

# AUTOMATED

A Member of the Teamsun Group

## Automated Systems Holdings Limited

自動系統集團有限公司\*

(Incorporated in Bermuda with Limited Liability)

Stock Code : 771

## INTERIM REPORT

For the six months ended 30th June 2020



Hong Kong • Mainland China • United States • Europe • Taiwan • Macau • Thailand • Singapore • Malaysia

\* For identification purpose only



# 2020 INTERIM RESULTS OVERVIEW

## GROUP PERFORMANCE OVERVIEW

### Business Review - Asia Pacific



### Business Review - U.S. and Europe Associate Company - GDH



Successfully completed the disposal and spin-off of Grid Dynamics International, Inc. ("GDI") and separate listing on NASDAQ as Grid Dynamics Holdings, Inc. ("GDH")

One-off Gain (Note 5)

**HK\$772.3 Million**

- Asia Pacific business remains stable in the face of economic shock
- Revenue from leading IT customers of the U.S. and Europe business increased by 52%
- Group's profit for the period surges 16.5 times to HK\$761.0 million (including the one-off gain), achieving a record high

## OPERATIONAL HIGHLIGHTS - ASIA PACIFIC

3 core businesses divisions contributed approximately 68% adjusted EBITDA of the entire Asia Pacific region



Empower

### Innovative Solutions Business

#### Win cases

- Successfully deployed manpower at a **tight timeframe**, to provide support to various government departments for the **epidemic monitoring system**
- **Ranked #1 - SOA-QPS 4 category market** (according to the total contract amount received from application development projects, as well as the cumulative total contract amount of all service category contracts)
- Assisted a **healthcare authority** to upgrade their **HK-wide clinical medical services management system**

#### Key projects

- Equipped with new and diversified delivery model, such as **Agile** and **DevOps**
- Expanded the talent pool of **overseas technical personnel**

#### Win cases

- Successfully provided **SD-WAN** (Software-Defined Wide Area Network), a new and secure network technology, for a renowned **multinational enterprises**
- Received large-scale **Wi-Fi 6 projects** from two prestigious **universities**

#### Key projects

- Met the novel cybersecurity needs for new trends such as home office, diversified network structures, **5G** mobile communication technology and **DevSecOps**



Secure

### Intelligent Cybersecurity Services Business



Manage

### Integrated Managed Service Business

#### Win cases

- Utilised ITSM to assist a **government department** in providing centralized support for the IT operations of nearly 40 departments
- Gained the trust from several **financial institutions**, and supported the IT operations for 6,000 users

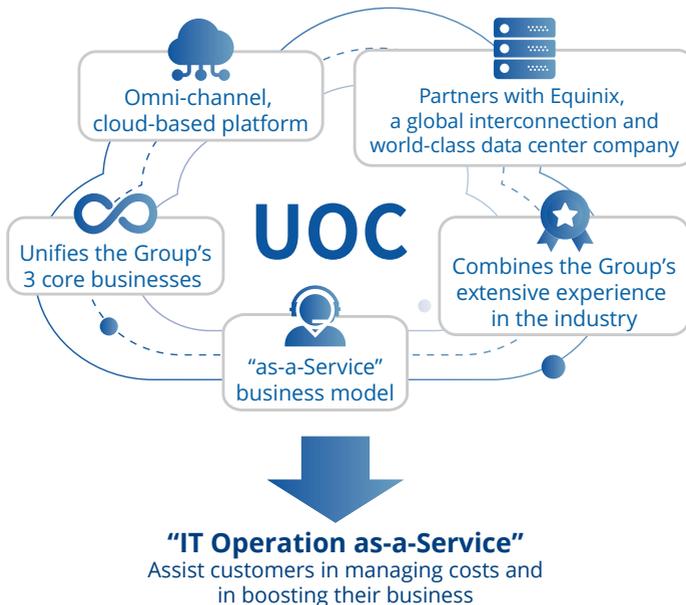
#### Key projects

- Awarded "**Top Contribution Partner in FY20**" by Red Hat, a well-known open-source software solution provider

## New Business - Unified Operation Center (UOC)



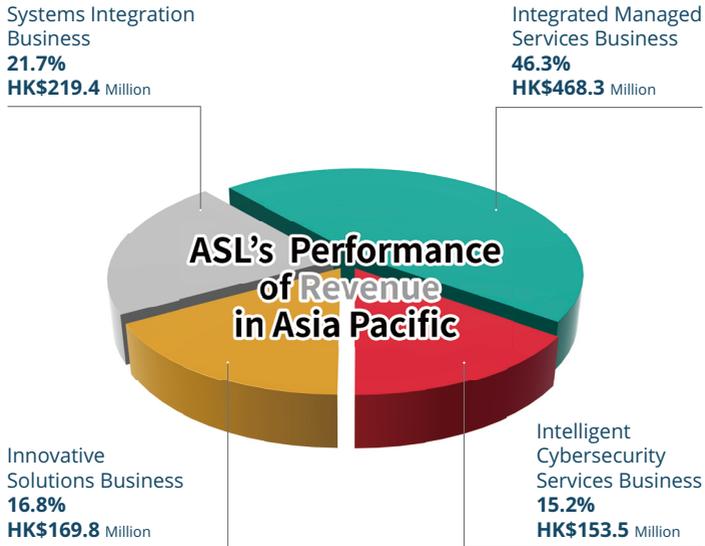
Located at the Group's Hong Kong headquarters



### Key projects

- Secured orders from a multi-channel **B2B trading platform company** and an **international non-profit aid agency**

## Revenue Distribution - Asia Pacific



## OPERATIONAL HIGHLIGHTS - U.S. AND EUROPE

### Win Cases

- **Apple** and **Google** were gradually nurtured as the top five major customers
- “New normal” has increased the market demand for **cloud technology**
- GDH achieved outstanding results in customer base expansion during the first half of the year
- In the second quarter, the revenue of **non-retail industry** had a year-on-year growth of 46%; among which, the IT industry accounted for 54% of the revenue, representing a year-on-year growth of 52%

## OPERATIONAL HIGHLIGHTS - U.S. AND EUROPE (CONT'D)

### Key Investment Achievements

- GDI **successfully listed on NASDAQ** (ticker symbol: GDYN) as GDH. The closing price on the first day of listing was US\$12.0, with a market value of approximately US\$610.0 million (approximately HK\$4,730 million)
- Obtained a **considerable amount of investment return** through the listing of GDI, which has greatly improved the Group's asset-liability structure
- GDH is currently an **associate** of the Group, the Group is the **largest shareholder** with 38.3% shareholding as at the completion date of disposal and spin-off (the "Completion"), GDH's results were not consolidated in the results of the Group after the Completion. Meanwhile, a decrease in contribution was recorded from GDI and GDH for the review period (excluding the one-off gain) of approximately HK\$41.0 million compared to the corresponding period last year, it was mainly attributable to:
  - (i) decrease in normal operating results of GDH due to the impact brought by the COVID-19; and
  - (ii) increase in costs due to a new incentive plan of GDH
- Listed in the **U.S. Equity Russell 2000 Index**, one of the three major U.S. stock indexes, on 29th June 2020

## OUTLOOKS

- Focuses its business development in the Asia Pacific region as its main business line at the current stage, with the United States and Europe business as its auxiliary business line
- Closely monitors the impact of the development of COVID-19, and strives to minimize its impact
- With respect to the Hong Kong and the Asia Pacific business, the listing of GDI has contributed a considerable investment return to the Group, which enhanced its resilience while supporting the continuous development of its core business, including:
  - A continual increase of its investments in key development areas, including creating prototypes of new solutions such as IoT applications, and keep investing in UOC
  - Leverages the advantages of its omni-channel cybersecurity and Security Operation Center *Plus* (SOC+) to continue monitoring the challenges, with regard to network data brought by new trends of cloud computing, smart city and 5G while exploring business opportunities from within

## OUTLOOKS (CONT'D)

- With respect to the United States and Europe business, the demand for cloud technology in the market under the “new normal” has significantly increased
  - Benefited GDH in achieving impressive results in expanding its customer base in the first half of the year
  - Achieved almost 50% growth year-on-year in revenue from the non-retail industry during the second quarter
  - Since May this year, the United States market has shown signs of recovery and the Group believes that the GDH business will gradually recover in the second half of the year



Note 1: Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortisation (Adjusted EBITDA) is calculated based on profit for the period of continuing operations excluding interest income and expenses, tax, depreciation, amortisation, equity-settled share-based payments expense, share of results of associates and equity-transaction-related expenses (mainly include professional fees).

Note 2: Amounts stated were extracted from Form 10-Q for the quarter period ended 30 June 2020 (“Form 10-Q”) of GDH published on US Security and Exchange Commission website. The results of GDH were not consolidated in the Group’s results, but after completion date of the disposal were accounted for using equity method and based on the Group’s shareholding in GDH.

Note 3: Figures in US\$ have been converted to HK\$ at the rate of US\$1 = HK\$7.75 for illustration purposes.

Note 4: According to Form 10-Q of GDH, the Adjusted EBITDA is net income before interest income/expense, provision for income taxes and depreciation and amortization, and further adjusted for the impact of stock-based compensation expense, transaction-related costs (which include, when applicable, professional fees, staff retention bonuses, and consulting, legal and advisory costs related to merger and acquisition and capital-raising activities), impairment of goodwill and other income/expenses, net (which includes mainly interest income and expense, foreign currency transaction losses and gains, fair value adjustments and other miscellaneous expenses).

Note 5: The one-off gain arises from gain on disposal deducted by current and deferred income tax expenses arising from disposal.

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## CORPORATE INFORMATION

### EXECUTIVE DIRECTORS

WANG Weihang (*Chairman*)  
WANG Yueou (*Chief Executive Officer*)

### NON-EXECUTIVE DIRECTOR

CUI Yong

### INDEPENDENT NON-EXECUTIVE DIRECTORS

PAN Xinrong  
DENG Jianxin  
OR Siu Ching, Rerina

### AUDIT COMMITTEE

DENG Jianxin (*Chairman*)  
PAN Xinrong  
OR Siu Ching, Rerina

### REMUNERATION COMMITTEE

PAN Xinrong (*Chairman*)  
DENG Jianxin  
OR Siu Ching, Rerina

### NOMINATION COMMITTEE

WANG Weihang (*Chairman*)  
PAN Xinrong  
DENG Jianxin

### MANAGEMENT COMMITTEE

WANG Yueou (*Chairman*)  
WANG Weihang  
CUI Yong

### INVESTMENT COMMITTEE

WANG Weihang (*Chairman*)  
WANG Yueou  
PAN Xinrong  
DENG Jianxin

### COMPANY SECRETARY

NGAN Wai Hing

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank Limited

### SOLICITORS

Woo Kwan Lee & Lo  
Appleby

### AUDITOR

Grant Thornton Hong Kong Limited

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Estera Management (Bermuda) Limited  
Victoria Place, 5th Floor,  
31 Victoria Street,  
Hamilton HM 10, Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited  
Level 54, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong

### SHARE LISTING

The Stock Exchange of Hong Kong Limited  
Stock Code: 771

### REGISTERED OFFICE

Victoria Place, 5th Floor,  
31 Victoria Street,  
Hamilton HM 10, Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

15th Floor, Topsail Plaza,  
11 On Sum Street,  
Shatin, New Territories,  
Hong Kong

# INDEPENDENT REVIEW REPORT



**TO THE BOARD OF DIRECTORS OF  
AUTOMATED SYSTEMS HOLDINGS LIMITED**  
*(incorporated in Bermuda with limited liability)*

## Introduction

We have reviewed the interim financial information set out on pages 4 to 32, which comprises the condensed consolidated statement of financial position of Automated Systems Holdings Limited (the “Company”) and its subsidiaries as of 30th June 2020 and the related condensed consolidated statement of profit or loss, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and other explanatory notes.

The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”.

Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## Scope of review

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

## Conclusion

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

### **Grant Thornton Hong Kong Limited**

*Certified Public Accountants*

Level 12  
28 Hennessy Road  
Wanchai  
Hong Kong

26th August 2020

### **Lam Yau Hing**

Practising Certificate No.: P06622

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30th June 2020

	Notes	Unaudited Six months ended 30th June	
		2020 HK\$'000	2019 HK\$'000 (restated)
<b>Continuing operations</b>			
<b>Revenue</b>	6	<b>1,011,032</b>	922,796
Cost of goods sold		<b>(486,291)</b>	(442,859)
Cost of services rendered		<b>(420,886)</b>	(373,252)
Other income	7	<b>3,063</b>	3,084
Other loss, net	8	<b>(3,121)</b>	(1,396)
Selling expenses		<b>(39,440)</b>	(38,968)
Administrative expenses		<b>(28,584)</b>	(29,248)
Finance income	9	<b>178</b>	87
Finance costs		<b>(6,050)</b>	(13,839)
Share of results of associates		<b>(18,592)</b>	(6,185)
<b>Profit before income tax</b>	10	<b>11,309</b>	20,220
Income tax expense	11	<b>(20,918)</b>	(8,816)
<b>(Loss)/Profit for the period from continuing operations</b>		<b>(9,609)</b>	11,404
<b>Discontinued operations</b>			
Profit for the period from discontinued operations	12(a)	<b>770,654</b>	32,174
<b>Profit for the period</b>		<b>761,045</b>	43,578
<b>(Loss)/Profit for the period attributable to equity holders of the Company:</b>			
– From continuing operations		<b>(9,609)</b>	11,404
– From discontinued operations		<b>770,810</b>	29,994
		<b>761,201</b>	41,398
<b>(Loss)/Profit for the period attributable to non-controlling interests:</b>			
– From continuing operations		<b>-</b>	-
– From discontinued operations		<b>(156)</b>	2,180
		<b>(156)</b>	2,180
<b>Profit for the period</b>		<b>761,045</b>	43,578

The notes on pages 12 to 32 form an integral part of this interim financial information.

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Cont'd)

For the six months ended 30th June 2020

	Notes	Unaudited Six months ended 30th June 2020 HK cents	2019 HK cents (restated)
<b>(Loss)/Earnings per share attributable to equity holders of the Company:</b>	14		
From continuing and discontinued operations –Basic and diluted		<b>92.01</b>	5.14
From continuing operations –Basic and diluted		<b>(1.16)</b>	1.42
From discontinued operations –Basic and diluted		<b>93.17</b>	3.72

The notes on pages 12 to 32 form an integral part of this interim financial information.

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30th June 2020

	Unaudited	
	Six months ended 30th June	
	2020	2019
	HK\$'000	HK\$'000
<b>Profit for the period</b>	<b>761,045</b>	43,578
<b><i>Other comprehensive income that may be reclassified subsequently to profit or loss:</i></b>		
Exchange differences on translation of overseas operations	<b>(4,194)</b>	1,487
Release of translation reserve upon disposal of subsidiaries	<b>3,413</b>	-
Share of other comprehensive (loss)/income of associates	<b>(972)</b>	96
<b>Total comprehensive income for the period</b>	<b>759,292</b>	45,161
<b>Total comprehensive income attributable to:</b>		
Equity holders of the Company	<b>759,448</b>	42,805
Non-controlling interests	<b>(156)</b>	2,356
	<b>759,292</b>	45,161

The notes on pages 12 to 32 form an integral part of this interim financial information.

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30th June 2020

	Notes	Unaudited 30th June 2020 HK\$'000	Audited 31st December 2019 HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	15	303,367	321,595
Investment properties	16	55,800	55,800
Intangible assets	17	-	107,243
Goodwill		-	766,816
Interests in associates	18	1,812,968	19,625
Equity investment		598	598
Finance lease receivables		4,671	4,946
Deferred income tax assets		109	16,341
		<b>2,177,513</b>	1,292,964
<b>Current assets</b>			
Inventories		214,066	267,938
Trade receivables	19	191,916	344,219
Finance lease receivables		2,827	2,729
Other receivables, deposits and prepayments	20	21,323	70,135
Contract assets		235,276	362,333
Tax recoverable		-	1,660
Restricted bank deposits	21	-	556
Bank balances and cash		430,844	456,058
		<b>1,096,252</b>	1,505,628
<b>Total assets</b>		<b>3,273,765</b>	2,798,592
<b>Equity</b>			
Share capital	25	82,731	82,731
Share premium		395,830	395,830
Reserves		1,611,641	926,711
<b>Equity attributable to equity holders of the Company</b>		<b>2,090,202</b>	1,405,272
<b>Non-controlling interests</b>		-	47,510
<b>Total equity</b>		<b>2,090,202</b>	1,452,782

The notes on pages 12 to 32 form an integral part of this interim financial information.

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Cont'd)

As at 30th June 2020

	Notes	Unaudited 30th June 2020 HK\$'000	Audited 31st December 2019 HK\$'000
<b>Non-current liabilities</b>			
Deferred income tax liabilities		239,248	78,299
Lease liabilities		3,835	3,236
		<b>243,083</b>	81,535
<b>Current liabilities</b>			
Trade payables	22	224,249	360,282
Other payables and accruals	23	184,085	184,612
Receipts in advance		196,780	176,533
Current income tax liabilities		161,445	25,352
Borrowings	24	168,370	439,770
Financial liabilities at fair value through profit or loss		-	75,017
Lease liabilities		5,551	2,709
		<b>940,480</b>	1,264,275
<b>Total liabilities</b>		<b>1,183,563</b>	1,345,810
<b>Total equity and liabilities</b>		<b>3,273,765</b>	2,798,592
<b>Net current assets</b>		<b>155,772</b>	241,353
<b>Total assets less current liabilities</b>		<b>2,333,285</b>	1,534,317

The notes on pages 12 to 32 form an integral part of this interim financial information.

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30th June 2020

	Unaudited										
	Attributable to equity holders of the Company										
	Share capital HK\$'000	Share premium HK\$'000	Special reserve (Note) HK\$'000	Property revaluation reserve HK\$'000	Translation reserve HK\$'000	Convertible bonds reserve HK\$'000	Share-based payment reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$'000
<b>At 1st January 2019</b>	80,522	377,146	34,350	235,661	(3,060)	11,097	27,288	449,873	1,212,877	-	1,212,877
Adjustment from the adoption of HKFRS 16	-	-	-	-	-	-	-	(99)	(99)	-	(99)
	80,522	377,146	34,350	235,661	(3,060)	11,097	27,288	449,774	1,212,778	-	1,212,778
<b>Comprehensive income:</b>											
Profit for the period	-	-	-	-	-	-	-	41,398	41,398	2,180	43,578
<b>Other comprehensive income:</b>											
Exchange differences on translation of overseas operations	-	-	-	-	1,311	-	-	-	1,311	176	1,487
Share of other comprehensive income of associates	-	-	-	-	96	-	-	-	96	-	96
<b>Total comprehensive income for the period</b>	-	-	-	-	1,407	-	-	41,398	42,805	2,356	45,161
<b>Transaction with owners:</b>											
Recognition of equity-settled share-based payments	-	-	-	-	-	-	12,034	-	12,034	-	12,034
Lapse of share options transferred to retained earnings	-	-	-	-	-	-	(49)	49	-	-	-
Disposal of partial interest in a subsidiary	-	-	-	-	-	-	(3,495)	44,546	41,051	40,293	81,344
<b>Total transaction with owners</b>	-	-	-	-	-	-	8,490	44,595	53,085	40,293	93,378
<b>At 30th June 2019</b>	80,522	377,146	34,350	235,661	(1,653)	11,097	35,778	535,767	1,308,668	42,649	1,351,317

The notes on pages 12 to 32 form an integral part of this interim financial information.

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Cont'd)

For the six months ended 30th June 2020

	Unaudited										
	Attributable to equity holders of the Company										
	Share capital HK\$'000	Share premium HK\$'000	Special reserve (Note) HK\$'000	Property revaluation reserve HK\$'000	Translation reserve HK\$'000	Convertible bonds reserve HK\$'000	Share-based payment reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$'000
<b>At 1st January 2020</b>	82,731	395,830	34,350	251,734	(6,655)	10,209	49,137	587,936	1,405,272	47,510	1,452,782
<b>Comprehensive income/(loss):</b>											
Profit/(Loss) for the period	-	-	-	-	-	-	-	761,201	761,201	(156)	761,045
<b>Other comprehensive income/(loss):</b>											
Exchange differences on translation of overseas operations	-	-	-	-	(4,194)	-	-	-	(4,194)	-	(4,194)
Release of translation reserve upon disposal of subsidiaries (Note 31)	-	-	-	-	3,413	-	-	-	3,413	-	3,413
Share of other comprehensive loss of associates	-	-	-	-	(972)	-	-	-	(972)	-	(972)
<b>Total comprehensive income/(loss) for the period</b>	-	-	-	-	(1,753)	-	-	761,201	759,448	(156)	759,292
<b>Transaction with owners:</b>											
Final dividend for the year ended 31st December 2019 and special dividend (Note 13)	-	-	-	-	-	-	-	(85,213)	(85,213)	-	(85,213)
Recognition of equity-settled share-based payments	-	-	-	-	-	-	10,695	-	10,695	-	10,695
Lapse of share options transferred to retained earnings	-	-	-	-	-	-	(1,446)	1,446	-	-	-
Redemption of convertible bonds (Note 24(i))	-	-	-	-	-	(10,209)	-	10,209	-	-	-
Disposal of subsidiaries (Note 31)	-	-	-	-	-	-	(50,961)	50,961	-	(47,354)	(47,354)
<b>Total transaction with owners</b>	-	-	-	-	-	(10,209)	(41,712)	(22,597)	(74,518)	(47,354)	(121,872)
<b>At 30th June 2020</b>	<b>82,731</b>	<b>395,830</b>	<b>34,350</b>	<b>251,734</b>	<b>(8,408)</b>	<b>-</b>	<b>7,425</b>	<b>1,326,540</b>	<b>2,090,202</b>	<b>-</b>	<b>2,090,202</b>

Note: The special reserve of Automated Systems Holdings Limited (the "Company") and its subsidiaries (together, the "Group") represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 1997.

The notes on pages 12 to 32 form an integral part of this interim financial information.

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30th June 2020

	Notes	Unaudited Six months ended 30th June	
		2020 HK\$'000	2019 HK\$'000
<b>Operating activities</b>			
Cash from operations		<b>102,583</b>	170,155
Hong Kong profits tax paid		<b>(18,647)</b>	(2,026)
Overseas tax paid		<b>(17,301)</b>	(8,957)
<b>Net cash from operating activities</b>		<b>66,635</b>	159,172
<b>Investing activities</b>			
Cash outflow in respect of acquisition of subsidiaries		-	(70,623)
Net proceeds from disposal of subsidiaries	31	<b>284,286</b>	-
Purchase of property, plant and equipment		<b>(5,970)</b>	(8,330)
Additions to intangible assets		<b>(3,587)</b>	(5,026)
Proceeds from disposal of property, plant and equipment		-	1
Interest received		<b>684</b>	851
<b>Net cash from/(used in) investing activities</b>		<b>275,413</b>	(83,127)
<b>Financing activities</b>			
Repayment of bank borrowings		<b>(22,500)</b>	(11,250)
Principal portion of lease payment		<b>(2,906)</b>	(2,189)
Payment for redemption of convertible bonds		<b>(250,700)</b>	-
Proceed from the issuance of financial liabilities at fair value through profit or loss ("FVTPL")		-	72,565
Proceed from disposal of partial interest in a subsidiary		-	81,344
Interest paid		<b>(4,268)</b>	(7,003)
Dividend paid		<b>(85,213)</b>	-
<b>Net cash (used in)/from financing activities</b>		<b>(365,587)</b>	133,467
Net (decrease)/increase in cash and cash equivalents		<b>(23,539)</b>	209,512
Cash and cash equivalents at the beginning of the period		<b>456,058</b>	292,183
Effect of foreign exchange rate changes		<b>(1,675)</b>	3,233
Cash and cash equivalents at the end of the period		<b>430,844</b>	504,928

The notes on pages 12 to 32 form an integral part of this interim financial information.

