SUNeVision Holdings Ltd.
新意網集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*
*(於開曼群島註冊成立之有限公司)*

Stock Code 股份代號 : 1686


# 2024/25
# INTERIM REPORT
# 中期報告

The technology arm of Sun Hung Kai Properties Limited

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## FINANCIAL HIGHLIGHTS

| For the period | 1 Jul 24 – 31 Dec 24 HK$'000 | 1 Jan 24 – 30 Jun 24 HK$'000 | 1 Jul 23 – 31 Dec 23 HK$'000 | 1 Jan 23 – 30 Jun 23 HK$'000 |
|---|---|---|---|---|
| Revenue | **1,469,926** | 1,383,861 | 1,289,640 | 1,237,780 |
| Cost of sales | **(642,887)** | (652,042) | (607,103) | (547,599) |
| Gross profit | **827,039** | 731,819 | 682,537 | 690,181 |
| Other income | **8,636** | 8,073 | 11,676 | 5,197 |
| Gain on liquidation of a subsidiary | **–** | – | – | 15,525 |
| Operating expenditure * | **(84,038)** | (82,744) | (72,215) | (76,593) |
| Profit from operations | **751,637** | 657,148 | 621,998 | 634,310 |
| Finance costs | **(172,003)** | (115,534) | (104,106) | (70,612) |
| Profit before taxation | **579,634** | 541,614 | 517,892 | 563,698 |
| Income tax expense | **(95,640)** | (69,866) | (82,452) | (91,457) |
| **Profit for the period attributable to owners of the Company** | **483,994** | 471,748 | 435,440 | 472,241 |
| **EBITDA **** | | | | |
| Data centre business | **1,059,036** | 957,656 | 906,851 | 901,892 |
| ELV system business and unallocated corporate expenses | **(5,986)** | (8,072) | (7,379) | (14,949) |
| | **1,053,050** | 949,584 | 899,472 | 886,943 |

* Selling, general and administrative expenses
** Earnings before interest, tax, depreciation and amortisation

## FINANCIAL HIGHLIGHTS

*(in HK$ million, unless specified)*

| For the 6 months ended 31 December | 2023 | 2024 | % Change |
|---|---|---|---|
| Revenue | 1,290 | **1,470** | +14% |
| – Revenue from data centre and IT facilities | 1,185 | **1,361** | +15% |
| EBITDA | 899 | **1,053** | +17% |
| Profit attributable to owners of the Company | 435 | **484** | +11% |
| Net cash generated from operating activities excluding movement in working capital | 715 | **982** | +37% |

## RESULTS

During the period under review, the Group's revenue increased by 14% year-on-year reaching HK$1,470 million. The increase was driven by revenue contributions from new data centres, particularly the commissioning of MEGA IDC Phase One, as well as steady growth from existing sites. EBITDA rose by 17% year on year to HK$1,053 million, with margins improving from 70% to 72%. Interest costs increased materially due to lower interest capitalisation following the launch of IDC Phase One, which partially offset the growth in business. Profit attributable to shareholders increased by 11% year on year to HK$484 million due to higher revenues and improving rental. The Group has maintained a strong operating cash inflow, with net cash generated from operating activities (excluding movement in working capital) increasing by 37% to HK$982 million, compared to the same period last year.

## BUSINESS REVIEW

Over the past six months, market demand for premium data centre infrastructure and services in Hong Kong has remained robust despite the slower recovery of the broader economy. Hong Kong is not a location for "model" training because of its cost, and does not house the most advanced chips. However, the growing demand for AI-driven applications has benefitted those Hong Kong data centres, which provide ultra-low latency, high-bandwidth connectivity, and mission-critical infrastructure while being strategically located closer to end users. Hence we are the data centre of choice in Hong Kong for many cloud/AI customers. In addition, financial institutions and enterprises are also raising their standards for data centre services, with a growing focus on operation continuity and resilience. These developments have benefitted our data centres, and allow us to capture a premium in the market.

Phase One of MEGA IDC, Hong Kong's largest hyperscale data centre by power capacity, was successfully pre-launched in the first half of 2024. This greenfield site in Tseung Kwan O has been equipped with state-of-the-art infrastructure as well as abundant power provision that can support the latest high-density server deployments. The first group of customers has already commenced operations, and we are actively working through a strong pipeline of potential customers eager to deploy at this site. In light of the positive reception for Phase One, we have initiated the construction of Phase Two of MEGA IDC, which will add c.350,000 square feet of GFA. Completion is scheduled for 2026/2027, and this will further expand our capacity to meet the growing demand for hyperscale data centre services in Hong Kong.

Our connectivity business remains robust, supported by the extensive ecosystem of cross-connects and subsea cable connections within MEGA-i. The number of cross-connects continues to grow steadily. We anticipate strong demand to persist as additional international cables are routed through Hong Kong, further enhancing the region's status as a connectivity hub.

With the successful launch of Phase One of MEGA IDC, we have now moved past the peak of our capital expenditure. Going forward, our investments will be more targeted on just-in-time deployment of customer-related fit-outs and the development of Phase Two of MEGA IDC. Data centres are inherently capital-intensive, and with the outlook for further interest rate cuts remaining uncertain, the cost of capital is likely to remain elevated in the foreseeable future. In light of this, and despite the strong demand and a robust sales pipeline, we remain resolutely focused on exercising the most stringent cost discipline across both capital and operating expenditures. Given the higher cost of capital, we are prioritising premium projects that necessitate advanced infrastructure and are well-positioned to generate above-market returns. We want to ensure our capital is utilised efficiently, optimising our investments and enhancing overall returns. We will continue to prudently manage our balance sheet to maintain a cost-effective capital structure, building out capacity in phases aligned with confirmed customer orders. Our adjusted gearing ratios remain healthy at 52%[1], or 37%[1] excluding shareholders' loans, reinforcing our strong financial position.

SUNeVision won the Judicial Review case against the Hong Kong Science and Technology Parks Corporation (HKSTP) in May 2022 regarding unauthorised subletting activities among data centre operators in the Tseung Kwan O InnoPark under HKSTP's management. Over a year ago, HKSTP informed us that its investigation uncovered multiple breaches by operators, including HKCOLO and NTT Com Asia Ltd. Yet, the only concrete enforcement action taken by HKSTP so far is the writ against HKCOLO. The rectification from NTT has not been completed even after more than two years. This is a clear sign that HKSTP has been dragging its feet in the enforcement process. We have repeatedly urged HKSTP to disclose to the public any details on what has been done to rectify the breaches and whether all potential breaches in Tseung Kwan O InnoPark have been investigated but HKSTP still insisted that they "see no reason why HKSTP must publish any result of its investigation whenever it comes across an arrangement in breach of the Lease Restrictions".

This lack of transparency is unacceptable and in our view, unprecedented for a government related entity. This attitude of procrastination is equally disappointing. HKSTP owes a full explanation to the public. It must disclose the findings of its investigation and, more importantly, the concrete steps it has taken to address these breaches. By allowing these unauthorised activities to persist, HKSTP is not only failing its mandate but is effectively using taxpayers' money to subsidise sizable foreign financial institutions, telecom operators and enterprises – an outrageous misuse of public resources.

The failure to act swiftly and decisively raises serious questions about the accountability of HKSTP's board and management to Hong Kong and its taxpayers. As a publicly funded entity entrusted with significant resources, HKSTP has a duty to lead with integrity, urgency, and transparency. We call on HKSTP to provide to the public an open and thorough resolution to these issues – not just for the sake of fair competition, but for the long-term benefit of the industry, the taxpayers, and Hong Kong as a whole.

## PROSPECTS

As we look ahead, we remain optimistic about the potential opportunities brought on by rapid advancements in artificial intelligence. The recent emergence of DeepSeek likely signifies another phase in AI development. As our data centres are not used for model training with advanced chips, there is no negative impact on us in demand. On the contrary, over the medium term these trends can benefit our growth. The cost efficiency improvements brought about by DeepSeek and other followers will reduce cost for AI application developers and in turn accelerate enterprise AI adoption. This is very beneficial to the demand for AI "inference" data centres like ourselves, as AI applications will need to be hosted in metro areas with low latency. Our MEGA IDC is uniquely equipped to cater to such demand, as we have superior power provision and cutting-edge infrastructure.

With the upcoming launch of MEGA IDC Phase Two, we will enhance our capabilities further. This next phase will integrate the latest customer specifications and allow flexibility for further innovative solutions such as liquid cooling and optimised floor loading and power distribution. Such advancements not only reflect our commitment to excellence but also ensure we remain at the forefront of technological evolution and efficiency. Moreover, our unwavering focus on delivering exceptional infrastructure and services has established us as a preferred partner for leading cloud providers. We are committed to providing industry-leading reliability, with our data centres ensuring high availability and resilience. Importantly, our data centre business prioritises security at every level, implementing state-of-the-art protocols to safeguard against both physical and cyber threats, ensuring the highest level of protection for our customers' critical infrastructure and data.

[1] Adjusted gearing ratios are calculated based on fair value of the major completed data centres as of 31 December 2024 and net debt as of 31 December 2024. The adjusted gearing ratios are not defined under HKFRSs and are not presented in accordance with HKFRSs. Further, the adjusted gearing ratios may differ from the gearing ratios used by other companies, including peer companies, potentially limiting the comparability of their financial results to the Company's. Adjusted gearing ratios are calculated as net debt divided by the sum of total equity and revaluation surplus. Total equity refers to historical cost of the Group's data centres minus depreciation. Revaluation surplus refers to fair market value of the Group's data centres in operation as assessed by an independent valuer with assumed capitalisation rates ranging from 4.75% to 6.25%, minus their net book value.

We recognise the complexities of the external environment – characterised by high interest rates, geopolitical tensions, and rising costs, and we will be agile in addressing these challenges. At the same time, we remain confident that the demand for our services will continue to grow. The global shift towards digital transformation and AI adoption presents significant opportunities, and we are well-positioned to seize them. Our strategic focus on disciplined capital allocation and operational excellence will enable us to navigate these challenges effectively.

The Group remains committed to its Environmental, Social, and Governance (ESG) initiatives, consistently investing in state-of-the-art energy-efficient equipment and infrastructure for our data centres. We have received the highest Excellent grade in the Management category of "BEAM Plus Existing Buildings Version 2.0 Selective Scheme" for MEGA-i, MEGA Plus and MEGA Two as well as the certification of LEED Gold Building Design and Construction for MEGA IDC, MEGA Gateway and MEGA Plus. This recognition highlights our commitment to implementing environmentally sustainable practices in the management of our data centres.

We are actively advancing towards our long-term objective of achieving carbon neutrality by embracing innovations that enhance energy efficiency and sustainability. SUNeVision has proudly maintained its carbon-neutral status for internal operations for two consecutive years. Additionally, SHKP together with Veolia and CITIC Pacific have built the city's first privately funded solar farm on a landfill in Tseung Kwan O. SUNeVision will harness the green power generated from these solar panels for our data centre operations. Our dedication to sustainability has been acknowledged with the Sustainable Organisation – Merit award at the UNSDG Achievement Awards Hong Kong 2024.

## APPRECIATION

I want to close by thanking all the Directors and management, and every member of our committed staff for their dedication and hard work to ensure we maintained the high levels of service demanded by our customers. I would also like to thank our shareholders for their continued confidence and support.

**Kwok Ping-luen, Raymond**
*Chairman*

Hong Kong, 25 February 2025

## BUSINESS REVIEW

### iAdvantage

SUNeVision operates its data centre business under iAdvantage. As at 31 December 2024, the Group operates eight data centres in Hong Kong, seven of which are owned by the Group. To enhance international connectivity and resilience, the Group owns and operates a cable landing station ("HKIS-1") with another site ("HKIS-2") under construction. iAdvantage is the largest, most connected, carrier-neutral, cloud-neutral and cable-neutral data centre operator in Hong Kong. It offers best-in-class facilities built around the MEGA Campus (consisting of MEGA-i, MEGA Plus, MEGA Two, MEGA Fanling, MEGA Gateway and MEGA IDC) and is regarded as the preferred data centre operator to partner with in Hong Kong. Customers of iAdvantage include global and regional cloud service providers, new economy players, telcos, Internet Service Providers ("ISPs"), large multinationals, local enterprises and financial institutions.

The demand for the Group's data centre services remained strong during the period under review. Demand for "connectivity" capacity, mainly through MEGA-i, continued to grow. MEGA Gateway has also seen increasing connectivity demand as a resilience site to MEGA-i. As more international subsea cables come to Hong Kong, including Asia Direct Cable ("ADC") which landed in HKIS-1 and has officially launched, the Group expects that demand for connectivity will continue to increase. Demand for "hyperscale" capacity continued to increase as well. With the emergence of AI, hyperscalers expanded their capacity at the Group's existing and new sites with increased power requirements. To accommodate the rising demand for more powerful computing capabilities for new applications, the Group has enhanced the electrical capacity at its facilities.

The well-established MEGA-i is a major connectivity hub in Asia and the most carrier-dense colocation site in the world[2], currently carrying around 15,000 cross-connects and interconnecting hundreds of global and regional telcos, ISPs, enterprises, cloud and new economy players within its ecosystem. The number of cross-connects within MEGA-i continues to grow steadily. The ongoing upgrade of power capacity at MEGA-i has further strengthened the Group's ability to meet customers' increasingly intense power needs and enhanced its leading position in connectivity.

