零一七年九月十五日的公告，日期為二零一七年八月二十三日的供股章程及截至二零一七年十二月三十一日、二零一八年十二月三十一日、二零一九年十二月三十一日、二零二零年十二月三十一日、二零二一年十二月三十一日、二零二二年十二月三十一日及二零二三年十二月三十一日止的本公司年度報告。

# 其他資料

## 中期股息

董事會已宣派截至二零二四年六月三十日止六個月的中期股息每股本公司普通股股份（「股份」）1.0 港仙（「中期股息」）（二零二三年六月三十日止六個月：每股股份 1.0 港仙）予二零二四年九月二十三日（星期一）名列本公司股東名冊的股東。中期股息將會於二零二四年十月十四日（星期一）前後派付。

## 暫停辦理股份過戶登記

本公司將於二零二四年九月二十三日（星期一）至二零二四年九月二十六日（星期四）（包括首尾兩日）暫停辦理股份過戶登記手續，以確定可享有中期股息的權利。該期間將不會登記任何股份轉讓。為符合資格收取中期股息，所有轉讓文件連同有關股票必須於二零二四年九月二十日（星期五）下午四時三十分前，送交至本公司之香港股份過戶登記分處卓佳雅柏勤有限公司辦理登記手續，地址為香港夏懿道 16 號遠東金融中心 17 樓。

## 董事及行政總裁於股份、相關股份及債權證中之權益及淡倉

截至二零二四年六月三十日，本公司各董事及行政總裁及彼等之聯繫人於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第 XV 部）之股份、相關股份及債權證中，擁有根據證券及期貨條例第 XV 部第 7 及第 8 分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括於證券及期貨條例之有關條文下本公司各董事及行政總裁擁有或被視作擁有之權益及淡倉），或須記入及已記入本公司根據證券及期貨條例第 XV 部第 352 條存置之登記冊內，或根據本公司採納載於聯交所證券上市規則（「上市規則」）附錄 C1 之《上市發行人董事進行證券交易的標準守則》（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

董事名稱	身份	個人權益	公司權益	尚未行使之購股權數目	總數 (附註 1)	佔合共權益之概約百分比 (%) (附註 6)
郭為	實益擁有人及受控法團之權益	107,996,707	183,784,857 (附註 2)	67,116,974 (附註 3 及 4)	358,898,538	21.44
林楊	實益擁有人	3,571,734	-	14,448,974 (附註 3 及 4)	18,020,708	1.08
劉允	實益擁有人	100,000 (附註 5)	-	1,332,000 (附註 4)	1,432,000	0.09
金昌衛	實益擁有人	100,000 (附註 5)	-	1,332,000 (附註 4)	1,432,000	0.09

# 其他資料

附註：

1. 本文所披露之全部權益，全為股份之好倉。
2. 該等 183,784,857 股股份由郭為先生受控法團，Kosalaki Investments Limited (「KIL」) 及神州數碼集團股份有限公司 (「神州集團」) (於深圳交易所上市) 及其附屬公司實益持有。郭為先生為 KIL 的唯一股東及董事，及神州集團之主要股東，大約為 23.12% 及董事。因此，郭為先生被視作擁有該等由受控法團所持有之股份權益。
3. 於二零一七年一月二十五日，向郭為先生及林楊先生各自授出 12,500,000 份購股權，該等購股權於二零一七年九月十八日完成供股後，調整為 13,116,974 份購股權。該等購股權可於二零一七年一月二十五日至二零二五年一月二十四日期間按行使價每股股份港幣 6.394 元行使，以認購股份。
4. 於二零二零年七月十三日，郭為先生獲授予代表 54,000,000 份購股權，及林楊先生、劉允博士及金昌衛先生各自獲授予代表 1,332,000 份購股權，於二零二四年六月三十日尚未行使。該等購股權可於達成列於二零二零年七月十三日之要約函所列之若干條件之日至二零二八年七月十二日期間按行使價每股股份港幣 6.60 元行使，以認購股份。
5. 於二零二零年六月二日，根據本公司之受限制股份獎勵計劃向劉允博士及金昌衛先生各自授予 100,000 股股份，並按計劃之條款及條件於二零二一年一月歸屬。
6. 權益概約百分比乃根據股份／相關股份 (組成所持權益) 總面值佔本公司緊接有關事項完成後之同類全部已發行股本總面值之百分比計算，並已根據證券及期貨條例第 352 條規定記錄在名冊中。

除上文所披露者外，截至二零二四年六月三十日，本公司之董事及行政總裁或彼等之聯繫人概無於本公司或其任何相聯法團 (定義見證券及期貨條例第 XV 部) 之股份、相關股份或債權證中，擁有根據證券及期貨條例第 XV 部第 7 及第 8 分部須知會本公司及聯交所之權益或淡倉 (包括根據證券及期貨條例之有關條文下董事及行政總裁擁有或被視作擁有之權益或淡倉)，或擁有須記入本公司根據證券及期貨條例第 XV 部第 352 條存置之登記冊，或根據標準守則須知會本公司及聯交所之權益或淡倉。

# 其他資料

## 主要股東於股份及相關股份之權益及淡倉

截至二零二四年六月三十日，就董事所知，以下人士或法團（並非本公司董事或行政總裁）於本公司股份及相關股份中擁有以下須根據證券及期貨條例第 XV 部第 2 及第 3 分部披露予本公司，或須根據證券及期貨條例第 XV 部第 336 條下存置之登記冊所記錄之以下權益及淡倉：

名稱	身份	股份數目	佔合共權益之
		(附註 1)	概約百分比 (%)
		(附註 8)	
Kosalaki Investments Limited	實益擁有人	114,876,857 (附註 2)	6.86
Dragon City International Investment Limited	實益擁有人	165,054,500	9.86
葉志如	受控法團之權益／配偶權益	165,054,500/2,325 (附註 3)	9.86
黃少康	實益擁有人／配偶權益	2,325/165,054,500 (附註 4)	9.86
廣州市城市建設投資集團有限公司 (「廣州城市建設」)	受控法團之權益	331,201,928 (附註 5(a))	19.80
廣州市城投投資有限公司 (「廣州投資」)	受控法團之權益	331,201,928 (附註 5(b))	19.80
廣州城投佳朋產業投資基金管理有限公司 (「廣州佳朋」)	受控法團之權益	299,760,000 (附註 5(c))	17.92
廣州城投甲子投資合夥企業(有限合夥) (「廣州甲子」)	實益擁有人	299,760,000 (附註 5(d))	17.92
廣州無線電集團有限公司 (「廣州無線電集團」)	受控法團之權益	181,120,250 (附註 6)	10.83
廣州廣電運通金融電子股份有限公司 (「廣州廣電運通金融電子」)	受控法團之權益	181,120,250 (附註 7)	10.83
Law Debenture Trust (Asia) Limited as Trustee of Digital China Holdings Limited's Restricted Share Award Scheme Trust	受託人	184,352,900	11.02

# 其他資料

附註：

1. 本文所披露之全部權益，全為股份之好倉。
2. 郭為先生，本公司之董事，為 KIL 之董事及唯一股東。於 KIL 名下之股份亦在以上「董事及行政總裁於股份、相關股份及債權證中之權益及淡倉」一段披露為郭為先生的權益。
3. Dragon City International Investment Limited ( “Dragon City” ) 由葉志如女士控制，而黃少康先生為葉志如女士的配偶。根據證券及期貨條例，葉志如女士被視作擁有由 Dragon City 及黃少康先生所持有之權益。
4. 黃少康先生為葉志如女士的配偶。根據證券及期貨條例，黃少康先生被視作擁有由葉志如女士所持有之權益。
5. (a) 根據廣州城市建設存檔的表格 2 – 法團大股東通知，於 2021 年 1 月 28 日，廣州城市建設持有合共 331,201,928 股股份的權益，當中 299,760,000 股股份由廣州甲子持有，31,441,928 股股份由穗通（香港）有限公司（「穗通香港」）持有。廣州甲子由廣州投資擁有 99.96% 權益及由廣州佳朋擁有 0.04% 權益，而廣州佳朋則由廣州投資全資擁有。穗通香港亦由廣州投資全資擁有。廣州投資由廣州城市建設擁有 80% 權益及由廣州產業投資基金管理有限公司擁有 20% 權益，該公司由廣州城市建設全資擁有。根據證券及期貨條例，廣州城市建設被視為持有由廣州甲子及穗通香港所持有之權益。  
(b) 根據廣州投資存檔的表格 2 – 法團大股東通知，於 2021 年 1 月 28 日，廣州投資持有合共 331,201,928 股股份的權益，當中 299,760,000 股股份由廣州甲子持有，31,441,928 股股份由穗通（香港）持有。根據證券及期貨條例，廣州投資被視為持有由廣州甲子及穗通香港所持有之權益。  
(c) 根據廣州佳朋存檔的表格 2 – 法團大股東通知，根據證券及期貨條例，於 2021 年 1 月 28 日，廣州佳朋持有由廣州甲子所持有的權益。  
(d) 根據廣州甲子存檔的表格 2 – 法團大股東通知，於 2021 年 1 月 28 日，廣州甲子實益持有 299,760,000 股股份。
6. 根據廣州無線電集團存檔的表格 2 – 法團大股東通知，於 2021 年 2 月 16 日，廣州廣電運通金融電子，一家於深圳證券交易所上市之公司，並由廣州無線電集團為持有 52.96%，持有 181,120,250 股股份的權益。
7. 根據廣州廣電運通金融電子存檔的表格 2 – 法團大股東通知，於 2021 年 2 月 16 日，廣州廣電運通金融電子持有 181,120,250 股股份的權益，當中 7,078,000 股股份由廣電運通國際有限公司持有，該公司由廣州廣電運通金融電子全資擁有。
8. 權益概約百分比乃根據股份／相關股份（組成所持權益）總面值佔本公司緊接有關事項完成後之同類全部已發行股本總面值之百分比計算，並已根據證券及期貨條例第 336 條規定記錄在名冊中。

除上文所披露者外，截至二零二四年六月三十日，概無任何人士曾知會本公司於本公司之股份或相關股份中，擁有須根據證券及期貨條例第 XV 部第 2 及第 3 分部披露及須根據證券及期貨條例第 XV 部第 336 條須予各備存的登記冊所載之權益或淡倉。

# 其他資料

## 股權激勵計劃

### (A) 購股權計劃

本公司之購股權計劃於二零一一年八月十五日採納（「二零一一年購股權計劃」）。

二零一一年購股權計劃旨在肯定及答謝合資格人士對本集團所作出或將作出之貢獻或可能之貢獻，藉以激勵合資格人士為本集團之利益精益求精及提高彼等之效率，並維持或招徠與合資格人士的業務關係，合資格人士的貢獻著實或會有助於本集團的發展。

二零一一年購股權計劃有效期為十年並已於二零二一年八月十四日失效。自此，並無據此進一步授予購股權。根據二零一一年購股權計劃之條款，購股權可供行使之期限為有關購股權要約函件所載之期限，惟該期限須於要約日期之第十週年當日屆滿。

下表根據購股權授予日載列在二零一一年購股權計劃下本公司購股權截至二零二四年六月三十日止六個月內的變動：

承授人	購股權數目					於二零二四年 六月三十日 尚未行使	每股 行使價 港幣元	授予日期 前一天的 收市價 港幣元	期內購股權 行使日前一 天的加權平 均收市價 港幣元	授出日期	行使期	附註
	於二零二四年 一月一日 尚未行使	期內授出	期內行使	期內取消	期內失效							
董事												
郭為	13,116,974	-	-	-	-	13,116,974	6.394	6.73	-	25/1/2017	25/1/2017-24/1/2025	(i)、(ii)
	54,000,000	-	-	-	-	54,000,000	6.60	6.54	-	13/7/2020	(iv)	(v)
林楊	13,116,974	-	-	-	-	13,116,974	6.394	6.73	-	25/1/2017	25/1/2017-24/1/2025	(i)、(ii)
	1,332,000	-	-	-	-	1,332,000	6.60	6.54	-	13/7/2020	(iv)	(v)
劉允	1,332,000	-	-	-	-	1,332,000	6.60	6.54	-	13/7/2020	(iv)	(v)
金昌衛	1,332,000	-	-	-	-	1,332,000	6.60	6.54	-	13/7/2020	(iv)	(v)
黃文宗	1,332,000	-	-	-	-	1,332,000	6.60	6.54	-	13/7/2020	(iv)	(v)、(xi)
倪虹	1,332,000	-	-	-	-	1,332,000	6.60	6.54	-	13/7/2020	(iv)	(v)、(xi)
陳永正	500,000	-	-	-	-	500,000	4.82	4.81	-	16/7/2021	(vi)	(vii)、(xi)
其他僱員	5,981,340	-	-	-	-	5,981,340	6.394	6.73	-	25/1/2017	25/1/2017-24/1/2025	(i)、(ii)
其他僱員	1,999,000	-	-	-	-	1,999,000	4.818	4.87	-	21/5/2018	21/5/2019-20/5/2026	(iii)
其他僱員	4,467,600	-	-	-	(320,000)	4,147,600	4.32	4.26	-	28/3/2019	28/3/2020-27/3/2027	(iii)
其他僱員	2,000,000	-	-	-	-	2,000,000	4.04	3.95	-	2/9/2019	2/9/2020-1/9/2027	(iii)
其他僱員	4,445,000	-	-	-	(500,000)	3,945,000	4.17	4.16	-	27/4/2020	27/4/2021-26/4/2028	(iii)
其他僱員	1,319,000	-	-	-	-	1,319,000	4.48	4.27	-	11/6/2020	11/6/2021-10/6/2028	(iii)
其他僱員	7,684,000	-	-	-	(800,000)	6,884,000	6.60	6.54	-	13/7/2020	(iv)	(v)
其他僱員	1,512,000	-	-	-	(30,000)	1,482,000	6.60	6.54	-	13/7/2020	13/7/2021-12/7/2028	(iii)
其他僱員	4,610,000	-	-	-	(70,000)	4,540,000	5.44	5.37	-	31/3/2021	31/3/2022-30/3/2029	(iii)
其他參與者	1,000,000	-	-	-	-	1,000,000	5.44	5.37	-	31/3/2021	(viii)	(vii)、(x)
其他僱員	5,713,000	-	-	-	(80,000)	5,633,000	4.48	4.10	-	28/7/2021	28/7/2022-27/7/2029	(iii)
其他參與者	1,000,000	-	-	-	-	1,000,000	4.48	4.10	-	28/7/2021	(ix)	(ix)、(x)
總計	129,124,888	-	-	-	(1,800,000)	127,324,888						
於本期期末可行使						119,219,888						
加權平均行使價 (港幣元)	6.130	-	-	-	5.38	6.140						

# 其他資料

下表根據承授人類別載列在二零一一年購股權計劃下本公司購股權截至二零二四年六月三十日止六個月內的變動：

承授人類別	購股權數目					於 2024 年 6 月 30 日 尚未行使
	於 2024 年 1 月 1 日 尚未行使	於期內 授出	於期內 行使	於期內 取消	於期內 失效	
董事	87,393,948	-	-	-	-	87,393,948
其他僱員	39,730,940	-	-	-	(1,800,000)	37,930,940
小計	127,124,888	-	-	-	(1,800,000)	125,324,888
其他 參與者 (附註(x))	2,000,000	-	-	-	-	2,000,000
合計	129,124,888	-	-	-	(1,800,000)	127,324,888

附註：

- (i) 由於於二零一七年九月十八日完成的供股，於二零一一年購股權計劃下之相關行使價由港幣 6.71 元調整為港幣 6.394 元，而尚未行使的購股權數目作出相應的調整。
- (ii) 在二零一一年購股權計劃下，所有授出之購股權可於行使期內任何時間全數或部分行使。
- (iii) 在二零一一年購股權計劃下，授出之購股權受制於為期五年的歸屬期，其中 20% 可於各授出日期起計滿一週年之日開始行使，20% 可於滿兩週年之日開始行使，20% 可於滿三週年之日開始行使，20% 可於滿四週年之日開始行使，及 20% 可於滿五週年之日開始行使。
- (iv) 行使期由達成若干條件之日起至二零二八年七月十二日。有關條件之詳情，請參閱附註 (v)。
- (v) 購股權之歸屬及行使為有條件，須待達成本集團之經審核除稅淨利潤（在扣除以股份為基礎的開支前）扣減非控股權益應佔除稅淨利潤及列於各自的授予函中於截至二零二零年、二零二一年及二零二二年十二月三十一日止年度之若干業績條件（其中包括關鍵績效指標、利潤業績目標及/或個別業績目標等）（如有）。由於部份條件已達成，相關部份之購股權已於相關日期歸屬。
- (vi) 行使期由達成若干條件之日起至二零二九年七月十五日。有關條件之詳情，請參閱附註 (vii)。
- (vii) 購股權之歸屬及行使為有條件，須待達成本集團之經審核除稅淨利潤（在扣除以股份為基礎的開支前）扣減非控股權益應佔除稅淨利潤及列於授予函中於截至二零二一年及二零二二年十二月三十一日止年度之若干業績條件（其中包括關鍵績效指標、利潤業績目標及/或個別業績目標等）（如有）。由於部份條件已達成，相關部份之購股權已於相關日期歸屬。
- (viii) 購股權之歸屬及行使為有條件，須待達成列於各自的授予函中若干業績條件（其中包括關鍵績效指標、利潤業績目標及/或個別業績目標等）。因此，行使期由達成若干條件之日起至二零二九年三月三十日。
- (ix) 購股權之歸屬及行使為有條件，須待達成列於各自的授予函中若干業績條件（其中包括關鍵績效指標、利潤業績目標及/或個別業績目標等）。因此，行使期由達成若干條件之日起至二零二九年七月二十七日。
- (x) 其他參與者指向本集團提供服務的服務提供商。
- (xi) 黃文宗先生、倪虹小姐及陳永正先生於本公司二零二四年六月二十七日舉行之股東週年大會結束時退任為本公司獨立非執行董事。