# NOTES TO THE INTERIM FINANCIAL INFORMATION

For the six months ended 30th June 2020

## 1 General Information

Automated Systems Holdings Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda.

This interim financial information is presented in thousands of units of Hong Kong dollars (“HK\$’000”), unless otherwise stated, which was approved for issue on 26th August 2020.

This interim financial information has not been audited, but has been reviewed by the Company’s auditor.

## 2 Basis of Preparation

### (i) Basis of Preparation

The interim financial information for the six months ended 30th June 2020 has been prepared in accordance with the applicable disclosure requirements of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The interim financial information should be read in conjunction with the consolidated financial statements of the Group for the year ended 31st December 2019, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

### (ii) Restatements due to discontinued operations

The presentation of comparative information in respect of the condensed consolidated statement of profit or loss for the period ended 30th June 2019 has been restated in order to disclose the discontinued operations separately from continuing operations.

## 3 Significant Accounting Policies

### (i) New and amended HKFRSs that are effective for annual periods beginning from 1st January 2020

The interim financial information for the six months ended 30th June 2020 have been prepared in accordance with the accounting policies adopted in the consolidated financial statements for the year ended 31st December 2019, except for the adoption of the following new or amended HKFRSs that are firstly effective for the period beginning from 1st January 2020. The Group has not early adopted any other standards, interpretation or amendment that has been issued but are not yet effective.

Amendments to HKFRS 3	<i>Definition of Business</i>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i>

The adoption of these newly effective new or amended HKFRSs had no material impact on how the results and financial position of the Group for the current and prior periods have been prepared and presented. The accounting policy for discontinued operations is stated in Note 3(ii).

### (ii) Discontinued operations

A discontinued operation is a component of the Group that either has been disposed of, or is classified as held for sale. The component comprises operations and cash flows that can be clearly distinguished from the rest of the Group and represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale.

When an operation is classified as discontinued, a single amount in the consolidated statement of profit or loss comprising the total of: (i) the post-tax profit or loss of discontinued operations and (ii) the post-tax gain or loss recognised on the measurement to fair value less costs to sell or on the disposal of the assets or disposal groups constituting the discontinued operation.

# NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

## 4 Estimates and Judgements

When preparing the interim financial information, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

The judgements, estimates and assumptions applied in the interim financial information, including the key sources of estimation uncertainty, were the same as those applied in the Group's last annual financial statements for the year ended 31st December 2019, except for significant judgements related to the estimated impairment of interests in associates as described below.

### Estimated impairment of interests in associates

The Group determines whether interests in associates are impaired by regularly review whether there are any indications of impairment. Where impairment indicators existed, management further assessed the recoverable amounts, which is the higher of value in use or fair value less costs to sell, of the interests in associates.

## 5 Financial Risk Management

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk, and liquidity risk.

This interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the consolidated financial statements for the year ended 31st December 2019.

There have been no changes in the risk management department or risk management policies since year ended 31st December 2019.

### (i) Fair value measurement

The following table presents the Group's financial instruments measured at fair value on a recurring basis categorised into the three level fair value hierarchies as defined in HKFRS 13, "Fair Value Measurement":

- Level 1: Fair value measured only using level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement dates.
- Level 2: Fair value measured using level 2 inputs, i.e. observable inputs which fail to meet with Level 1, and not using unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3: Fair value measured using significant unobservable inputs.

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 5 Financial Risk Management (Cont'd)

#### (i) Fair value measurement (Cont'd)

	Unaudited At 30th June 2020			Total HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
<b>Recurring fair value measurement</b>				
<b>Financial asset at FVOCI</b>				
Equity investment	-	598	-	598
		Audited At 31st December 2019		
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
<b>Recurring fair value measurement</b>				
<b>Financial asset at FVOCI</b>				
Equity investment	-	598	-	598
<b>Financial liability at fair value through profit or loss</b>				
Financial liabilities at FVTPL	-	-	75,017	75,017

The fair value of equity investment is determined by using the adjusted net assets value method. The effects of unobservable inputs are not significant for equity investment.

The reconciliation of the carrying amount of the Group's financial liabilities classified within level 3 of the fair value hierarchy are as follows:

	Financial liabilities at FVTPL HK\$'000
At 1st January 2020	75,017
Fair value change recognised in profit or loss	(1,805)
Exchange difference	(876)
Disposal of subsidiaries (Note 31)	(61,471)
Derecognition of financial liabilities at FVTPL (Note)	(10,865)
<b>At 30th June 2020</b>	<b>-</b>

Note: The put options granted by the Company on the convertible preferred shares and common shares issued by Grid Dynamics International, Inc. ("Grid Dynamics") to the subscriber was terminated upon the completion of the disposal as detailed in Note 31.

During the six months ended 30th June 2020, there were no transfers between Levels 1, 2 and 3.

The directors consider that the carrying amounts of other financial assets and financial liabilities in the interim financial information approximate their fair values.

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 6 Revenue and Segment Information

The Group's revenue is analysed as follows:

	Unaudited Six months ended 30th June	
	2020 HK\$'000	2019 HK\$'000 (restated)
<b>Continuing operations</b>		
Sales of goods	543,133	501,745
Revenue from service contracts	467,899	421,051
	<b>1,011,032</b>	<b>922,796</b>

The executive director has been identified as the chief operating decision maker. The executive directors have reviewed the Group's internal reporting in order to assess the performance and allocate resources. The executive directors have determined the operating segments based on the Group's internal reporting.

The Group is currently organised into two (six months ended 30th June 2019: two) operating divisions – Information Technology Products ("IT Products") and Information Technology Services ("IT Services").

These divisions are the basis on which the Group reports its primary segment information to the chief operating decision maker. The business nature of each segment is disclosed as follows:

#### IT Products

Being the business of information technology in supplying of information technology and associated products.

#### IT Services

Being the business of information technology in providing systems integration, software and consulting services, engineering support for products and solutions and managed services.

The Group's revenue and results by operating segments for the period under review are presented below:

#### Unaudited Six months ended 30th June 2020

	Continuing operations			Discontinued operations
	IT Products HK\$'000	IT Services HK\$'000	Total HK\$'000	IT Services HK\$'000
Revenue from external customers	543,133	467,899	1,011,032	166,610
Intersegment revenue	975	11,560	12,535	-
Segment revenue	544,108	479,459	1,023,567	166,610
Reportable segment profit	38,729	26,055	64,784	8,649
Segment depreciation	1,258	4,498	5,756	1,622
Segment amortisation	-	-	-	2,364
Additions to property, plant and equipment *	12	3,612	3,624	1,852
Additions to intangible asset	-	-	-	3,587

\* Additions to property, plant and equipment of HK\$7,816,000 were related to unallocated assets.

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 6 Revenue and Segment Information (Cont'd)

The Group's revenue and results by operating segments for the period under review are presented below: (Cont'd)

Unaudited

Six months ended 30th June 2019 (restated)

	Continuing operations			Discontinued operations
	IT Products HK\$'000	IT Services HK\$'000	Total HK\$'000	IT Services HK\$'000
Revenue from external customers	501,745	421,051	922,796	430,251
Intersegment revenue	4,819	12,215	17,034	272
Segment revenue	506,564	433,266	939,830	430,523
Reportable segment profit	38,909	29,494	68,403	127,717
Segment depreciation	1,241	3,868	5,109	4,707
Segment amortisation	-	-	-	7,513
Additions to property, plant and equipment *	3	1,709	1,712	5,338
Additions to intangible assets	-	-	-	5,026

\* Additions to property, plant and equipment of HK\$10,486,000 were related to unallocated assets.

The Group's assets and liabilities by operating segments for the period under review are presented below:

Unaudited

As at 30th June 2020

	IT Products HK\$'000	IT Services HK\$'000	Total HK\$'000
Reportable segment assets	319,560	336,132	655,692
Reportable segment liabilities	286,269	258,921	545,190

Audited

As at 31st December 2019

	IT Products HK\$'000	IT Services HK\$'000	Total HK\$'000
Reportable segment assets	376,863	1,546,696	1,923,559
Reportable segment liabilities	386,229	328,911	715,140

#### (a) Segment accounting policies

The accounting policies of the reportable segments are the same as the Group's accounting policies. Performance is measured based on segment profit that is used by the chief operating decision maker for the purposes of resource allocation and assessment of segment performance. Income tax expense is not allocated to reportable segments.

The revenue, profit or loss, assets and liabilities of the Group are allocated based on the operations of the segments.

Reportable segment profit is profit before income tax, excluding unallocated other income, unallocated other loss, net, unallocated depreciation for property, plant and equipment that are used for all segments, share of results of associates, finance costs and unallocated corporate expenses (mainly include staff costs and other general administrative expenses) of the head office.

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 6 Revenue and Segment Information (Cont'd)

#### (a) Segment accounting policies (Cont'd)

Reportable segment assets exclude interests in associates, deferred income tax assets, tax recoverable, restricted bank deposit, bank balances and cash and unallocated corporate assets (mainly include property, plant and equipment and investment properties that are used by all segments, prepayments, deposits, other receivables and equity investment).

Reportable segment liabilities exclude current income tax liabilities, deferred income tax liabilities and unallocated corporate liabilities, mainly include lease liabilities, accrued charges of the head office, borrowings and financial liabilities at FVTPL.

#### (b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities

Reportable segment revenue, profit or loss, assets and liabilities are reconciled to results and total assets and total liabilities of the Group as follows:

Continuing operations Revenue	Unaudited Six months ended 30th June	
	2020 HK\$'000	2019 HK\$'000 (restated)
Reportable segment revenue	1,023,567	939,830
Elimination of intersegment revenue	(12,535)	(17,034)
Revenue per condensed consolidated statement of profit or loss	1,011,032	922,796
Discontinued operations Revenue	Unaudited Six months ended 30th June	
	2020 HK\$'000	2019 HK\$'000 (restated)
Reportable segment revenue	166,610	430,523
Elimination of intersegment revenue	-	(272)
Revenue per analysis of results from discontinued operations (Note 12(a)(i))	166,610	430,251

Intersegment revenue is charged at cost plus a percentage of profit mark-up.

# NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

## 6 Revenue and Segment Information (Cont'd)

### (b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities (Cont'd)

Reportable segment revenue, profit or loss, assets and liabilities are reconciled to results and total assets and total liabilities of the Group as follows: (Cont'd)

Continuing operations Profit or loss	Unaudited Six months ended 30th June	
	2020 HK\$'000	2019 HK\$'000 (restated)
Reportable segment profit	64,784	68,403
Unallocated amounts:		
Unallocated other income	2,837	2,477
Unallocated other loss, net	(3,121)	(1,396)
Unallocated depreciation	(5,128)	(4,457)
Share of results of associates	(18,592)	(6,185)
Finance costs	(6,050)	(13,839)
Unallocated corporate expenses	(23,421)	(24,783)
Profit before income tax per condensed consolidated statement of profit or loss	11,309	20,220
Discontinued operations Profit or loss	Unaudited Six months ended 30th June	
	2020 HK\$'000	2019 HK\$'000 (restated)
Reportable segment profit	8,649	127,717
Unallocated amounts:		
Unallocated other income	317	560
Unallocated other loss, net	(381)	(3,487)
Unallocated depreciation	(91)	(273)
Finance costs	(8)	(28)
Unallocated corporate expenses	(28,254)	(82,167)
(Loss)/Profit before income tax per analysis of results from discontinued operations (Note 12(a)(i))	(19,768)	42,322
Assets	Unaudited 30th June 2020	
	2020 HK\$'000	Audited 31st December 2019 HK\$'000
Reportable segment assets	655,692	1,923,559
Unallocated assets:		
Interests in associates	1,812,968	19,625
Deferred income tax assets	109	16,341
Tax recoverable	-	1,660
Restricted bank deposits	-	556
Bank balances and cash	430,844	456,058
Unallocated corporate assets	374,152	380,793
Total assets per condensed consolidated statement of financial position	3,273,765	2,798,592

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 6 Revenue and Segment Information (Cont'd)

#### (b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities (Cont'd)

Reportable segment revenue, profit or loss, assets and liabilities are reconciled to results and total assets and total liabilities of the Group as follows: (Cont'd)

<b>Liabilities</b>	<b>Unaudited 30th June 2020 HK\$'000</b>	Audited 31st December 2019 HK\$'000
Reportable segment liabilities	<b>545,190</b>	715,140
Unallocated liabilities:		
Current income tax liabilities	<b>161,445</b>	25,352
Deferred income tax liabilities	<b>239,248</b>	78,299
Unallocated corporate liabilities	<b>237,680</b>	527,019
Total liabilities per condensed consolidated statement of financial position	<b>1,183,563</b>	1,345,810

The following table sets out information about the geographical segment location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the services were provided or the goods were delivered.