The Group's new data centre MEGA Gateway in Tsuen Wan, which opened in the first quarter of 2023, has 90% of its deployed capacity taken up by a good mix of cloud, telco and bank customers. It is experiencing strong demand, with a major Asian tech company having moved in. As there has been less supply recently within the Tsuen Wan cluster, the Group's negotiating power has become stronger, and so it is prioritising connectivity customers who are willing to pay higher prices to fill up the remaining capacity, further reinforcing the Group's strategy of just-in-time delivery to meet concrete and high margin customer demands. MEGA Gateway's strategic positioning as an expansion of MEGA-i, is focused on becoming the next major connectivity hub in Hong Kong and has directed efforts towards attracting high-value, connectivity-intensive customers. This targeted approach has helped increase interconnection revenue.

MEGA Plus, the Group's high-tier flagship data centre in Tseung Kwan O, and MEGA Two, strategically located in Shatin – a key gateway for data flow between mainland China and Hong Kong – are both effectively fully occupied. The revitalisation work of multiple floors of MEGA Two has allowed the Group to attract hyperscale and cloud service providers with higher power demands, further enhancing its position in this strategic location. MEGA Fanling, the single-user data centre project based on an asset-light model, became operational in June 2022 and is fully ramped up. The Group, which owns the majority of its data centres, has a strategic advantage that enables it to provide long-term service stability, which is valued by all its major customers, especially cloud players.

MEGA IDC is the Group's flagship greenfield project in Tseung Kwan O with approximately 1.2 million square feet GFA and is designed to support an ultra-high IT power capacity of up to 180MW. This truly state-of-the-art facility has extraordinarily abundant electricity provision and a superior infrastructure designed for and capable of housing the most demanding servers, capturing the demand driven by AI. It is located right next to MEGA Plus and connects directly to MEGA-i through MEGA Plus via a subsea cable system – TKO Connect, providing unrivalled connectivity for the customers. It is being built on land approved for data centre use and is free from any subletting restrictions which apply to data centres in the nearby industrial estate. Phase

[2] Source: TeleGeography "The State of the Network" 2024 Edition

One of MEGA IDC, consisting of approximately 500,000 square feet GFA and 50MW, was successfully pre-launched in the first half of 2024. This facility is the largest data centre in Hong Kong measured by power capacity and will provide customers with the advantage of being able to support their expansion needs for both space and power. The first group of customers has already commenced operations, and the Group is actively working through a strong pipeline of potential customers eager to deploy at this site. In light of the positive reception for Phase One, the Group has initiated the construction of Phase Two of MEGA IDC, which will add approximately 350,000 square feet of GFA. Completion of Phase Two is scheduled for 2026/2027, and this will further expand the Group's capacity to meet the growing demand for hyperscale data centre services in Hong Kong.

The completion of the entire MEGA IDC development project will increase the total gross floor area of the Group's data centres in Hong Kong from 2.3 million square feet as at 31 December 2024 to almost 3 million square feet, and its power capacity will increase from 150MW to over 280MW when the facilities are fully operational.

The Hong Kong Segment of China Telecom Global's Asia Direct Cable ("ADC"), which had landed at the Group's HKIS-1 cable landing station in 2023, has now officially launched. The added capability of the cable landing station reinforces the Group's strategy of providing a one-stop data centre service solution, being a carrier, cloud and now cable-neutral service provider. In March 2022, the Group won the tender for a site in Chung Hom Kok ("RBL1219") to develop its second cable landing station HKIS-2 for international submarine cables. The two neighbouring sites will offer path diversity and expansion capacity for the subsea cables being planned for Hong Kong.

Cost control continues to be of focus, with the outlook for further interest rate cuts remaining uncertain, the cost of capital is likely to remain elevated in the foreseeable future. In light of this, and despite the strong demand and a robust sales pipeline, the Group remains resolutely focused on exercising the most stringent cost discipline across both capital and operating expenditures. The Group has been taking action and adopting just-in-time delivery to meet concrete and confirmed customer orders which reinforces the Group's discipline on cost and cash management.

As the largest data centre service provider in Hong Kong with Asia's number one connectivity, the Group is pleased to have won the 2024 CAHK STAR Awards – Best Data Centre Gold Award for its groundbreaking hyperscale project MEGA IDC, recognising the state-of-the-art infrastructure and best-in-breed data centre solutions. The Group is honoured to have achieved a double triumph at the 19th China IDC Industry Annual Ceremony, earning the prestigious "Leading Enterprise Award for Going Global" and "Innovative Development Award", marking the sixth consecutive year of receiving the industry award. The flagship data centre MEGA-i under the Group has been recognised as the most carrier-dense colocation site globally by TeleGeography for three consecutive years. These industry awards are a recognition of the Group's leading position both in Hong Kong's data centre industry and as a provider of connectivity ecosystem in the region. The Group has received the highest Excellent grade in the Management category of "BEAM Plus Existing Buildings Version 2.0 Selective Scheme" for MEGA-i, MEGA Plus and MEGA Two as well as the certification of LEED Gold Building Design and Construction for MEGA IDC, MEGA Gateway and MEGA Plus. The cable landing station HKIS-1 has also achieved a Rated-4 Certification of "ANSI/TIA-942 DCCC". The recognition reaffirms that the Group's energy-efficient data centre management practice is reinforcing its environmental goals and supporting its customers' sustainability targets.

With a commitment to improving the Group's environmental, social and governance performance, and contributing to Hong Kong's innovation and technology development, the Group launched its Startup Programme for second consecutive year. This initiative aims to accelerate the growth of local startups and enhance the thriving I&T ecosystem within Hong Kong's digital economy. The Group actively finds new ways to finance and operate in a more sustainable manner. To help underpin the long-term sustainability performance of the Group, around 45% of bank financing is sustainability-linked. The Group purchases International Renewable Energy Certificates to offset all the carbon emission of general building electricity usage. To reduce its carbon footprint, the Group has installed solar panels in MEGA Plus, and has signed a 6-year agreement with CLP Power to purchase the CLP Renewable Energy Certificates (RECs) linked to the environmental attributes generated by the solar farm operated by Green Valley Landfill Limited (affiliate of Sun Hung Kai Properties). In addition, the Group was awarded "UNSDG Achievement Awards Hong Kong 2024 – Sustainable Organisation – Merit" from Green Council for its proven track record in ESG. With its robust corporate governance practices and dedication to sustainable development, the Group achieved an 'A' in the MSCI ESG Ratings. These awards and gradings serve as a recognition and are a demonstration of its ongoing commitment to environmental sustainability. The Group will continue to provide world-class data centre infrastructure and services to its customers in a sustainable environment.

### Super e-Technology and Super e-Network

Super e-Technology secured contracts for the installation of Extra Low Voltage ("ELV") and IT systems totaling HK$47 million during the period under review. Super e-Technology is seeking new opportunities to enhance its service offerings and maintains a positive outlook for the ELV sector.

Super e-Network continued to work with broadband and network service providers to expand its service offerings. It has been actively pursuing new opportunities to expand its broadband and WiFi solutions to different sectors.

## FINANCIAL REVIEW

### Review of operating results

During the period under review, the Group's revenue increased by 14% year on year to HK$1,470 million. Revenue from data centre and IT facilities business rose by 15% year on year to HK$1,361 million, primarily driven by revenue contribution from new customers moving in to the new sites during the period under review. Revenue from the ELV and IT systems business increased by 4% year on year to HK$109 million as a result of an increased installation fee income. The Group's cost of sales increased by 6% year on year to HK$643 million, primarily due to higher staff costs and depreciation as a result of the opening of new sites like MEGA IDC. Operating expenditure increased by 16% year on year to HK$84 million predominantly attributable to the expansion of the Group's data centre businesses. The Group's operating expenditure to sales ratio maintained steady at approximately 6% compared to the previous comparable period.

Operating profit of the Group rose by 21% year on year to HK$752 million supported by an increase in revenue from data centre and IT facilities business but partially offset by an increase in operating expenditure and depreciation from the addition of new sites.

EBITDA of the Group increased by 17% year on year to HK$1,053 million, driven mainly by EBITDA growth from the data centre business. EBITDA margin rose to 72% due to customers having moved in for the new sites and improved rental.

Profit attributable to owners of the Company increased 11% year on year to HK$484 million due to higher revenues and improved rental. Finance costs increased by 65% year on year to HK$172 million mainly due to lower interest capitalisation upon the commissioning of MEGA IDC Phase One.

Net cash generated from operating activities excluding movement in working capital of the Group increased by 37% year on year to HK$982 million, driven by business growth.

### Capital Investment

The data centre developments and fit-outs of MEGA Gateway, MEGA IDC and investment in cable landing stations HKIS-1 and HKIS-2 will enhance and expand the Group's high-tier data centre capacity to meet the increasing data demands and operational requirements of the Group's customers. The capital expenditure of the Group has reached a peak level in the last financial year as it was completing the buildout and related fit-out infrastructure for MEGA Gateway and Phase One of MEGA IDC. The Group continues to exercise the highest level of discipline on cost and cash management. All capital expenditure will be deployed on the basis of just-in-time to meet concrete and confirmed customer orders. The data centre business is a capital-intensive industry, requiring long-term capital commitment. The Group is committed to continuing investment in existing and new infrastructure for new business development and regularly reviews its investment profile to take into account the changing customer and market environment.

## Other financial discussion and analysis

The Group had HK$517 million bank balances and deposits as of 31 December 2024, while bank borrowings were HK$12,212 million. Total net bank borrowings increased by 3% to HK$11,695 million compared to HK$11,398 million as at 30 June 2024. The shareholder's loans were HK$5,000 million as at 31 December 2024, consisting of an existing HK$3,800 million fixed-rate facility, whose maturity has been extended for 24 months and the fixed interest rate of 3% to be converted to a floating rate with effect from 3 January 2025, and a new HK$2,000 million floating rate facility of which HK$1,200 million had been utilised. SHKP Group will continue to support the Group's development in the long term.

The gearing ratio, being net debt divided by equity attributable to owners of the Company, as of 31 December 2024 was 324%; excluding the long-term unsecured shareholder's loans of HK$5,000 million from SHKP Group, such ratio was 233%.

At the end of December 2024, the Group's total equity based on the historical cost of the Group's data centres minus depreciation was HK$5.2 billion. If the total equity were based on the fair market value of the Group's data centres in operation, as assessed by an independent valuer, the Group's total equity would increase to HK$31.9 billion. Based on this market-based valuation, the Group's gearing ratio would be substantially lower at 37%[3] without shareholder's loans (or 52%[3] including shareholder's loans). The Group will continue to review annually the fair value of its existing properties, as well as the properties in the pipeline as when completed, and plan to provide the supplementary adjusted net gearing ratios to facilitate a more meaningful insight to the Group's financial position.

As of 31 December 2024, the Group had no contingent liability while the Company had an aggregate of HK$12,375 million contingent liabilities in respect of guarantees for general banking facilities utilised by the Group's subsidiaries and other guarantees. The Group's core operations are based in Hong Kong and its assets are primarily in Hong Kong or US dollars. It had no significant exposure to foreign exchange rate fluctuations. The Group had not pledged any of its assets as of 31 December 2024.

## EMPLOYEES

The Group employed 518 full-time employees as of 31 December 2024. During the period under review, SUNeVision continued to promote and protect the health and safety of its employees. The Group has implemented various measures to safeguard the wellbeing of its employees whilst maintaining the highest service standards for customers. To remain an employer of choice and attract new talent in an increasingly competitive labour market, SUNeVision has introduced a range of programmes to support the development and retention of its people. Training workshops are organised regularly whereby employees can develop skills to enhance their career. In addition, the Group offers a competitive remuneration package to employees. Fringe benefits, including Mandatory Provident Fund contributions and medical insurance, are reviewed regularly. Share options are granted to selected Directors and employees based on performance and as part of the package to retain talents.

[3] Adjusted gearing ratios are calculated based on fair value of the major completed data centres as of 31 December 2024 and net debt as of 31 December 2024. The adjusted gearing ratios are not defined under HKFRSs and are not presented in accordance with HKFRSs. Further, the adjusted gearing ratios may differ from the gearing ratios used by other companies, including peer companies, potentially limiting the comparability of their financial results to the Company's. Adjusted gearing ratios are calculated as net debt divided by the sum of total equity and revaluation surplus. Total equity refers to historical cost of the Group's data centres minus depreciation. Revaluation surplus refers to fair market value of the Group's data centres in operation as assessed by an independent valuer with assumed capitalisation rates ranging from 4.75% to 6.25%, minus their net book value.

## EXECUTIVE DIRECTORS

### Kwok Ping-luen, Raymond (Age: 71)

***Chairman***

Mr. Kwok has been the Chairman and an Executive Director of the Company since 29 January 2000 and he is a director of certain subsidiaries of the Company. He holds a Master of Arts degree in Law from Cambridge University, a Master's degree in Business Administration from Harvard University, an Honorary Doctorate degree in Business Administration from Hong Kong Metropolitan University and an Honorary Doctorate degree in Laws from The Chinese University of Hong Kong.

Mr. Kwok is the chairman and managing director and a member of the executive committee of Sun Hung Kai Properties Limited ("SHKP"), the substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong). Prior to the appointment as chairman of SHKP, Mr. Kwok had acted as vice chairman of SHKP. He is also the chairman and a non-executive director of SmarTone Telecommunications Holdings Limited, and a non-executive director of Transport International Holdings Limited and Wing Tai Properties Limited.

In civic activities, Mr. Kwok is a director of The Real Estate Developers Association of Hong Kong.

Mr. Kwok is the father of Mr. Kwok Kai-wang, Christopher (being a Non-Executive Director of the Company).

For the financial year ended 30 June 2024, Mr. Kwok received a director's fee of HK$60,000 for being the Chairman of the Company.