除上表所載者外，概無授出購股權予參與者。於二零二四年一月一日及二零二四年六月三十日，二零一一年購股權計劃下並無購股權可供授出。

二零一一年購股權計劃授出的購股權並無賦予承授人享有股息或於股東大會上投票的權利。

於二零二四年六月三十日止六個月內確認購股權開支人民幣 1,129,000 元（二零二三年六月三十日止六個月：人民幣 2,082,000 元）。



# 其他資料

## (B) 受限制股份獎勵計劃 (「受限制股份獎勵計劃」)

於二零一一年三月二十八日採納了一項受限制股份獎勵計劃，其目的在於給予本公司之股份以獎勵及激勵（其中包括）本公司及其附屬公司的董事（包括執行及非執行）及員工或顧問（「參與者」）。受限制股份獎勵計劃旨在吸引及挽留最佳人士，通過結合參與者利益與本公司股東權益，鼓勵及激勵彼等致力增強本集團價值及本公司股份的價值。受限制股份獎勵計劃自採納之日起有效，直至被董事會根據受限制股份獎勵計劃的規則終止為止。

根據受限制股份獎勵計劃，受限制股份獎勵計劃信託人（「信託人」）將以本集團提供之現金於市場上按現行市場價格或指定價格範圍內的價格購買本公司現時之股份並以信託方式為有關參與者持有，直至有關股份根據受限制股份獎勵計劃之條款歸屬於有關參與者。在受限制股份獎勵計劃下授予並由信託人持有直至歸屬之股份稱為受限制股份（「受限制股份」），而每股受限制股份代表一股本公司的普通股股份。

參與者或信託人均不得就任何尚未歸屬的受限制股份行使任何投票權。

本公司授予受限制股份時須遵守相關上市規則。倘向本集團董事或主要股東作出獎勵，根據上市規則第十四A章該獎勵將構成本公司的關連交易，而本公司將遵守上市規則的相關規定。

截至二零二四年六月三十日止六個月，共授予 150,000 股受限制股份。根據受限制股份激勵計劃下，於期間內授予之受限制股份於授予日的公允價值合共約為人民幣 315,000 元（二零二三年六月三十日止六個月：人民幣 6,469,000 元）。

於截至二零二四年六月三十日止六個月，本集團已於未經審核簡明綜合損益表內確認費用為人民幣 4,520,000 元（二零二三年六月三十日止六個月：人民幣 4,280,000 元）為本公司授予受限制股份開支。

## 根據上市規則第 13.51B(1) 條之董事資料披露

根據上市規則第 13.51B(1) 條規定，須予披露董事資料之變更如下：

董事名稱	變更詳情
郭為	- 辭任神州數碼集團股份有限公司（前稱深圳市深信泰豐（集團）股份有限公司），一家於深圳證券交易所上市之公司的首席執行官，由二零二四年四月二十五日起生效
黃文宗	- 退任獨立非執行董事、董事會審核委員會（「審核委員會」）主席、董事會薪酬委員會（「薪酬委員會」）及董事會提名委員會（「提名委員會」）委員，由二零二四年六月二十七日舉行之股東週年大會（「股東週年大會」）結束時生效
倪虹	- 退任獨立非執行董事及審核委員會委員，由股東週年大會結束時生效
陳永正	- 退任獨立非執行董事及提名委員會委員，由股東週年大會結束時生效
郭嵩	- 委任為獨立非執行董事，由二零二四年八月十九日起生效
陳惠康	- 委任為獨立非執行董事及審核委員會主席，由二零二四年八月十九日起生效
李靜	- 委任為獨立非執行董事及審核委員會委員，由二零二四年八月十九日起生效
林楊	- 委任為薪酬委員會委員，由二零二四年八月十九日起生效
劉允	- 委任為提名委員會委員，由二零二四年八月十九日起生效
金昌衛	- 委任為提名委員會委員，由二零二四年八月十九日起生效



## 遵守標準守則

本公司已採納上市規則附錄 C3 所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」）作為董事進行證券交易之行為守則。經本公司向董事作出具體查詢後，全體董事均確認，彼等於截至二零二四年六月三十日止六個月期間一直遵守標準守則所規定之標準。

## 審核委員會的審閱

審核委員會現時由三名獨立非執行董事組成，包括陳惠康先生（彼為審核委員會之主席）、金昌衛先生及李靜博士。審核委員會已審閱本集團截至二零二四年六月三十日止六個月之未經審核簡明綜合中期業績及本中期報告，並已與本公司高層管理人員一同討論彼等各自之審核結果、本集團所採納之帳目處理、會計原則及慣例、法律及監管合規事務，並研討有關審核、內部監控、風險管理及財務申報等事宜。審核委員會就本集團截至二零二四年六月三十日止六個月之未經審核簡明綜合中期業績所採納之會計處理未有任何異議。

## 企業管治

### 遵守上市規則

隨黃文宗先生、倪虹小姐及陳永正先生各自於股東週年大會結束時退任本公司獨立非執行董事後：

- (i) 董事會並無上市規則第 3.10(1) 條規定最少三名獨立非執行董事
- (ii) 董事會並無上市規則第 3.10(2) 條規定最少一名具備適當的專業資格，或具備適當的會計或相關的財務管理專長的獨立非執行董事；
- (iii) 審核委員會並非按上市規則第 3.21 條規定由獨立非執行董事擔任主席、成員並無包括最少三名成員，及當中並無最少一名具備適當的專業資格，或具備適當的會計或相關的財務管理專長的獨立非執行董事；
- (iv) 提名委員會並無上市規則第 3.27A 條規定由大部分獨立非執行董事組成；及
- (v) 薪酬委員會及提名委員會各自並無根據上市規則第 3.26 條及附錄 C1 第 B.3.1 段採納的委員會職權範圍規定包括至少三名成員。

於二零二四年八月十九日，(i) 郭嵩博士獲委任為本公司獨立非執行董事；(ii) 陳惠康先生，彼具備適當專業資格或會計或相關財務管理專業知識，獲委任為獨立非執行董事兼審核委員會主席；(iii) 李靜博士獲委任為獨立非執行董事及審核委員會委員；(iv) 獨立非執行董事劉允博士及金昌衛先生獲委任為提名委員會委員；(v) 執行董事林楊先生獲委任為薪酬委員會委員。

於上述委任後，本公司已遵守上市規則第 3.10(1)、3.10(2)、3.21、3.27A 條，以及根據《上市規則》第 3.26 條及附錄 C1 第 B.3.1 段的規定採納的薪酬委員會及提名委員會各自的職權範圍。有關上述任命的更多詳情，請參閱公司日期為二零二四年八月十九日的公告。

### 遵守企業管治守則

於截至二零二四年六月三十日止六個月期間（「報告期間」），本公司除下述偏離若干上市規則附錄 C1《企業管治守則》（「守則」）第二部份內所載之守則條文（「守則條文」）外，本公司一直遵守守則條文。有關偏離若干守則條文經考慮後之理由如下：

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

# 其他資料

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

**守則條文第 B.2.2 條**規定，每名董事（包括有指定任期的董事）應輪流退任，至少每三年一次。

根據於二零二三年六月二十八日採納之經修訂及重列之公司細則，於每屆股東週年大會上，時任董事數目的三分之一（若董事數目並非三或三之倍數，則以最接近三分之一為準）必須退任，惟董事會主席及董事總經理在職期間毋須輪流退任。因此，董事會主席郭為先生毋須輪流退任。鑒於本公司現有董事之數目，不少於三分之一董事須於每屆股東週年大會上輪流退任，從而使每名董事（董事會主席除外）最少每三年輪流退任一次。

**守則條文第 C.3.3 條**規定，董事應清楚瞭解現行的授權安排。上市公司應有正式的董事委任書，訂明有關委任的主要條款及條件。

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

**守則條文第 C.1.6 條**規定（其中包括）獨立非執行董事及其他非執行董事應出席股東大會，以取得並公正地了解股東的意見。

截至二零二四年六月三十日止六個月，倪虹小姐及陳永正先生因其他業務或個人事務未能出席股東週年大會。董事會已意識到未有遵守規定，並將繼續提請非執行董事注意參加股東週年大會的重要性。

## 重大投資及附屬公司、聯營公司及合營企業的重大收購或出售

截至二零二四年六月三十日止六個月，本集團並無任何重大投資及附屬公司、聯營公司及合營企業的重大收購及出售事項。

## 購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司於截至二零二四年六月三十日止六個月內，概無購買、出售或贖回任何本公司之上市證券。

## 報告期後事項

自報告期後至本中期報告日期，本集團並無發生任何重大事項。

## 足夠公眾持股量

本公司根據公開資料，以及在各董事的認知範圍內，本公司於截至二零二四年六月三十日止六個月期間仍維持上市規則要求下的足夠公眾持股量。

承董事會命

**郭為**

主席兼首席執行官

香港，二零二四年八月三十日

網址：www.dcholdings.com



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

Digital China Holdings Limited  
神州數碼控股有限公司



2024 中期報告

Stock Code 股份代號: 00861.HK

# INTERIM REPORT





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# Condensed Consolidated Statement of Profit or Loss

For the six months ended 30 June 2024

The board of directors (the "Director(s)" or the "Board") of Digital China Holdings Limited (神州數碼控股有限公司 \*) (the "Company" or "DC Holdings") is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 June 2024 together with the comparative figures for the corresponding period for 2023 as follows:

	Notes	Six months ended 30 June (Unaudited)	
		2024 RMB\$'000	2023 RMB\$'000
Revenue	3	7,014,343	6,677,315
Cost of sales and services		(6,056,885)	(5,568,210)
Gross profit		957,458	1,109,105
Other income and gains	3	70,545	241,069
Selling and distribution expenses		(390,346)	(372,930)
Administrative expenses		(171,162)	(155,245)
Other expenses, net		(441,235)	(462,135)
Finance costs		(68,900)	(59,413)
Share of losses of associates and joint ventures		(17,095)	(192,155)
<b>(Loss) profit before tax</b>	4	<b>(60,735)</b>	108,296
Income tax credit (expense)	5	11,395	(27,621)
<b>(Loss) profit for the period</b>		<b>(49,340)</b>	80,675
Attributable to:			
Equity holders of the parent		10,808	40,355
Non-controlling interests		(60,148)	40,320
		<b>(49,340)</b>	80,675
<b>Earnings per share attributable to equity holders of the parent</b> <b>(expressed in RMB per share)</b>	7		
Basic		0.0073	0.0270
Diluted		0.0073	0.0265

# Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2024

	(Unaudited)	
	2024 RMB'000	2023 RMB'000
<b>(Loss) profit for the period</b>	<b>(49,340)</b>	80,675
<b>Other comprehensive (expense) income</b>		
Other comprehensive expense that may be reclassified to profit or loss in subsequent periods:		
Exchange differences arising on translation of financial statements of foreign operations	(10,144)	(25,611)
Share of other comprehensive expense of associates	-	(18,663)
Net other comprehensive expense that may be reclassified to profit or loss in subsequent periods	(10,144)	(44,274)
Other comprehensive (expense) income that will not be reclassified to profit or loss in subsequent periods:		
Net fair value changes on financial assets measured at fair value through other comprehensive income	(2,507)	25,157
Income tax effect	623	1,069
Net other comprehensive (expense) income that will not be reclassified to profit or loss in subsequent periods	(1,884)	26,226
<b>Other comprehensive expense for the period, net of tax</b>	<b>(12,028)</b>	(18,048)
<b>Total comprehensive (expense) income for the period</b>	<b>(61,368)</b>	62,627
Attributable to:		
Equity holders of the parent	(3,181)	5,299
Non-controlling interests	(58,187)	57,328
	<b>(61,368)</b>	62,627



# Condensed Consolidated Statement of Financial Position

As at 30 June 2024

	<i>Notes</i>	(Unaudited) 30 June 2024 RMB'000	(Audited) 31 December 2023 RMB'000
<b>Non-current assets</b>			
Property, plant and equipment		722,386	738,685
Right-of-use assets		158,671	162,439
Investment properties		4,527,113	4,527,861
Goodwill		1,489,709	1,489,709
Other intangible assets		235,225	235,580
Interests in joint ventures		42,294	43,729
Interests in associates		294,934	306,723
Financial assets at fair value through other comprehensive income		715,316	721,071
Accounts receivables	8	139,987	150,794
Other receivables		440,000	440,000
Deferred tax assets		257,078	231,112
		<b>9,022,713</b>	<b>9,047,703</b>
<b>Current assets</b>			
Inventories		821,062	820,228
Completed properties held for sale		575,849	574,759
Accounts and bills receivables	8	3,548,441	4,029,490
Prepayments, deposits and other receivables		1,450,660	1,275,497
Contract assets		4,217,842	3,598,309
Financial assets at fair value through profit or loss		300,125	320,333
Finance lease receivables		25,412	25,412
Restricted bank balances		41,608	224,774
Cash and cash equivalents		1,906,885	2,883,308
		<b>12,887,884</b>	<b>13,752,110</b>
<b>Current liabilities</b>			
Accounts and bills payables	9	3,311,783	3,952,012
Other payables and accruals		1,056,698	1,427,864
Lease liabilities		63,615	60,821
Contract liabilities		1,801,330	2,271,193
Tax payable		44,752	67,009
Interest-bearing bank and other borrowings		2,309,737	1,401,935
		<b>8,587,915</b>	<b>9,180,834</b>
<b>Net current assets</b>		<b>4,299,969</b>	<b>4,571,276</b>
<b>Total assets less current liabilities</b>		<b>13,322,682</b>	<b>13,618,979</b>

# Condensed Consolidated Statement of Financial Position

As at 30 June 2024

<i>Notes</i>	(Unaudited) 30 June 2024 RMB'000	(Audited) 31 December 2023 RMB'000
<b>Non-current liabilities</b>		
Interest-bearing bank and other borrowings	1,813,260	1,881,487
Deferred tax liabilities	468,494	467,336
Deferred income	18,291	18,546
Lease liabilities	50,817	57,450
Other financial liabilities	849,040	828,155
	<b>3,199,902</b>	<b>3,252,974</b>
<b>Net assets</b>		
	<b>10,122,780</b>	<b>10,366,005</b>
<b>Capital and reserves</b>		
Share capital	10	163,826
Reserves	6,035,505	6,131,541
	<b>6,199,331</b>	<b>6,295,367</b>
Equity attributable to equity holders of the parent	3,923,449	4,070,638
Non-controlling interests	6,199,331	6,295,367
	<b>10,122,780</b>	<b>10,366,005</b>
<b>Total equity</b>		
	<b>10,122,780</b>	<b>10,366,005</b>

# Condensed Consolidated Statement of Changes In Equity

As at 30 June 2024

	Attributable to equity holders of the parent												
	Issued capital	Share premium account	Capital reserve	Employee share trust	Employee share-based compensation reserve	Asset revaluation reserve	Investment revaluation reserve	Reserve funds	Exchange fluctuation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000
At 1 January 2024	163,826	4,139,709	1,595,724	(868,751)	248,415	610,610	(123,672)	744,463	(196,153)	(18,804)	6,295,367	4,070,638	10,366,005
Profit (loss) for the period	-	-	-	-	-	-	-	-	-	10,808	10,808	(60,148)	(49,340)
Change in fair value on financial assets at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	(1,865)	-	-	-	(1,865)	(19)	(1,884)
Exchange differences arising on translation of financial statements of foreign operations	-	-	-	-	-	-	-	-	(12,124)	-	(12,124)	1,980	(10,144)
Total comprehensive (expense) income for the period	-	-	-	-	-	-	(1,865)	-	(12,124)	10,808	(3,181)	(58,187)	(61,368)
Share-based compensation	-	-	-	-	6,498	-	-	-	-	-	6,498	1,339	7,837
Contribution to employee share trusts	-	-	-	(11,621)	-	-	-	-	-	-	(11,621)	-	(11,621)
Vesting of shares under the restricted share award scheme	-	-	-	12,118	(12,118)	-	-	-	-	-	-	-	-
Capital contribution from non-controlling shareholders of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	353	353
Deregistration of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	(1,989)	(1,989)
Acquisition of non-controlling interests	-	-	(5,670)	-	-	-	-	-	-	-	(5,670)	(41,580)	(47,250)
Dividends declared to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	(47,125)	(47,125)
Final dividend	-	-	-	-	-	-	-	-	-	(82,062)	(82,062)	-	(82,062)
At 30 June 2024	163,826	4,139,709	1,590,054	(868,254)	242,795	610,610	(125,537)	744,463	(208,277)	(90,058)	6,199,331	3,923,449	10,122,780