<b>Place of domicile</b>	<b>Revenue from external customers</b>			
	<b>Unaudited</b>			
	<b>Six months ended 30th June</b>			
	<b>Continuing operations</b>		<b>Discontinued operations</b>	
	<b>2020</b>	2019	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000	<b>HK\$'000</b>	HK\$'000
		(restated)		(restated)
Hong Kong	<b>925,621</b>	864,287	-	-
United States of America ("US")	-	-	<b>166,610</b>	430,251
Mainland China	<b>1,769</b>	1,969	-	-
Macau	<b>27,733</b>	12,951	-	-
Taiwan	<b>5,907</b>	10,092	-	-
Thailand	<b>50,002</b>	33,497	-	-
	<b>1,011,032</b>	922,796	<b>166,610</b>	430,251

#### Information about major customers from continuing operations

The Group's has one customer with whom transaction exceeded 10% of the Group's revenue amounted to approximately HK\$136,735,000 from continuing operations (six months ended 30th June 2019: Nil).

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 6 Revenue and Segment Information (Cont'd)

#### (b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities (Cont'd)

The following table sets out information about the geographical segment location of the Group's non-current assets (other than financial instruments and deferred income tax assets). The geographical location of the specified non-current assets is based on the physical location of the asset in the case of property, plant and equipment and investment properties, the location of the operations to which they are allocated in the case of the intangible assets and goodwill, and the location of operations in the case of interests in associates.

Place of domicile	Specified non-current assets	
	Unaudited 30th June 2020 HK\$'000	Audited 31st December 2019 HK\$'000
Hong Kong	356,116	355,956
US	1,796,041	871,823
Russia	-	8,789
Ukraine	-	5,925
Poland	-	3,716
Singapore	16,168	18,881
Mainland China	447	330
Macau	2,153	2,488
Taiwan	761	3
Thailand	449	585
Serbia	-	2,583
	<b>2,172,135</b>	<b>1,271,079</b>

#### (c) Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services over time and at a point in time, details of the Group's timing of revenue recognition were as follow:

Timing of revenue recognition	Unaudited Six months ended 30th June			
	Continuing operations		Discontinued operations	
	2020 HK\$'000	2019 HK\$'000 (restated)	2020 HK\$'000	2019 HK\$'000 (restated)
At a point in time	628,975	566,868	-	-
Over time	382,057	355,928	166,610	430,251
Revenue from external customers	<b>1,011,032</b>	922,796	<b>166,610</b>	430,251

Revenue relates to performance obligation for continuing operations that are unsatisfied as at 30th June 2020 amounted to approximately HK\$1,073,519,000 (As at 30th June 2019 (restated): HK\$923,454,000) are expected to be recognised with one to five years.

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 7 Other Income

	Unaudited Six months ended 30th June	
	2020 HK\$'000	2019 HK\$'000 (restated)
<b>Continuing operations</b>		
Interest on bank deposits	367	291
Rental income from investment properties	2,121	2,124
Others	575	669
	<b>3,063</b>	<b>3,084</b>

### 8 Other Loss, Net

	Unaudited Six months ended 30th June	
	2020 HK\$'000	2019 HK\$'000 (restated)
<b>Continuing operations</b>		
Loss on disposal of property, plant and equipment	-	(5)
Fair value loss on contingent consideration payable	-	(921)
Exchange loss, net	(2,088)	(470)
Waiver of intercompany balances from Disposal group	(1,033)	-
	<b>(3,121)</b>	<b>(1,396)</b>

### 9 Finance Income

Finance income represents accretion of discount recognised upon initial recognition of finance lease receivables to their fair values.

### 10 Profit Before Income Tax

	Unaudited Six months ended 30th June	
	2020 HK\$'000	2019 HK\$'000 (restated)
<b>Continuing operations</b>		
Profit before income tax is arrived at after charging/(crediting):		
Depreciation:		
Property, plant and equipment – owned assets	8,010	7,476
Property, plant and equipment – right-of-use assets	2,874	2,090
Provision for impairment of trade receivables	1,509	775
Reversal of provision for impairment of trade receivables	(1)	(1,658)
Staff costs	220,684	222,727

# NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

## 11 Income Tax Expense

	Unaudited Six months ended 30th June	
	2020 HK\$'000	2019 HK\$'000 (restated)
<b>Continuing operations</b>		
Current taxation:		
Hong Kong profits tax (Note (i))	6,573	7,734
Overseas taxation	626	494
Overseas withholding tax (Note (ii))	13,117	-
	<b>20,316</b>	8,228
Deferred taxation:		
Current period	602	588
Income tax expense	<b>20,918</b>	8,816

Notes:

- (i) Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying entities will be taxed at 8.25%, and the profits above HK\$2 million will be taxed at 16.5%. The profits of entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at 16.5%. For the six months ended 30th June 2020 and 2019, Hong Kong profits tax of a subsidiary of the Company is calculated in accordance with the two-tiered profits tax rates regime.
- (ii) Pursuant to the US Foreign Account Tax Compliance Act, a tax law enacted in the US, a 30% withholding tax is levied on interest income received by a non-US resident from a US resident. The Group is liable to withholding tax on the interest income received in cash by a non-US subsidiary from the US subsidiary during the six months ended 30th June 2020 (Six months ended 30th June 2019: Nil).

## 12 Discontinued operations

On 13th November 2019, the Company, Grid Dynamics, ChaSerg Technology Acquisition Corp. ("ChaSerg"), CS Merger Sub 1 Inc. ("Merger Sub 1") and CS Merger Sub 2 LLC ("Merger Sub 2") entered into a conditional merger agreement (the "Merger Agreement"). The transactions contemplated under the Merger Agreement involve the acquisition of Grid Dynamics by ChaSerg, a special purpose acquisition company the shares of which are listed on The NASDAQ Stock Market LLC ("Nasdaq") through the two-step mergers between Grid Dynamics and the wholly-owned subsidiaries of ChaSerg, Merger Sub 1 and Merger Sub 2 (the "Mergers"). The Mergers are effectively an injection of Grid Dynamics in exchange for cash and equity interests in ChaSerg and thereby effecting the separate listing of Grid Dynamics on Nasdaq.

On 5th March 2020, all the conditions precedent set out in the Merger Agreement have been fulfilled in accordance with the terms of the Merger Agreement (the "Completion"). Upon Completion, Grid Dynamics and its subsidiaries (the "Disposal Group") become wholly-owned subsidiaries of Grid Dynamics Holdings, Inc. ("GDH", formerly ChaSerg) (ticker symbol: GDYN). In connection with the Mergers, the Company through its wholly-owned subsidiary, GDD International Holding Company ("GDD") received cash consideration of approximately US\$93,820,000 (equivalent to approximately HK\$727,507,000) and 19,490,295 consideration shares of GDH, which represents approximately 38.3% of the issued share capital of GDH as at the date of Completion (the "Completion Date"). Accordingly, Grid Dynamics ceased to be a subsidiary of the Group (the "Disposal") and the Group's interest in GDH is treated as interests in an associate and accounted for using equity method.

Details of the Mergers are set out in the circular of the Company dated 31st December 2019 and the announcement of the Company dated 8th March 2020.

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 12 Discontinued operations (Cont'd)

The Disposal Group represents a significant geographical component of the Group's IT service segment, the results of the Disposal Group for the period from 1st January 2020 to the Completion Date are presented for as discontinued operations in the condensed consolidated statement of profit or loss for the six months ended 30th June 2020. The comparative figures in the condensed consolidated statement of profit or loss has been restated. Details of the assets and liabilities disposed of and calculation of gain on disposal are disclosed in Note 31.

#### (a) Analysis of results from discontinued operations

The results of the discontinued operations included in the condensed consolidated statement of profit or loss and the cash flows are set out below.

##### (i) Profit for the period from discontinued operations:

	<b>Unaudited Period from 1st January 2020 to 5th March 2020 HK\$'000</b>	Six months ended 30th June 2019 HK\$'000
Revenue	<b>166,610</b>	430,251
Cost of services rendered	<b>(121,503)</b>	(266,188)
Other income	<b>615</b>	572
Other loss, net	<b>(381)</b>	(3,487)
Selling expenses	<b>(20,185)</b>	(36,358)
Administrative expenses	<b>(44,916)</b>	(82,440)
Finance costs	<b>(8)</b>	(28)
(Loss)/Profit before income tax	<b>(19,768)</b>	42,322
Income tax credit/(expense)	<b>18,147</b>	(10,148)
(Loss)/Profit for the period	<b>(1,621)</b>	32,174
Gain on disposal of the Disposal Group (Note 31)	<b>1,109,585</b>	–
Current income tax expense arising from the Disposal (Note (a))	<b>(154,432)</b>	–
Deferred tax expense arising from the Disposal (Note (b))	<b>(182,878)</b>	–
Profit for the period from discontinued operations	<b>770,654</b>	32,174

Notes:

- (a) Current income tax expense arising from the Disposal of HK\$154,432,000 relates to US tax on assessable profit of GDD which includes the cash consideration of HK\$727,507,000. Such tax is calculated based on US federal tax rate at 21% and various US states tax at an average tax rate of 6%.
- (b) Deferred tax expense arising from the Disposal of approximately HK\$182,878,000 relates to the deferred capital gain on the consideration shares received from the Disposal.

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 12 Discontinued operations (Cont'd)

#### (a) Analysis of results from discontinued operations (Cont'd)

##### (ii) Cash flows for the period from discontinued operations:

	<b>Unaudited</b>	
	<b>Period from</b>	Six months
	<b>1st January</b>	ended
	<b>2020 to</b>	30th June
	<b>5th March</b>	2019
	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000
Net cash inflow from operating activities	<b>2,562</b>	76,846
Net cash outflow from investing activities	<b>(5,122)</b>	(9,804)
Net cash (outflow)/inflow from financing activities	<b>(99)</b>	114,044
Net cash (outflow)/inflow	<b>(2,659)</b>	181,086

#### (b) (Loss)/Profit before income tax from discontinued operations

	<b>Unaudited</b>	
	<b>Period from</b>	Six months
	<b>1st January</b>	ended
	<b>2020 to</b>	30th June
	<b>5th March</b>	2019
	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000
(Loss)/Profit before income tax is arrived at after charging:		
Depreciation and amortisation:		
Property, plant and equipment – owned assets	<b>1,622</b>	4,707
Property, plant and equipment – right-of-use assets	<b>91</b>	273
Intangible assets (included in cost of services rendered)	<b>2,364</b>	7,513
Staff salaries and other benefits	<b>124,388</b>	288,648
Equity-settled share-based payment expenses	<b>10,848</b>	11,002
Staff retention bonus	<b>26,073</b>	9,768

### 13 Dividends

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th June</b>	
	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000
Dividend approved and paid during the period:		
Final dividend in respect of the year ended		
31st December 2019 of 3.0 HK cents per share	<b>24,819</b>	–
Special dividend of 7.3 HK cents per share	<b>60,394</b>	–
	<b>85,213</b>	–

The Directors did not recommend the payment of an interim dividend for the six months ended 30th June 2020 (six months ended 30th June 2019: Nil).