### Fung Yuk-lun, Allen (Age: 56)

***Vice Chairman***

Mr. Fung is a Vice Chairman of the Company. He was appointed as a Non-Executive Director of the Company in January 2014 and re-designated as an Executive Director of the Company on 2 April 2018. He is also the Authorised Representative of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Mr. Fung is a member of each of the Remuneration Committee and Corporate Governance Committee of the Board. He is also a director of certain subsidiaries of the Company. He obtained an undergraduate degree (Modern History) from Oxford University and holds a doctoral degree in History and East Asian Languages from Harvard University. From 1996 to 1997, Mr. Fung was a visiting Assistant Professor of History at Brown University. From 1997 to 2013, he worked in McKinsey & Company Hong Kong, where he became the managing partner and director.

Mr. Fung is an executive director and a member of the executive committee of Sun Hung Kai Properties Limited ("SHKP"), the substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as well as the chief executive officer of the SHKP group's non-property related portfolio investments. He is also a director of certain subsidiaries of SHKP. Mr. Fung is a deputy chairman and an executive director of SmarTone Telecommunications Holdings Limited. He is also a non-executive director of Transport International Holdings Limited.

Mr. Fung is a member of the General Committee of the Hong Kong General Chamber of Commerce, the vice president of The Hong Kong Federation of Youth Groups and a board member of the Hong Kong Tourism Board. He has also been elected a professor of practice of The Hong Kong Management Association and a member of its Executive Committee.

For the financial year ended 30 June 2024, Mr. Fung received a director's fee of HK$52,500 for being the Vice Chairman of the Company and a member of each of the Remuneration Committee and Corporate Governance Committee of the Board.

## Tung Chi-ho, Eric (Age: 65)

Mr. Tung has been an Executive Director of the Company since 29 January 2000. He holds a Bachelor of Arts degree in Architectural Studies and a Bachelor of Architecture degree from The University of Hong Kong. Mr. Tung is a member of The Hong Kong Institute of Architects and a registered Architect.

Mr. Tung is the chairman of iAdvantage Limited, a subsidiary of the Company and a director of certain subsidiaries of the Company. He has been with the Sun Hung Kai Properties group for more than 35 years and has been an executive director of Sun Hung Kai Properties Limited ("SHKP"), the substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), since December 2013. Mr. Tung is also a member of the executive committee of SHKP and a director of certain subsidiaries of SHKP. He served as project director for various large-scale residential, commercial and mixed developments and oversaw the completion of data centres for major tenants such as JP Morgan and ING Barings.

For the financial year ended 30 June 2024, Mr. Tung received a director's fee of HK$45,000 for being a director of the Company.

## Chan Man-yuen, Martin (Age: 68)

Mr. Chan has been an Executive Director of the Company since 31 October 2019. He has been the Chief Operating Officer of the Company since 1 April 2015 and is also a director of certain subsidiaries of the Company. Mr. Chan obtained his Higher Diploma in Electronic Engineering from The Hong Kong Polytechnic University, and his Master of Arts (major in Information Technology Management) from Macquarie University, Australia.

Mr. Chan graduated from an engineering discipline and developed into a highly competitive and seasoned business executive with over 40 years' experience in the information and communications technology industry.

Mr. Chan joined the Company in 2012 and has been a key member in developing the Company and its subsidiaries (the "Group") into a leader of data centre service providers in Hong Kong, with top-notched facilities and best practice operation, meeting the demand of global internet companies.

Before joining the Group, Mr. Chan was the senior vice president of PCCW Limited and had served in the information technology division for 23 years, during which he had held various senior management positions in application development, operation management, outsourcing as well as data centre business.

Prior to this, Mr. Chan had worked in Paxus Financial Systems in Australia, where he served in the research and development division and was also the business development manager of Asia.

Mr. Chan was a Project Management Professional of Project Management Institute, USA (2001) and Certified Professional of IT (Project Director) of The Hong Kong Institute for IT Professional Certification (2007). Mr. Chan received fellowship from Hong Kong Computer Society in 2004 and was also its vice president (2001 – 2005).

Mr. Chan is a member of Hong Kong Information Technology Joint Council.

For the financial year ended 30 June 2024, Mr. Chan received a director's fee of HK$45,000 and other emoluments (including basic salaries and allowances, bonuses and retirement benefit scheme contributions), mainly with reference to market pay level and his contributions, of approximately HK$6,614,000 for being an Executive Director and the Chief Operating Officer of the Company.

## NON-EXECUTIVE DIRECTORS

### Cheung Wing-yui (Age: 75)

***Vice Chairman***

Mr. Cheung is a Vice Chairman of the Company and has been a Non-Executive Director of the Company since 29 January 2000. He is the Chairman of the Corporate Governance Committee of the Board and is a member of each of the Audit Committee, Remuneration Committee and Nomination Committee. Mr. Cheung received a Bachelor of Commerce degree in accountancy from The University of New South Wales, Australia and is a member of the CPA Australia. He has been a practising solicitor in Hong Kong since 1979 and is a consultant of the law firm Woo Kwan Lee & Lo. Mr. Cheung was also admitted as a solicitor in the United Kingdom and as an advocate and solicitor in Singapore.

Mr. Cheung is a deputy chairman and a non-executive director of SmarTone Telecommunications Holdings Limited. He is also a non-executive director of Tai Sang Land Development Limited and Transport International Holdings Limited. Mr. Cheung was a non-executive director of SRE Group Limited (November 1999 – December 2015) and Tianjin Development Holdings Limited (September 2004 – June 2023), an independent non-executive director of Ping An Insurance (Group) Company of China, Ltd. (May 2003 – June 2009), Hop Hing Group Holdings Limited (November 1989 – August 2017) and Agile Group Holdings Limited (October 2005 – February 2018). He is a non-executive director of Sun Hung Kai Properties Insurance Limited, which is a wholly-owned subsidiary of Sun Hung Kai Properties Limited, the substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Mr. Cheung is currently a member of Sponsorship & Development Fund Committee and a court member of Hong Kong Metropolitan University, and an honorary council member of The Hong Kong Institute of Directors Limited. He is also a director and an executive committee member of The Community Chest of Hong Kong. Mr. Cheung had held the positions of deputy chairman of the council and a co-deputy chairman of Sponsorship & Development Fund Committee of Hong Kong Metropolitan University, the deputy chairman of The Hong Kong Institute of Directors Limited, a director of Po Leung Kuk, the vice chairman of the Mainland Legal Affairs Committee of The Law Society of Hong Kong, a member of the Board of Review (Inland Revenue Ordinance) and the fourth vice president & Admissions, Budgets and Allocations Committee chairman of The Community Chest of Hong Kong.

Mr. Cheung was awarded the Bronze Bauhinia Star (BBS) in 2013.

Mr. Cheung was awarded an honorary degree of Doctor of Business Administration from Hong Kong Metropolitan University in 2016.

For the financial year ended 30 June 2024, Mr. Cheung received a director's fee of HK$270,000 for being the Vice Chairman of the Company and a member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Board.

### Kwok Kai-wang, Christopher (Age: 38)

Mr. Kwok has been a Non-Executive Director of the Company since 1 February 2017. He holds a Bachelor of Science degree in Chemistry from Harvard University and a Master's degree in Business Administration from Stanford Graduate School of Business. Mr. Kwok is an executive director and a member of the executive committee of Sun Hung Kai Properties Limited ("SHKP"), the substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong). He joined the SHKP group in 2011 and is primarily responsible for the leasing of residential, retail and commercial properties of the SHKP group in Hong Kong and on the mainland. Besides, he assumes the overall responsibilities for the property business of the SHKP group in Northern China. Mr. Kwok also assists Mr. Kwok Ping-luen, Raymond ("Mr. Raymond Kwok", the chairman and managing director of SHKP as well as the Chairman and an Executive Director of the Company) in all other non-property businesses of the SHKP group. He is also a non-executive director of Transport International Holdings Limited. Mr. Kwok is a son of Mr. Raymond Kwok.

In addition, Mr. Kwok is a member of the General Committee of the Employers' Federation of Hong Kong, a governor of Our Hong Kong Foundation Limited and a member of its Development Committee as well as a council member of Hong Kong Chronicles Institute Limited. He is also a member of the Beijing Municipal Committee of the Chinese People's Political Consultative Conference, a vice-chairman of Greater Bay Area Homeland Youth Community Foundation, and a member of the Museum Advisory Committee and its History Sub-committee of the Leisure and Cultural Services Department of the Government of the Hong Kong Special Administrative Region. Mr. Kwok was appointed as a Justice of the Peace in July 2023.

For the financial year ended 30 June 2024, Mr. Kwok received a director's fee of HK$45,000 for being a director of the Company.

## David Norman Prince (Age: 73)

Mr. Prince has been a Non-Executive Director of the Company since 29 October 2016. He is a member of the Chartered Institute of Management Accountants (UK) and the Chartered Institute of Purchasing and Supply (UK). Mr. Prince has been a non-executive director of SmarTone Telecommunications Holdings Limited since 2005. He is also a director of Wilson Group Limited, a wholly-owned subsidiary of Sun Hung Kai Properties Limited ("SHKP"), the substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as well as a consultant of Sun Hung Kai Real Estate Agency Limited, a wholly-owned subsidiary of SHKP.

Mr. Prince has over 20 years of experience operating at the board level in an international environment. He previously served as a non-executive director and a member of the audit and governance committees of Adecco Group AG (formerly Adecco SA) ("Adecco"), a global leader in human resource services. Mr. Prince also held the position of non-executive director and chair of the audit committee at Ark Therapeutics plc. During his tenure at Adecco, he was a founding member and board member of Fesco Adecco, a joint venture human resources company primarily operating in China. In recognition of his contributions, Mr. Prince was honored in 2024, with the Magnolia Silver Award by the Shanghai Municipal People's Government.

Mr. Prince was group finance director of Cable and Wireless plc. until December 2003 and prior to this, spent some 12 years working in the telecommunications industry in Hong Kong and Asia and on the mainland. From 1994 to 2000 he was finance director and latterly deputy chief executive officer of Hong Kong Telecommunications Limited until it was acquired by PCCW in 2000. Mr. Prince went on to join PCCW plc. as group chief financial officer. In 2002, he left PCCW to join Cable and Wireless as group finance director. Prior to his time in Hong Kong, he held senior management roles for Cable and Wireless. His early career was spent in the gas, oil and electronic industries within Europe and the USA.

For the financial year ended 30 June 2024, Mr. Prince received a director's fee of HK$150,000 for being a director of the Company.

## Siu Hon-wah, Thomas (Age: 71)

Mr. Siu has been a Non-Executive Director of the Company since 7 May 2010. He holds an MPhil degree from University of Cambridge and a PhD degree in Information Systems. Mr. Siu is a Certified Public Accountant and is a member of the British Computer Society.

Mr. Siu is a non-executive director of SmarTone Telecommunications Holdings Limited. He was the managing director of Wilson group (until June 2018), which is a major transport infrastructure services provider in Hong Kong and is wholly-owned by Sun Hung Kai Properties Limited, the substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), and is currently a senior consultant of Wilson group. Prior to joining Wilson group, Mr. Siu had more than 25 years of experience in telecommunications and IT sectors. His experience covers finance, business operations and development.

For the financial year ended 30 June 2024, Mr. Siu received a director's fee of HK$45,000 for being a director of the Company.

## Chan Hong-ki, Robert (Age: 60)

Mr. Chan has been a Non-Executive Director of the Company since 7 August 2017. He graduated from The Hong Kong Polytechnic University and holds a Bachelor's Degree from the University of Greenwich.

Mr. Chan joined Sun Hung Kai Properties Limited ("SHKP"), the substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), in 1993 and has progressed through the ranks. He is an executive director and a member of the executive committee of SHKP. Mr. Chan is also a director of certain subsidiaries of SHKP. He is a project director for various key residential, commercial, industrial and mixed developments of the SHKP group both in Hong Kong and on the mainland. Mr. Chan is also responsible for design aspects including architectural, structural, electrical and mechanical, landscape and interior design of various development projects of the SHKP group.

Mr. Chan is a member of The Hong Kong Institute of Surveyors and The Royal Institution of Chartered Surveyors and a Registered Professional Surveyor. He is also an Authorised Person under the Buildings Ordinance (Chapter 123 of the laws of Hong Kong) and a director of BEAM Society Limited.

For the financial year ended 30 June 2024, Mr. Chan received a director's fee of HK$45,000 for being a director of the Company.

### Lau Yeuk-hung, Fiona (Age: 43)

Ms. Lau is a Non-Executive Director of the Company. She was appointed as an Executive Director of the Company in October 2019 and re-designated as a Non-Executive Director of the Company on 15 February 2023. Ms. Lau holds a Bachelor of Arts degree in Philosophy from The University of Chicago.

Ms. Lau has been an executive director and the chief executive officer of SmarTone Telecommunications Holdings Limited ("SmarTone") since February 2023. Prior to joining SmarTone, she was the Chief Commercial Officer of the Company and had taken up various leadership roles in business development, corporate strategy, sales and marketing, product development and investor relations. Ms. Lau joined Sun Hung Kai Properties Limited ("SHKP"), the substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) in June 2017. Prior to joining SHKP, Ms. Lau was a director at BlackRock Asset Management (North Asia), where she held various senior positions across the chairman's office, corporate strategy, and retail and private banking functions during 2010 to 2017. From 2005 to 2010, she worked in McKinsey & Company and held the position of engagement manager.

Ms. Lau has been an independent non-executive director of Octopus Holdings Limited, Octopus Cards Limited and Octopus Cards Client Funds Limited since January 2025. She is also a member of the Remuneration Committee thereof.

For the financial year ended 30 June 2024, Ms. Lau received a director's fee of HK$45,000 for being a director of the Company.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### Li On-kwok, Victor (Age: 70)

Professor Li has been an Independent Non-Executive Director of the Company since 29 January 2000. He is also the Chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee of the Board. Professor Li received his bachelor's, master's, engineer's and doctoral degrees in Electrical Engineering and Computer Science from the Massachusetts Institute of Technology in 1977, 1979, 1980 and 1981 respectively.