# Condensed Consolidated Statement of Changes In Equity

As at 30 June 2024

	Attributable to equity holders of the parent												Total equity (Unaudited) RMB'000
	Issued capital (Unaudited) RMB'000	Share premium account (Unaudited) RMB'000	Capital reserve (Unaudited) RMB'000	Employee share trust (Unaudited) RMB'000	Employee share-based compensation reserve				Exchange fluctuation reserve (Unaudited) RMB'000	Retained earnings (Unaudited) RMB'000	Total (Unaudited) RMB'000	Non-controlling interests (Unaudited) RMB'000	
					Asset revaluation reserve	Investment revaluation reserve	Reserve funds						
					(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000	(Unaudited) RMB'000					
At 1 January 2023	163,826	4,139,709	1,595,003	(826,355)	237,974	610,610	4,233	646,092	(179,777)	1,970,603	8,361,918	3,950,553	12,312,471
Profit for the period	-	-	-	-	-	-	-	-	-	40,355	40,355	40,320	80,675
Change in fair value on financial assets at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	13,330	-	-	-	13,330	12,896	26,226
Exchange differences arising on translation of financial statements of foreign operations	-	-	-	-	-	-	-	-	(29,723)	-	(29,723)	4,112	(25,611)
Share of other comprehensive (loss) income of associates	-	-	-	-	-	-	(18,832)	-	169	-	(18,663)	-	(18,663)
Disposal of financial assets at fair value through other comprehensive income	-	-	-	-	-	-	(14,716)	-	-	14,716	-	-	-
Total comprehensive (expense) income for the period	-	-	-	-	-	-	(20,218)	-	(29,554)	55,071	5,299	57,328	62,627
Share-based compensation	-	-	-	-	8,231	-	-	-	-	-	8,231	3,030	11,261
Contribution to employee share trusts	-	-	-	(42,663)	-	-	-	-	-	-	(42,663)	-	(42,663)
Vesting of shares under the restricted share award scheme	-	-	-	10,018	(10,018)	-	-	-	-	-	-	-	-
Capital contribution from non-controlling shareholders of subsidiaries	-	-	982	-	-	-	-	-	-	-	982	32,768	33,750
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	(24,876)	(24,876)
Final dividend	-	-	-	-	-	-	-	-	-	(68,597)	(68,597)	-	(68,597)
At 30 June 2023	163,826	4,139,709	1,595,985	(859,000)	236,187	610,610	(15,985)	646,092	(209,331)	1,957,077	8,265,170	4,018,803	12,283,973

# Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2024

	Six months ended 30 June (Unaudited)	
	2024 RMB'000	2023 RMB'000
<b>Operating activities</b>		
Decrease (increase) in inventories	13,626	(96,349)
Decrease in accounts and bills receivables	405,686	107,406
Decrease in accounts and bills payables	(660,229)	(202,741)
Change in other working capital and adjustments for non-cash transactions	(1,324,675)	(559,044)
<b>Net cash used in operating activities</b>	<b>(1,565,592)</b>	<b>(750,728)</b>
<b>Investing activities</b>		
Purchases of property, plant and equipment	(16,088)	(7,945)
Proceeds from disposal of property, plant and equipment	2,368	2,462
Additions to other intangible assets	(73,877)	(32,485)
Proceeds from deregistration of a joint venture	-	276
Proceeds from disposal of financial assets at fair value through other comprehensive income	4,188	70,335
Purchase of financial assets at fair value through other comprehensive income	-	(14,500)
Proceeds from disposal of financial assets at fair value through profit or loss	191,130	573,251
Purchase of financial assets at fair value through profit or loss	(178,628)	(232,480)
Acquisition of a subsidiary	(4,500)	-
Dividends received from an associate	240	120
Dividend income received from financial assets at fair value through profit or loss	279	-
Dividend income received from financial assets at fair value through other comprehensive income	1,592	-
Investments in an associate	-	(27,134)
<b>Net cash (used in) from investing activities</b>	<b>(73,296)</b>	<b>331,900</b>
<b>Financing activities</b>		
New bank borrowings	1,451,571	1,300,459
Repayment of bank borrowings	(595,675)	(1,585,277)
Interest paid	(48,015)	(38,586)
Acquisition of non-controlling interests	(47,250)	-
Dividends paid to non-controlling shareholders	(47,125)	(23,676)
Purchase of shares under the restricted share award scheme	(11,621)	(42,663)
Contribution from non-controlling shareholders of subsidiaries	353	-
Repayment of lease liabilities	(39,648)	(45,563)
Distribution to non-controlling shareholder upon liquidation/ deregistration of a subsidiary	(2,000)	-
<b>Net cash (from) used in financing activities</b>	<b>660,590</b>	<b>(435,306)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(978,298)</b>	<b>(854,134)</b>
Cash and cash equivalents at the beginning of the period	2,883,308	2,522,006
Effects of foreign exchange rate changes, net	1,875	4,779
<b>Cash and cash equivalents at the end of the period</b>	<b>1,906,885</b>	<b>1,672,651</b>
<b>Analysis of components of cash and cash equivalents</b>		
Cash and cash equivalents as stated in the condensed consolidated statement of financial position and the condensed consolidated statement of cash flows	1,906,885	1,672,651

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

## 1. BASIS OF PREPARATION

These unaudited condensed consolidated interim financial statements for the six months ended 30 June 2024 have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). In preparing the unaudited condensed consolidated interim financial statements, the same basis of presentation, accounting policies and methods of computation as set out in the annual financial statements for the year ended 31 December 2023 had been consistently applied except for adoption in the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, HKASs and interpretations). The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5(2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

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

## 2. SEGMENT INFORMATION

Information reported to the board of directors, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

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

- (a) The Big Data Products and Solutions business segment: provides sales of data software products focused on big data and artificial intelligence capabilities as well as data solutions for core use cases namely smart cities, supply chains and fintech.
- (b) The Software and Operating Services business segment: provides end-to-end data-enabled supply chain operating services, as well as software development, testing, operating and maintenance services utilising cloud technology, automation and artificial intelligence. Such services provide important support for the continued deployment of our big data products and solution business.
- (c) The Traditional and Localization Services business segment: provides integration services as well as e-commerce supply chain services focused on integrated solutions, providing a vast sales channel which is critical for the Group's continued deployment of its big data products and solutions as well as software and operating services. The segment also includes business related to investments, property sales and rental, as well as others.

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

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

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

## 2. SEGMENT INFORMATION (CONTINUED)

The following table presents revenue and results for the Group's operating segments for the six months ended 30 June 2024 and 2023 (Unaudited):

	Big Data Products and Solutions		Software and Operating Services		Traditional and Localization Services		Eliminations		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Segment revenue:</b>										
External	1,277,132	1,091,815	2,159,513	2,172,104	3,577,698	3,413,396	-	-	7,014,343	6,677,315
Inter-segment	3,229	18,093	13,855	25,233	8,503	10,319	(25,587)	(53,645)	-	-
	<b>1,280,361</b>	<b>1,109,908</b>	<b>2,173,368</b>	<b>2,197,337</b>	<b>3,586,201</b>	<b>3,423,715</b>	<b>(25,587)</b>	<b>(53,645)</b>	<b>7,014,343</b>	<b>6,677,315</b>
<b>Segment gross profit</b>	<b>315,241</b>	<b>385,220</b>	<b>263,273</b>	<b>287,858</b>	<b>378,944</b>	<b>436,027</b>			<b>957,458</b>	<b>1,109,105</b>
<b>Segment results</b>	<b>(43,008)</b>	<b>21,897</b>	<b>81,384</b>	<b>107,219</b>	<b>101,875</b>	<b>114,246</b>			<b>140,251</b>	<b>243,362</b>
<b>Unallocated</b>										
Interest income									8,580	6,969
Income and gains									28,853	43,508
Unallocated expenses									(169,519)	(126,130)
Profit from operating activities									8,165	167,709
Finance costs									(68,900)	(59,413)
(Loss) profit before tax									(60,735)	108,296



# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

## 3. REVENUE, OTHER INCOME AND GAINS

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

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

	(Unaudited)	
	Six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
Revenue from contracts with customer within the scope of HKFRS 15		
<b>Disaggregated by major products or service lines:</b>		
Sales of software products business	34,973	27,661
Software development and technical service business	2,614,386	2,500,584
Supply chain operation and maintenance business	1,036,415	1,070,147
System integration business	1,546,291	1,728,575
E-commerce supply chain business	1,546,481	1,087,557
Others	89,470	95,266
Total revenue from contracts with customers	6,868,016	6,509,790
<b>Revenue from other sources</b>		
Rental income from investment properties under operating lease	140,780	157,267
Financial services business	5,547	10,258
Total revenue from other sources	146,327	167,525
Total revenue	7,014,343	6,677,315

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

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

### (i) Revenue from contracts with customers

*Disaggregated of revenue by timing of recognition*

	(Unaudited)	
	Six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
Timing of revenue recognition		
At a point in time	3,217,215	2,939,059
Over time	3,650,801	3,570,731
	6,868,016	6,509,790

### (ii) Other income and gains

	(Unaudited)	
	Six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
<b>Other income</b>		
Government grants	38,022	49,520
Interest on bank deposits	8,580	6,969
Income from wealth management financial products	4,001	8,444
Dividend income from financial assets at fair value through profit or loss	279	-
Dividend income from financial assets at fair value through other comprehensive income	1,592	-
Others	6,015	13,219
	58,489	78,152
<b>Gains</b>		
Fair value gains on investment properties	-	55,314
Net exchange gains	8,624	24,908
Gain on deregistration of a joint venture	-	276
Gain on deemed partial disposal of equity interest in an associate	3,432	-
Fair value gains on financial assets at fair value through profit or loss	-	82,419
	12,056	162,917
Total other income and gains	70,545	241,069

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

## 4. (LOSS) PROFIT BEFORE TAX

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

	(Unaudited)	
	Six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
Share of losses of associates	15,660	196,172
Share of losses (profit) of joint ventures	1,435	(4,017)
	<b>17,095</b>	192,155
Amount of inventories recognised as an expense	2,930,134	2,623,025
Depreciation of property, plant and equipment	30,627	26,704
Depreciation of right-of-use assets	39,200	48,806
Loss on disposal of property, plant and equipment	177	127
Interest on discounted bills	9,245	7,531
Interest on bank loans and other loans	35,214	27,997
Interest on lease liabilities	3,556	3,058
Interest on other financial liabilities	20,885	20,827
Research and development costs (excluding amortisation of other intangible assets)	282,488	289,782
Amortisation of other intangible assets	37,232	35,704
(Reversal of) write-down of inventories	(14,460)	6,578
Impairment of accounts and bills receivables, other receivables and contract assets	116,478	121,846
Fair value loss on financial assets at fair value through profit or loss	11,708	-
Others	7,789	8,225
Other expenses, net	<b>441,235</b>	462,135

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

## 5. INCOME TAX (CREDIT) EXPENSE

	(Unaudited)	
	Six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
Current – People's Republic of China ("PRC")		
Enterprise income tax ("EIT")	8,746	18,526
Land appreciation tax ("LAT")	-	12
	<b>8,746</b>	<b>18,538</b>
Current – Hong Kong	1,160	-
Deferred tax	(21,301)	9,083
	<b>(20,141)</b>	<b>9,083</b>
Total tax (credit) charge for the period	<b>(11,395)</b>	<b>27,621</b>

- (a) PRC EIT represents tax charged on the estimated assessable profits arising in Mainland China. In general, the Group's subsidiaries operating in Mainland China are subject to the PRC EIT rate of 25% except for certain subsidiaries which are entitled to preferential tax rates.
- (b) PRC LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of the land value, being the proceeds from sales of properties less deductible expenditures including cost of land use rights, borrowing costs and all property development expenditures.
- (c) Hong Kong Profits Tax is charged under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. For the six months ended 30 June 2024 and 2023, Hong Kong profits tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5% of the estimated assessable profits.
- (d) The share of tax charge attributable to joint ventures of approximately RMB298,000 (six months ended 30 June 2023: tax charge of RMB1,861,000) and the share of tax charge attributable to the associates of approximately RMB174,000 (six months ended 30 June 2023: tax credit of RMB587,000) are included in "Share of losses of associates and joint ventures", in the condensed consolidated statement of profit or loss.

## 6. DIVIDENDS

During the six months ended 30 June 2024, the shareholders of the Company ("Shareholders") approved the payment of a final dividend of HK6.0 cents per ordinary share of the Company in respect of the year ended 31 December 2023 (six months ended 30 June 2023: a final dividend of HK4.5 cents per ordinary share of the Company in respect of the year ended 31 December 2022) at the annual general meeting of the Company held on 27 June 2024. The final dividend of approximately HK\$100,416,000 was paid on 16 July 2024 (six months ended 30 June 2023: approximately HK\$75,312,000).

Subsequent to the end of the reporting period, the directors of the Company declared an interim dividend of HK1.0 cent per ordinary share of the Company for the six months ended 30 June 2024 (six months ended 30 June 2023: HK1.0 cent) to the Shareholders, absorbing a total amount of approximately HK\$16,736,000 (six months ended 30 June 2023: approximately HK\$16,736,000). Such interim dividend declared after the reporting period has not been recognised as liabilities in the unaudited condensed consolidated interim financial statements.

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

## 7. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the profit for the six months ended 30 June 2024 attributable to equity holders of the parent, and the weighted average number of ordinary shares in issue less shares held under the restricted share award scheme (the "RSA Scheme") of 1,476,503,004 (six months ended 30 June 2023: 1,493,622,071) during the six months ended 30 June 2024.

The calculation of the diluted earnings per share is based on the profit for the six months ended 30 June 2024 attributable to equity holders of the parent with an adjustment on effect of dilutive potential ordinary shares of a subsidiary. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue less shares held under the RSA scheme during the six months ended 30 June 2024 as used in the basic earnings per share calculation and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all the dilutive potential ordinary shares related to the Group's share-based incentive schemes into ordinary shares.

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

	(Unaudited)	
	Six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
<b>Earnings</b>		
Profit for the period attributable to equity holders of the parent, used in the basic earnings per share calculation	10,808	40,355
Effect of dilutive potential ordinary shares of a subsidiary	-	(562)
<b>Earnings for the purpose of diluted earnings per share</b>	<b>10,808</b>	<b>39,793</b>

	(Unaudited)	
	Number of shares	
	Six months ended 30 June	
	2024	2023
<b>Shares</b>		
Weighted average number of shares in issue less shares held under the RSA Scheme during the period, used in the basic earnings per share calculation	1,476,503,004	1,493,622,071
Effect of dilution potential ordinary shares: Share-based incentive schemes	8,511,268	6,429,937
<b>Weighted average number of shares during the period used in the diluted earnings per share calculation</b>	<b>1,485,014,272</b>	<b>1,500,052,008</b>

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

## 8. ACCOUNTS AND BILLS RECEIVABLES

	(Unaudited) 30 June 2024 RMB'000	(Audited) 31 December 2023 RMB'000
<b>Receivables at amortised cost comprise:</b>		
Accounts and bills receivables	4,548,418	4,963,616
Less: loss allowance	(859,990)	(783,332)
Total	3,688,428	4,180,284
<b>Analysis by:</b>		
Current portion	3,548,441	4,029,490
Non-current portion	139,987	150,794
	3,688,428	4,180,284

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

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

	(Unaudited) 30 June 2024 RMB'000	(Audited) 31 December 2023 RMB'000
Within 30 days	1,181,055	2,546,878
31 to 60 days	197,843	213,040
61 to 90 days	80,174	69,317
91 to 180 days	382,189	262,229
181 to 360 days	1,072,582	376,664
Over 360 days	774,585	712,156
	3,688,428	4,180,284

Included in the Group's accounts and bills receivables as at 30 June 2024 are amounts due from joint ventures, associates and related companies of the Group of approximately RMB18,325,000 (31 December 2023: RMB20,313,000), RMB1,575,000 (31 December 2023: RMB2,064,000) and RMB44,638,000 (31 December 2023: RMB43,284,000), respectively, which are repayable on credit terms similar to those offered to the major customers of the Group.