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 14 (Loss)/Earnings Per Share attributable to Equity Holders of the Company

The calculation of the basic and diluted (loss)/earnings per share attributable to equity holders of the Company is based on the following data:

	<b>Unaudited</b>	
	<b>Six months ended 30th June</b>	
	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000 (restated)
(Loss)/Profit attributable to equity holders of the Company		
– From continuing operations	<b>(9,609)</b>	11,404
– From discontinued operations	<b>770,810</b>	29,994
	<b>761,201</b>	41,398
	<b>Number of shares</b>	
	<b>2020</b>	2019
	<b>'000</b>	'000 (restated)
Weighted average number of ordinary shares for the purpose of basic earnings per share (Note (a))	<b>827,313</b>	805,224
Effect of dilutive potential ordinary shares		
– Share options (Note (b))	–	258
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<b>827,313</b>	805,482
	<b>Unaudited</b>	
	<b>Six months ended 30th June</b>	
	<b>2020</b>	2019
	<b>HK cents</b>	HK cents (restated)
Earnings per share from continuing and discontinued operations		
– Basic and diluted	<b>92.01</b>	5.14
(Loss)/Earnings per share from continuing operations		
– Basic and diluted	<b>(1.16)</b>	1.42
Earnings per share from discontinued operations		
– Basic and diluted	<b>93.17</b>	3.72

Notes:

(a) The 827,313,000 ordinary shares are derived from the weighted average number of ordinary shares in issue during the six months ended 30th June 2020.

The 805,224,000 ordinary shares are derived from the weighted average number of ordinary shares in issue during the six months ended 30th June 2019.

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 14 (Loss)/Earnings Per Share attributable to Equity Holders of the Company (Cont'd)

Notes: (Cont'd)

(b) The calculation of the diluted loss per share from continuing operations for the six months ended 30th June 2020 has not taken into account the effect of the share options of the Company as they are considered as anti-dilutive.

The calculation of the diluted earnings per share from continuing operations for the six months ended 30th June 2019 assumed the exercise of the share options of the Company granted in March and May 2012 and in December 2017, but not on the share options granted in March and April 2017 which are considered as anti-dilutive as the average market price of the ordinary shares of the Company is less than the exercise price of these share options.

(c) The calculation of the diluted (loss)/earnings per share from continuing operations for the six months ended 30th June 2019 and 2020 have not taken into account the effect of the conversion of the convertible bonds issued by the Company as they are considered as anti-dilutive.

(d) The calculation of the diluted earnings per share from discontinued operation for the six months ended 30th June 2019 and 2020 have not taken into account the effect of share options and convertible preferred shares of the Disposal Group as the effect was insignificant for the six months ended 30th June 2019 and they are considered as anti-dilutive for the six months ended 30th June 2020.

### 15 Property, Plant and Equipment

During the six months ended 30th June 2020, the additions of property, plant and equipment, mainly for computer and office equipment, furniture and fixtures and right-of-use assets, was approximately HK\$13,292,000 (six months ended 30th June 2019: HK\$17,536,000). Addition of right-of-use assets of approximately HK\$7,322,000 during the six months ended 30th June 2020 mainly included office premises (six months ended 30th June 2019: HK\$9,206,000).

During the six months ended 30th June 2020, there was no disposal of property, plant and equipment (six months ended 30th June 2019: disposal of property, plant and equipment of approximately HK\$6,000, resulting in a loss on disposal of approximately HK\$5,000).

The Group's land and buildings were stated at valuations made at 31st December 2019 less depreciation. The land and buildings were last revalued by an independent professional valuer at 31st December 2019 on market value basis which was determined by reference to market evidence of recent transactions for similar properties. As at 30th June 2020, the directors of the Company considered that the carrying amount of the Group's land and buildings did not differ significantly from their fair values.

As at 30th June 2020, if the land and buildings had not been revalued, they would have been included in the interim financial information at historical cost, less accumulated depreciation and amortisation with carrying amount of approximately HK\$34,936,000 (31st December 2019: HK\$35,969,000).

As at 30th June 2020, the Group had pledged land and buildings with carrying amount of approximately HK\$168,087,000 (31st December 2019: HK\$171,200,000) to secure Group's bank borrowings as disclosed in Note 24.

### 16 Investment Properties

The investment properties of the Group were last revalued at 31st December 2019 by an independent professional valuer on market value basis which was determined by reference to market evidence of recent transactions for similar properties.

As at 30th June 2020, the directors of the Company considered that the carrying amount of the Group's investment properties which are carried at revalued amounts did not differ significantly from their fair values.

As at 30th June 2020, the Group had pledged investment properties with carrying amount of HK\$55,800,000 (31st December 2019: HK\$55,800,000) to secure Group's bank borrowing as disclosed in Note 24.

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 17 Intangible Assets

As at 30th June 2020, intangible assets comprised of development costs (31st December 2019: technical know-how, customer relationships and development costs).

During the six months period ended 30th June 2020, additions to development costs for clearly-defined projects that will be recovered through future commercial activity was approximately HK\$3,587,000 (six months ended 30th June 2019: HK\$5,026,000).

During the six months period ended 30th June 2020, intangible assets include development costs, technical know-how and customer relationship with carrying amounts of approximately HK\$9,035,000, HK\$Nil and HK\$98,928,000, respectively, were derecognised as a result of the Disposal. For details, please refer to Notes 12 and 31.

### 18 Interests in Associates

	Unaudited 30th June 2020 HK\$'000	Audited 31st December 2019 HK\$'000
At beginning of the period/year	19,625	27,662
Acquisition of an associate (Note 31)	1,813,591	-
Share of results of associates	(18,592)	(8,287)
Share of other comprehensive (loss)/income of associates	(972)	193
Dividends received	-	(154)
Exchange realignment	(684)	211
	<b>1,812,968</b>	<b>19,625</b>

### 19 Trade Receivables

The Group has granted credit to substantially all of its customers for 30 days and has credit control procedures to minimise credit risk. Overdue balances are reviewed regularly by senior management.

	Unaudited 30th June 2020 HK\$'000	Audited 31st December 2019 HK\$'000
Trade receivables – gross	195,582	346,377
Less: ECL allowance	(3,666)	(2,158)
Trade receivables – net	<b>191,916</b>	<b>344,219</b>

An ageing analysis of the gross trade receivables as at the reporting date, based on the invoice dates, is as follows:

	Unaudited 30th June 2020 HK\$'000	Audited 31st December 2019 HK\$'000
0 – 30 days	85,409	160,655
31 – 60 days	42,957	79,678
61 – 90 days	27,955	69,664
Over 90 days	39,261	36,380
	<b>195,582</b>	<b>346,377</b>

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 20 Other Receivables, Deposits and Prepayments

	Unaudited 30th June 2020 HK\$'000	Audited 31st December 2019 HK\$'000
Other receivables	2,971	9,234
Deposits	4,566	5,715
Prepayments	11,140	44,157
Amount due from ultimate holding company	771	832
Amount due from an immediate holding company	408	1,836
Amount due from an associate	2,238	9,193
Other receivables, deposits and prepayments – gross	22,094	70,967
Less: ECL allowance	(771)	(832)
Other receivables, deposits and prepayments – net	21,323	70,135

### 21 Restricted Bank Deposits

As at 30th June 2020, the Group had no restricted bank deposit (31st December 2019: HK\$556,000) pledged to secure the performance bonds of the Group.

### 22 Trade Payables

An ageing analysis of the trade payables as at the reporting date, based on payment due date, is as follows:

	Unaudited 30th June 2020 HK\$'000	Audited 31st December 2019 HK\$'000
Current	150,711	228,233
Within 30 days	49,991	74,101
31 – 60 days	3,665	21,428
61 – 90 days	3,389	8,978
Over 90 days	16,493	27,542
	224,249	360,282

### 23 Other Payables and Accruals

	Unaudited 30th June 2020 HK\$'000	Audited 31st December 2019 HK\$'000
Other payables	7,402	15,765
Accruals	175,372	167,232
Amount due to ultimate holding company	1,173	1,189
Amounts due to associates	98	426
Amount due to a fellow subsidiary	40	–
	184,085	184,612

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 24 Borrowings

	Unaudited 30th June 2020 HK\$'000	Audited 31st December 2019 HK\$'000
<b>Current</b>		
Bank borrowings, secured (Note (i))	168,370	191,113
Convertible bonds (Note (ii))	-	248,657
	<b>168,370</b>	<b>439,770</b>

Notes:

#### (i) Bank borrowings, secured

The Group's bank borrowings are repayable as follows:

	Unaudited 30th June 2020 HK\$'000	Audited 31st December 2019 HK\$'000
Within one year or on demand	168,370	191,113

The bank borrowings are repayable by 60 equal monthly instalments commencing from 29th March 2019 and bears interest at floating interest rate. The bank borrowings are denominated in Hong Kong dollars ("HKD") with an effective interest rate of 3.10% (31st December 2019: 4.82%) per annum as at 30th June 2020.

As at 30th June 2020, the bank borrowings are secured by the followings:

- (1) the legal charges over the Group's land and buildings with carrying amount of approximately HK\$168,087,000 (31st December 2019: HK\$171,200,000) (Note 15);
- (2) the legal charges over the Group's investment properties with carrying amount of HK\$55,800,000 (31st December 2019: HK\$55,800,000) (Note 16);
- (3) the guarantee given by the Company and certain subsidiaries of the Group up to a limit of HK\$250,000,000 (31st December 2019: HK\$250,000,000);
- (4) assignment of rental and sales proceeds from the Group's land and buildings and investment properties;
- (5) assignment of insurance of all insurance policies (other than third party liabilities and public liabilities) over the Group's land and buildings and investment properties.

The banking facilities of term loan is subject to the fulfilment of certain financial and non-financial covenants relating to certain subsidiaries of the Group, which are commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants, the drawn down facilities would become repayable on demand.

The Group regularly monitors its compliance with these covenants, is up to the date with the scheduled repayments of the loans and does not consider it probable that the banks will exercise its discretion to demand repayment for so long as the Group continues to meet these requirements.

Subject to repayment on demand clauses which can be exercised at the banks' sole discretion, the above bank borrowings are classified as current liabilities as at 30th June 2020 and 31st December 2019.

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 24 Borrowings (Cont'd)

Notes: (Cont'd)

#### (ii) Convertible bonds

On 21st March 2017, the Company issued HKD denominated zero coupon convertible bonds of a principal amount of HK\$350,000,000 (the "Convertible Bonds").

The Convertible Bonds are convertible during the period commencing from the 90th day after the date of issue of the Convertible Bonds and ending on the 5th business day prior to the maturity date of the Convertible Bonds on 21st March 2020 (the "Maturity Date"). Unless previously purchased or converted for Conversion Shares, the Company shall on the Maturity Date redeem the outstanding principal amount of the Convertible Bonds together with the accrued return of 3% internal rate of return per annum.

As at 31st December 2019, Convertible Bonds with principal amount of HK\$230,000,000 and related accrued interest of HK\$18,657,000 remains outstanding.

On 23rd March 2020 (the next following business day of the Maturity Date), the Company has fully redeemed the outstanding principal amount of the Convertible Bonds of HK\$230,000,000 with accrued interests.

The movement of the liability component of the Convertible Bonds recognised in the condensed consolidated statement of financial position is calculated as follows:

	Unaudited HK\$'000
At 1st January 2020	248,657
Imputed interest expense	2,043
Payment for redemption	(250,700)
<b>At 30th June 2020</b>	<b>-</b>

### 25 Share Capital

	Number of shares '000	Amount HK\$'000
<b>Ordinary shares of HK\$0.10 each</b>		
<b>Authorised:</b>		
<b>At 31st December 2019 and 30th June 2020</b>	2,000,000	200,000
<b>Issued and fully paid:</b>		
<b>At 1st January 2019</b>	805,224	80,522
Issue of ordinary shares upon exercise of share options	111	11
Issue of ordinary shares upon conversion of convertible bonds	21,978	2,198
<b>At 31st December 2019 and 30th June 2020</b>	<b>827,313</b>	<b>82,731</b>

All the shares in issued during the period/year rank pari passu with the then existing shares of the Company in all respects.

# NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

## 26 Contingent Liabilities

As at 30th June 2020, the Group had no restricted bank deposit (31st December 2019: HK\$556,000) held as security for performance bonds. As at 30th June 2020, performance bonds of approximately HK\$82,539,000 (31st December 2019: HK\$85,878,000) have been issued by the bank on behalf of the Group to customers as security of contracts.