Professor Li is Chair Professor of Information Engineering of the Department of Electrical and Electronic Engineering ("EEED") at The University of Hong Kong ("HKU"), and was the head (until 28 February 2018) and Cheng Yu-Tung Professor in Sustainable Development (until 30 June 2023) of the EEED at HKU. Prior to joining HKU, he was Professor of Electrical Engineering at the University of Southern California ("USC") and director of the USC Communication Sciences Institute. Professor Li had chaired various committees of international professional organisations such as the Technical Committee on Computer Communications of the Institute of Electrical and Electronics Engineers. He was awarded the Bronze Bauhinia Star by the Government of Hong Kong in 2002.

For the financial year ended 30 June 2024, Professor Li received a director's fee of HK$240,000 for being a director of the Company and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Board.

### King Yeo-chi, Ambrose (Age: 90)

Professor King has been an Independent Non-Executive Director of the Company since 1 January 2007. He is also the Chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee of the Board. Professor King received his BA from National Taiwan University (1957), MA from National Cheng Chi University (1959), and PhD from the University of Pittsburgh (1970).

Professor King is the Emeritus Professor of Sociology at The Chinese University of Hong Kong. He had been the head of New Asia College (1977 – 1985), Chair Professor of Sociology (1983 – 2004), Pro-Vice-Chancellor (1989 – 2002) and Vice-Chancellor (2002 – 2004) at The Chinese University of Hong Kong. In addition, Professor King had been the Visiting Fellow at the Centre of International Studies, MIT (1976) and Visiting Professor at University of Heidelberg (1985) and University of Wisconsin (1986). He was elected as Academician, Academia Sinica, Taipei (1994).

Professor King had held many advisory positions to the Hong Kong Government such as Independent Commission Against Corruption, The Law Reform Commission, Central Policy Unit and University Grants Committee – Research Grants Council. He is currently a member of the supervisory board of Chiang Ching-kuo Foundation for International Scholarly Exchange ("the Foundation") and was a member of the board of directors of the Foundation. Professor King was appointed the Non-Official Justice of Peace in 1994. He was awarded the Silver Bauhinia Star of Hong Kong and the Doctor of Literature, honoris causa of The Hong Kong University of Science and Technology in 1998 and the Doctor of Laws, honoris causa of The Chinese University of Hong Kong in 2005.

For the financial year ended 30 June 2024, Professor King received a director's fee of HK$240,000 for being a director of the Company and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Board.

## Wong Kai-man (Age: 74)

Mr. Wong has been an Independent Non-Executive Director of the Company since 16 January 2007. He is also the Chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee of the Board. Mr. Wong obtained his Bachelor of Science from The University of Hong Kong and Master of Business Administration from The Chinese University of Hong Kong. He is a fellow of the Association of Chartered Certified Accountants, United Kingdom and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Wong is an accountant with 32 years of experience in audit, initial public offering and computer audit.

Mr. Wong is an independent non-executive director of VTech Holdings Limited. He had served in a number of government committees and the boards of certain non-governmental organisations. Mr. Wong was a non-executive director of the Securities and Futures Commission (May 2009 – May 2015) and an independent non-executive director of Great Wall Pan Asia Holdings Limited (formerly known as Armada Holdings Limited and SCMP Group Limited) (April 2007 – November 2016). He is currently an executive director of Victor and William Fung Foundation Limited and a director of Li & Fung Foundation Limited. He was an honorary associate professor of the School of Business of The University of Hong Kong (2005 – January 2018) and a member of the Growth Enterprise Market Listing Committee of The Stock Exchange of Hong Kong Limited (1999 – 2003) and Accounting and Financial Reporting Council (formerly known as Financial Reporting Council (FRC)) (December 2014 – September 2021). Mr. Wong was an audit partner of PricewaterhouseCoopers, Hong Kong before his retirement on 30 June 2005.

Mr. Wong was appointed as a Justice of the Peace in 2002, and was awarded Bronze Bauhinia Star in 2007 by the Government of Hong Kong. He was conferred honorary fellowships of Lingnan University, Hong Kong in 2007, City University of Hong Kong in 2013 and The University of Hong Kong in 2016 respectively.

For the financial year ended 30 June 2024, Mr. Wong received a director's fee of HK$240,000 for being a director of the Company and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Board.

## Lee Wai-kwong, Sunny (Age: 65)

Mr. Lee has been an Independent Non-Executive Director of the Company since 1 November 2013. He is a member of the Corporate Governance Committee of the Board with effect from 1 November 2024. Mr. Lee holds a Bachelor's Degree and Master's Degree in Operations Research & Industrial Engineering, both from Cornell University in the USA. He is a Distinguished Fellow of Hong Kong Computer Society and Fellow of Hong Kong Institute of Engineers.

Mr. Lee is an independent non-executive director, a member of the capital works committee and the chairman of the technology advisory panel of MTR Corporation Limited. He is also an independent non-executive director, a member of each of audit committee, nomination and remuneration committee, risk committee, strategy and budget committee as well as sustainability committee of BOC Hong Kong (Holdings) Limited and its principal operating subsidiary, Bank of China (Hong Kong) Limited. Mr. Lee has more than 40 years of experience in business and technology management gained in both Hong Kong and overseas. He is the former Vice-President (Administration) of City University of Hong Kong and was the executive director of information technology ("IT") of The Hong Kong Jockey Club ("HKJC"), where he served as a member of board of management and had overall responsibility for HKJC's IT strategy and innovation.

Prior to joining HKJC, Mr. Lee served at The Hong Kong and China Gas Company Limited (Towngas) where he was an executive committee member and held a number of key positions thereat, including chief information officer of the group and chief executive officer of two strategic diversification businesses, iCare.com Limited and Towngas Telecommunications Company Limited.

During the early 1990's, Mr. Lee was vice president and systems director of the Bank of America in Hong Kong, where he played a key role in building up IT capabilities to support the bank's business expansion in Asia. He had also held key IT positions in the financial, management consulting and manufacturing industries in the USA.

Mr. Lee takes time to serve in many high level governing and advisory committees in the academic, professional and community arena. He is the board chairman of Hong Kong Applied Science and Technology Research Institute Company Limited (ASTRI) and a council member of Hong Kong Management Association. Mr. Lee is also a past president of Hong Kong Computer Society, a past chairman of the Hong Kong Institute of IT Professional Certification, a past council member of Vocational Training Council, a past audit committee member of Hong Kong Housing Society and a past board chairman of Hong Kong Education City.

Mr. Lee was a recipient of Hong Kong's Ten Outstanding Young Digi Persons Award in 1999, Asia CIO Award in 2002 and 2007, China Top CIO Award in 2007, 2009 Asian IT Influencer recognition, 2009 China Best Value CIO Award, and 2011 Hong Kong CIO Outstanding Achievement Award. He was appointed a Justice of the Peace in 2010 and was awarded the Bronze Bauhinia Star (BBS) in 2022. Mr. Lee was a torchbearer of the 2008 Beijing Olympics, representing Hong Kong's IT achievers.

For the financial year ended 30 June 2024, Mr. Lee received a director's fee of HK$150,000 for being a director of the Company.

## Jack Lau (Age: 57)

Professor Lau has been an Independent Non-Executive Director of the Company since 19 April 2024. He received his Bachelor's and Master's degrees in Electrical Engineering and Computer Sciences from the University of California, Berkeley, and obtained his Ph.D. degree in Electrical and Electronic Engineering from The Hong Kong University of Science and Technology ("HKUST") in 1994. Professor Lau then continued his post-doctoral research at Stanford University and completed his Executive Master of Business Administration program of Northwestern University Kellogg-HKUST in 2010.

Professor Lau is an Adjunct Professor of the Department of Electronic and Computer Engineering at HKUST and also a Court member of HKUST. He is the President of Qatar Science and Technology Park.

Professor Lau was a member of the Appeal Tribunal Panel (Buildings) of the Development Bureau of the Government of the Hong Kong Special Administrative Region and the Listing Committee of The Stock Exchange of Hong Kong Limited.

Professor Lau was awarded the Ten Outstanding Young Persons in Hong Kong (2000), Young Industrialist Award of Hong Kong (2005), Excellence in Achievement of World Chinese Youth Entrepreneurs Award (2009) and Ernst & Young Entrepreneur Of The Year China (Technology) (2009). He was bestowed an Honorary Fellowship at HKUST and honoured with the Directors Of The Year Award by the Hong Kong Institute of Directors in 2010 and 2011 respectively.

Professor Lau is entitled to receive a director's fee of HK$150,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year) for being a director of the Company.

Save as disclosed above, all the Directors of the Company (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) do not hold any other position in the Company and its subsidiaries; and (iii) do not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company.

Each of the Executive Directors of the Company has entered into a service agreement with the Company. Each agreement is for a period of three years commencing on the date of appointment of the respective Director and shall continue thereafter until terminated by either party giving written notice to the other (save the ones for Mr. Kwok Ping-luen, Raymond and Mr. Tung Chi-ho, Eric where each of which commenced on 1 March 2003 for a period of three years and shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice). There are no service agreements entered into between the Company and the Non-Executive Directors (including the Independent Non-Executive Directors) of the Company. Each of them received an appointment letter from the Company for their respective appointments. All the Directors of the Company are subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the amended and restated articles of association of the Company.

The directors' fees are fixed by the Board while their annual salaries, if any, are determined by the Board from time to time with reference to their contributions in terms of time, effort and their expertise and are reviewed on an annual basis, and the sum of discretionary bonus, if any, is determined by the Board at its absolute discretion having regard to the operating results of the Company, its subsidiaries and its associated companies from time to time and the performance of the respective Directors.

## SENIOR MANAGEMENT

The Executive Directors of the Company are also members of senior management of the Group.

# Report on Review of Condensed Consolidated Financial Statements

Deloitte. 德勤

**TO THE BOARD OF DIRECTORS OF SUNEVISION HOLDINGS LTD.**
**新意網集團有限公司**

## INTRODUCTION

We have reviewed the condensed consolidated financial statements of SUNeVision Holdings Ltd. (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 19 to 34, which comprise the consolidated statement of financial position as of 31 December 2024 and the related consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and notes to the condensed consolidated financial statements. 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" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements 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 these condensed consolidated financial statements 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 condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

**Deloitte Touche Tohmatsu**
*Certified Public Accountants*
Hong Kong
25 February 2025

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 31 December 2024

| | NOTES | Six months ended 31 December<br>2024<br>*HK$'000*<br>(unaudited) | <br>2023<br>*HK$'000*<br>(unaudited) |
|---|---|---|---|
| Revenue | 3 | **1,469,926** | 1,289,640 |
| Cost of sales | | **(642,887)** | (607,103) |
| Gross profit | | **827,039** | 682,537 |
| Other income | 4 | **8,636** | 11,676 |
| Selling expenses | | **(21,908)** | (18,904) |
| Administrative expenses | | **(62,130)** | (53,311) |
| Profit from operations | | **751,637** | 621,998 |
| Finance costs | | **(172,003)** | (104,106) |
| Profit before taxation | | **579,634** | 517,892 |
| Income tax expense | 5 | **(95,640)** | (82,452) |
| Profit and total comprehensive income for the period attributable to owners of the Company | 6 | **483,994** | 435,440 |
| Earnings per share based on profit attributable to owners of the Company (reported earnings per share) | 8 | | |
| Basic (Remark (i)) | | **11.92 cents** | 10.73 cents |
| Diluted (Remark (i)) | | **11.92 cents** | 10.73 cents |

Remarks:

(i) Upon completion of the bonus issue of shares (with a convertible note ("Convertible Note(s)", which were constituted by the deed poll dated 25 November 2010) alternative) on 25 November 2010, the Company had 2,342,675,478 ordinary shares in issue and outstanding Convertible Notes which could be converted into 1,720,292,188 fully paid ordinary shares, representing a total of 4,062,967,666 ordinary shares which form the basis for the calculation of basic and diluted earnings per share. Adjustments are made in respect of shares repurchased and share options exercised.

(ii) Details of earnings per share calculation and the Company's share capital are set out in notes 8 and 18 respectively.