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

## 9. ACCOUNTS AND BILLS PAYABLES

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

	(Unaudited) 30 June 2024 RMB'000	(Audited) 31 December 2023 RMB'000
Within 30 days	1,126,115	2,006,503
31 to 60 days	317,560	433,038
61 to 90 days	310,699	129,945
Over 90 days	1,557,409	1,382,526
	<b>3,311,783</b>	<b>3,952,012</b>

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

As at 30 June 2024, included in the Group's accounts and bills payables are amounts due to joint ventures, associates and related companies of the Group of approximately RMB1,517,000 (31 December 2023: RMB1,266,000), RMB92,667,000 (31 December 2023: RMB45,265,000) and RMB209,764,000 (31 December 2023: RMB145,552,000), respectively, which are repayable on credit terms similar to those obtained from the major suppliers of the Group.



# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

## 10. SHARE CAPITAL

	(Unaudited) 30 June 2024 HK\$'000	(Audited) 31 December 2023 HK\$'000
Authorised:		
2,500,000,000 (31 December 2023: 2,500,000,000) ordinary shares of HK\$0.1 (31 December 2023: HK\$0.1) each	250,000	250,000
	(Unaudited) 30 June 2024 RMB'000	(Audited) 31 December 2023 RMB'000
Issued and fully paid:		
1,673,607,386 (31 December 2023: 1,673,607,386) ordinary shares of HK\$0.1 (31 December 2023: HK\$0.1) each	163,826	163,826

## 11. COMMITMENTS

	(Unaudited) 30 June 2024 RMB'000	(Audited) 31 December 2023 RMB'000
Contracted, but not provided for, in the unaudited condensed consolidated interim financial statements:		
Land and buildings	3,360	3,360
Capital contributions payable to joint ventures	68,250	81,580
Capital contributions payable to associates	9,510	9,510
Capital contributions payable to financial assets at fair value through other comprehensive income	429	429
	81,549	94,879

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

## 12. RELATED PARTY TRANSACTIONS

### (a) Transactions with related parties:

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

	Notes	(Unaudited)	
		Six months ended 30 June	
		2024	2023
		RMB'000	RMB'000
<b>Transactions with joint ventures</b>			
Provision of services from joint ventures	(ii)	236	306
Interest income on loans from joint ventures	(v)	2,330	4,690
<b>Transactions with associates</b>			
Sales of products to associates	(i)	476	2,806
Purchase of products from associates	(iii)	12,899	-
Provision of services to associates	(ii)	984	965
Provision of services by associates	(ii)	204,511	154,811
Rental income from associates	(iv)	2,700	2,746
<b>Transactions with related companies (note (vi))</b>			
Sales of products to related companies	(i)	14,801	2,915
Purchases of products from related companies	(iii)	142,141	147,041
Provision of services to related companies	(ii)	185,111	206,762
Provision of services by related companies	(ii)	77,304	22,386
Rental income from related companies	(iv)	24,159	25,277

#### Notes:

- (i) The sales were made with reference to the listed prices and conditions offered to the major customers of the Group.
- (ii) The prices for the provision of IT services were determined at rates mutually agreed between the Group and the corresponding related parties.
- (iii) The purchases were made at prices mutually agreed between the Group and the corresponding related parties with reference to the listed price and conditions offered by the related parties to their major customers.
- (iv) The rental income was determined at rates mutually agreed between the Group and the corresponding related parties with reference to the market rental.
- (v) The interest income is calculated with reference to market interest rates and included in revenue from financial service business.
- (vi) Digital China Group Co., Ltd. and its subsidiaries are the related companies of the Group, as Mr. GUO Wei, the Chairman and key management personnel of the Company, exert significant influence to Digital China Group Co. Ltd.

# Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended 30 June 2024

## 12. RELATED PARTY TRANSACTIONS (CONTINUED)

### (b) Outstanding balances with related parties:

- (i) Details of the Group's accounts and bills receivables and accounts and bills payables balances with the joint ventures, associates and related companies as at the end of the reporting period are included in notes 8 and 9 to these unaudited condensed consolidated interim financial statements, respectively.
- (ii) Digital China Group Co., Ltd. and its subsidiaries are the related companies of the Group, as Mr. GUO Wei, the Chairman and key management personnel of the Company, exerts significant influence to Digital China Group Co. Ltd.

### (c) Compensation of key management personnel:

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

	(Unaudited)	
	Six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
Short term employee benefits	5,232	5,765
Share-based compensation	-	-
Post-employment benefits	41	39
	<b>5,273</b>	<b>5,804</b>

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

## 13. EVENTS AFTER THE REPORTING PERIOD

There has been no significant event of the Group after the Reporting Period and up to the date of this report.

# Management Discussion and Analysis

## I. Overview

DC Holdings remains committed to its foundational mission of “Digital China”, with a strategic focus on “**Big Data + Artificial Intelligence**”. We develop **data analytics products that enhance decision-making and create intelligent applications for governments and enterprises**.

As a customer-centric technology enterprise, DC Holdings is **dedicated to advancing the commercial use of high-quality data and A.I. technology**. By employing our “**City CTO + Corporate CSO**” model, we strategically empower governments and enterprises through A.I. applications. Our focus on core industry verticals—**smart cities, supply chains, and fintech**—drives digital transformation. We offer a comprehensive and practical solution matrix designed to unlock the value of data assets and address customer pain points. Through digital intelligence, we help our customers achieve success by **improving decision-making and operational efficiency**.

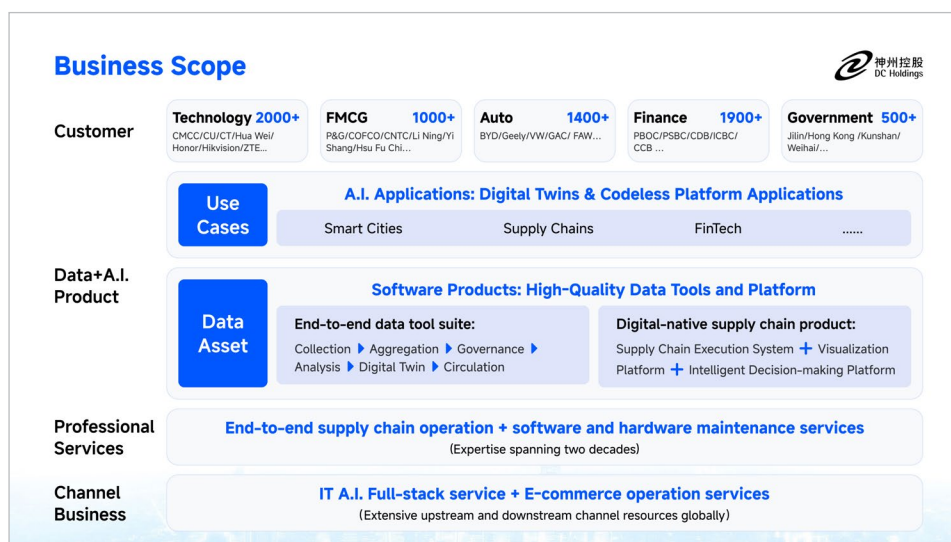
During the six months ended 30 June 2024 (the “**Reporting Period**”), the Group achieved a **total revenue of RMB 7.014 billion, representing a year-on-year increase of 5%**. The gross profit was RMB 957 million, and the net profit attributable to equity holders of the parent company was RMB 10.81 million. The decline in profit compared to the corresponding period of the previous financial year was primarily due to heightened competition faced by the non-wholly owned consolidated subsidiary DCITS and its ongoing increase in investments within various business sectors. **Excluding DCITS, the Group maintained a healthy and steady development. Revenue would be RMB 2.936 billion, representing a year-on-year increase of 20%. The net profit attributable to equity holders of the parent company would be RMB 40.96 million, representing a year-on-year increase of 380%**. Please refer to the table below for details.

Unit:RMB'000/%

	1H24 Revenue	1H23 Revenue	Year-on-year Change	1H24 Profit/(loss)*	1H23 Profit/(loss)*	Year-on-year Change
Group	7,014,343	6,677,315	5%	10,808	40,355	-73%
Of which:						
Excluding DCITS	2,935,956	2,446,449	20%	40,961	8,528	380%
DCITS	4,078,387	4,230,866	-4%	(30,153)	31,827	-195%

\*represents profit or loss attributable to equity holders of the parent

## II. Data as the Foundation: Achieving Significant Breakthroughs in Big Data Business



# Management Discussion and Analysis

DC Holdings offers a **comprehensive suite of products and solutions for big data and A.I.**, including full-stack services for underlying computing infrastructure, one-stop end-to-end supply chain operation services, industry-specific DaaS (Data as a Service) and MaaS (Model as a Service) products, as well as A.I.-driven intelligent application products and solutions tailored to various industries.

In the first half of 2024, **the Group's big data business experienced robust growth. Revenue from big data products and solutions reached RMB 1.277 billion, marking a year-on-year increase of 17% and a 4-year cumulative annual growth rate (CAGR) of 26%.** Gross profit was RMB 315 million, reflecting a year-on-year decrease of 18% and a 4-year CAGR of 9%. This decline was primarily due to reduced demand from clients of DCITS and its ongoing increase in investments within various business sectors. **Excluding DCITS, the revenue from big data products and solutions would show a year-on-year increase of 31% and a 4-year CAGR of 51%, while gross profit would increase by 11% year-on-year, with a 4-year CAGR of 40%.**

Fueled by the robust and rapid growth of the big data business, the Group's overall business structure has been further optimized. **Over the past four years, the revenue share from big data products and solutions has increased from 9% to 18%, while the gross profit share has risen from 18% to 33%.** Additionally, the Group's project pipeline remains strong, **with signed but undelivered contracts totaling RMB 2.424 billion in the first half of 2024, representing a year-on-year increase of 15%.** This solid foundation supports the long-term, stable, and substantial growth of the big data business.

**DC Holdings continues to enhance its innovative "City CTO + Corporate CSO" model, utilizing its extensive government resources to accelerate expansion into industry and enterprise sectors. This approach has been effectively validated by customers and quickly replicated and promoted.**

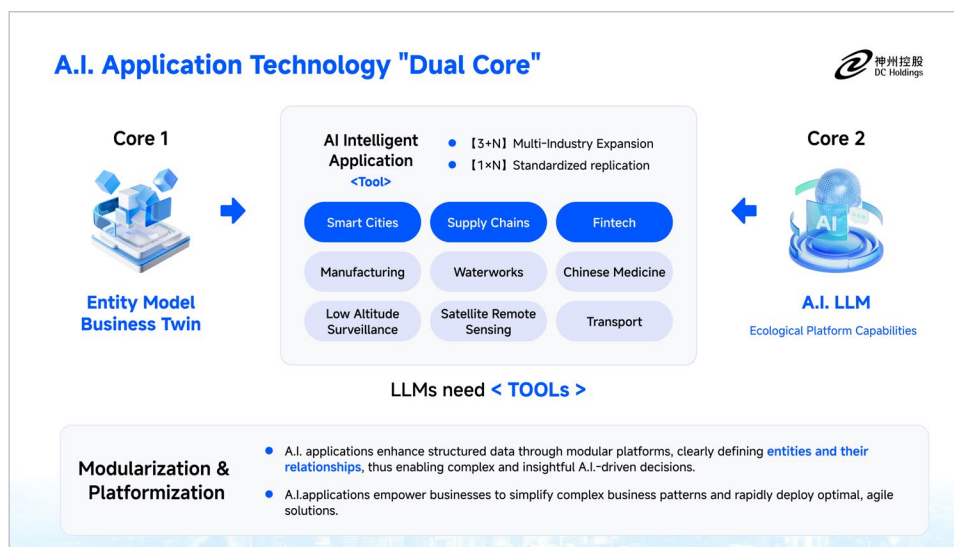
During the Reporting Period, DC Holdings deepened its engagement in urban areas, successfully securing bids for projects such as the Changchun New District A.I. Infrastructure (Smart Computing Center) project, Phase II of the Changchun Computing Center "A.I. + Industry Model" Software and Service project, and the Jilin Province Smart Water project. The Company will continue to iterate various vertical industry software models on its self-developed "Smart Computing Center Integrated Industrial Brain" platform to empower multiple industries. By participating in the comprehensive digital transformation of cities, DC Holdings has established a city data resource operating system. This system can unlock the value of data resources, promoting the integrated application of digital technology in urban governance, industrial, and supply chain scenarios. Leveraging urban digitalization as an entry point, DC Holdings employs big data and A.I. technologies to delineate the core industrial ecosystems of cities. **This approach facilitates the digital transformation of leading enterprises, enabling a strategic shift from early construction-oriented revenues to a model driven by operational income.**

**In serving enterprise customers,** DC Holdings prioritizes market demand, focusing on addressing customers' digital transformation challenges in end-to-end supply chain operations. **We have successfully signed and implemented big data product and solution orders for several blue-chip customers across the technology, consumer, and manufacturing industries.** For instance, in collaboration with Geehy Microelectronics, a leading domestic chip company, we deployed our proprietary Data Hub to establish a data governance system. This initiative resulted in a unified platform with an organizational structure, streamlined processes, and standardized data protocols, creating an efficient pathway for the customer's data governance. The project has been successfully delivered and fully recognized by the customer. We will continue to iterate modular and platform-based products and solutions, leveraging A.I. to simplify complex business logic for automated decision-making, thereby driving our customers' digital transformation.

In 2024, the National Data Bureau is prioritizing system construction as its focus. It will successively introduce eight institutional documents covering data property rights, data circulation, revenue distribution, security governance, development and utilization of public and enterprise data, high-quality development of the digital economy, and guidelines for data infrastructure construction. With the release of the "Data Element x" Three-Year Action Plan (2024-2026) and the implementation of data resource inventory accounting, **the market business model for data elements is set for significant industrial development.** DC Holdings is seizing this opportunity, leveraging our expertise in data governance and application.

# Management Discussion and Analysis

## III. Technology as our Core: Securing a Market Advantage with A.I. Applications



In the realm of technology development, DC Holdings is dedicated to standardized products and solutions, driven by a "dual-core" approach: knowledge graph-based digital twins and A.I. large language model-based ecological platform capabilities. This empowers enterprises to rapidly develop A.I.-driven intelligent applications, facilitating the modularity and platformization of products and solutions. Our objective is to leverage A.I. and industry expertise to help enterprises dynamically analyze and refine business processes in complex and evolving market environments. This approach enhances operational efficiency, reduces costs, fosters business innovation, and strengthens core competitiveness.

We integrate this dual-core technology into our big data products and solutions, focusing on key scenarios such as smart cities, supply chains, and fintech. By continuously enhancing autonomous decision-making capabilities in A.I.-driven intelligent applications, we enable rapid development through low-code or codeless solutions for business personnel and architects. Additionally, we promote the "3+N" strategy for expanding into multiple industries and the "1xN" standardized replication on the client side.

Using the supply chain application as an example, DC Holdings has been deeply involved in supply chain operations for over two decades. We manage a storage and transportation network that spans 297 cities and 3,229 districts and counties worldwide, offering end-to-end, comprehensive supply chain operation services. We have developed a complete suite of digital-native supply chain products, including supply chain execution systems, visualization big data platforms, and intelligent decision-making platforms. Currently, DC Holdings is focusing on the digital supply chain, pioneering a "supply chain tower" solution with big data and A.I. at its core.

# Management Discussion and Analysis



With the rapid advancement of A.I., corporate demand has shifted **from building isolated data platforms to achieving deep integration with business functions, resulting in comprehensive data intelligence solutions.** Our Supply Chain Control Tower integrates various data sources, including ERP, SCM, WMS and CRM systems, and captures data from daily operational equipment. It offers end-to-end production management with data insights, analysis, and intelligent decision-making through a visual interface.

Our Data Hub product enables real-time aggregation and integration of critical supply chain data, including design, orders, inventory, logistics, manufacturing, and after-sales service. It analyzes and forecasts evolving operational challenges within the supply chain, presenting optimal solutions. This helps manufacturing enterprises increase business agility, resolve data silo issues, and achieve intelligent data analysis and decision support.

Our Supply Chain Control Tower solution for manufacturing enterprises employs the "PFEP" (Plan For Every Part) management tool. This solution **provides end-to-end supply chain data governance capabilities that encompass every stage, from research and development, design, production, storage and distribution, to sales and customer service.** It helps enterprises enhance supply chain transparency, efficiency, and response speed.

PFEP, recognized as a best practice in supply chain management, is extensively applied in the manufacturing sector, particularly for complex products such as electronics, vehicles, aerospace equipment, and large machinery. Manufacturers dealing with rapid product innovation cycles, intricate designs, and a vast array of material BOMs (Bill of Materials) require a highly responsive and precise supply chain. However, the common practice of recording PFEP data in Excel spreadsheets for internal collaboration can easily introduce errors at the data source. Therefore, it is imperative for companies to establish a data management system to standardize supply chain process data.