## 27 Pledge of Assets

As at 30th June 2020, the Group's land and buildings with carrying amount of approximately HK\$168,087,000 (31st December 2019: HK\$171,200,000) (Note 15) and investment properties with carrying amount of HK\$55,800,000 (31st December 2019: HK\$55,800,000) (Note 16) were pledged to secure the Group's bank borrowings.

As at 30th June 2020, the Group had no restricted bank deposit (31st December 2019: HK\$556,000) (Note 21) were pledged to secure the performance bonds of the Group.

## 28 Capital Commitments

As at 30th June 2020, the Group had contracted capital commitment of approximately HK\$360,000 (31st December 2019: HK\$240,000) for acquisition of property, plant and equipment and approximately HK\$10,407,000 (31st December 2019: HK\$10,596,000) for capital expenditure of equity investment, respectively.

## 29 Seasonality

Sales of products and the provision of related services are not subject to obvious seasonal factors.

## 30 Related Party Transactions

As at 30th June 2020, Teamsun Technology (HK) Limited owns 55.03% of the Company's issued shares (31st December 2019: 55.03%). The remaining 44.97% of the Company's issued shares (31st December 2019: 44.97%) were widely held. The ultimate holding company of the Company is Beijing Teamsun Technology Co., Ltd.

(a) During the period, the Group had the following transactions with related parties:

Nature of transactions	Unaudited Six months ended 30th June	
	2020 HK\$'000	2019 HK\$'000
<b>Fellow subsidiary:</b>		
Service fee charged to the Group	40	-
<b>The associates:</b>		
Sales by the Group	-	2,034
Purchases by the Group	3,265	5,840
Other income charged by the Group	32	48
Rental income charged by the Group	191	188

Sales and purchase of the goods and services are transacted at normal commercial terms that are consistently applied to all customers and vendors.

(b) The remuneration of key management personnel for the six months ended 30th June 2020 amounted to approximately HK\$4,874,000 (six months ended 30th June 2019: HK\$3,061,000)

## NOTES TO THE INTERIM FINANCIAL INFORMATION (Cont'd)

For the six months ended 30th June 2020

### 31 Disposal of subsidiaries

Following the Completion as set out in Note 12, Grid Dynamics and its subsidiaries ceased to be subsidiaries of the Company. The following summarises the net assets of the Disposal Group at Completion Date and gain on disposal of subsidiaries:

	Unaudited HK\$'000
Property, plant and equipment	18,820
Intangible assets	107,963
Goodwill	763,394
Deferred income tax assets	36,959
Trade receivables	157,916
Other receivables, deposits and prepayments	44,351
Contract assets	6,974
Tax recoverable	2,561
Bank balances and cash	324,658
Lease liabilities	(967)
Financial liabilities at FVTPL	(61,471)
Other payables and accruals	(93,120)
Current income tax liabilities	(6,554)
Deferred income tax liabilities	(21,954)
Net assets disposed of	<u>1,279,530</u>
	<b>Unaudited HK\$'000</b>

#### Gain on disposal of the Disposal Group:

Consideration:	
Cash consideration	727,507
Share consideration (Note)	1,813,591
	<u>2,541,098</u>
Net assets of the Disposal Group	(1,279,530)
Non-controlling interests	47,354
Release of translation reserve of the Disposal Group	(3,413)
Derecognition of financial liabilities at FVTPL	10,865
Transaction costs directly attributable to the Disposal	(206,789)
Gain on disposal of the Disposal Group	<u>1,109,585</u>

Note:

The share consideration represents 19,490,295 shares in GDH. The amount was determined with reference to the share price quote of US\$12 as at 5th March 2020.

The gain on disposal of the Disposal Group is included in the profit for the period from discontinued operations in the condensed consolidated statement of profit or loss as set out in Note 12.

	Unaudited HK\$'000
<b>Analysis of the cash flows in respect of the Disposal is as follows:</b>	
Cash consideration	727,507
Cash and cash equivalents disposed of	(324,658)
Transaction costs directly attributable to the Disposal (Note)	(118,563)
Net cash and cash equivalents inflow in respect of the Disposal	<u>284,286</u>

Note:

As at 30th June 2020, transaction costs directly attributable to the Disposal amounted to HK\$88,226,000 remains unsettled and included in accruals under other payables.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Financial Results

For the six months ended 30th June 2020, total revenue of the Group's continuing operation was HK\$1,011.0 million, representing a 9.6% increase from the corresponding period last year, in which product sales was increased by 8.2% to HK\$543.1 million and service revenue was increased by 11.1% to HK\$467.9 million. In addition, product sales and service revenue contributed 53.7% and 46.3% to total revenue of continuing operation respectively, compared to 54.4% and 45.6% for the corresponding period last year.

For the six months ended 30th June 2020, commercial and public sector sales contributed 42.8% and 57.2% to total revenue of continuing operation respectively, compared to 47.2% and 52.8% for the corresponding period last year.

Gross profit of continuing operation for the six months ended 30th June 2020 was HK\$103.9 million, a slight decrease of HK\$2.8 million or 2.7% compared with the same period last year.

During the period under review, the Group recorded a profit attributable to the Company's equity holders of HK\$761.2 million, an increase of 17.4 times compared to last period of HK\$41.4 million. The increase was mainly due to the gain of disposal of Grid Dynamics International, Inc. ("Grid Dynamics") and its subsidiaries. The one-off gain was approximately HK\$772.3 million after deducting the transaction costs, related current and related deferred income tax.

For the six months ended 30th June 2020, orders newly secured by the Group's continuing operation amounted to approximately HK\$973.0 million. As at 30th June 2020, the Group's order book balance of continuing operation was approximately HK\$1,073.5 million. The Group's net cash stood at approximately HK\$430.8 million with a working capital ratio of 1.17:1. The Group maintained a healthy financial position. As at 30th June 2020, the outstanding borrowings amounted to HK\$168.4 million.

## Business Review

The Group's business covers the Asia Pacific region, the United States and Europe. Encountered with the impact brought by the Novel Coronavirus ("COVID-19") outbreak on the global economy, the Group's operation is inevitably affected.

The Group's profit for the period was HK\$761.0 million, representing an increase of 16.5 times compared with the corresponding period last year. The increase in profit for the period was driven by a one-off gain of the disposal of Grid Dynamics, and subsequently listed on NASDAQ under Grid Dynamics Holdings, Inc. ("GDH").

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

### Business Review (Cont'd)

#### Business in Hong Kong and Asia Pacific

As the core business of the Group, the Asia Pacific region (including its Asia Pacific subsidiaries in and outside of Hong Kong), recorded its revenue, gross profit and adjusted EBITDA of HK\$1,011.0 million, HK\$103.9 million and HK\$51.0 million respectively, remaining at a relatively stable level compared with the corresponding period last year.

The COVID-19 pandemic has impacted Hong Kong's economy, resulting in economic volatility and thus intensifying market competition. Customers across various industries have been affected to different extents, meanwhile, it has also accelerated the digital transformation of various industries. By virtue of its solid competitive advantages, the three core businesses of the Asia Pacific region have remained relatively stable compared with the corresponding period last year. During the period, orders newly secured of the three core businesses of the Asia Pacific region reached HK\$825.1 million, with an increase of 7.9% compared to the corresponding period last year. The Group has received several major projects during this time, which reflects its impressive performance in response to the challenges of the COVID-19 pandemic and its remarkable results in reinforcing digital transformation.

#### Innovative Solutions Business

Innovative Solutions Business delivered the most outstanding performance when compared with the other two core businesses during the review period, with overall service orders newly secured recording a growth of 31.8%. Service revenue was HK\$149.5 million, with a significant year-on-year increase of 29.9%.

Under the pandemic, the demand of government and private enterprises toward technologies is rapidly changing. By virtue of the Group's professional, large-scale and stable development team, as well as possessing leading technologies that are much needed on the market, such as cloud computing and artificial intelligence, as well as our diversified delivery models, such as agile development and DevOps, the Group has successfully and efficiently fulfilled the needs of our customers. In addition, in terms of accelerating the application of innovative technologies, the Group has expanded the talent pool of overseas technical personnel in the first half of the year, further enhancing our delivery models and improving the quality of our services.

During the period, with the help of our leading technologies and sufficient resources, the Group has successfully deployed manpower at a tight timeframe, in order to provide support to various government departments for the epidemic monitoring system, which is aimed at assisting the government and the public in fighting the pandemic. In addition, the Group continued to receive numerous service projects under the "Standing Offer Agreement for Quality Professional Services 4" category, and remains at the first position in the market share. In the healthcare sector, the Group has assisted a healthcare authority to upgrade their management system for clinical medical services in Hong Kong, aiming to promote community health.

# MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

## Business Review (Cont'd)

### Intelligent Cybersecurity Services Business

Service orders newly secured in this business performed steadily, with service revenue recorded HK\$72.0 million for the period, with a significant year-on-year increase of 20.7%.

New trends such as home office, mobile office, migration of applications to different cloud environments, diversified network structures, 5G mobile communication technology and DevSecOps have made corporate networking and security management more complicated, and have driven to the significant increase in new cyberattack methods. This is in addition to a shortage of local cybersecurity professionals. Being one of the top three local security service providers equipped with abilities and experience, the Group is therefore able to meet the relevant new demands. During the period, the performance of the financial industry was particularly remarkable.

During the first six months of 2020, the Group has successfully provided SD-WAN (Software-Defined Wide Area Network), a new and secure network technology, for a renowned multinational enterprise in Hong Kong. Moreover, the Group received large-scale Wi-Fi 6 projects from two prestigious universities, thereby laying the foundation in creating smart campus for the aforementioned universities.

### Integrated Managed Services Business

During the period, service orders newly secured levels in this business are similar to the corresponding period last year, recording a service revenue of HK\$217.9 million, achieving a slight increase of 2.2% when compared to the same period last year.

The Group continued to expand its IT managed service support capability from frontend to backend, with its advantage lying in human resources, ITSM processes and technologies.

The Group captured the demand for IT managed services and successfully secured orders from customers of different industries, which included the use of ITSM to assist a government department in providing centralized support for the IT operations of nearly 40 departments, and, with the trust from several financial institutions, the Group received managed service project orders from them in supporting the IT operations for 6,000 users.

During the period, the Group was awarded "Top Contribution Partner in FY20" by Red Hat, a well-known open-source software solution provider, recognizing the Group's outstanding performance in the market's emerging technology — cloud-native application automation (container technology and automation platform technology).

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

### New Businesses

#### Unified Operation Center (UOC)

In light of the pressing demands for digital transformation among various sectors, the Group launched its first Unified Operation Center (UOC) in Asia Pacific during May this year, and enhanced the UOC's core service's foundation under the partnership with Equinix, a global interconnection and world-class data center company. Located at the Group's Hong Kong headquarters, the UOC is an omni-channel and cloud-based service platform. The UOC not only unifies the Group's three core business advantages, but also combines its extensive experience in the industry. By providing unified IT services with "as-a-Service" new business operation model, the Group ultimately achieved "IT Operation as-a-Service" and assisted customers in managing costs more effectively and in boosting their businesses.

The market has responded well to this new service. The Group has secured orders from a multi-channel B2B trading platform company and an international non-profit aid agency within just two months after the launch of such service in the market, which demonstrated that the Group has adopted appropriate strategic directions and has effectively met the needs of the market.

#### Business in the United States and Europe

In 2020, the Group has achieved a new milestone in completing a merger. Grid Dynamics and its subsidiaries become wholly owned subsidiaries of GDH and successfully listed on NASDAQ (ticker symbol: GDYN). The closing price on the first day of listing was US\$12.0, with a market value of approximately US\$610.0 million (approximately HK\$4,730 million), and the Company's interest in GDH was 38.3%, thus marking a grandiose ending to the year-long-preparation leading to Grid Dynamics's listing plan. The Group has obtained a considerable amount of investment return through the listing of Grid Dynamics, which has greatly improved the Group's asset-liability structure. Since GDH is currently an associate of the Group, the results of GDH is included in the results of the Group as interests in an associate and accounted for using equity method.