# Consolidated Statement of Financial Position

At 31 December 2024

| | NOTES | 31 December 2024 HK$'000 (unaudited) | 30 June 2024 HK$'000 (audited) |
|---|---|---|---|
| Non-current assets | | | |
| Investment property | 9 | **58,000** | 58,000 |
| Property, plant and equipment | 10 | **23,278,985** | 22,770,006 |
| Equity instrument at fair value through other comprehensive income ("FVTOCI") | 11 | **3,710** | 3,710 |
| | | **23,340,695** | 22,831,716 |
| Current assets | | | |
| Inventories | | **4,645** | 6,178 |
| Trade and other receivables | 12 | **788,924** | 696,500 |
| Contract assets | 13 | **34,004** | 38,700 |
| Cash and cash equivalents | | **516,866** | 498,741 |
| | | **1,344,439** | 1,240,119 |
| Current liabilities | | | |
| Trade and other payables | 14 | **1,513,574** | 1,779,887 |
| Contract liabilities | 15 | **106,884** | 88,048 |
| Lease liabilities | | **17,621** | 18,051 |
| Tax payables | | **60,732** | 76,849 |
| | | **1,698,811** | 1,962,835 |
| Net current liabilities | | **(354,372)** | (722,716) |
| Total assets less current liabilities | | **22,986,323** | 22,109,000 |
| Non-current liabilities | | | |
| Contract liabilities | 15 | **3,253** | 3,761 |
| Lease liabilities | | **178,756** | 187,955 |
| Deferred tax liabilities | | **440,002** | 402,215 |
| Bank borrowings | 16 | **12,212,016** | 11,897,116 |
| Shareholder's loans | 17 | **5,000,000** | 4,500,000 |
| | | **17,834,027** | 16,991,047 |
| Net assets | | **5,152,296** | 5,117,953 |
| Capital and reserves | | | |
| Share capital | 18 | **233,906** | 233,906 |
| Reserve arising from issuance of convertible notes | 18 | **172,002** | 172,002 |
| Other reserves | 18 | **4,744,360** | 4,710,017 |
| Equity attributable to owners of the Company | | **5,150,268** | 5,115,925 |
| Non-controlling interests | | **2,028** | 2,028 |
| Total equity | | **5,152,296** | 5,117,953 |

# Consolidated Statement of Changes in Equity

For the six months ended 31 December 2024

| | Attributable to owners of the Company | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Share capital HK$'000 | Share premium HK$'000 | Reserve arising from issuance of convertible notes HK$'000 (Note) | Share option reserve HK$'000 | Property valuation reserve HK$'000 | Retained profits HK$'000 | Total HK$'000 | Non-controlling interests HK$'000 | Total equity HK$'000 |
| **At 1 July 2024 (audited)** | **233,906** | **2,377,540** | **172,002** | **56,732** | **48,639** | **2,227,106** | **5,115,925** | **2,028** | **5,117,953** |
| Profit and total comprehensive income for the period | **–** | **–** | **–** | **–** | **–** | **483,994** | **483,994** | **–** | **483,994** |
| Recognition of equity-settled share-based payments | **–** | **–** | **–** | **2,470** | **–** | **–** | **2,470** | **–** | **2,470** |
| Lapse of share options | **–** | **–** | **–** | **(502)** | **–** | **502** | **–** | **–** | **–** |
| Unclaimed dividend forfeited | **–** | **–** | **–** | **–** | **–** | **2,495** | **2,495** | **–** | **2,495** |
| Final dividend and distribution paid (note 7) | **–** | **–** | **–** | **–** | **–** | **(454,616)** | **(454,616)** | **–** | **(454,616)** |
| **At 31 December 2024 (unaudited)** | **233,906** | **2,377,540** | **172,002** | **58,700** | **48,639** | **2,259,481** | **5,150,268** | **2,028** | **5,152,296** |

| | Attributable to owners of the Company | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Share capital HK$'000 | Share premium HK$'000 | Reserve arising from issuance of convertible notes HK$'000 (Note) | Share option reserve HK$'000 | Property valuation reserve HK$'000 | Retained profits HK$'000 | Total HK$'000 | Non-controlling interests HK$'000 | Total equity HK$'000 |
| At 1 July 2023 (audited) | 233,906 | 2,377,540 | 172,002 | 68,700 | 48,639 | 1,753,006 | 4,653,793 | 2,028 | 4,655,821 |
| Profit and total comprehensive income for the period | – | – | – | – | – | 435,440 | 435,440 | – | 435,440 |
| Recognition of equity-settled share-based payments | – | – | – | 3,147 | – | – | 3,147 | – | 3,147 |
| Lapse of share options | – | – | – | (6,894) | – | 6,894 | – | – | – |
| Final dividend and distribution paid (note 7) | – | – | – | – | – | (454,616) | (454,616) | – | (454,616) |
| At 31 December 2023 (unaudited) | 233,906 | 2,377,540 | 172,002 | 64,953 | 48,639 | 1,740,724 | 4,637,764 | 2,028 | 4,639,792 |

Note:

Pursuant to an ordinary resolution in relation to the bonus issue of shares (with a Convertible Note alternative) passed at the extraordinary general meeting of the Company held on 1 November 2010, 311,191,645 bonus shares of HK$0.1 each were issued on 25 November 2010 on the basis of one bonus share for every existing share held by the shareholders of the Company whose names appeared on the register of members of the Company on 1 November 2010.

Reserve arising from issuance of the Convertible Notes was then capitalised from the Company's share premium account for the purpose of issue of new shares upon conversion of the Convertible Notes. This reserve balance represented the aggregate amount of the Convertible Notes outstanding at the period end. No Convertible Notes were exercised and converted into ordinary shares by noteholders during the six months ended 31 December 2024 and 2023. As a result, the Convertible Notes in the amount of HK$172,001,633.30 remained outstanding as at 31 December 2024 and 2023.

The Convertible Notes are unlisted, non-transferable and irredeemable but have conversion rights entitling the noteholders to convert into an equivalent number of shares as the number of bonus shares which the noteholders would otherwise be entitled to receive under the bonus issue had the shareholder not elected for the Convertible Notes. The Convertible Notes do not carry voting rights at any general meeting of shareholders of the Company. The noteholders have the same right as the shareholders to receive dividend. The noteholders can exercise the conversion rights at any time after the issue of the Convertible Notes, subject to the terms and conditions of the deed poll constituting the Convertible Notes. The Convertible Notes were recognised as equity and are presented in reserves as "reserve arising from issuance of convertible notes".

# Condensed Consolidated Statement of Cash Flows

For the six months ended 31 December 2024

| | Six months ended 31 December | |
|---|---|---|
| | **2024** | 2023 |
| | ***HK$'000*** | *HK$'000* |
| | **(unaudited)** | (unaudited) |
| **OPERATING ACTIVITIES** | | |
| Profit for the period | **483,994** | 435,440 |
| Adjustments for: | | |
| Income tax expense | **95,640** | 82,452 |
| Depreciation of property, plant and equipment | **308,107** | 284,038 |
| Finance costs | **172,003** | 104,106 |
| Others | **(4,263)** | (3,287) |
| Operating cash inflows before movements in working capital | **1,055,481** | 902,749 |
| Changes in working capital | **(79,894)** | 226,411 |
| **CASH GENERATED FROM OPERATIONS** | **975,587** | 1,129,160 |
| Hong Kong profits tax paid | **(73,970)** | (187,748) |
| **NET CASH GENERATED FROM OPERATING ACTIVITIES** | **901,617** | 941,412 |
| **INVESTING ACTIVITIES** | | |
| Purchase of property, plant and equipment | **(780,955)** | (1,561,143) |
| Interest received | **6,303** | 6,473 |
| Proceeds from disposal of property, plant and equipment | **–** | 7 |
| **NET CASH USED IN INVESTING ACTIVITIES** | **(774,652)** | (1,554,663) |
| **FINANCING ACTIVITIES** | | |
| New bank loans raised | **800,000** | 1,590,000 |
| New shareholder's loan raised | **500,000** | – |
| Repayment of bank loans | **(500,000)** | – |
| Dividends and distribution paid | **(448,568)** | (454,616) |
| Interest paid | **(450,432)** | (366,423) |
| Others | **(9,840)** | (39,423) |
| **NET CASH (USED IN) FROM FINANCING ACTIVITIES** | **(108,840)** | 729,538 |
| **NET INCREASE IN CASH AND CASH EQUIVALENTS** | **18,125** | 116,287 |
| **CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD** | **498,741** | 237,279 |
| **CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD,** represented by bank balances and deposits | **516,866** | 353,566 |

## 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

In preparing the condensed consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the fact that the Group's current liabilities exceeded its current assets by HK$354,372,000 as at 31 December 2024. The Group's total equity is HK$5.2 billion as at 31 December 2024. For illustrative purposes, had the Group's data centres in operation (which is stated at cost net of accumulated depreciation) been stated at fair value at 31 December 2024, total equity of the Group at 31 December 2024 would be HK$31.9 billion. The fair value, which was determined based on the income approach, has been arrived at with the assistance of an independent valuer not connected with the Group. Such information is for illustrative purposes only and is not necessarily an indication of total equity of the Group that actually would have been achieved had the Group's data centres in operation been stated at fair value at 31 December 2024, nor is it intended to be a projection of future results.

In the opinion of the directors of the Company, the Group has a number of sources of finance available to fund its operations, including but not limited to internal resources available and unutilised facilities of HK$2,300,000,000 from financial institutions and shareholder. Accordingly, the condensed consolidated financial statements have been prepared on a going concern basis.

## 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain property and financial instruments, which are measured at fair values.

Other than changes in accounting policies resulting from application of the Hong Kong Financial Reporting Standards ("HKFRSs") and the amendments to HKFRSs, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 31 December 2024 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 30 June 2024.

### Application of amendments to HKFRSs

In the current interim period, the Group has applied the following HKFRSs and amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the Group's annual period beginning on 1 July 2024 for the preparation of the Group's condensed consolidated financial statements:

| | |
|---|---|
| Amendments to HKFRS 16 | Lease Liability in a Sale and Leaseback |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) |
| Amendments to HKAS 1 | Non-current Liabilities with Covenants |
| Amendments to HKAS 7 and HKFRS 7 | Supplier Finance Arrangements |

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

## 3. SEGMENT INFORMATION

### Disaggregation of revenue

**For the six months ended 31 December 2024**

| **Segments** | **Data centre and IT facilities** *HK$'000* | **ELV and IT systems** *HK$'000* | **Total** *HK$'000* |
|---|---|---|---|
| **Types of services recognised over time** | | | |
| Income from data centre and information technology ("IT") facilities colocation services and interconnection services | **1,360,605** | **–** | **1,360,605** |
| Installation and maintenance fee of extra-low voltage ("ELV") and IT systems | **–** | **109,321** | **109,321** |
| Revenue from contract with customers | **1,360,605** | **109,321** | **1,469,926** |

For the six months ended 31 December 2023

| Segments | Data centre and IT facilities *HK$'000* | ELV and IT systems *HK$'000* | Total *HK$'000* |
|---|---|---|---|
| Types of services recognised over time | | | |
| Income from data centre and IT facilities colocation services and interconnection services | 1,184,991 | – | 1,184,991 |
| Installation and maintenance fee of ELV and IT systems | – | 104,649 | 104,649 |
| Revenue from contract with customers | 1,184,991 | 104,649 | 1,289,640 |

### Segment revenue and results

Segment profit represents the profit earned by each segment without allocation of central administrative costs, directors' emoluments, interest income, certain rental income and finance costs. This is the measure reported to the Group's management, being the chief operating decision maker, for the purposes of resource allocation and performance assessment.

The principal activities of the operating segments and reportable segments of the Group are as follows:

(a) Data centre and IT facilities cover the provision of 1) data centre and IT facilities colocation services to allow customers to house their IT infrastructure or equipment, 2) interconnection services to provide customers with high-speed and reliable interconnectivity, and 3) other managed services.

(b) ELV and IT systems comprise installation and maintenance services for the respective systems.

## 3. SEGMENT INFORMATION (continued)

### Segment revenue and results (continued)

An analysis of the Group's revenue and results, substantially derived from Hong Kong, by reportable segment is as follows:

**For the six months ended 31 December 2024**

| | Data centre and IT facilities *HK$'000* | ELV and IT systems *HK$'000* | Elimination *HK$'000* | Consolidated total *HK$'000* |
|---|---|---|---|---|
| **REVENUE** | | | | |
| External | **1,360,605** | **109,321** | **–** | **1,469,926** |
| Inter-segment | **–** | **95** | **(95)** | **–** |
| Total | **1,360,605** | **109,416** | **(95)** | **1,469,926** |
| **RESULTS** | | | | |
| Segment results | **752,003** | **20,611** | **–** | **772,614** |
| Unallocated corporate expenses | | | | **(28,457)** |
| Interest income | | | | **6,697** |
| Rental income | | | | **783** |
| Finance costs | | | | **(172,003)** |
| Profit before taxation | | | | **579,634** |

For the six months ended 31 December 2023

| | Data centre and IT facilities *HK$'000* | ELV and IT systems *HK$'000* | Elimination *HK$'000* | Consolidated total *HK$'000* |
|---|---|---|---|---|
| REVENUE | | | | |
| External | 1,184,991 | 104,649 | – | 1,289,640 |
| Inter-segment | – | 95 | (95) | – |
| Total | 1,184,991 | 104,744 | (95) | 1,289,640 |
| RESULTS | | | | |
| Segment results | 622,921 | 19,358 | – | 642,279 |
| Unallocated corporate expenses | | | | (27,628) |
| Interest income | | | | 6,564 |
| Rental income | | | | 783 |
| Finance costs | | | | (104,106) |
| Profit before taxation | | | | 517,892 |

Inter-segment sales are charged at prevailing market rates.

The Group does not report regularly segment assets and liabilities to the chief operating decision maker and therefore no analysis of segment assets and liabilities is presented.

## 4. OTHER INCOME

| | Six months ended 31 December | |
|---|---|---|
| | **2024** | 2023 |
| | ***HK$'000*** | *HK$'000* |
| Interest income | **6,697** | 6,564 |
| Rental income | **783** | 2,469 |
| Miscellaneous | **1,156** | 2,643 |
| | **8,636** | 11,676 |

## 5. INCOME TAX EXPENSE

| | Six months ended 31 December | |
|---|---|---|
| | **2024** | 2023 |
| | ***HK$'000*** | *HK$'000* |
| Current tax | | |
| – Hong Kong Profits Tax | **57,853** | 63,189 |
| Deferred tax charge | **37,787** | 19,263 |
| | **95,640** | 82,452 |

Hong Kong Profits Tax is calculated at 16.5% (2023: 16.5%) on the estimated assessable profits for the period.

