

# Sino Splendid Holdings Limited

## 中國華泰瑞銀控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

GEM Stock 股份代號 : 8006

# 2022

## THIRD QUARTERLY REPORT

### 第三季業績報告



## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors of Sino Splendid Holdings Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

### 香港聯合交易所有限公司（「聯交所」）GEM 之特色

**GEM** 之定位，乃為相比起其他在聯交所上市之公司可能帶有較高投資風險之中小型公司提供上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

由於**GEM**上市之公司一般為中小型公司，在**GEM**買賣之證券可能會較於主板買賣之證券承受更大之市場波動風險，同時無法保證在**GEM**買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及香港聯合交易所有限公司對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告包括之資料乃遵照香港聯合交易所有限公司《**GEM**證券上市規則》（「**GEM**上市規則」）之規定而提供有關中國華泰瑞銀控股有限公司（「本公司」）之資料。本公司之各董事願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所知及所信，本報告所載之資料在各重大方面均屬準確完整且無誤導或欺詐成份，及本報告並無遺漏其他事實致使本報告所載任何陳述或本報告產生誤導。

The board (the “Board”) of directors (the “Directors”) of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) for the three months (the “Quarterly Period”) and nine months (the “Nine-Month Period”) ended 30 September 2022, together with the comparative unaudited figures for the corresponding periods in 2021.

本公司董事(「董事」)會(「董事會」)欣然公佈本公司及其附屬公司(下文統稱「本集團」)截至二零二二年九月三十日止三個月(「季度期間」)及九個月(「九個月期間」)之未經審核綜合業績，連同二零二一年同期之未經審核比較數字。

## UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2022

## 未經審核綜合損益及其他全面收益表

截至二零二二年九月三十日止三個月及九個月

		Notes 附註	(Unaudited) (未經審核)		(Unaudited) (未經審核)	
			Three months ended 30 September 截至九月三十日止三個月	Nine months ended 30 September 截至九月三十日止九個月	2022 二零二二年	2021 二零二一年
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	營業額	3	16,098	16,237	53,825	42,596
Cost of sales	銷售成本		(10,639)	(9,035)	(31,864)	(24,277)
Gross profit	毛利		5,459	7,202	21,961	18,319
Other income, gains and losses	其他收入、收益及虧損		2,081	(554)	(4,556)	16,323
Selling and distribution expenses	銷售及分銷開支		(1,595)	(2,345)	(11,342)	(11,131)
Administrative expenses	行政開支		(4,083)	(10,163)	(24,391)	(40,343)
Finance costs	財務成本		(180)	(12)	(308)	(29)
Profit/(loss) before tax	除稅前溢利/(虧損)		1,682	(5,872)	(18,636)	(16,861)
Income tax credit/(expense)	所得稅抵免/(開支)	4	-	-	-	-
<b>Profit/(loss) for the period</b>	<b>期內溢利/(虧損)</b>		<b>1,682</b>	<b>(5,872)</b>	<b>(18,636)</b>	<b>(16,861)</b>

**UNAUDITED CONSOLIDATED  
STATEMENT OF PROFIT OR LOSS AND  
OTHER COMPREHENSIVE INCOME**

未經審核綜合損益及其他  
全面收益表（續）

(continued)

For the three months and nine months ended 30 September 2022 截至二零二二年九月三十日止三個月及九個月

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Three months ended 30 September		Nine months ended 30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元
<b>Other comprehensive income/(expenses)</b>	其他全面收入／（開支）				
<b>Items that may be reclassified subsequently to profit or loss:</b>	其後可能重新分類至損益之項目：				
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額	(84)	2,986	(193)	(55)
<b>Other comprehensive income/(expenses) for the period</b>	期內其他全面收入／（開支）	(84)	2,986	(193)	(55)
<b>Total comprehensive income/(expenses) for the period</b>	期內全面收入／（開支）總額	1,598	(2,886)	(18,829)	(16,916)
<b>Profits/(loss) attributable to:</b>	下列人士應佔溢利／（虧損）：				
Owners of the Company	本公司持有人	1,682	(5,872)	(18,636)	(16,861)
Non-controlling interests	非控股權益	-	-	-	-
		1,682	(5,872)	(18,636)	(16,861)
<b>Total comprehensive income/(expenses) attributable to:</b>	下列人士應佔全面收入／（開支）總額：				
Owners of the Company	本公司持有人	1,598	(2,886)	(18,829)	(16,916)
Non-controlling interests	非控股權益	-	-	-	-
		1,598	(2,886)	(18,829)	(16,916)
<b>Profits/(loss) per share</b>	每股溢利／（虧損）	5			
Basic and diluted (cents per share)	基本及攤薄（每股港仙）	0.33	(0.62)	(3.63)	(3.61)

Notes:

**1. GENERAL**

The Company is a public limited company incorporated in the Cayman Islands and its shares are listed on GEM of the Stock Exchange.