It is worth mentioning that, under the impact of the pandemic on the retail industry, although GDH was facing pressure from the drop in share price after its listing, it was listed in the U.S. Equity Russell 2000 Index on 29th June 2020, which serves as a recognition of GDH's technological capabilities and long-term development. This is also expected to further enhance its reputation and expand its shareholder base. Certainly, considering the continuous geopolitical influences and the uncertainty in economic prospects, the Company will adhere to prudent principles and will continue to closely assess GDH's investment value in the Group's books.

Under the influence of the epidemic situation in the United States, GDH's retail business suffered a significant drop in the second quarter this year, the revenue and adjusted EBITDA for the first six months (as disclosed in GDH's Form 10-Q for the quarter period ended 30th June 2020) recorded a decrease of 0.14% and 57.3% respectively.

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

### New Businesses (Cont'd)

#### Business in the United States and Europe (Cont'd)

Within the range of the Group's consolidated statements, taking into account the effect of reduction of contribution of Grid Dynamics's result to be included in the Group's profit from 100% full consolidation to 38.3% shared of GDH's results by the Group, the Group recorded a decrease in contribution from Grid Dynamics and GDH for the six months ended 30th June 2020 of approximately HK\$41 million compared to the corresponding period last year, the decrease was mainly attributable to (i) the impact of COVID-19 on the decrease in GDH's daily operating results; and (ii) over 200% increase in the costs on share incentives arising from the new share option scheme launched by GDH. Even though in the capital market, such non-cash costs are usually assessed separately from the core business, the Company is still required to make accounting adjustment in accordance with the HKFRS and to bear the costs in proportion to shareholding.

However, the Group also discovered that, the "new normal" has increased the market demand for cloud technology, thereby driving GDH to achieve outstanding results in customer base expansion during the first half of the year: the revenue of non-retail industry had a year-on-year growth of 46% in the second quarter; among which, the IT industry accounted for 54% of revenue in the second quarter, representing a year-on-year growth of 52%, with Apple and Google gradually emerged as GDH's top 5 major customers. Meanwhile, the United States market has also shown signs of recovery since May this year, thus, the Group believes that the business of GDH will gradually be restored in the second half of this year.

### Outlook and Prospects

The Group has been closely monitoring the impact of the development of COVID-19 on its customers as well as the uncertainties brought by geopolitical tension, and improving its operational efficiency. The Group will also take appropriate contingency measures during the epidemic, in order to ensure the operations of the Group remain at a normal level besides striving to minimize the impact of COVID-19.

With respect to the Hong Kong and the Asia Pacific business, the Group expects that the impacts related to COVID-19 will surface in the next six months to one year. The listing of Grid Dynamics has contributed a considerable investment return to the Group, which enhanced the Group's resilience while supported the continuous development of its core business. The Group will continue to increase its investments in key development areas, including creating prototypes of new solutions such as IoT applications, and will continue to invest in UOC. The Group expects to introduce multiple application scenarios for its UOC services and accelerate the launch of its self-branded services with an innovative "as-a-Service" business model to meet the customers' needs for digital transformation. In addition, the Group will also leverage the advantages of its omni-channel cybersecurity and Security Operation Center Plus (SOC+) to continue monitoring the challenges encountered by customers in the region, with regard to network data brought by new trends of cloud computing, smart city and 5G while exploring business opportunities from within.

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

### Outlook and Prospects (Cont'd)

With respect to the United States and Europe business, despite the impact of the epidemic, the demand for cloud technology in the market under the “new normal” has significantly increased, not only benefited GDH in achieving impressive results in expanding its customer base in the first half of the year, but has also achieved almost 50% growth year-on-year in revenue from the non-retail industry during the second quarter, of which the technology industry accounted for more than half of the revenue in the second quarter, ranking first and represent an increase of 52% year-on-year. Since May this year, the United States market has shown signs of recovery and the Group believes that the GDH business will gradually recover in the second half of the year.

Overall, the Group will focus its business development in the Asia Pacific region as its main business line at the current stage, with the United States and Europe business as its auxiliary business line. As the largest shareholder of GDH, we believe that the complementarity and integration capabilities of the two business lines in terms of technology are critical. In the Asia Pacific region, the enhancement of high-value and professional service standards of integrated IT services, which is industry customer-based, is still driven by technological innovation and breakthroughs.

According to the estimation of the International Data Corporation (IDC), direct digital transformation investment from worldwide will record a compound annual growth rate (CAGR) of 17.5% from 2020 to 2023, with a market size of US\$7.4 trillion. Looking ahead, the Group believes that through the above measures, it can enhance its core capabilities, provide customers with higher quality services, and strengthen the Group's position as a professional and reliable information technology service provider in the region.

### Financial Resources and Liquidity

As at 30th June 2020, the Group's total assets of HK\$3,273.8 million were financed by current liabilities of HK\$940.5 million, non-current liabilities of HK\$243.1 million and equity attributable to equity holders of the Company of HK\$2,090.2 million. The Group had a working capital ratio of approximately 1.17:1.

As at 30th June 2020, the Group had an aggregate composite banking facility from banks of approximately HK\$362.8 million (31st December 2019: HK\$363.4 million). The Group had pledged land and buildings in an aggregate amount of HK\$168.1 million (31st December 2019: HK\$171.2 million), investment properties with a carrying amount of HK\$55.8 million (31st December 2019: HK\$55.8 million) to secure Group's bank borrowings. The Group had no restricted bank deposit (31st December 2019: HK\$0.6 million) pledged to secure the performance bonds of the Group. The performance bonds issued by the Group to customers as security of contracts were approximately HK\$82.5 million as at 30th June 2020 (31st December 2019: HK\$85.9 million). The Group's gearing ratio (total borrowings over equity attributable to equity holders of the Company) was 8.1% as at 30th June 2020 (31st December 2019: 31.3%).

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

### Material Acquisition and Disposal

Reference is made to the announcement of the Company dated 13th November 2019, the circular of the Company dated 31st December 2019 and the announcement of the Company dated 8th March 2020, respectively, in relation to, among other matters, very substantial disposal and very substantial acquisition in relation to the mergers and proposed spin-off and separate listing of Grid Dynamics and completion of disposal and spin-off of Grid Dynamics.

On 13th November 2019 (after trading hours), the Company, Grid Dynamics, ChaSerg, CS Merger Sub 1 Inc. ("Merger Sub 1") and CS Merger Sub 2 LLC ("Merger Sub 2") entered into the conditional merger agreement (the "Merger Agreement"). The transactions contemplated under the Merger Agreement involving the acquisition of Grid Dynamics by ChaSerg (a special purpose acquisition company the shares of which are listed on Nasdaq) through the two-step mergers (the "Mergers") between Grid Dynamics and the wholly-owned subsidiaries of ChaSerg, Merger Sub 1 and Merger Sub 2, are effectively an injection of Grid Dynamics in exchange for cash and equity interest in ChaSerg and thereby effecting the separate listing of Grid Dynamics on Nasdaq.

The shareholders of the Company approved the mergers and proposed spin-off in the special general meeting held on 22nd January 2020.

On 5th March 2020 (pacific time), all the conditions precedent set out in the Merger Agreement have been fulfilled in accordance with the terms of the Merger Agreement (the "Completion"). Upon Completion, Grid Dynamics has effectively become a wholly owned subsidiary of Grid Dynamics Holdings, Inc. ("GDH", formerly known as ChaSerg) and Grid Dynamics is effectively listed on Nasdaq (ticker symbol of GDH: GDYN). In connection with the Mergers, the Company received cash consideration of approximately USD93.8 million (equivalent to approximately HK\$727.5 million) which will predominantly be used to repay the relevant liabilities. Immediately upon Completion, the Company was interested in approximately 38.3% of the issued share capital of GDH as at the date of Completion, being the single largest shareholder of GDH, and was entitled to appoint up to two directors to the board of GDH. As Grid Dynamics is no longer a subsidiary of the Company, the Company will account for the results of GDH as an associate in the results of the Group.

Save as disclosed above, during the six months ended 30th June 2020, neither the Company nor any of its subsidiaries had material acquisition or disposal.

### Fund Raising Activities

#### Redemption of Convertible Bonds

Reference is made to the announcement of the Company dated 23rd March 2020 in relation to the full redemption of convertible bonds.

On 23rd March 2020, the maturity date of the convertible bonds, the Company has made full redemption of outstanding principal amount of the convertible bonds of HK\$230,000,000 with accrued interests. Subsequently, no convertible bonds were outstanding, and all redeemed convertible bonds were cancelled.

Save as disclosed above, during the six months ended 30th June 2020, there was no conversion or redemption of the convertible bonds.

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

### Treasury Policies

The Group generally financed its operations with internally generated resources and credit facilities provided by banks. Bank facilities available for the Group include trust receipt loans, clean import loans, overdrafts and term loans. The interest rates of most of them are fixed by reference to the respective countries' Interbank Offer Rate. The bank deposits are mainly denominated in Hong Kong dollars ("HKD") and United States dollars ("USD"). The bank borrowings are denominated in HKD.

### Foreign Exchange Exposure

The Group mainly earns revenue and incurs costs in HKD and USD. Foreign exchange exposure to USD of the Group will continue to be minimal as long as the policy of the Government of the Hong Kong Special Administrative Region to link HKD to USD remains in effect. There was no material exposure to fluctuations in exchange rates and therefore no related hedging financial instrument was applied during the six months ended 30th June 2020 (six months ended 30th June 2019: same).

### Contingent Liabilities

As at 30th June 2020, the Group had no restricted bank deposit held as security for performance bonds (31st December 2019: HK\$0.6 million). As at 30th June 2020, performance bonds of approximately HK\$82.5 million (31st December 2019: HK\$85.9 million) had been issued by the bank on behalf of the Group to customers as security of contracts.

### Capital Commitments

As at 30th June 2020, the Group had contracted capital commitment of approximately HK\$10.8 million (31st December 2019: HK\$10.8 million).

### Employee and Remuneration Policies

As at 30th June 2020, the Group, excluding its associates, employed 1,043 permanent and contract staff in Hong Kong, Mainland China, Taiwan, Macau and Thailand. The Group remunerates its employees based on their performance, working experience and the prevailing market conditions. Bonuses are granted on a discretionary basis. Other employee benefits include mandatory provident fund, insurance, medical coverage and share options scheme.

## ADDITIONAL INFORMATION

### Dividend

The Directors did not recommend the payment of an interim dividend for the six months ended 30th June 2020 (six months ended 30th June 2019: Nil).

### Directors' Interests in Shares and Underlying Shares

As at 30th June 2020, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which (a) 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 or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange ("Directors' Interests in Shares and Underlying Shares"), were as follows:

#### (a) Shares

Name of Company	Director	Personal interests	Family interests	Corporate interests	Other	Total	Approximate percentage of shareholding
Beijing Teamsun Technology Co., Ltd. ("Teamsun")	Wang Weihang	85,592,158	-	-	-	85,592,158	7.79%
	Cui Yong	360,100	-	-	-	360,100	0.03%

#### (b) Underlying shares

Name of Company	Director	Personal interests	Family interests	Corporate interests	Other	Total	Approximate percentage of shareholding
The Company	Wang Yueou	4,620,000 <sup>2</sup>	-	-	-	4,620,000	0.56%
	Cui Yong	1,320,000 <sup>2</sup>	-	-	-	1,320,000	0.16%
Grid Dynamics Holdings, Inc. ("GDH")	Wang Yueou	190,603 <sup>3</sup>	-	-	-	190,603	0.37%

Notes:

1. Mr. Li Wei resigned as a non-executive director of the Company on 31st March 2020.
2. Share options to acquire ordinary shares of the Company under a share option scheme adopted on 13th March 2017, further details of which are set out in section headed "Share Option Schemes" below.

## ADDITIONAL INFORMATION (Cont'd)

### Directors' Interests in Shares and Underlying Shares (Cont'd)

#### (b) Underlying shares (Cont'd)

Notes: (Cont'd)

- Share options to subscribe for shares of common stock of GDH under the equity incentive plan of GDH effective on 4th March 2020.