## 6. PROFIT FOR THE PERIOD

| | Six months ended 31 December | |
|---|---|---|
| | **2024** | 2023 |
| | ***HK$'000*** | *HK$'000* |
| Profit for the period has been arrived at after charging (crediting): | | |
| Staff costs | **151,878** | 134,440 |
| Share-based payments | **2,470** | 3,147 |
| Retirement benefit scheme contributions | **4,800** | 3,869 |
| Total staff costs including directors' emoluments | **159,148** | 141,456 |
| Depreciation of property, plant and equipment | **312,486** | 293,100 |
| Less: amounts capitalised | **(4,379)** | (9,062) |
| | **308,107** | 284,038 |
| Loss on disposal of property, plant and equipment | **–** | 46 |

## 6. PROFIT FOR THE PERIOD (continued)

| | Six months ended 31 December | |
|---|---|---|
| | **2024** **HK$'000** | 2023 HK$'000 |
| Interest on bank borrowings | **311,744** | 297,586 |
| Interest on shareholder's loans | **77,383** | 57,468 |
| Other finance costs | **17,901** | 13,735 |
| Interest on lease liabilities | **3,032** | 3,249 |
| Less: amounts capitalised | **(238,057)** | (267,932) |
| Total finance costs | **172,003** | 104,106 |

## 7. DIVIDENDS

During the period, a final dividend of HK11.20 cents per share in respect of the year ended 30 June 2024 (2023: HK11.20 cents per share in respect of the year ended 30 June 2023) was declared and paid to the owners and convertible noteholders of the Company. The aggregate amount of the final dividend declared and paid in the period amounted to HK$454,616,000 (31 December 2023: HK$454,616,000).

The board of directors does not recommend the payment of an interim dividend for the six months ended 31 December 2024 (31 December 2023: nil).

## 8. EARNINGS PER SHARE

### Reported earnings per share

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

| | Six months ended 31 December | |
|---|---|---|
| | **2024** **HK$'000** | 2023 HK$'000 |
| Earnings for the purposes of basic and diluted earnings per share | **483,994** | 435,440 |

| | **2024** **Number of shares** | 2023 Number of shares |
|---|---|---|
| Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share | **4,059,073,666** | 4,059,073,666 |

For the purposes of basic and diluted earnings per share, the weighted average number of ordinary shares is calculated after taking into account the effect of the issuance of bonus shares (with a Convertible Note alternative) in November 2010. Details of the issuance of bonus shares are set out in note 18.

The computation of diluted earnings per share does not assume the exercise of all Company's share options because the exercise price of those share options was higher than the average market price for shares for the six months ended 31 December 2024 and 2023. Save as the share options mentioned above, there were no other dilutive potential ordinary shares in existence during the six months ended 31 December 2024 and 2023.

## 9. INVESTMENT PROPERTY

| | ***HK$'000*** |
|---|---|
| At 30 June and **31 December 2024** | **58,000** |

The fair value of the Group's investment property, which is located in Hong Kong, at 30 June and 31 December 2024 has been determined with reference to a valuation on market value basis carried out by Knight Frank Petty Limited, independent qualified professional surveyor not connected with the Group. In estimating the fair value of the investment property, the highest and best use of the property is its current use. The valuation was valued using the income capitalisation method by capitalising the net income from the existing tenancy and reversionary income potential at appropriate capitalisation rates. The capitalisation rate adopted is 3% (30 June 2024: 3%) which is derived by making reference to the yields achieved from analysis of comparable property investment transactions and valuer's view of prevailing investor expectations regarding rental growth and perceived risks. A lower capitalisation rate would imply a higher property value, and vice versa.

All of the fair value measurements of the Group's investment property was categorised into Level 3 of the fair value hierarchy. Level 3 fair value measurements are those derived from valuation techniques in which unobservable inputs are used. There were no transfers into or out of Level 3 during the year.

All of the Group's property interests that are held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment property.

## 10. PROPERTY, PLANT AND EQUIPMENT

During the period, additions to property, plant and equipment including right-of-use assets amounted to approximately HK$821,837,000 (31 December 2023: HK$1,716,018,000).

During the period, the Group entered into a new lease agreement for warehouse usage (31 December 2023: office usage) for 3 years (31 December 2023: 3 years). The Group is required to make fixed monthly payments during the contract period. On lease commencement, the Group recognised HK$619,000 (31 December 2023: HK$4,832,000) of right-of-use asset and HK$619,000 (31 December 2023: HK$4,832,000) of lease liability.

During the six months ended 31 December 2024, the management reassessed the useful lives of Group's certain data centre facilities. In previous years, certain data centre facilities were depreciated 10% per annum. With effect from 1 July 2024, certain data centre facilities have been depreciated at 6.67% per annum for alignment with latest expected useful lives of the related assets and the practice of other operators in the industry. As a result, depreciation expense decreased by approximately HK$71 million for the six months ended 31 December 2024.

## 11. EQUITY INSTRUMENT AT FVTOCI

| | **31 December 2024** ***HK$'000*** | 30 June 2024 *HK$'000* |
|---|---|---|
| Equity instrument at FVTOCI: | | |
| Unlisted equity instrument | **3,710** | 3,710 |

| | **31 December 2024** ***HK$'000*** | 30 June 2024 *HK$'000* |
|---|---|---|
| Carrying amount analysed for reporting purposes as: | | |
| Non-current asset | **3,710** | 3,710 |

## 12. TRADE AND OTHER RECEIVABLES

| | 31 December 2024 HK$'000 | 30 June 2024 HK$'000 |
|---|---|---|
| Trade receivables | 300,226 | 323,198 |
| Less: allowance for credit losses | (84) | (204) |
| | 300,142 | 322,994 |
| Unbilled revenue for use of data centre and IT facilities (Note) | 259,231 | 162,816 |
| Other receivables | 74,207 | 69,402 |
| Prepayments | 114,509 | 109,360 |
| Deposits paid | 40,835 | 31,928 |
| | 788,924 | 696,500 |

Note: Unbilled revenue represents services provided but not yet billable according to the terms of the contract with customers. The amounts are unconditional and will be billed according to the billing arrangement as set out in the contract with customer.

The Group allows an average credit period of 30 days to its trade customers. The following is an ageing analysis of trade receivables based on the invoice date, net of allowance for credit losses at the end of the reporting period:

| | 31 December 2024 HK$'000 | 30 June 2024 HK$'000 |
|---|---|---|
| 0 – 60 days | 261,490 | 288,127 |
| 61 – 90 days | 8,073 | 10,576 |
| > 90 days | 30,579 | 24,291 |
| | 300,142 | 322,994 |

As at 31 December 2024, out of the past due balances, HK$30,579,000 (30 June 2024: HK$24,291,000) has been past due 90 days or more and is not considered as in default because those debtors are with continuous settlements during and subsequent to the reporting period and no material default history noted.

## 13. CONTRACT ASSETS

| | 31 December 2024 HK$'000 | 30 June 2024 HK$'000 |
|---|---|---|
| Unbilled revenue for installation services | 15,709 | 23,656 |
| Retention receivables of installation services | 18,295 | 15,044 |
| Total contract assets | 34,004 | 38,700 |

## 14. TRADE AND OTHER PAYABLES

| | **31 December 2024** *HK$'000* | 30 June 2024 *HK$'000* |
|---|---|---|
| Trade payables aged within 60 days | **31,165** | 7,598 |
| Trade payables aged over 60 days | **1,844** | 770 |
| Other payables and accruals (Note) | **1,301,955** | 1,594,531 |
| Dividend payable | **3,553** | – |
| Deposits received | **175,057** | 176,988 |
| | **1,513,574** | 1,779,887 |

Note: Other payables and accruals include payables for property, plant and equipment of HK$1,008,742,000 (30 June 2024: HK$1,210,916,000).

## 15. CONTRACT LIABILITIES

The carrying amounts of contract liabilities are as follows:

| | **31 December 2024** *HK$'000* | 30 June 2024 *HK$'000* |
|---|---|---|
| Current liabilities (release to the consolidated statement of profit or loss within one year) | **106,884** | 88,048 |
| Non-current liabilities | **3,253** | 3,761 |
| | **110,137** | 91,809 |

During the six months ended 31 December 2024, revenue recognised in the current period relating to contract liabilities at the beginning of the period was HK$46,349,000 (31 December 2023: HK$32,225,000). The Group receives upfront lump sum payments from certain customers before the commencement of use of data centre and IT facilities and monthly fee in advances from certain customers at the beginning of each month. The upfront lump sum and advance payment result in contract liabilities being recognised.

## 16. BANK BORROWINGS

During the period, the Group did not obtain any new long term banking facilities (31 December 2023: HK$1,600,000,000) and raised unsecured bank loans of HK$800,000,000 (31 December 2023: HK$1,590,000,000) from its existing unutilised banking facilities and repaid the bank loan with a principal amount of HK$500,000,000 (31 December 2023: Nil). As at 31 December 2024, the Group has available unutilised banking facilities of HK$1,500,000,000 (30 June 2024: HK$1,800,000,000).

At 31 December 2024, the carrying amount of the Group's unsecured bank loans amounted to approximately HK$12,212,016,000 (30 June 2024: HK$11,897,116,000). All loans carry interest at the Hong Kong Interbank Offered Rate plus specific margins.

The carrying amounts of the unsecured bank loans are repayable:

| | **31 December 2024** *HK$'000* | 30 June 2024 *HK$'000* |
|---|---|---|
| Within a period of more than one year but less than two years | **4,978,750** | 2,394,500 |
| Within a period of more than two years but less than five years | **7,233,266** | 9,502,616 |
| Total | **12,212,016** | 11,897,116 |

## 17. SHAREHOLDER'S LOANS

On 28 December 2018, the Group and Sun Hung Kai Properties Limited and its subsidiaries, other than members of the Group ("SHKP Group") entered into a loan agreement pursuant to which SHKP Group had agreed to make available unsecured term loan facility in an aggregate amount of HK$3,800,000,000 to the Group for a term of 72 months from the first date of draw down at a fixed interest rate of 4% per annum. The fixed interest rate of 4% per annum was then amended to 3% per annum effective from 1 August 2020. On 17 June 2024, SHKP Group had agreed to extend the loan to a further 24 months and the fixed interest rate shall amend to a Hong Kong Interbank Offered Rate plus a margin with effect from 3 January 2025. On 17 June 2024, the Group and SHKP Group entered into another loan agreement pursuant to which SHKP Group had agreed to make available unsecured term loan facility in an aggregate amount of HK$2,000,000,000 to the Group for a term of 36 months at a Hong Kong Interbank Offered Rate plus a margin. At the end of the reporting period, HK$5,000,000,000 (30 June 2024: HK$4,500,000,000) was drawn down from such facility which was used to fund various existing data centre projects and for working capital requirements.

## 18. SHARE CAPITAL AND OTHER RESERVES

| | Number of ordinary shares | Amount *HK$'000* |
|---|---|---|
| Ordinary shares of HK$0.1 each | | |
| Authorised: | | |
| At 1 July 2023, 31 December 2023, 1 July 2024 and **31 December 2024** | **10,000,000,000** | **1,000,000** |
| Issued and fully paid: | | |
| At 1 July 2024 and **31 December 2024** | **2,339,057,333** | **233,906** |

Notes:

(i) Pursuant to an ordinary resolution in relation to the bonus issue of shares (with a Convertible Note alternative) passed at the extraordinary general meeting of the Company held on 1 November 2010, 311,191,645 bonus shares of HK$0.1 each were issued on 25 November 2010 to the shareholders of the Company who were entitled to those bonus shares and did not elect to receive the Convertible Notes.

Convertible Notes in the amount of HK$172,029,218.80 were issued to shareholders of the Company who elected for the Convertible Note alternative, and the same amount was capitalised from the Company's share premium account as "reserve arising from issuance of convertible notes". Holders of the Convertible Notes are entitled to convert into an equivalent number of shares as the number of bonus shares which the noteholders would otherwise be entitled to receive under the bonus issue. Accordingly, Convertible Notes can be converted into ordinary shares of HK$0.1 each on a one-to-one basis.

During the six months ended 31 December 2024 and 2023, no Convertible Notes were exercised and converted into ordinary shares of the Company.

| | Number of fully paid ordinary shares to be issued (issued) upon conversion | Amount *HK$'000* |
|---|---|---|
| At 1 July 2024 and **31 December 2024** | **1,720,016,333** | **172,002** |

Upon conversion of all the outstanding Convertible Notes, the issued share capital of the Company would be 4,059,073,666 (30 June 2024: 4,059,073,666) fully paid ordinary shares of HK$0.1 each.

Details of the bonus issue of shares (with a Convertible Note alternative) are set out in the circular of the Company dated 29 September 2010.

(ii) During the six months ended 31 December 2024 and 2023, no shares were issued upon exercise of share options.

(iii) Other reserves represented share premium, share option reserve, property valuation reserve and retained profits. A dividend declared and paid of HK$454,616,000 (31 December 2023: HK$454,616,000) has been debited in the retained profits during the period.

## 19. RELATED PARTY TRANSACTIONS

The significant transactions with related parties during the period are as follows:

### (a) Transactions with the SHKP Group

| | Six months ended 31 December | |
|---|---|---|
| | **2024** | 2023 |
| | ***HK$'000*** | *HK$'000* |
| Income from installation, operation and provision of cable networking | **76,901** | 71,107 |
| Income from maintenance and repair of network infrastructure and security systems | **30,351** | 30,486 |
| Income from data centre and IT facilities colocation services, interconnection services and other managed services | **2,376** | 2,258 |
| Licence and management fee charge | **257** | 233 |
| Property management service fees | **2,272** | 3,280 |
| Cable networking installation charges | **5,081** | 8,188 |
| Maintenance and repair charges of network infrastructure and security systems | **1,910** | 1,903 |
| Maintenance of data centre security systems | **2,956** | 1,448 |
| Management fee charges | **1,000** | 1,000 |
| Insurance service charges | **4,013** | 3,274 |
| Construction work charges | **76,665** | 416,911 |
| Interest on shareholder's loans | **77,383** | 57,468 |
| Interest on lease liabilities | **77** | 79 |
| Other finance costs | **1,267** | – |

### (b) Transaction with a joint venture of the SHKP Group

| | Six months ended 31 December | |
|---|---|---|
| | **2024** | 2023 |
| | ***HK$'000*** | *HK$'000* |
| Interest on lease liabilities | **2,925** | 3,128 |

### (c) Transaction with a director

During the period, professional fees of HK$738,000 (31 December 2023: HK$228,000) were paid/payable by the Group to Messrs. Woo Kwan Lee & Lo, a firm of solicitors which provided professional services to the Group. Mr. Cheung Wing-yui, a director of the Company, is a consultant of Messrs. Woo Kwan Lee & Lo.