In response to the challenges and vast opportunities of digital transformation in the manufacturing industry, DC Holdings remains customer-centric and demand-driven. Our Supply Chain Control Tower's resource scheduling, warehousing, and internal and external transportation processes have been successfully implemented at a blue-chip enterprise in food manufacturing. This implementation has enabled customers to achieve 100% business digital platformization, 100% data traceability, 88% improvement in supply chain operational processes, with 59% of the optimized process nodes showing significant performance improvements. Additionally, during the Reporting Period, we have continued to advance digital supply chain solutions in collaboration with several leading smart manufacturing clients. We have provided comprehensive engagement in **R&D, design, production, sales, and customer service, facilitating the rapid deployment and implementation of end-to-end digital supply chain control tower solutions.**

Looking ahead, DC Holdings will accelerate the implementation of the "Corporate CSO" business model, focusing on core scenarios within the digital supply chain. We will maintain close collaboration with logistics and transportation network partners. By leveraging the Supply Chain Control Tower, we aim to support more enterprise clients in end-to-end supply chain operations. Furthermore,



# Management Discussion and Analysis

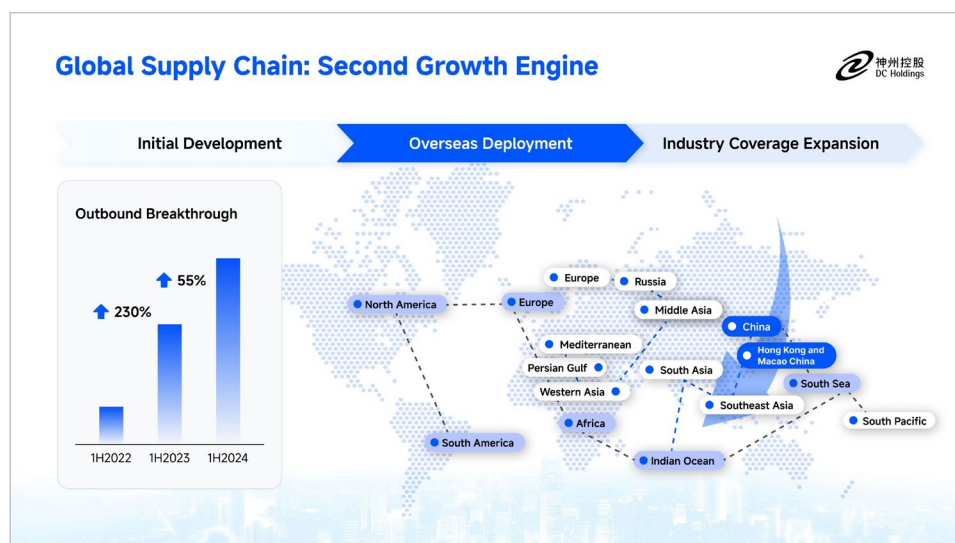
we will continuously refine A.I. applications, evolving from visual analysis to decision support and ultimately to fully autonomous intelligent decision-making. This progression will accelerate the replication and promotion of our comprehensive end-to-end supply chain control tower solutions among our clients.

DC Holdings continues to enhance its investment in the research and development of "Big Data + A.I." products and solutions through collaborations with academic institutions and research organizations. During the Reporting Period, **R&D expenses amounted to RMB 320 million, placing us at the forefront of the industry.** As of 30 June 2024, **the Group has pioneered or collaborated in the formulation of 161 national and industry standards.** Of these, 84 standards have been officially published, while 77 are currently in the research phase. Additionally, we have accumulated **a total of 2,835 intellectual property rights, including software copyrights and patents.**

Our technological innovation and practical exploration in the fields of artificial intelligence and data elements have been highly recognized by the market. During the Reporting Period, we received several prestigious awards, including 1st place in the "2024 Top 50 Big Data Solutions", 2nd place in the "2024 A.I.+ Excellent Service Provider TOP100 Data Elements", 2nd place in the "New Quality Productivity Benchmark New Generation of Information Technology", 3rd place for "Most Innovative A.I. Product", 3rd place in the "2024 Data Middle Platform TOP50", and 8th place in the "2024 Top 100 Digital Transformation Driving Enterprises". Additionally, we were honored with the "2023 Public Data Operation Solution" award and recognized in the "2024 National 'A.I.+ ' Action Innovation Case 100". These accolades were jointly presented by the Information Research Center of the Chinese Academy of Social Sciences, Internet Weekly, and Deben Consulting.

## IV. Unlocking a Second Growth Engine through International Business Expansion

Driven by the acceleration of overseas capacity and technology deployment by Chinese enterprises, DC Holdings has achieved significant results in cross-border overseas business. During the Reporting Period, **the Group's overseas revenue reached RMB 465 million, representing a year-on-year increase of 55%. The proportion of overseas revenue has steadily risen, from just 1% in the first half of 2022 to 7% in the first half of 2024, paving the way for the Group's second growth phase.**



As a Hong Kong-listed company, DC Holdings enjoys a distinct advantage in expanding its presence within the local market. Leveraging two decades of experience in driving digital transformation for mainland China's governments, the Group has actively engaged in technology research and development initiatives across various HKSAR Government departments. The Group successfully delivered Phase 1 of the HKSAR Government's Large Language Model Super Computing Center project in collaboration with NVIDIA. Notably, DC Holdings has emerged as a pivotal partner in shaping the landscape of big data utilization for government services in Hong Kong.



# Management Discussion and Analysis

Additionally, in the first half of 2024, DC Holdings secured the bid for the Marine Meteorological Forecasting Project at the Macau University of Science and Technology. This project will provide scientific support for Macau's marine science, environmental conservation, disaster prevention, and maritime traffic management, with the potential to empower other coastal cities with similar needs. The successful bid marks the preliminary establishment of our strategic footprint in the Guangdong-Hong Kong-Macao Greater Bay Area. **It underscores the forward-looking implementation of the "City CTO" model in the region, showcasing both its technological capability and potential for replication within the Greater Bay Area.**

Under China's ambitious "Belt and Road" initiative, DC Holdings has forged strategic alliances with prominent Chinese enterprises such as Huawei, Honor, ZTE, and BYD to expand our global presence. We offer **comprehensive end-to-end supply chain services, including international and domestic transportation, warehousing, import and export facilitation, cross-border e-commerce, and live streaming solutions.** During the Reporting Period, the Group successfully **secured supply chain overseas business tenders from BYD in Thailand and Vietnam,** providing BYD with integrated supply chain services for overseas raw materials and accessories. Having collaborated with BYD domestically for several decades, this successful bid has now established a global partnership with BYD for end-to-end supply chain operations and intelligent digital services.

Moving forward, DC Holdings is dedicated to developing a one-stop cross-border service platform based on the "Corporate CSO" model. We will provide comprehensive end-to-end supply chain solutions for enterprises expanding internationally. By leveraging cutting-edge A.I. technology, we aim to offer decision support and intelligent decision-making in global supply chain management. This will enable our clients to enhance operational efficiency, reduce costs, and foster business innovation.

**The year 2024 marks a new chapter in DC Holdings' strategic overseas expansion.** Our international growth is guided by a well-defined strategic vision rather than being haphazard. Leveraging a robust network of high-level partnerships cultivated over years of global engagement, we adopt "localization" as our approach, "mutual benefit" as our foundational principle, and **"leading domestic ecosystem and merging with international"** as our core strategy. We are proactively planning and extending our value chain. In the first half of this year, we engaged actively with major local enterprises in Southeast Asia, exploring collaborative opportunities in supply chain management, digital trade, and digital transformation initiatives. We aim to penetrate the local market through core scenarios and will continue to empower local customers with the latest cutting-edge A.I. technologies. Furthermore, DC Holdings is exploring inorganic growth strategies, including capital operations, to strengthen our strategic roadmap through the vertical integration of the industry chain.

As the wave of global intelligent transformation surges, DC Holdings is strategically positioned for substantial growth with its "Big Data + A.I." approach. We aim to leverage our pioneering technologies to expand our presence in the realms of data elements and industry-specific intelligent applications. By embracing the A.I. revolution, we are committed to nurturing the domestic market while accelerating our international expansion.

## V. Update on the Settlement Plans Regarding Certain Wealth Management Products Purchased by the Group (the "WMP")

As of 30 June 2024, the net book value of the WMP was approximately RMB 681 million. The Group has obtained the right to proactively dispose of the ultimate underlying assets involved in the WMP and has formulated disposal plans and specific action plans in relation thereto. The Group pushed forward with the disposal of the real estate residential project (the net book value was approximately RMB 84 million), one of the ultimate underlying assets involved in the WMP, in accordance with the action plans. The court has issued a ruling to finalize the restructure plan and the Group is currently planning for marketing activities through multiple channels.

The remaining ultimate underlying assets of the WMP involved a market and a commercial complex (the net book value was approximately RMB 597 million). The market section is operating stably. The commercial complex is now divesting into a new corporate entity in accordance with the final restructure plan approved by the court. The Group is expected to obtain a controlling interest in the new corporate entity such that the Group can facilitate the disposal of the relevant underlying assets and is currently discussing the details of the asset divestiture with asset managers.

The Group will continue to push forward the implementation of the action plans and the Company will make further announcement as and when appropriate in the event of any material development on the action plans.

# Management Discussion and Analysis

## Capital Expenditure, Liquidity and Financial Resources

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

The Group had total assets of approximately RMB 21,911 million as at 30 June 2024 which were financed by total liabilities of approximately RMB 11,788 million, non-controlling interests of approximately RMB 3,923 million and equity attributable to equity holders of the parent of approximately RMB 6,200 million. The Group's current ratio as at 30 June 2024 was 1.50 as compared to 1.50 as at 31 December 2023.

During the six months ended 30 June 2024, capital expenditure of approximately RMB 90 million was incurred mainly for the additions of property, plant and equipment and other intangible assets.

As at 30 June 2024, the Group had cash and cash equivalents of approximately RMB 1,907 million, of which approximately RMB 1,840 million were denominated in Renminbi.

The Group's foreign currency exposures mainly arise from net monetary assets in currencies other than the functional currencies of approximately RMB 62,677,000 as at 30 June 2024. The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange should the need arise.

The gearing ratio, being aggregate borrowings of the Group as a ratio of equity attributable to equity holders of the parent was 0.67 at 30 June 2024 as compared to 0.52 at 31 December 2023. The computation of the said ratio was based on the total interest-bearing bank and other borrowings of approximately RMB 4,123 million (31 December 2023: approximately RMB 3,283 million) and equity attributable to equity holders of the parent of approximately RMB 6,200 million (31 December 2023: approximately RMB 6,295 million).

As at 30 June 2024, the interest-bearing bank and other borrowings of the Group were shown as follows:

	RMB'000
<b>Current</b>	
Interest-bearing bank borrowings, unsecured	1,669,932
Interest-bearing bank borrowings, secured	568,326
Other borrowings	71,479
	<hr/> 2,309,737
<b>Non-current</b>	
Interest-bearing bank borrowings, secured	1,813,260
	<hr/>
<b>Total</b>	<hr/> 4,122,997 <hr/>

Certain of the Group's bank borrowings of:

1. Approximately RMB 1,676 million extended by financial institutions to certain subsidiaries of the Group were secured by mortgages over the Group's buildings, investment properties and land use rights with an aggregate carrying amount of approximately RMB 3,436 million as at 30 June 2024; and
2. Approximately RMB 600 million extended by financial institutions to certain subsidiaries of the Group were secured by pledge of 150,590,250 issued shares of DCITS, directly held by a wholly-owned subsidiary of the Company, with an aggregate fair value of approximately RMB 1,404 million as at 30 June 2024.

# Management Discussion and Analysis

Included in the Group's current and non-current bank borrowings of approximately RMB 128 million and RMB 1,813 million respectively are long-term loans repayable between 2024 and 2037. As at 30 June 2024, approximately RMB 2,131 million and RMB 1,992 million of the Group's bank borrowing were charged at fixed interest rates and floating interest rates, respectively.

The total available bank credit facilities for the Group as at 30 June 2024 amounted to approximately RMB 14,561 million, of which approximately RMB 2,008 million were in long-term loan facilities and approximately RMB 12,553 million were in trade lines, short-term loans and cash advance. As at 30 June 2024, the total amount drawn down by the Group was approximately RMB 1,947 million in long-term loan facilities and approximately RMB 3,512 million in trade lines, short-term loans and cash advance.

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

## Contingent Liabilities

Patent Infringement Lawsuit Against Digital China Jinxin (Beijing) Technology Co., Ltd.

In March 2016, Shenzhen Yihua Computer Co., Ltd. (hereinafter referred to as "**Yihua**") initiated legal proceedings against Oki Electric Industry (Shenzhen) Co., Ltd. (hereinafter referred to as "**OKI**") and Digital China Jinxin (Beijing) Technology Co., Ltd. (hereinafter referred to as "**DC Jinxin**") in a patent infringement dispute. Yihua alleged that the defendants had violated its proprietary rights by infringing upon five utility patents. The patent numbers involved in the five cases are ZL201420112570.5, ZL201210385756.3, ZL201420060123.X, ZL200910108145.2, and ZL201420020564.7. Pursuant to the alleged infringements, Yihua sought judicial relief, demanding that OKI desist from the manufacturing, marketing, and promising sales of the products in question, while DC Jinxin was enjoined from selling and promising the sale of such products. Additionally, Yihua claimed monetary compensation for economic losses and reasonable expenses incurred in the protection of its rights, totaling RMB 7 million from both OKI and DC Jinxin.

In January 2019, the Shenzhen Intermediate People's Court of Guangdong Province issued the first-instance judgment for the five cases, ordering OKI to desist from the production and sale of the infringing products and compensate RMB 4.4 million. The judgement also ordered DC Jinxin to halt the sales and not to promise sales of such products and to compensate Yihua RMB 1 million. The judgment dismissed all other claims advanced by Yi Hua.

OKI and DC Jinxin filed an appeal against the first-instance judgment. In December 2020, the Supreme People's Court rendered a civil ruling, which held that the five cases had failed to scrutinize the "OEM Supply Agreement" between OKI and Yi Hua. The Supreme People's Court determined that the initial factual findings were unclear and affected the infringement assessment. Consequently, it vacated the first-instance judgment and ordered a retrial. Yihua withdrew the litigations in November 2023.

However, in December 2023, Yihua filed a legal action with the Shenzhen Intermediate People's Court against OKI and DC Jinxin again, alleging infringement of its five previously identified invention patents. Yihua sought an injunction requiring OKI to desist from the production and sale of the infringing products and DC Jinxin to halt the sales and not to promise sales of such products. Additionally, Yihua demanded compensation from OKI and DC Jinxin for economic losses and reasonable expenses associated with efforts to mitigate the infringement, totaling RMB 275.3 million. As at 30 June 2024, only notifications of filing had been received while no court session had been scheduled. Based on the advice from the legal advisor, it is less likely for DC Jinxin to fail in defending these cases.

Save as disclosed above, the Group had no material contingent liabilities as at 30 June 2024.

## Commitments

Details of the Group's commitment at 30 June 2024 are set out in note 11 to the unaudited condensed consolidated interim financial statements.

# Management Discussion and Analysis

## Human Resources and Remuneration Policy

As at 30 June 2024, the Group had 17,307 (30 June 2023: 16,033) full-time employees. The majority of these employees work in the PRC. The Group offers remuneration packages in line with industry practice. Employees' remuneration includes basic salaries and bonuses. The Group has recorded an increase by 14.73% in staff costs of approximately RMB 1,744 million for the six months ended 30 June 2024 as compared to approximately RMB 1,520 million for the corresponding period of the last financial year. In order to attract and retain a high caliber of capable and motivated workforce, the Company offers share-based incentive schemes to staff based on the individual performance and the achievements of the Company's targets. The Group is committed to providing its staff with various in-house and external training and development programs.

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

## Update on the use of proceeds from the Rights Issue

In September 2017, the Company completed a rights issue (the "**Rights Issue**") and raised funds of approximately RMB 1,149 million. The table below set out the use of net proceeds (the "**Net Proceeds**") from the Rights Issue:

Intended use of the net proceeds from the Rights Issue	Net proceeds RMB'million	Utilised amount as at 1 January 2024 RMB'million	Actual application during the six months ended 30 June 2024 RMB'million	Un-utilised amount as at 30 June 2024 RMB'million	Expected to be utilised by 30 June 2025 RMB'million
(i) Financing the Healthcare Big Data Investment or any other potential investments and acquisitions as and when any suitable opportunity is identified <i>(Note)</i>	664	(454)	-	210	210
(ii) Repayment of debt and interest expenses					
(a) Repayment of principal and interest expenses to Bank of Jiangsu Co., Ltd. (江蘇銀行股份有限公司) due in October 2017	160	(160)	-	-	-
(b) Repayment of principal and interest expenses to Western Securities Co., Ltd. (西部證券股份有限公司) due in October 2017	250	(250)	-	-	-
(iii) General working capital purposes	75	(75)	-	-	-
<b>Total</b>	<b>1,149</b>	<b>(939)</b>	<b>-</b>	<b>210</b>	<b>210</b>

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

The Company does not have any intention to change the purposes of the Net Proceeds as set out in the rights issue prospectus dated 23 August 2017, and will gradually utilise the un-utilised amount of the Net Proceeds in accordance with the intended purpose mentioned above. As at 30 June 2024, an aggregate of approximately RMB 939 million of the Net Proceeds has been utilised.