Save as mentioned above, as at 30th June 2020, none of the Directors and the chief executives of the Company had any Directors' Interests in Shares and Underlying Shares.

#### Substantial Shareholders

As at 30th June 2020, so far as was known to the Directors and chief executives of the Company, the following persons (other than Directors or chief executives of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO:

#### (a) Shares

Name of shareholder	Capacity	Nature	Number of ordinary shares of the Company held	Percentage of issued share capital
Teamsun Technology (HK) Limited ("Hong Kong Teamsun")	Beneficial owner	Long Position	455,268,915	55.03%
Teamsun	Interest of controlled corporation	Long Position	455,268,915 <sup>1</sup>	55.03%
Beijing International Trust Co., Ltd. ("Beijing Trust")	Trustee	Long Position	107,841,742 <sup>2</sup>	13.04%

Notes:

- Teamsun was interested in the entire issued share capital of Hong Kong Teamsun and was therefore deemed to be interested in the 455,268,915 shares of the Company in which Hong Kong Teamsun was interested.
- Beijing Trust held 107,841,742 shares, being the trustee of a unit trust of BOC – BJITIC Overseas Market Financing 016.

Save as mentioned above, as at 30th June 2020, there was no other person (other than the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company or the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register of interest required to be kept by the Company under Section 336 of the SFO.

## ADDITIONAL INFORMATION (Cont'd)

### Share Option Schemes

#### A. 2002 Share Option Scheme

The Company adopted a share option scheme (the “2002 Share Option Scheme”) on 8th August 2002 for the purpose of providing incentives and rewards to any employee and/or Director of the Company or any of its subsidiaries. The 2002 Share Option Scheme expired on 7th August 2012. As a result, the Company can no longer grant any further share options under the 2002 Share Option Scheme. However, all share options granted prior to 7th August 2012 will remain in full force and effect.

The following table discloses movements in the Company's share options under the 2002 Share Option Scheme during the period:

Participants	Date of grant	Exercise Period	Exercise Price HK\$	Number of Shares to be issued upon exercise of share options						
				At 1st January 2020	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	Adjusted during the period	At 30th June 2020
Other Employees	19.3.2012	19.3.2013 to 18.3.2022	0.704	557,100	-	-	-	-	-	557,100
	2.5.2012	2.5.2013 to 1.5.2022	0.728	170,228	-	-	-	-	-	170,228
<b>Total</b>				<b>727,328</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>727,328</b>

Notes:

1. All of the above share options were vested equally on each of the first, second and third anniversaries of the date of grant.
2. No Director held any share options under the 2002 Share Option Scheme for the six months ended 30th June 2020.
3. The weighted average closing price of the share of the Company immediately before the date on which the share options were exercised was not applicable.

#### B. 2017 Share Option Scheme

The Company adopted a new share option scheme (the “2017 Share Option Scheme”) on 13th March 2017 for the purpose of providing incentives or rewards to any eligible employee, executive or officer including directors of the Company and its subsidiaries for their contribution, to subscribe for ordinary shares of par value HK\$0.10 each of the Company. The period during which an option may be exercised will be determined by the Directors at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. The 2017 Share Option Scheme will expire on 12th March 2027.

## ADDITIONAL INFORMATION (Cont'd)

### Share Option Schemes (Cont'd)

#### B. 2017 Share Option Scheme (Cont'd)

The following table discloses movements in the Company's share options under the 2017 Share Option Scheme during the period:

Participants	Date of grant	Vesting Period and Exercise Period	Exercise Price HK\$	Number of Shares to be issued upon exercise of share options							At 30th June 2020
				At 1st January 2020	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	Adjusted during the period		
<b>Directors</b>											
Wang Yueou	31.3.2017	(Note 1)	0.970	4,620,000	-	-	-	-	-	-	4,620,000
Li Wei	31.3.2017	(Note 1)	0.970	907,500	-	-	(907,500) <sup>4</sup>	-	-	-	0
Cui Yong	31.3.2017	(Note 1)	0.970	1,320,000	-	-	-	-	-	-	1,320,000
<b>Other Employees</b>											
	31.3.2017	(Note 1)	0.970	16,209,600	-	-	-	-	-	-	16,209,600
	28.4.2017	(Note 1)	0.909	7,260,000	-	-	(7,260,000) <sup>5</sup>	-	-	-	0
	13.12.2017	(Note 1)	0.867	1,447,200	-	-	-	-	-	-	1,447,200
<b>Total</b>				<b>31,764,300</b>	<b>-</b>	<b>-</b>	<b>(8,167,500)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23,596,800</b>

Notes:

- On 31st March 2017, the Company granted share options to certain eligible participants under the 2017 Share Option Scheme to subscribe for a total of 19,140,000 shares of the Company at the exercise price of HK\$1.28. The share options are divided into four tranches, each of which consists of one fourth of the share options and is associated with performance targets within a specific financial period, the details of which are disclosed in the Company's announcement dated 31st March 2017.

On 28th April 2017, the Company granted share options to certain eligible participants under the 2017 Share Option Scheme to subscribe for a total of 6,500,000 shares of the Company at the exercise price of HK\$1.20. The share options are divided into four tranches, each of which consists of one fourth of the share options and is associated with performance targets within a specific financial period, the details of which are disclosed in the Company's announcement dated 28th April 2017.

On 13th December 2017, the Company granted share options to certain eligible participants under the 2017 Share Option Scheme to subscribe for a total of 1,388,000 shares of the Company at the exercise price of HK\$1.04. The share options are divided into four tranches, each of which consists of one fourth of the share options and is associated with performance targets within a specific financial period, the details of which are disclosed in the Company's announcement dated 13th December 2017.

## ADDITIONAL INFORMATION (Cont'd)

### Share Option Schemes (Cont'd)

#### B. 2017 Share Option Scheme (Cont'd)

Notes:

1. (Cont'd)

The vesting period and exercise period of each tranche of the share options granted on 31st March 2017, 28th April 2017 and 13th December 2017, respectively, are as follows:

Date of grant	Tranches	Vesting Period	Exercise Periods	Percentage of options of each tranche shall be exercisable
31.3.2017	First tranche	31.3.2017 to 1.4.2019	31.3.2017 to 30.3.2027	50%
			1.4.2018 to 30.3.2027	25%
			1.4.2019 to 30.3.2027	25%
	Second tranche	28.3.2018 to 1.4.2020	28.3.2018 to 30.3.2027	50%
1.4.2019 to 30.3.2027			25%	
1.4.2020 to 30.3.2027			25%	
Third tranche	20.3.2019 to 1.4.2021	20.3.2019 to 30.3.2027	50%	
		1.4.2020 to 30.3.2027	25%	
		1.4.2021 to 30.3.2027	25%	
Fourth tranche	25.3.2020 to 1.4.2022	25.3.2020 to 30.3.2027	50%	
		1.4.2021 to 30.3.2027	25%	
		1.4.2022 to 30.3.2027	25%	
28.4.2017	First tranche	1.6.2018 to 1.6.2020	1.6.2018 to 27.4.2027	50%
			1.6.2019 to 27.4.2027	25%
			1.6.2020 to 27.4.2027	25%
	Second tranche	1.6.2019 to 1.6.2021	1.6.2019 to 27.4.2027	50%
			1.6.2020 to 27.4.2027	25%
			1.6.2021 to 27.4.2027	25%
	Third tranche	1.6.2020 to 1.6.2022	1.6.2020 to 27.4.2027	50%
			1.6.2021 to 27.4.2027	25%
			1.6.2022 to 27.4.2027	25%
	Fourth tranche	1.6.2021 to 1.6.2023	1.6.2021 to 27.4.2027	50%
			1.6.2022 to 27.4.2027	25%
			1.6.2023 to 27.4.2027	25%
13.12.2017	First tranche	1.4.2019 to 1.4.2021	1.4.2019 to 12.12.2027	50%
			1.4.2020 to 12.12.2027	25%
			1.4.2021 to 12.12.2027	25%
	Second tranche	1.4.2020 to 1.4.2022	1.4.2020 to 12.12.2027	50%
			1.4.2021 to 12.12.2027	25%
			1.4.2022 to 12.12.2027	25%
	Third tranche	1.4.2021 to 1.4.2023	1.4.2021 to 12.12.2027	50%
			1.4.2022 to 12.12.2027	25%
			1.4.2023 to 12.12.2027	25%
	Fourth tranche	1.4.2022 to 1.4.2024	1.4.2022 to 12.12.2027	50%
			1.4.2023 to 12.12.2027	25%
			1.4.2024 to 12.12.2027	25%

## **ADDITIONAL INFORMATION (Cont'd)**

### **Share Option Schemes (Cont'd)**

#### **B. 2017 Share Option Scheme (Cont'd)**

Notes: (Cont'd)

2. The offer for a total number of 6,500,000 options was made to eligible participants, in which an offer of 1,000,000 options was not accepted by an eligible participant, pursuant to the 2017 Share Option Scheme, the offer of these options was automatically lapsed and became null and void.
3. The closing prices of the shares of the Company immediately before 31st March 2017, 28th April 2017 and 13th December 2017 on which the share options were granted under the 2017 Share Option Scheme were HK\$1.25, HK\$1.08 and HK\$0.90 per share of the Company, respectively.
4. Mr. Li Wei resigned as a non-executive director of the Company on 31st March 2020 and the outstanding share options which he was entitled to exercise had automatically lapsed according to the 2017 Share Option Scheme.
5. The disposal and spin-off of Grid Dynamics has completed on 5th March 2020 (pacific time) and Grid Dynamics is no longer a subsidiary of the Company. All outstanding share options which the employees of Grid Dynamics were entitled to exercise had automatically lapsed according to the 2017 Share Option Scheme.
6. During the six months ended 30th June 2020, the weighted average closing price of the share of the Company immediately before the date on which the share options were exercised was not applicable.

## **ADDITIONAL INFORMATION (Cont'd)**

### **Purchase, Sale or Redemption of Listed Securities**

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

### **Audit Committee**

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, risk management and internal control systems and financial reporting matters including the review of the unaudited interim results.

### **Update on Directors' Information**

Pursuant to Rule 13.51B(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), the change in information of Directors of the Company is set out below:

1. Mr. Pan Xinrong has been appointed as an independent director of Shanghai Bokesoft Information Co., Ltd.# in September 2019.
2. Mr. Wang Yueou resigned as a director of Teamsun in February 2020 and has been appointed as an director of Grid Dynamics Holdings, Inc. ("Grid Dynamics Holdings") in March 2020.
3. Mr. Wang Weihang has been appointed as an director of Grid Dynamics Holdings in March 2020. Mr. Wang has also been appointed as a member of the management committee of the Company ("Management Committee") on 31st March 2020.
4. Mr. Li Wei resigned as a director of Teamsun in January 2020. Besides, Mr. Li resigned as a non-executive director of the Company, a member of the audit committee of the Company, a member of the remuneration committee of the Company ("Remuneration Committee") and a member of the Management Committee with effect from 31st March 2020.
5. Mr. Deng Jianxin has been appointed as a member of the Remuneration Committee with effect from 31st March 2020.

### **Model Code for Securities Transactions by Directors of Listed Issuers**

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. The Company has made specific enquiry of all Directors regarding any non-compliance with the Model Code during the six months ended 30th June 2020, and they all confirmed that they have fully complied with the required standard set out in the Model Code.

## ADDITIONAL INFORMATION (Cont'd)

### Corporate Governance

The Company has complied with the Corporate Governance Code (the “Code”) set out in Appendix 14 to the Listing Rules throughout the accounting period for the six months ended 30th June 2020, except as noted below:

With respect to Code provision A.6.7, a non-executive Director and an independent non-executive director were unable to attend the annual general meeting of the Company held on 27th May 2020 due to other commitments.

*As at 26th August 2020, the Board comprises Mr. Wang Weihang and Mr. Wang Yueou being Executive Directors; Mr. Cui Yong being Non-Executive Director; and Mr. Pan Xinrong, Mr. Deng Jianxin and Ms. Or Siu Ching, Rerina being Independent Non-Executive Directors.*

*# For identification purpose only*