### (d) Compensation of key management

Fees, salaries and other benefits paid/payable by the Group to the key management during the period amounted to HK$3,148,000 (31 December 2023: HK$2,596,000).

## 20. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Certain Group's financial instruments are measured at fair value at the end of each reporting period. The level of the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

| | **31 December 2024** ***HK$'000*** | 30 June 2024 *HK$'000* |
|---|---|---|
| Unlisted equity instrument (Level 3) | **3,710** | 3,710 |

Fair value of the unlisted equity instrument has been determined by dividend discount model that is not based on observable market data.

The carrying amounts of financial assets and financial liabilities recorded at amortised costs in the condensed consolidated financial statements approximate to their fair values.

There was no transfer of financial assets and financial liabilities between fair value hierarchy classifications during the six months ended 31 December 2024 and 2023.

## 21. CAPITAL COMMITMENTS

| | **31 December 2024** ***HK$'000*** | 30 June 2024 *HK$'000* |
|---|---|---|
| Capital expenditure in respect of development of construction in progress contracted for but not provided in the consolidated financial statements | **307,212** | 657,423 |

## DIVIDEND

The board of Directors (the "Board") does not recommend the payment of an interim dividend for the six months ended 31 December 2024 (2023: Nil).

## DIRECTORS' INTERESTS

As at 31 December 2024, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as adopted by the Company, to be notified to the Company and the Stock Exchange, were as follows:

### 1. Long position in shares and underlying shares of the Company

| | Number of shares held | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Name of Director | Personal interests (held as beneficial owner) | Family interests (interests of spouse or child under 18) | Corporate interests (interests of controlled corporation) | Other interests | Sub-total | Number of underlying shares held under equity derivatives | Total | % of shares in issue as at 31.12.2024 |
| Kwok Ping-luen, Raymond | – | – | – | 3,485,000[1] | 3,485,000 | – | 3,485,000 | 0.15 |
| Fung Yuk-lun, Allen | 4,000,000 | – | – | – | 4,000,000 | 4,000,000[2] | 8,000,000 | 0.34 |
| Chan Man-yuen, Martin | 12,000 | – | – | – | 12,000 | 4,000,000[2] | 4,012,000 | 0.17 |
| Kwok Kai-wang, Christopher | – | – | – | 13,272,658[1&3] | 13,272,658 | – | 13,272,658 | 0.57 |
| Lau Yeuk-hung, Fiona | – | – | – | – | – | 3,700,000[2] | 3,700,000 | 0.16 |
| King Yeo-chi, Ambrose | 1,000 | – | – | – | 1,000 | – | 1,000 | 0.00 |

Notes:

1. Messrs. Kwok Ping-luen, Raymond and Kwok Kai-wang, Christopher were deemed to be interested in 3,485,000 shares in the Company by virtue of them being beneficiaries of certain discretionary trusts for the purpose of Part XV of the SFO. Such shares represented the same interests and were therefore duplicated between them.

2. These underlying shares of the Company held under equity derivatives represented the share options (being regarded for the time being as unlisted physically settled equity derivatives) granted by the Company under its share option schemes. Particulars of these share options and their movements during the six months ended 31 December 2024 are set out in the section headed "Share Option Schemes".

3. Mr. Kwok Kai-wang, Christopher was also deemed to be interested in 9,787,658 shares in the Company by virtue of him being a beneficiary of a discretionary trust for the benefit of the sons of the late Mr. Kwok Ping-sheung, Walter, of Mr. Kwok Ping-kwong, Thomas and of Mr. Kwok Ping-luen, Raymond respectively for the purpose of Part XV of the SFO.

## 2. Long position in shares and underlying shares of associated corporations of the Company

(a) Sun Hung Kai Properties Limited ("SHKP")

| | Number of shares held | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Name of Director | Personal interests (held as beneficial owner) | Family interests (interests of spouse or child under 18) | Corporate interests (interests of controlled corporation) | Other interests | Sub-total | Number of underlying shares held under equity derivatives | Total | % of shares in issue as at 31.12.2024 |
| Kwok Ping-luen, Raymond | 188,743 | 1,580,000[1] | – | 611,563,991[2&3] | 613,332,734 | – | 613,332,734 | 21.17 |
| Kwok Kai-wang, Christopher | 110,000[4] | 60,000[1] | – | 590,405,088[2&3] | 590,575,088 | – | 590,575,088 | 20.38 |
| David Norman Prince | 2,000 | – | – | – | 2,000 | – | 2,000 | 0.00 |
| Siu Hon-wah, Thomas | – | – | – | 7,000[5] | 7,000 | – | 7,000 | 0.00 |
| Chan Hong-ki, Robert | 100,000 | – | – | – | 100,000 | – | 100,000 | 0.00 |

Notes:

1. These shares in SHKP were held by the spouse of the Director concerned.

2. Messrs. Kwok Ping-luen, Raymond and Kwok Kai-wang, Christopher were deemed to be interested in 569,246,186 shares in SHKP by virtue of them being beneficiaries of a discretionary trust for the purpose of Part XV of the SFO. Such shares represented the same interests and were therefore duplicated between them.

3. Mr. Kwok Ping-luen, Raymond was deemed to be interested in 42,317,805 shares in SHKP by virtue of him being a founder and a beneficiary of two discretionary trusts for the purpose of Part XV of the SFO. Of these shares in SHKP, Mr. Kwok Kai-wang, Christopher was deemed to be interested in 21,158,902 shares by virtue of him being a beneficiary of one of the said discretionary trusts for the purpose of Part XV of the SFO. Such shares represented the same interests and were therefore duplicated between them.

4. These shares in SHKP were held jointly with the spouse of Mr. Kwok Kai-wang, Christopher.

5. These shares in SHKP were held jointly with the spouse of Mr. Siu Hon-wah, Thomas.

(b) SmarTone Telecommunications Holdings Limited ("SmarTone")

| Name of Director | Number of shares held: Personal interests (held as beneficial owner) | Other interests | Sub-total | Number of underlying shares held under equity derivatives | Total | % of shares in issue as at 31.12.2024 |
|---|---|---|---|---|---|---|
| Kwok Ping-luen, Raymond | – | 5,162,337[1] | 5,162,337 | – | 5,162,337 | 0.47 |
| Fung Yuk-lun, Allen | 437,359 | – | 437,359 | – | 437,359 | 0.04 |
| Kwok Kai-wang, Christopher | – | 12,011,498[1&2] | 12,011,498 | – | 12,011,498 | 1.09 |
| Lau Yeuk-hung, Fiona | – | – | – | 4,000,000[3] | 4,000,000 | 0.36 |

Notes:

1. Messrs. Kwok Ping-luen, Raymond and Kwok Kai-wang, Christopher were deemed to be interested in 5,162,337 shares in SmarTone by virtue of them being beneficiaries of a discretionary trust for the purpose of Part XV of the SFO. Such shares represented the same interests and were therefore duplicated between them.

2. Mr. Kwok Kai-wang, Christopher was also deemed to be interested in 6,849,161 shares in SmarTone by virtue of him being a beneficiary of a discretionary trust for the benefit of the sons of the late Mr. Kwok Ping-sheung, Walter, of Mr. Kwok Ping-kwong, Thomas and of Mr. Kwok Ping-luen, Raymond respectively for the purpose of Part XV of the SFO.

3. These underlying shares of SmarTone held under equity derivatives represented the share options (being regarded for the time being as unlisted physically settled equity derivatives) granted by SmarTone under its share option scheme. Particulars of these share options and their movements during the six months ended 31 December 2024 were as follows:

| Name of Director | Date of grant | Exercise price per share | Exercise period | Number of share options: Balance as at 01.07.2024 | Granted during the period | Exercised during the period | Cancelled/ Lapsed during the period | Balance as at 31.12.2024 |
|---|---|---|---|---|---|---|---|---|
| | | *HK$* | | | | | | |
| Lau Yeuk-hung, Fiona | 21.04.2023 | 4.964 | 21.04.2024 to 20.04.2028 | 4,000,000 | – | – | – | 4,000,000 |

No share options of SmarTone can be exercised within one year from the date of grant. The share options of SmarTone can be exercised up to 30% of the grant from the first anniversary of the date of grant, up to 60% of the grant from the second anniversary of the date of grant, and in whole or in part of the grant from the third anniversary of the date of grant.

(c) Each of Messrs. Kwok Ping-luen, Raymond and Kwok Kai-wang, Christopher had the following interests in shares of the following associated corporations of the Company:

| Name of associated corporation | Actual shares held through corporation | Actual% of interests in issued shares as at 31.12.2024 |
|---|---|---|
| Hung Carom Company Limited | 25[1] | 25.00 |
| Tinyau Company Limited | 1[1] | 50.00 |
| Open Step Limited | 8[1] | 80.00 |
| Vivid Synergy Limited | 963,536,900[1] | 20.00 |

Note:

1. Messrs. Kwok Ping-luen, Raymond and Kwok Kai-wang, Christopher were deemed to be interested in these shares by virtue of them being beneficiaries of certain discretionary trusts for the purpose of Part XV of the SFO. Such shares represented the same interests and were therefore duplicated between them.

Save as disclosed above, as at 31 December 2024, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

## SHARE OPTION SCHEMES

By an ordinary resolution of the Company passed at its annual general meeting held on 1 November 2012, the Company adopted a share option scheme, which became effective on 15 November 2012 following the passing of an ordinary resolution approving the same by the then shareholders of SHKP at its annual general meeting held on 15 November 2012 (the "2012 Scheme").

Due to the expiry of the 2012 Scheme on 15 November 2022, an ordinary resolution was passed by the shareholders of the Company at the annual general meeting held on 28 October 2022 for approving the adoption of a new share option scheme (the "2022 Scheme") and the termination of the 2012 Scheme. The adoption of the 2022 Scheme and the termination of the 2012 Scheme became effective on 1 November 2022 following the grant of listing approval by the Stock Exchange on 1 November 2022. No share options can be granted under the 2012 Scheme upon its termination.

During the six months ended 31 December 2024, no share options had been granted by the Company. Accordingly, there were no shares of the Company that might be issued in respect of share options granted under all share schemes of the Company during the said period. Particulars of the outstanding share options granted under the 2012 Scheme and the 2022 Scheme and their movements during the six months ended 31 December 2024 were as follows:

| | | | | Number of share options | | | | |
|---|---|---|---|---|---|---|---|---|
| **Grantees** | **Date of grant** | **Exercise price per share** | **Exercise period[1]** | **Balance as at 01.07.2024** | **Granted during the period** | **Exercised during the period** | **Cancelled/ Lapsed during the period** | **Balance as at 31.12.2024** |
| | | *HK$* | | | | | | |
| **(I) 2012 Scheme** | | | | | | | | |
| **(i) Directors** | | | | | | | | |
| Fung Yuk-lun, Allen | 04.05.2022 | 6.532 | 04.05.2023 to 03.05.2027 | 4,000,000 | – | – | – | 4,000,000 |
| Chan Man-yuen, Martin | 05.05.2021 | 7.982 | 05.05.2022 to 04.05.2026 | 2,500,000 | – | – | – | 2,500,000 |
| Lau Yeuk-hung, Fiona | 05.05.2021 | 7.982 | 05.05.2022 to 04.05.2026 | 2,500,000 | – | – | – | 2,500,000 |
| **(ii) Other employees** | 17.06.2020 | 5.39 | 17.06.2021 to 16.06.2025 | 6,662,000 | – | – | (250,000) | 6,412,000 |
| | 17.06.2020 | 5.39 | 02.09.2021 to 16.06.2025 | 600,000 | – | – | – | 600,000 |
| | 05.05.2021 | 7.982 | 05.05.2022 to 04.05.2026 | 3,520,000 | – | – | – | 3,520,000 |
| | 04.05.2022 | 6.532 | 04.05.2023 to 03.05.2027 | 5,108,000 | – | – | (18,000) | 5,090,000 |
| | 04.05.2022 | 6.532 | 01.06.2023 to 03.05.2027 | 350,000 | – | – | – | 350,000 |
| **(iii) Related entity participants** | 05.05.2021 | 7.982 | 05.10.2022 to 04.05.2026 | 800,000 | – | – | – | 800,000 |
| | 04.05.2022 | 6.532 | 04.05.2023 to 03.05.2027 | 100,000 | – | – | – | 100,000 |

| Grantees | Date of grant | Exercise price per share | Exercise period[1] | Number of share options: Balance as at 01.07.2024 | Granted during the period | Exercised during the period | Cancelled/ Lapsed during the period | Balance as at 31.12.2024 |
|---|---|---|---|---|---|---|---|---|
| | | *HK$* | | | | | | |
| **(II) 2022 Scheme** | | | | | | | | |
| **(i) Directors** | | | | | | | | |
| Chan Man-yuen, Martin | 12.01.2023 | 4.514 | 12.01.2024 to 11.01.2028 | 1,500,000 | – | – | – | 1,500,000 |
| Lau Yeuk-hung, Fiona | 12.01.2023 | 4.514 | 12.01.2024 to 11.01.2028 | 1,200,000 | – | – | – | 1,200,000 |
| **(ii) Other employees** | 12.01.2023 | 4.514 | 12.01.2024 to 11.01.2028 | 4,400,000 | – | – | – | 4,400,000 |
| | 22.05.2023 | 4.32 | 22.05.2024 to 21.05.2028 | 5,150,000 | – | – | (400,000) | 4,750,000 |
| | 22.05.2023 | 4.32 | 20.06.2024 to 21.05.2028 | 150,000 | – | – | – | 150,000 |
| | 22.05.2023 | 4.32 | 29.06.2024 to 21.05.2028 | 500,000 | – | – | – | 500,000 |
| | 22.05.2023 | 4.32 | 15.08.2024 to 21.05.2028 | 500,000 | – | – | – | 500,000 |
| **(iii) Related entity participants** | 12.01.2023 | 4.514 | 12.01.2024 to 11.01.2028 | 1,000,000 | – | – | – | 1,000,000 |
| **Total** | | | | 40,540,000 | – | – | (668,000) | 39,872,000 |

Note:

1. No share options of the Company can be exercised within one year from the date of grant. The share options of the Company can be exercised up to 30% of the grant from the first anniversary of the date of grant, up to 60% of the grant from the second anniversary of the date of grant, and in whole or in part of the grant from the third anniversary of the date of grant (except that for the exercise period of the share options granted to certain employees of the Company and its subsidiaries (the "Group") and/or the related entity participants on 17 June 2020, 5 May 2021, 4 May 2022 and 22 May 2023 respectively, such share options can be exercised up to 30% of the grant from the first anniversary of the date of completion of one year's employment or secondment of the respective employees or related entity participants ("Date of Completion"), up to 60% of the grant from the second anniversary of the Date of Completion, and in whole or in part of the grant from the third anniversary of the Date of Completion and for the avoidance of doubt, the first anniversary of the Date of Completion is not earlier than the first anniversary of the date of grant).