As at 30 June 2024, the un-utilised Net Proceeds from the Rights Issue amounted to approximately RMB 210 million. During the Reporting Period, due to the slow economic recovery following the COVID-19 pandemic, the investment atmosphere was relatively sluggish, and the management of the Company became more cautious in investing in mergers and acquisitions. Therefore, the un-utilised Net Proceeds had not been utilised in full as at 30 June 2024. As it will take time for the socioeconomic activities to resume and investor confidence to restore, it is expected that the un-utilised Net Proceeds would not be fully utilised by 31 December 2024. All of such un-utilised Net Proceeds will be utilised for financing the Healthcare Big Data Investment or any other potential investments and acquisitions as and when any suitable opportunity is identified. It is expected that the un-utilised Net Proceeds will be fully utilised by 30 June 2025.

For further details of the Rights Issue, please refer to the announcements dated 21 July 2017, 24 August 2017 and 15 September 2017, the rights issue prospectus dated 23 August 2017 and the annual report for the year ended 31 December 2017 and 31 December 2018 and 31 December 2019, 31 December 2020, 31 December 2021, 31 December 2022 and 31 December 2023 of the Company.

# Other Information

## INTERIM DIVIDEND

The Board has declared an interim dividend of HK1.0 cent per ordinary share of the Company ("**Share(s)**") for the six months ended 30 June 2024 ("**Interim Dividend**") (for the six months ended 30 June 2023: HK1.0 cent per Share) to the Shareholders whose names appear on the register of members of the Company on Monday, 23 September 2024. The Interim Dividend will be payable on or about Monday, 14 October 2024.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 23 September 2024 to Thursday, 26 September 2024, both days inclusive for ascertaining Shareholders' entitlement to the Interim Dividend. No transfer of Shares will be registered during such period. In order to qualify for the Interim Dividend, all transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 20 September 2024 for registration.

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

As at 30 June 2024, the interests and short positions of each Director and chief executive of the Company and their associates in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**")) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were taken or deemed to have taken under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of Part XV of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the "Model Code for Securities Transactions by Directors of Listed Issuers" contained in Appendix C3 to the Rules Governing the Listing of Securities in the Stock Exchange (the "**Listing Rule(s)**") (the "**Model Code**") adopted by the Company were as follows:

## Other Information

Name of Director	Capacity	Personal interests	Corporate interests	Number of outstanding share options	Total (Note 1)	Approximate percentage of aggregate interests (%) (Note 6)
GUO Wei	Beneficial owner and interests of controlled corporations	107,996,707	183,784,857 (Note 2)	67,116,974 (Note 3&4)	358,898,538	21.44
LIN Yang	Beneficial owner	3,571,734	-	14,448,974 (Note 3&4)	18,020,708	1.08
LIU Yun, John	Beneficial owner	100,000 (Note 5)	-	1,332,000 (Note 4)	1,432,000	0.09
KING William	Beneficial owner	100,000 (Note 5)	-	1,332,000 (Note 4)	1,432,000	0.09

### Notes:

- All of the interests disclosed herein represent long position in the Shares.
- These 183,784,857 Shares were beneficially held by Mr. GUO Wei's controlled corporations, Kosalaki Investments Limited ("KIL") and Digital China Group Co., Ltd. (神州數碼集團股份有限公司) ("DCG") (listed on the Shenzhen Stock Exchange) and its subsidiaries. Mr. GUO Wei is the sole shareholder and a director of KIL, and is a substantial shareholder as to approximately 23.12% and also a director of DCG. Therefore, Mr. GUO Wei was deemed to be interested in the Shares in which such controlled corporations were interested.
- On 25 January 2017, the 12,500,000 share options granted to each of Mr. GUO Wei and Mr. LIN Yang were adjusted to 13,116,974 share options as a result of the completion of rights issue on 18 September 2017. These share options are exercisable from 25 January 2017 to 24 January 2025 at an exercise price of HK\$6.394 per Share for subscription of Shares.
- Representing 54,000,000 share options that were granted to Mr. GUO Wei and 1,332,000 share options that were granted to each of Mr. LIN Yang, Dr. LIU Yun, John and Mr. KING William on 13 July 2020 which remained outstanding as at 30 June 2024. These share options are exercisable from the date of satisfaction of certain conditions stated in the offer letter dated 13 July 2020 to 12 July 2028 at an exercise price of HK\$6.60 per Share for subscription of Shares.
- On 2 June 2020, 100,000 shares were granted to each of Dr. LIU Yun, John and Mr. KING William under the restricted share award scheme of the Company and were vested in January 2021 pursuant to the terms and conditions of the scheme.
- The approximate percentage of interests is based on the aggregate nominal value of the Shares/underlying Shares comprising the interests held as a percentage of the aggregate nominal value of all the issued share capital of the Company of the same class immediately after the relevant event and as recorded in the register maintained under Section 352 of the SFO.

Save as disclosed above, as at 30 June 2024, none of the Directors and chief executive of the Company or their associates had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors and chief executive of the Company were taken or deemed to have taken under such provisions of the SFO), or which were required to be recorded in the register required to be kept by the Company pursuant to Section 352 of Part XV of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

# Other Information

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

As at 30 June 2024, to the best knowledge of the Directors, the following persons or corporations, not being a Director or chief executive of the Company, had the following interests and short positions in the Shares and underlying shares of the Company which were required to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or required to be recorded in the register required to be kept under Section 336 of Part XV of the SFO:

Name	Capacity	Number of Shares <i>(Note 1)</i>	Approximate percentage of aggregate interests (%) <i>(Note 8)</i>
Kosalaki Investments Limited	Beneficial owner	114,876,857 <i>(Note2)</i>	6.86
Dragon City International Investment Limited	Beneficial owner	165,054,500	9.86
YIP Chi Yu	Interest of a controlled corporation/Interest of spouse	165,054,500/2,325 <i>(Note3)</i>	9.86
HUANG Shaokang	Beneficial owner/Interest of spouse	2,325/165,054,500 <i>(Note4)</i>	9.86
Guangzhou City Infrastructure Investment Group Limited* (廣州市城市建設投資集團有限公司) ("GZ Infrastructure")	Interests of controlled corporations	331,201,928 <i>(Notes5(a))</i>	19.80
Guangzhou City Investment Co., Ltd.* (廣州市城投投資有限公司) ("GZ Investment")	Interests of controlled corporations	331,201,928 <i>(Note5(b))</i>	19.80
Guangzhou City Investment Jiapeng Industry Investment Fund Management Co., Ltd.* (廣州城投佳朋產業投資基金管理有限公司) ("GZ Jiapeng")	Interest of a controlled corporation	299,760,000 <i>(Note5(c))</i>	17.92
Guangzhou City Investment Jiazi Investment Partnership (Limited Partnership)* (廣州城投甲子投資合夥企業(有限合夥)) ("GZ Jiazi")	Beneficial owner	299,760,000 <i>(Note5(d))</i>	17.92
Guangzhou Radio Group Co., Ltd.* (廣州無線電集團有限公司) ("Guangzhou Radio Group")	Interests of controlled corporations	181,120,250 <i>(Note6)</i>	10.83
GRG Banking Equipment Co., Ltd.* (廣州廣電運通金融電子股份有限公司) ("GRG Banking Corp.")	Interests of controlled corporations	181,120,250 <i>(Note7)</i>	10.83
Law Debenture Trust (Asia) Limited as Trustee of Digital China Holdings Limited's Restricted Share Award Scheme Trust	Trustee	184,352,900	11.02

# Other Information

## Notes:

1. All of the interests disclosed herein represent long position in the Shares.
  2. Mr. GUO Wei, a director of the Company, is the sole shareholder and a director of KIL. The Shares registered in the name of KIL was also disclosed as the interest of Mr. Guo in the section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above.
  3. Dragon City International Investment Limited ("**Dragon City**") is controlled by Ms. YIP Chi Yu and Mr. HUANG Shaokang is the spouse of Ms. YIP Chi Yu. By virtue of the SFO, Ms. Yip Chi Yu was deemed to be interested in the Shares in which Dragon City and Mr. Huang Shaokang was interested.
  4. Mr. HUANG Shaokang is the spouse of Ms. YIP Chi Yu. By virtue of the SFO, Mr. Huang Shaokang was deemed to be interested in the Shares in which Ms. Yip Chi Yu was interested.
  5.
    - (a) Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GZ Infrastructure, on 28 January 2021, GZ Infrastructure was interested in 331,201,928 Shares in aggregate, of which, 299,760,000 Shares were held by GZ Jiazi and 31,441,928 shares were held by Suitong Hong Kong Company Limited\* (穗通(香港)有限公司) ("**Suitong HK**"). GZ Jiazi is owned as to 99.96% by GZ Investment and 0.04% by GZ Jiapeng, which is in turn wholly-owned by GZ Investment. Suitong HK is also wholly-owned by GZ Investment. GZ Investment is 80% owned by GZ Infrastructure and 20% owned by Guangzhou Industry Investment Fund Management Co. Ltd.\* (廣州產業投資基金管理有限公司) which is wholly-owned by GZ Infrastructure. By virtue of the SFO, GZ Infrastructure was deemed to be interested in the Shares in which GZ Jiazi and Suitong HK were interested.
    - (b) Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GZ Investment, on 28 January 2021, GZ Investment was interested in 331,201,928 Shares in aggregate, of which, 299,760,000 Shares were held by GZ Jiazi and 31,441,928 Shares were held by Suitong HK. By virtue of the SFO, GZ Investment was deemed to be interested in the Shares in which GZ Jiazi and Suitong HK were interested.
    - (c) Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GZ Jiapeng, on 28 January 2021, GZ Jiapeng was interested in the Shares in which GZ Jiazi was interested by virtue of the SFO.
    - (d) Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GZ Jiazi, on 28 January 2021, GZ Jiazi was beneficially interested in 299,760,000 Shares.
  6. Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by Guangzhou Radio Group, on 16 February 2021, GRG Banking Corp., a company listed on The Shenzhen Stock Exchange, owned as to 52.96% by Guangzhou Radio Group, was interested in 181,120,250 Shares.
  7. Pursuant to a Form 2 – Corporate Substantial Shareholders Notice filed by GRG Banking Corp. on 16 February 2021, GRG Banking Corp. was interested in 181,120,250 Shares of which 7,078,000 Shares were held by GRG Banking Equipment (HK) Co., Limited (廣電運通國際有限公司) which is wholly-owned by GRG Banking Corp..
  8. The approximate percentage of interests is based on the aggregate nominal value of the Shares/underlying Shares comprising the interests held as a percentage of the aggregate nominal value of all the issued share capital of the Company of the same class immediately after the relevant event and as recorded in the register maintained under Section 336 of the SFO.
- \* The English name of the company is a direct transliteration of its Chinese registered name.

Save as disclosed above, as at 30 June 2024, the Company had not been notified by any persons and corporations who had interests or short positions in Shares or underlying Shares which were required to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept under Section 336 of Part XV of the SFO.



# Other Information

## SHARE-BASED INCENTIVE SCHEMES

### (A) SHARE OPTION SCHEME

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

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

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

The following table shows the movements in the Company's share options granted under the 2011 Share Option Scheme according to dates of grant during the six months ended 30 June 2024:

Grantee	Number of share options					Outstanding as at 30/06/2024	Exercise price per share HK\$	Closing price immediately before the date of grant HK\$	Weighted average closing price of shares immediately before the date of share options being exercised during the period HK\$	Date of grant	Exercisable period	Notes
	Outstanding as at 1/1/2024	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period							
Directors												
GUO Wei	13,116,974	-	-	-	-	13,116,974	6.394	6.73	-	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
	54,000,000	-	-	-	-	54,000,000	6.60	6.54	-	13/7/2020	(iv)	(v)
LIN Yang	13,116,974	-	-	-	-	13,116,974	6.394	6.73	-	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
	1,332,000	-	-	-	-	1,332,000	6.60	6.54	-	13/7/2020	(iv)	(v)
LIU Yun, John	1,332,000	-	-	-	-	1,332,000	6.60	6.54	-	13/7/2020	(iv)	(v)
KING William	1,332,000	-	-	-	-	1,332,000	6.60	6.54	-	13/7/2020	(iv)	(v)
WONG Man Chung, Francis	1,332,000	-	-	-	-	1,332,000	6.60	6.54	-	13/7/2020	(iv)	(v), (k)
NI Hong (Hope)	1,332,000	-	-	-	-	1,332,000	6.60	6.54	-	13/7/2020	(iv)	(v), (k)
CHEN Timothy Yung-cheng	500,000	-	-	-	-	500,000	4.82	4.81	-	16/7/2021	(vi)	(vii), (k)
Other employees	5,981,340	-	-	-	-	5,981,340	6.394	6.73	-	25/1/2017	25/1/2017-24/1/2025	(i), (ii)
Other employees	1,999,000	-	-	-	-	1,999,000	4.818	4.87	-	21/5/2018	21/5/2019-20/5/2026	(iii)
Other employees	4,467,600	-	-	-	(320,000)	4,147,600	4.32	4.26	-	28/3/2019	28/3/2020-27/3/2027	(iii)
Other employees	2,000,000	-	-	-	-	2,000,000	4.04	3.95	-	2/9/2019	2/9/2020-1/9/2027	(iii)
Other employees	4,445,000	-	-	-	(500,000)	3,945,000	4.17	4.16	-	27/4/2020	27/4/2021-26/4/2028	(iii)
Other employees	1,319,000	-	-	-	-	1,319,000	4.48	4.27	-	11/6/2020	11/6/2021-10/6/2028	(iii)
Other employees	7,684,000	-	-	-	(800,000)	6,884,000	6.60	6.54	-	13/7/2020	(iv)	(v)
Other employees	1,512,000	-	-	-	(30,000)	1,482,000	6.60	6.54	-	13/7/2020	13/7/2021-12/7/2028	(iii)
Other employees	4,610,000	-	-	-	(70,000)	4,540,000	5.44	5.37	-	31/3/2021	31/3/2022-30/3/2029	(iii)
Other participants	1,000,000	-	-	-	-	1,000,000	5.44	5.37	-	31/3/2021	(viii)	(viii), (x)
Other employees	5,713,000	-	-	-	(80,000)	5,633,000	4.48	4.10	-	28/7/2021	28/7/2022-27/7/2029	(iii)
Other participants	1,000,000	-	-	-	-	1,000,000	4.48	4.10	-	28/7/2021	(ix)	(ix), (x)
In aggregate	129,124,888	-	-	-	(1,800,000)	127,324,888						
Exercisable at the end of the period						119,219,888						
Weighted average exercise price (HK\$)	6.130	-	-	-	5.38	6.140						

# Other Information

The following table shows the movements in the Company's share options granted under the 2011 Share Option Scheme (by each class of grantees) during the six months ended 30 June 2024:

Class of grantees	Number of share options					Outstanding as at 30 June 2024
	Outstanding as at 1 January 2024	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	
Directors	87,393,948	-	-	-	-	87,393,948
Other employees	39,730,940	-	-	-	(1,800,000)	37,930,940
Sub-total	127,124,888	-	-	-	(1,800,000)	125,324,888
Other participants (Note (x))	2,000,000	-	-	-	-	2,000,000
<b>Total</b>	<b>129,124,888</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,800,000)</b>	<b>127,324,888</b>

**Notes:**

- (i) As a result of the rights issue which was completed on 18 September 2017, the exercise price was adjusted from HK\$6.71 to HK\$6.394 under the 2011 Share Option Scheme, and the numbers of outstanding share options were adjusted accordingly.
- (ii) All options granted under the 2011 Share Option Scheme are exercisable in whole or in part at anytime during the exercisable period.
- (iii) The options granted under the 2011 Share Option Scheme are subject to a vesting period of five years with 20% becoming exercisable on the first anniversary, 20% on the second anniversary, 20% on the third anniversary, 20% on the fourth anniversary and 20% on the fifth anniversary of the respective dates of grant.
- (iv) Exercisable period is from the date of satisfaction of certain conditions to 12 July 2028. For details of the conditions please refer to Note (v).
- (v) The vesting and exercise of the share options shall be conditional upon the Group's audited net profit after tax (before share-based payment expenses) and deduction of net profit after tax attributable to non-controlling interests achieving certain levels, as well as satisfaction of, among others, certain performance conditions (including, among others, levels of key performance indicators, profit performance target(s) and/or individual results performance target etc.) for the year ended 31 December 2020, 2021 and 2022 as set out in relevant grant letters (if any). As certain of the conditions had been satisfied, the relevant portion of the share options was vested on the respective relevant dates.
- (vi) Exercise period is from the date of satisfaction of certain conditions to 15 July 2029. For details of the conditions please refer to note (vii).
- (vii) The vesting and exercise of the share options shall be conditional upon the Group's audited net profit after tax (before share-based payment expenses) and deduction of net profit after tax attributable to non-controlling interests achieving certain levels, as well as satisfaction of, among others, certain performance conditions (including, among others, levels of key performance indicators, profit performance target(s) and/or individual results performance target etc.) for the year ended 31 December 2021 and 2022 as set out in the relevant grant letters (if any). As certain of the condition had been satisfied, the relevant portion of the Share options was vested on the relevant date.
- (viii) The vesting and exercise of the share options shall be conditional upon satisfaction of, among others, certain performance targets (including, among others, levels of key performance indicators, profit performance target(s) and/or individual results performance target etc.) as set out in the respective grant letters. Therefore, exercisable period is from the date of satisfaction of these conditions to 30 March 2029.
- (ix) The vesting and exercise of the share options shall be conditional upon satisfaction of, among others, certain performance targets (including, among others, levels of key performance indicators, profit performance target(s) and/or individual results performance target etc.) as set out in the respective grant letters. Therefore, exercisable period is from the date of satisfaction of these conditions to 27 July 2029.
- (x) Other participants mean service providers who provide services to the Group.
- (xi) Mr. WONG Man Chung, Francis, Miss NI Hong (Hope) and Mr. CHEN Timothy Yung-cheng retired as independent non-executive director of the Company upon the conclusion of the annual general meeting of the Company held on 27 June 2024.

No share options were granted to participants other than those set out in the tables above. As at 1 January 2024 and 30 June 2024, no share option was available for grant under the 2011 Share Option Scheme.

Share options granted to the participants under the 2011 Share Option Scheme do not confer rights on the grantees to dividends or to vote at general meetings.

During the six months ended 30 June 2024, RMB1,129,000 (six months ended 30 June 2023: RMB2,082,000) was recognised as share option expenses.

# Other Information

## (B) RESTRICTED SHARE AWARD SCHEME ("RSA Scheme")

The RSA Scheme was adopted on 28 March 2011 for the purpose of rewarding and motivating, among others, directors (including executive and non-executive) and employees or consultants of the Company and its subsidiaries (the "Participants") with the shares of the Company. The RSA Scheme is intended to attract and retain the best available personnel, and encourage and motivate the Participants to work towards enhancing the value of the Group and the Company's shares by aligning their interests with those of the shareholders of the Company. The RSA Scheme shall be valid and effective from the date of adoption until termination by the board of directors in accordance with the rules constituting the RSA Scheme.

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

Neither the Participants nor the trustee may exercise any of the voting rights in respect of any RSUs that have not yet been vested.

The Company shall comply with the relevant Listing Rules when granting the RSUs. If awards are made to the directors or substantial shareholders of the Group, such awards shall constitute connected transaction under Chapter 14A of the Listing Rules and the Company shall comply with the relevant requirements under the Listing Rules.

There were 150,000 RSUs being granted during the six months ended 30 June 2024. The fair values of the RSUs granted under the RSA Scheme at granted date during the period amount to approximately RMB315,000 (six months ended 30 June 2023: RMB6,469,000).

During the six months ended 30 June 2024, the Group recognised expenses of RMB4,520,000 (six months ended 30 June 2023: RMB4,280,000) in relation to RSUs granted by the Company in the unaudited condensed consolidated statement of profit or loss.

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

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

Name of Director	Details of Changes
GUO Wei	- Resigned as the Chief Executive Officer of Digital China Group Co., Ltd., (formerly known as Shenzhen Shenxin Taifeng Group Co., Ltd.) a company listed on The Shenzhen Stock Exchange with effect from 25 April 2024
WONG Man Chung, Francis	- Retired as the independent non-executive Director, Chairman of the audit committee of the Board (" <b>Audit Committee</b> "), member of the remuneration committee of the Board (" <b>Remuneration Committee</b> ") and nomination committee of the Board (" <b>Nomination Committee</b> ") with effect from the conclusion of the annual general meeting held on 27 June 2024 (" <b>AGM</b> ")
NI Hong (Hope)	- Retired as the independent non-executive Director and member of the Audit Committee with effect from the conclusion of the AGM
CHEN Timothy Yung-cheng	- Retired as the independent non-executive Director and member of the Nomination Committee with effect from the conclusion of the AGM
GUO Song	- Appointed as independent non-executive Director with effect from 19 August 2024
CHAN Wai Hong, Michael	- Appointed as an independent non-executive Director and chairman of the Audit Committee with effect from 19 August 2024
LI Jing	- Appointed as an independent non-executive Director and a member of the Audit Committee with effect from 19 August 2024
LIN Yang	- Appointed as member of the Remuneration Committee with effect from 19 August 2024
LIU Yun, John	- Appointed as member of the Nomination Committee with effect from 19 August 2024
KING William	- Appointed as member of the Nomination Committee with effect from 19 August 2024

## COMPLIANCE WITH THE MODEL CODE

The Company has adopted the "Model Code for Securities Transactions by Directors of Listed Issuers" contained in Appendix C3 to the Listing Rules (the "**Model Code**") as its code of conduct for Directors' securities transactions. Having made specific enquiry with the Directors, all of the Directors confirmed that they have complied with the required standards as set out in the Model Code throughout the six months ended 30 June 2024.

# Other Information

## REVIEW BY AUDIT COMMITTEE

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. CHAN Wai Hong, Michael (who is the Chairman of the Audit Committee), Mr. KING William and Dr. LI Jing. The Audit Committee has reviewed the unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2024 and this interim report, and have discussed with the senior management of the Company on their respective findings, the accounting treatment, principles and practices adopted by the Group, legal and regulatory compliance, as well as other auditing, internal control, risk management and financial reporting matters. The Audit Committee did not have any disagreement on the accounting treatment adopted by the Group in its unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2024.

## CORPORATE GOVERNANCE

### Compliance with the Listing Rules

Following the retirements of each of Mr. WONG Man Chung, Francis, Miss NI Hong (Hope) and Mr. CHEN Timothy Yung-cheng as independent non-executive Directors of the Company upon the conclusion of the AGM:

- (i) the Board did not have at least three independent non-executive Directors as required under Rule 3.10(1) of the Listing Rules;
- (ii) the Board did not have at least one independent non-executive Director having appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules;
- (iii) the Audit Committee was not chaired by an independent non-executive Director and was not comprising a minimum of three members and out of which at least one independent non-executive Director had appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.21 of the Listing Rules;
- (iv) the Nomination Committee was not comprising a majority of independent non-executive Directors as required under Rule 3.27A of the Listing Rules; and
- (v) the Remuneration Committee and Nomination Committee did not consist of not less than three members as required by the terms of reference of each of the committees adopted as required under Rule 3.26 and Paragraph B.3.1 of Appendix C1 to the Listing Rules.

On 19 August 2024, (i) Dr. GUO Song was appointed as an independent non-executive Director of the Company; (ii) Mr. CHAN Wai Hong, Michael, who possesses appropriate professional qualifications or accounting or related financial management expertise, has been appointed as an independent non-executive Director and chairman of the Audit Committee; (iii) Dr. LI Jing has been appointed as an independent non-executive Director and a member of the Audit Committee; (iv) Dr. LIU Yun, John and Mr. KING William, independent non-executive Directors, have been appointed as members of the Nomination Committee; and (v) Mr. LIN Yang, an executive Director, has been appointed as a member of the Remuneration Committee.

Following the above appointments, the Company has complied with Rules 3.10(1), 3.10(2), 3.21, 3.27A of the Listing Rules, and the terms of reference of each of the Remuneration Committee and Nomination Committee adopted as required under Rule 3.26 and Paragraph B.3.1 of Appendix C1 to the Listing Rules. For further details regarding the above appointments, please refer to the announcement of the Company dated 19 August 2024.

### Compliance with the Corporate Governance Code

The Company has complied with the code provisions (the "**Code Provision(s)**") contained in Part 2 of Appendix C1 set out in the "Corporate Governance Code" (the "**Code**") to the Listing Rules throughout the six months ended 30 June 2024 (the "**Reporting Period**"), except the following deviations from certain Code Provisions with considered reasons as given below:

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

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

# Other Information

**Code Provision B.2.2** stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Under the amended and restated bye-laws of the Company adopted on 28 June 2023, at each annual general meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, save that the Chairman of the Board and the Managing Director shall not, whilst holding such office, be subject to retirement by rotation. Therefore, Mr. GUO Wei, the Chairman of the Board, shall not be subject to retirement by rotation. Given the existing number of Directors, not less than one-third of the Directors are subject to retirement by rotation at each annual general meeting, by which each Director (other than the Chairman of the Board) will retire by rotation once every three years at the minimum.

**Code Provision C.3.3** stipulates that directors should clearly understand delegation arrangements in place. Listed company should have formal letters of appointment for directors setting out the key terms and conditions of their appointment.

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

**Code provision C.1.6** stipulates that, among other things, independent non-executive directors and other non-executive directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders.

During the six months ended 30 June 2024, Miss NI Hong (Hope) and Mr. CHEN Timothy Yung-cheng were unable to attend the AGM due to other business or personal affairs.

The Board is aware of this non-compliance and will continue to bring the importance of attending annual general meetings to the attention of the non-executive Directors.

## SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURES

There was no significant investment and material acquisition or disposal of subsidiaries, associated companies and joint ventures during the six months ended 30 June 2024.

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

During the six months ended 30 June 2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

## EVENTS AFTER THE REPORTING PERIOD

There has been no significant event of the Group after the Reporting Period and up to the date of this interim report.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules during the six months ended 30 June 2024.

By Order of the Board

**GUO Wei**

*Chairman and Chief Executive Officer*

Hong Kong, 30 August 2024

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



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神州數碼控股有限公司及子公司  
依中華民國會計原則重編後合併資產負債表  
民國一十三年六月三十日、民國一十二年十二月三十一日、民國一十二年六月三十日

代碼	項目	一十三年六月三十日				一十二年十二月三十一日				一二年六月三十日						
		一十三年一月一日 至一十三年六月三十日	%	調整金額 增(減)	依IFRSs 編製金額	%	一十二年一月一日 至一十二年六月三十日	%	調整金額 增(減)	依IFRSs 編製金額	%	依香港財務報告會計準則編製金額	%	調整金額 增(減)	依IFRSs 編製金額	%
	<b>流動資產</b>															
1100	現金及約當現金	8,728,002	8.89%	-	8,728,002	9.79%	13,922,217	13.63%	-	13,922,217	14.93%	7,682,026	7.20%	-	7,682,026	8.03%
1110	透過損益按公允價值衡量之金融資產-流動	1,344,368	1.37%	-	1,344,368	1.51%	1,434,887	1.40%	-	1,434,887	1.54%	2,206,954	2.07%	-	2,206,954	2.31%
1150	應收票據	293,689	0.30%	-	293,689	0.33%	320,418	0.31%	-	320,418	0.34%	316,135	0.30%	-	316,135	0.33%
1170	應收帳款	15,601,055	15.90%	-	15,601,055	17.51%	17,729,119	17.37%	-	17,729,119	19.01%	15,503,423	14.54%	-	15,503,423	16.19%
1200	其他應收款	3,269,942	3.33%	-	3,269,942	3.67%	3,484,637	3.41%	-	3,484,637	3.74%	4,370,211	4.10%	-	4,370,211	4.57%
1140	合約資產-流動	18,893,233	19.25%	-	18,893,233	21.19%	16,118,121	15.78%	-	16,118,121	17.28%	16,196,506	15.19%	-	16,196,506	16.93%
130X	存貨	6,257,267	6.38%	-	6,257,267	7.02%	6,248,649	6.12%	-	6,248,649	6.70%	8,244,195	7.73%	-	8,244,195	8.62%
1410	預付款項	3,201,246	3.26%	-	3,201,246	3.59%	2,187,576	2.14%	-	2,187,576	2.35%	2,534,686	2.38%	-	2,534,686	2.65%
1460	待出售非流動資產淨額	-	0.00%	-	-	0.00%	-	0.00%	-	-	0.00%	-	0.00%	-	-	0.00%
1470	其他流動資產	140,670	0.14%	-	140,670	0.16%	155,026	0.15%	-	155,026	0.17%	160,666	0.15%	-	160,666	0.17%
11XX	<b>流動資產合計</b>	57,729,472	58.82%	-	57,729,472	64.77%	61,600,650	60.31%	-	61,600,650	66.06%	57,214,802	53.66%	-	57,214,802	59.80%
	<b>非流動資產</b>															
1517	透過其他綜合損益按公允價值衡量之金融資產-非流動	3,204,158	3.26%	-	3,204,158	3.60%	3,229,937	3.16%	-	3,229,937	3.46%	3,363,672	3.15%	-	3,363,672	3.52%
1550	採用權益法之投資	1,510,566	1.54%	-	1,510,566	1.70%	1,569,801	1.54%	-	1,569,801	1.68%	5,796,570	5.44%	-	5,796,570	6.06%
1600	不動產、廠房及設備	3,235,827	3.30%	-	3,235,827	3.63%	3,308,836	3.24%	-	3,308,836	3.55%	3,157,832	2.96%	-	3,157,832	3.30%
1755	使用權資產	710,745	0.72%	-	710,745	0.80%	727,623	0.71%	-	727,623	0.78%	825,125	0.77%	-	825,125	0.86%
1760	投資性不動產	20,278,569	20.67%	-9,135,538	11,143,031	12.50%	20,281,919	19.87%	(8,938,272)	11,343,647	12.16%	22,538,899	21.14%	(10,998,701)	11,540,198	12.06%
1780	無形資產	7,726,600	7.87%	-	7,726,600	8.67%	7,728,191	7.57%	-	7,728,191	8.29%	8,083,175	7.58%	-	8,083,175	8.45%
1840	遞延所得稅資產	1,151,545	1.17%	102,967	1,254,512	1.41%	1,035,234	1.01%	65,242	1,100,476	1.18%	1,301,715	1.22%	37,004	1,338,719	1.40%
1900	其他非流動資產	2,597,970	2.65%	-	2,597,970	2.92%	2,646,379	2.59%	-	2,646,379	2.84%	4,353,168	4.08%	-	4,353,168	4.55%
15XX	<b>非流動資產合計</b>	40,415,980	41.18%	(9,032,571)	31,383,409	35.23%	40,527,920	39.69%	(8,873,030)	31,654,890	33.94%	49,420,156	46.34%	(10,961,697)	38,458,459	40.20%
1XX	<b>資產總計</b>	98,145,452	100.00%	(9,032,571)	89,112,881	100.00%	102,128,570	100.00%	(8,873,030)	93,255,540	100.00%	106,634,958	100.00%	(10,961,697)	95,673,261	100.00%
	<b>流動負債</b>															
2100	短期借款	10,346,144	10.54%	-	10,346,144	11.61%	6,279,772	6.15%	-	6,279,772	6.73%	6,594,120	6.18%	-	6,594,120	6.89%
2150	應付票據	5,028,964	5.12%	-	5,028,964	5.64%	5,542,567	5.43%	-	5,542,567	5.94%	4,768,615	4.47%	-	4,768,615	4.98%
2170	應付帳款	9,805,704	9.99%	-	9,805,704	11.00%	12,159,917	11.91%	-	12,159,917	13.04%	9,957,528	9.34%	-	9,957,528	10.41%
2200	其他應付款	2,493,843	2.54%	-	2,493,843	2.80%	2,848,851	2.79%	-	2,848,851	3.05%	2,426,872	2.28%	-	2,426,872	2.54%
2130	合約負債-流動	8,068,806	8.22%	-	8,068,806	9.05%	10,173,491	9.96%	-	10,173,491	10.91%	9,784,996	9.18%	-	9,784,996	10.23%
2230	本期所得稅負債	200,460	0.20%	-	200,460	0.22%	300,157	0.29%	-	300,157	0.32%	207,175	0.19%	-	207,175	0.22%
2280	租賃負債-流動	284,954	0.29%	-	284,954	0.32%	272,439	0.27%	-	272,439	0.29%	290,401	0.27%	-	290,401	0.30%
2300	其他流動負債	2,239,487	2.28%	-	2,239,487	2.51%	3,547,066	3.47%	-	3,547,066	3.80%	2,613,156	2.45%	-	2,613,156	2.73%
21XX	<b>流動負債合計</b>	38,468,362	39.18%	-	38,468,362	43.15%	41,124,260	40.27%	-	41,124,260	44.08%	36,642,863	34.36%	-	36,642,863	38.30%
	<b>非流動負債</b>															
2540	長期借款	8,122,244	8.28%	-	8,122,244	9.12%	8,427,858	8.25%	-	8,427,858	9.04%	8,364,761	7.84%	-	8,364,761	8.74%
2570	遞延所得稅負債	2,098,553	2.14%	(2,098,553)	-	0.00%	2,093,366	2.05%	(2,093,366)	-	0.00%	2,570,767	2.41%	(1,968,665)	602,102	0.63%
2520	按攤銷後成本衡量之金融負債-非流動	3,803,156	3.88%	-	3,803,156	4.27%	3,709,604	3.63%	-	3,709,604	3.98%	3,614,763	3.39%	-	3,614,763	3.78%
2530	應付公司債	-	0.00%	-	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	-	0.00%	
2580	租賃負債-非流動	227,628	0.23%	-	227,628	0.26%	257,339	0.25%	-	257,339	0.28%	319,307	0.30%	-	319,307	0.33%
2600	其他非流動負債	81,932	0.08%	-	81,932	0.09%	83,074	0.08%	-	83,074	0.09%	98,161	0.09%	-	98,161	0.10%
25XX	<b>非流動負債合計</b>	14,333,513	14.61%	(2,098,553)	12,234,960	13.74%	14,571,241	14.26%	(2,093,366)	12,477,875	13.39%	14,967,759	14.03%	(1,968,665)	12,999,094	13.58%
2XXX	<b>負債總計</b>	52,801,875	53.79%	(2,098,553)	50,703,322	56.89%	55,695,501	54.53%	(2,093,366)	53,602,135	57.47%	51,610,622	48.39%	(1,968,665)	49,641,957	51.88%
	<b>股東權益</b>															
3110	普通股股本	733,836	0.75%	-	733,836	0.82%	733,836	0.72%	-	733,836	0.79%	733,836	0.69%	-	733,836	0.77%
3200	資本公積	26,753,237	27.26%	-	26,753,237	30.03%	26,803,809	26.24%	-	26,803,809	28.74%	26,750,204	25.10%	-	26,750,204	27.96%
3310	法定盈餘公積	3,334,718	3.40%	-	3,334,718	3.74%	3,334,718	3.27%	-	3,334,718	3.58%	2,894,079	2.71%	-	2,894,079	3.02%
3350	未分配盈餘	-4,292,624	-4.37%	(4,203,113)	(8,495,737)	-9.53%	-3,975,678	-3.88%	(4,048,759)	-8,024,437	-8.60%	4,918,681	4.61%	(6,262,127)	-1,343,446	-1.40%
3400	其他權益	1,239,669	1.26%	(2,730,905)	(1,491,036)	(1.67%)	1,302,531	1.28%	(2,730,905)	(1,428,374)	(1.53%)	1,725,871	1.62%	(2,730,905)	(1,005,034)	-1.05%
3500	庫藏股票	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
31XX	歸屬於母公司業主之權益合計	27,769,036	28.30%	(6,934,018)	20,835,018	23.39%	28,199,216	27.63%	(6,779,664)	21,419,552	22.98%	37,022,671	34.73%	(8,993,032)	28,029,639	29.30%
36XX	非控制權益	17,574,541	17.91%	-	17,574,541	19.72%	18,233,853	17.84%	-	18,233,853	19.55%	18,001,665	16.88%	-	18,001,665	18.82%
3XXX	<b>股東權益合計</b>	45,343,577	46.21%	(6,934,018)	38,409,559	43.11%	46,433,069	45.47%	(6,779,664)	39,653,405	42.53%	55,024,336	51.61%	(8,993,032)	46,031,304	48.12%
	<b>負債及股東權益合計</b>	98,145,452	100.00%	(9,032,571)	89,112,881	100.00%	102,128,570	100.00%	(8,873,030)	93,255,540	100.00%	106,634,958	100.00%	(10,961,697)	95,673,261	100.00%