Save as disclosed above, there were no outstanding share options granted under the 2012 Scheme and the 2022 Scheme during the six months ended 31 December 2024.

The total number of share options available for grant under the scheme mandate of the 2022 Scheme as at 1 July 2024 was 219,505,733 share options and as at 31 December 2024 was 219,905,733 share options.

## ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than the share option schemes as mentioned above, at no time during the six months ended 31 December 2024 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at 31 December 2024, the interests or short positions of the persons, other than Directors or chief executive of the Company, in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, were as follows:

| Name | Number of shares held | Number of underlying shares held under equity derivatives | Total | % of shares in issue as at 31.12.2024 |
|---|---|---|---|---|
| Sunco Resources Limited ("Sunco")[1] | 1,730,245,500 | 1,719,427,500[2] | 3,449,673,000 | 147.48 |
| SHKP[3] | 1,730,245,500 | 1,719,427,500[2] | 3,449,673,000 | 147.48 |
| HSBC Trustee (C.I.) Limited ("HSBCCI")[4] | 1,733,730,500 | 1,719,427,500[2] | 3,453,158,000 | 147.63 |

Notes:

1. Sunco is the beneficial owner of the 1,730,245,500 shares of the Company and the derivative interests referred to in Note 2 below.

2. These represented the interests in the underlying shares of the Company in respect of the convertible notes (which are unlisted, non-transferable, irredeemable and physically settled equity derivatives) in the amount of HK$171,942,750 convertible into 1,719,427,500 shares of the Company at the conversion price of HK$0.10 per share (subject to adjustment in accordance with the deed poll constituting the convertible notes dated 25 November 2010) upon the exercise of the conversion rights attached to the convertible notes.

3. As Sunco is a wholly-owned subsidiary of SHKP, SHKP is deemed to have interest in the 3,449,673,000 shares of the Company (including 1,719,427,500 underlying shares referred to in Note 2 above) held by Sunco for the purpose of Part XV of the SFO.

4. As HSBCCI is entitled to control the exercise of one-third or more of the voting power at general meetings of SHKP, HSBCCI is deemed to have interest in the 3,449,673,000 shares of the Company (including 1,719,427,500 underlying shares referred to in Note 2 above) held indirectly by SHKP for the purpose of Part XV of the SFO.

Save as disclosed above, as at 31 December 2024, the Company had not been notified by any persons (other than Directors or chief executive 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 under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The interim results for the six months ended 31 December 2024 are unaudited, but have been reviewed 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, by Messrs. Deloitte Touche Tohmatsu, whose report on review of condensed consolidated financial statements is set out on page 18 of this report.

## AUDIT COMMITTEE

The Audit Committee has four members comprising three Independent Non-Executive Directors, Mr. Wong Kai-man (Chairman of the Committee), Professor Li On-kwok, Victor and Professor King Yeo-chi, Ambrose, and one Non-Executive Director, Mr. Cheung Wing-yui, with written terms of reference in compliance with the Listing Rules. The Audit Committee has reviewed this report and has provided advice and comments thereon.

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

During the six months ended 31 December 2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company.

## SPECIFIC PERFORMANCE OBLIGATIONS ON CONTROLLING SHAREHOLDER

1. On 15 November 2021, Grandwide Development Limited ("Grandwide", a wholly-owned subsidiary of the Company) as borrower and the Company as guarantor signed a committed facility letter (the "BOC 2021 Facility Letter") with Bank of China (Hong Kong) Limited ("BOC") as lender whereby the banking facilities of (a) a term loan up to HK$1,500 million (the "BOC 2021 Term Loan Facility"); and (b) a revolving loan up to HK$1,500 million (the "BOC 2021 Revolving Loan Facility") (collectively the "BOC 2021 Facilities") were made available by BOC to Grandwide subject to the terms and conditions of the BOC 2021 Facility Letter. The amounts borrowed under the BOC 2021 Term Loan Facility shall be repaid on the date falling five years from the date of the BOC 2021 Facility Letter countersigned by Grandwide and the Company (the "BOC 2021 Facilities Maturity Date"), while under the BOC 2021 Revolving Loan Facility all amounts borrowed shall be repaid or reborrowed at the end of each interest period and all outstanding amounts shall be repaid in full on the BOC 2021 Facilities Maturity Date.

   Pursuant to the BOC 2021 Facility Letter, Grandwide and the Company undertook to BOC to ensure that:

   (a) SHKP would beneficially own (directly or indirectly) not less than 51% of the issued share capital of the Company; and
   (b) a comprehensive shareholder's loan facility amount (including both the total outstanding loan drawn and the undrawn committed available amount) of not less than HK$3,800 million granted or to be granted by SHKP or any of its wholly-owned subsidiary(ies) to the Company or its wholly-owned subsidiary(ies) would be maintained

   (collectively the "Undertakings").

   A breach of either of the Undertakings will constitute an event of default, which will lead to BOC being entitled not to make any further advances under the BOC 2021 Facility Letter and to declare that all amounts outstanding under the BOC 2021 Facilities (including interests accrued) shall immediately become due and payable.

2. On 29 June 2022, Grandwide as borrower and the Company as guarantor signed a committed facility letter (the "BOC 2022 Facility Letter") with BOC as lender whereby the banking facilities of (a) a term loan up to HK$1,000 million (the "BOC 2022 Term Loan Facility"); and (b) a revolving loan up to HK$1,000 million (the "BOC 2022 Revolving Loan Facility") (collectively the "BOC 2022 Facilities") were made available by BOC to Grandwide subject to the terms and conditions of the BOC 2022 Facility Letter. The amounts borrowed under the BOC 2022 Term Loan Facility shall be repaid on (a) the date falling five years from the date of the BOC 2022 Facility Letter having been countersigned by Grandwide and the Company; or (b) the final maturity date of the shareholder's loan of HK$3,800 million under the loan agreement dated 28 December 2018 entered into between a wholly-owned subsidiary of SHKP (as lender) and a wholly-owned subsidiary of the Company (as borrower), whichever is earlier (the "BOC 2022 Facilities Maturity Date"), while under the BOC 2022 Revolving Loan Facility all amounts borrowed shall be repaid or reborrowed at the end of each interest period and all outstanding amounts shall be repaid in full on the BOC 2022 Facilities Maturity Date.

   Pursuant to the BOC 2022 Facility Letter, Grandwide and the Company agreed to provide the same Undertakings to BOC.

   A breach of either of the Undertakings (if capable of being remedied, not remedied within seven business days of notice by BOC) will constitute an event of default, which will lead to BOC being entitled not to make any further advances under the BOC 2022 Facility Letter and to declare that all amounts outstanding under the BOC 2022 Facilities (including interests accrued) shall immediately become due and payable.

3. On 15 June 2023, Grandwide as borrower and the Company as guarantor entered into a facilities agreement (the "HSBC Facilities Agreement") for facilities in an aggregate amount of up to HK$3,000 million (the "HSBC Facilities") with The Hongkong and Shanghai Banking Corporation Limited ("HSBC") as lender. The HSBC Facilities consist of (a) a term loan facility for an amount of HK$2,000 million; and (b) a revolving loan facility for an amount of HK$1,000 million. The final repayment date of the HSBC Facilities is 35 months from the date of the signing of the HSBC Facilities Agreement.

   Pursuant to the HSBC Facilities Agreement, an event of default shall occur if SHKP does not or ceases to (a) directly or indirectly beneficially own at least 51% of the issued share capital of the Company; or (b) control (as defined in the HSBC Facilities Agreement) the Company.

   If an event of default occurs, HSBC may cancel all commitments under the HSBC Facilities Agreement and require repayment of the loans under the HSBC Facilities, whereupon all such outstanding amounts shall become immediately due and payable.

4. On 3 November 2023, Grandwide as borrower and the Company as guarantor entered into a facilities agreement (the "CHB Facilities Agreement") for (a) a term loan facility in an aggregate amount of HK$1,000 million; and (b) a revolving loan facility in an aggregate amount of HK$600 million (collectively, the "CHB Facilities") with Chong Hing Bank Limited ("CHB") as lender. The final repayment date of the CHB Facilities is the date falling 60 months after the first utilisation date under the CHB Facilities Agreement.

   Pursuant to the CHB Facilities Agreement, an event of default shall occur if SHKP does not or ceases to directly or indirectly own beneficially not less than 51% of the issued share capital of the Company.

   If an event of default occurs, CHB may cancel all or any part of the CHB Facilities and declare that all outstanding amounts under the CHB Facilities Agreement be immediately due and payable.

5. On 27 March 2024, Grandwide as borrower and the Company as guarantor signed a committed facility letter (the "BOC 2024 Facility Letter") with BOC as lender whereby the banking facilities of (a) a term loan up to HK$2,200 million (the "BOC 2024 Term Loan Facility"); and (b) a revolving loan up to HK$800 million (the "BOC 2024 Revolving Loan Facility") (collectively the "BOC 2024 Facilities") were made available by BOC to Grandwide subject to the terms and conditions of the BOC 2024 Facility Letter. The amounts borrowed under the BOC 2024 Term Loan Facility shall be repaid on the date falling 60 months from the first drawdown date of the BOC 2024 Facilities (the "BOC 2024 Facilities Maturity Date"), while under the BOC 2024 Revolving Loan Facility all amounts borrowed shall be repaid or reborrowed at the end of each interest period and all outstanding amounts shall be repaid in full on the BOC 2024 Facilities Maturity Date.

   Pursuant to the BOC 2024 Facility Letter, Grandwide and the Company agreed to provide the same Undertakings to BOC.

   A breach of either of the Undertakings (if capable of being remedied, not remedied within seven business days of notice by BOC requiring remedy or such further time as may be reasonable if remedy within seven business days is not possible) will constitute an event of default, which will lead to BOC being entitled not to make any further advances under the BOC 2024 Facility Letter and to declare that all amounts outstanding under the BOC 2024 Facilities (including interests accrued) shall immediately become due and payable.

6. On 17 April 2024, Grandwide as borrower and the Company as guarantor entered into a facilities agreement (the "CCB Facilities Agreement") for (a) a term loan facility in an aggregate amount of HK$800 million; and (b) a revolving loan facility in an aggregate amount of HK$400 million (collectively, the "CCB Facilities") with China Construction Bank (Asia) Corporation Limited ("CCB") as lender. The final repayment date of the CCB Facilities is the date falling 60 months after the date of signing of the CCB Facilities Agreement.

   Pursuant to the CCB Facilities Agreement, an event of default shall occur if SHKP does not or ceases to directly or indirectly own beneficially not less than 51% of the issued share capital of the Company.

   If an event of default occurs, CCB may cancel all or any part of the CCB Facilities and declare that all outstanding amounts under the CCB Facilities Agreement and related finance documents be immediately due and payable.

## COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code in Appendix C3 to the Listing Rules as the code of conduct for the Directors and the relevant employees who are likely to possess inside information of the Group in their dealings in the securities of the Company. Upon the Company's specific enquiry, each Director has confirmed that during the six months ended 31 December 2024, he/she has fully complied with the Model Code and there is no event of non-compliance.

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Throughout the six months ended 31 December 2024, the Company has complied with the code provisions of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

On behalf of the Board

**Kwok Ping-luen, Raymond**
*Chairman*

Hong Kong, 25 February 2025

*As at the date of this report, the Board comprises four Executive Directors, being Kwok Ping-luen, Raymond, Fung Yuk-lun, Allen, Tung Chi-ho, Eric and Chan Man-yuen, Martin; six Non-Executive Directors, being Cheung Wing-yui, Kwok Kai-wang, Christopher, David Norman Prince, Siu Hon-wah, Thomas, Chan Hong-ki, Robert and Lau Yeuk-hung, Fiona; and five Independent Non-Executive Directors, being Li On-kwok, Victor, King Yeo-chi, Ambrose, Wong Kai-man, Lee Wai-kwong, Sunny and Jack Lau.*

SUNeVision Holdings Ltd.
新意網集團有限公司

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