神州數碼控股有限公司及子公司  
依中華民國會計原則重編後合併綜合損益表  
民國一十三年一月一日至一十三年六月三十日、民國一十二年一月一日至一十二年六月三十日

單位：新台幣仟元，惟每股盈餘為元

代碼	項目	一十三年一月一日至一十三年六月三十日					一十二年一月一日至一十二年六月三十日				
		依香港財務報告會計準則編制金額	%	調節金額 增(減)	依IFRSs編製金額	%	依香港財務報告會計準則編制金額	%	調節金額 增(減)	依IFRSs編製金額	%
4000	營業收入	31,419,767	100.00%	-	31,419,767	100.00%	29,910,098	100.00%	-	29,910,098	100.00%
5000	營業成本	-27,130,968	(86.35%)	64,772	-27,066,196	(86.14%)	-24,942,017	(83.39%)	-29,465	-24,971,482	(83.49%)
5950	營業毛利	4,288,799	13.65%	64,772	4,353,571	13.86%	4,968,081	16.61%	-29,465	4,938,616	16.51%
	營業費用										
6100	推銷費用	-1,748,501	(5.56%)	-	-1,748,501	(5.56%)	-1,670,488	(5.59%)	-	-1,670,488	(5.59%)
6200	管理費用	-766,696	(2.44%)	-199,824	-966,520	(3.08%)	-695,398	(2.32%)	-200,317	-895,715	(2.99%)
6400	其他費用	-1,454,703	(4.63%)	-64,772	-1,519,475	(4.84%)	-1,524,277	(5.10%)	29,465	-1,494,812	(5.00%)
6450	預期信用減損損失(利益)	-521,747	(1.66%)	-	-521,747	(1.66%)	-545,792	(1.82%)	-	-545,792	(1.82%)
6000	營業費用合計	-4,491,647	(14.29%)	-264,596	-4,756,243	(15.14%)	-4,435,955	(14.83%)	-170,852	-4,606,807	(15.40%)
6900	營業利益	-202,848	(0.64%)	-199,824	-402,672	(1.28%)	532,126	1.78%	-200,317	331,809	1.11%
	營業外收入及支出										
7010	其他收入	261,993	0.83%	-	261,993	0.83%	350,071	1.17%	-	350,071	1.17%
7020	其他利益及損失	54,003	0.17%	2,557	56,560	0.18%	729,764	2.44%	-248,340	481,424	1.61%
7050	財務成本	-308,628	(0.98%)	-	-308,628	(0.98%)	-266,132	(0.89%)	-	-266,132	(0.89%)
7060	採用權益法之關聯企業及合資損益之份額	-76,575	(0.24%)	-	-76,575	(0.24%)	-860,731	(2.88%)	-	-860,731	(2.88%)
7000	營業外收入及支出合計	-69,207	(0.22%)	2,557	-66,650	(0.21%)	-47,028	(0.16%)	-248,340	-295,368	(0.99%)
7900	稅前淨利(淨損)	-272,055	(0.86%)	-197,267	-469,322	(1.49%)	485,098	1.62%	-448,657	36,441	0.12%
7950	所得稅費用(利益)	51,042	0.16%	42,912	93,954	0.30%	-123,724	(0.41%)	108,153	-15,571	(0.05%)
8000	繼續營業單位之本期淨利(損)	-221,013	(0.70%)	-154,355	-375,368	(1.19%)	361,374	1.21%	-340,504	20,870	0.07%
8100	停業單位損益(稅後淨額)										
8200	本期淨利(淨損)	-221,013	(0.70%)	-154,355	-375,368	(1.19%)	361,374	1.21%	-340,504	20,870	0.07%
	不可能重分類至損益之項目										
8310	重估增值	-	-	-	-	-	-	-	-	-	
8312	透過其他綜合損益按公允價值衡量之權益工具投資未實現評價損益	-11,230	(0.04%)	-	-11,230	(0.04%)	112,687	0.38%	-	112,687	0.38%
8349	與不重分類之項目相關之所得稅	2,791	0.01%	-	2,791	0.01%	4,788	0.02%	-	4,788	0.02%
8360	後續可能重分類至損益之項目										
8361	國外營運機構財務報表換算之兌換差額	-45,439	(0.14%)	-	-45,439	(0.14%)	-114,721	(0.38%)	-	-114,721	(0.38%)
8370	採用權益法認列之關聯企業及合資之其他綜合損益之份額	-	-	-	-	-	-83,598	(0.28%)	-	-83,598	(0.28%)
8300	本期其他綜合損益	-53,878	(0.17%)	-	-53,878	(0.17%)	-80,844	(0.26%)	-	-80,844	(0.26%)
8500	本期綜合損益總額	-274,891	(0.87%)	-154,355	-429,246	(1.36%)	280,530	0.95%	-340,504	-59,974	(0.19%)
	淨利(損)歸屬於：										
8600	母公司業主淨利(損)										
8610	本期淨利(淨損)	48,412	0.15%	-154,355	-105,943	(0.34%)	180,766	0.60%	-340,504	-159,738	(0.53%)
8620	非控制權益淨利(損)										
	本期淨利(淨損)	-269,425	(0.86%)	-	-269,425	(0.86%)	180,608	0.60%	-	180,608	0.60%
		-221,013	(0.71%)	-154,355	-375,368	(1.20%)	361,374	1.20%	-340,504	20,870	0.07%
8700	綜合損益總額歸屬於：										
8710	母公司業主綜合利益(損失)	-14,250	(0.05%)	-154,355	-168,605	(0.54%)	23,737	0.08%	-340,504	-316,767	(1.06%)
8720	非控制權益綜合利益(損失)	-260,641	(0.83%)	-	-260,641	(0.83%)	256,793	0.86%	-	256,793	0.86%
		-274,891	(0.88%)	-154,355	-429,246	(1.37%)	280,530	0.94%	-340,504	-59,974	(0.20%)
9750	基本每股盈餘(新台幣元)										
9710	本期淨利(淨損)	0.03			-0.07		0.12			-0.11	
9850	稀釋每股盈餘(新台幣元)										
9810	本期淨利(淨損)	0.03			-0.07		0.12			-0.11	



神州數碼控股有限公司及子公司  
依中華民國會計原則重編後合併現金流量表  
民國一三年一月一日至一三年六月三十日、民國一二年一月一日至一二年六月三十日

單位：新台幣仟元

代碼	項目	一三年一月一日至一三年六月三十日			一二年一月一日至一二年六月三十日		
		依香港財務報告會計準則編制金額	調整金額(增/減)	依IFRSs 編製金額	依香港財務報告會計準則編制金額	調整金額(增/減)	依IFRSs 編製金額
<b>營業活動之現金流量：</b>							
A10000	本期稅前淨利(淨損)	-272,055	-197,267	-469,322	485,098	-448,657	36,441
調整項目：							
A20300	預期信用減損損失(利益)數	521,747	-	521,747	545,792	-	545,792
A20100	折舊費用	137,189	200,618	337,807	119,617	200,886	320,503
A20200	攤銷費用	342,367	-	342,367	378,551	-	378,551
A20900	利息費用	308,628	-	308,628	266,132	-	266,132
A22300	採用權益法之關聯企業及合資損益之份額	76,575	-	76,575	860,731	-	860,731
A22500	處分不動產、廠房及設備損失(利益)	793	-	793	569	-	569
A21200	利息收入	-38,433	-	-38,433	-31,217	-	-31,217
A21300	股利收入	-8,381	-	-8,381	-	-	-
A29900	遞延收入	-	-	-	-	-	-
A23100	處分投資損失(利益)	-33,295	-	-33,295	-39,060	-	-39,060
A29900	其他項目-新冠疫情相關租金減免	-	-	-	-	-	-
A24600	投資性不動產公允價值調整損失(利益)	5,040	-3,351	1,689	-247,771	247,771	-
A22800	其他無形資產損失	-	-	-	-	-	-
A20400	透過損益按公允價值衡量金融資產及負債之淨損失(利益)	52,444	-	52,444	-369,184	-	-369,184
A23500	金融資產減值損失	-	-	-	-	-	-
A23700	非金融資產減值損失	-	-	-	-	-	-
A22800	處分無形資產損失	-	-	-	-	-	-
A21900	股份基礎給付酬勞成本	35,105	-	35,105	50,438	-	50,438
A20010	不影響現金流量之收益費損項目合計	1,399,779	197,267	1,597,046	1,534,598	448,657	1,983,255
<b>與營業活動相關之流動資產/負債變動數</b>							
A31000	應收票據(增加)/減少	26,728	-	26,728	-85,108	-	-85,108
A31130	應收帳款(增加)/減少	1,790,485	-	1,790,485	566,218	-	566,218
A31200	存貨(增加)/減少	-8,618	-	-8,618	-396,921	-	-396,921
A31230	預付款項(增加)/減少	-666,560	-	-666,560	260,694	-	260,694
A31180	其他應收款(增加)/減少	64,256	-	64,256	188,939	-	188,939
A31240	其他流動資產(增加)/減少	-6,849	-	-6,849	4,009	-	4,009
A32150	應付帳款增加/(減少)	-2,443,800	-	-2,443,800	20,968	-	20,968
A32130	應付票據增加/(減少)	-513,603	-	-513,603	-929,118	-	-929,118
A31125	合約資產(增加)減少	-2,871,570	-	-2,871,570	-2,328,654	-	-2,328,654
A32125	合約負債(增加)減少	-2,104,686	-	-2,104,686	304,570	-	304,570
A32230	其他流動負債增加/(減少)	-2,060,138	-	-2,060,138	-2,744,172	-	-2,744,172
A31990	其他營業資產(增加)/減少	-	-	-	-	-	-
<b>營運產生之現金</b>							
A33000	收取之利息	38,433	-	38,433	28,162	-	28,162
A33500	支付之所得稅	-157,011	-	-157,011	-208,658	-	-208,658
AAAA	<b>營業活動之淨現金流入(流出)</b>	-7,785,209	-	-7,785,209	-3,299,375	-	-3,299,375
<b>投資活動之現金流量：</b>							
B02800	處分不動產、廠房及設備	10,607	-	10,607	11,028	-	11,028
B02700	取得不動產、廠房及設備	-72,064	-	-72,064	-35,589	-	-35,589
B05400	取得投資性不動產	-	-	-	-	-	-
B05500	處分投資性不動產	-	-	-	-	-	-
B04500	取得無形資產	-330,922	-	-330,922	-145,512	-	-145,512
B02300	處分子公司	-	-	-	-	-	-
B02200	對子公司之收購	-20,157	-	-20,157	-	-	-
B00400	處分備供出售金融資產價款	-	-	-	-	-	-
B09900	其他投資活動	-	-	-	-	-	-
B01900	處分採用權益法之投資	-	-	-	1,236	-	1,236
B01800	取得採用權益法之投資	-	-	-	-121,543	-	-121,543
B07600	收取之股利	9,456	-	9,456	538	-	538
B00100	取得指定為透過損益按公允價值衡量之金融資產	-800,139	-	-800,139	-1,041,362	-	-1,041,362
B00200	處分指定為透過損益按公允價值衡量之金融資產	856,140	-	856,140	2,567,798	-	2,567,798
B00010	取得透過其他綜合損益按公允價值衡量之金融資產	-	-	-	-64,951.00	-	-64,951.00
B00020	處分透過其他綜合損益按公允價值衡量之金融資產	18,760	-	18,760	315,056	-	315,056
BB88	<b>投資活動之淨現金流入(流出)</b>	-328,319	-	-328,319	1,486,699	-	1,486,699
<b>籌資活動之現金流量：</b>							
C05600	支付之利息	-215,076	-	-215,076	-172,841	-	-172,841
C04500	發放現金股利	-	-	-	-	-	-
C01600	舉借長短期借款	6,502,109	-	6,502,109	5,825,223	-	5,825,223
C01700	償還長短期借款	-2,668,243	-	-2,668,243	-7,101,026	-	-7,101,026
C01200	發行應付債券	-	-	-	-	-	-
C01300	償還公司債券	-	-	-	-	-	-
C02400	按攤銷後成本衡量之金融負債增加	-	-	-	-	-	-
C04020	租賃本金償還	-177,598	-	-177,598	-204,093	-	-204,093
C04900	庫藏股票買回成本	-	-	-	-	-	-
C05800	非控制權益變動	-430,117	-	-430,117	-106,053	-	-106,053
C04800	員工執行認股權	-52,055	-	-52,055	-191,103	-	-191,103
CCCC	<b>籌資活動之淨現金流入(流出)</b>	2,959,020	-	2,959,020	-1,949,893	-	-1,949,893
DDDD	匯率變動對現金及約當現金之影響	-39,709	-	-39,709	-98,201	-	-98,201
EEEE	本期現金及約當現金增加(減少)數	-5,194,217	-	-5,194,217	-3,860,770	-	-3,860,770
E00100	期初現金及約當現金餘額	13,922,219	-	13,922,219	11,542,796	-	11,542,796
E00200	<b>期末現金及約當現金餘額</b>	8,728,002	-	8,728,002	7,682,026	-	7,682,026