**2. BASIS OF PREPARATION AND ACCOUNTING POLICIES**

The unaudited consolidated financial statements of the Group have been prepared under historical cost convention, except for certain financial instruments, which are measured at fair value. The principal accounting policies used in the preparation of the unaudited consolidated financial statements are consistent with those adopted in the preparation of the annual financial statements of the Group for the year ended 31 December 2021 except that the Group has adopted the newly issued and revised HKFRSs, which are effective for the annual period beginning on 1 January 2022, as disclosed in the annual consolidated financial statements for the year ended 31 December 2021.

The adoption of these new and revised HKFRSs did not result in significant changes to the Group's financial performance and financial position.

The Group has not applied any new and revised HKFRSs that are not effective for the Nine-Month Period.

附註：

**1. 一般資料**

本公司為一家於開曼群島註冊成立之上市有限公司，其股份於聯交所GEM上市。

**2. 編製基準及會計政策**

本集團之未經審核綜合財務報表乃根據歷史成本法編製，惟若干金融工具以公允值計量。編製未經審核綜合財務報表所採用的主要會計政策與編製本集團截至二零二一年十二月三十一日止年度的年度財務報表所採用者一致，惟本集團已採用新發佈及經修訂之香港財務報告準則，該等準則於二零二二年一月一日開始之年度期間生效（誠如截至二零二一年十二月三十一日止年度之年度綜合財務報表所披露）。

採用該等新訂及經修訂香港財務報告準則並無令本集團之財務表現及財務狀況產生重大變動。

本集團並無應用於九個月期間尚未生效之任何新訂及經修訂香港財務報告準則。

### 3. REVENUE

An analysis of the Group's revenue for the periods is as follows:

### 3. 營業額

本集團於各期間之營業額分析如下：

		(Unaudited) (未經審核)			
		For the three months ended 30 September		For the nine months ended 30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Travel media	旅遊媒體	1,970	4,056	7,604	7,578
Financial magazine and other media	財經雜誌及其他媒體	13,850	9,650	42,200	26,860
Securities investment	證券投資	-	2,253	-	7,103
Money lending	放債	278	278	823	823
Virtual reality	虛擬現實	-	-	3,198	232
		16,098	16,237	53,825	42,596

### 4. INCOME TAX

### 4. 所得稅

		(Unaudited) (未經審核)			
		For the three months ended 30 September		For the nine months ended 30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Current tax – Hong Kong	即期稅項－香港	-	-	-	-
Current tax – overseas	即期稅項－海外	-	-	-	-
Deferred tax	遞延稅項	-	-	-	-
		-	-	-	-

#### 4. INCOME TAX (continued)

Hong Kong Profits Tax has been provided at a rate of 16.5% (2021: 16.5%) on the estimated assessable profit for the third quarterly period ended 30 September 2022 and corresponding period in 2021. No provision has been made for Hong Kong Profits Tax as there are no assessable profits generated for the period ended 30 September 2022.

On 21 March 2018, the Inland Revenue (Amendment) (No. 7) Bill 2017, which introduces a two-tiered profits tax regime, was substantively enacted. Under the two-tiered profits tax regime, the first HK\$2 million of assessable profits of qualifying corporations will be taxed at 8.25% with effect from the year assessment 2018/2019. Profits above HK\$2 million will continue to be subject to the tax rate of 16.5%.

#### 4. 所得稅(續)

香港利得稅乃根據截至二零二二年九月三十日止第三季度期間及二零二一年同期之估計應課稅溢利按16.5% (二零二一年: 16.5%) 之稅率計提撥備。由於截至二零二二年九月三十日止期間並無產生應課稅溢利，故並無就香港利得稅計提撥備。

於二零一八年三月二十一日，引入利得稅兩級制的《2017年稅務(修訂)(第7號)條例草案》實質上已獲頒佈。根據利得稅兩級制，自2018/2019課稅年度起，合資格企業的首2,000,000港元應課稅溢利將按8.25%的稅率徵稅。超過2,000,000港元的溢利將繼續按16.5%的稅率繳稅。

5. (A) BASIC LOSS PER SHARE

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the nine months ended 30 September 2022 and 2021.

5. (A) 每股基本虧損

每股基本虧損乃按截至二零二二年及二零二一年九月三十日止九個月本公司持有人應佔虧損除以已發行普通股加權平均數計算。

		(Unaudited) (未經審核)	
		Nine months ended 30 September	
		截至九月三十日 止九個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Loss per share</b>	<b>每股虧損</b>		
Loss for the purpose of computation of Basic loss per share	就計算每股基本虧損之虧損	<b>(18,636)</b>	(16,861)
Effect of dilutive potential ordinary shares: Adjustment for Share option	潛在攤薄普通股的影響： 就購股權作出調整	-	-
Loss for the purpose of diluted loss per share	就計算每股攤薄虧損之虧損	<b>(3.63)</b>	(3.61)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares in issue for the purpose of basic loss per share	就計算每股基本虧損之已發行普通股加權平均數	<b>513,484</b>	466,870
Effect of dilutive potential ordinary shares: – Share option	潛在攤薄普通股的影響： 一購股權	-	-
Weighted average number of ordinary shares in issue for the purpose of diluted loss per share	就計算每股攤薄虧損之已發行普通股加權平均數	<b>513,484</b>	466,870



## 5. (B) DILUTED LOSS PER SHARE

There were no dilutive potential ordinary share in issue for the nine months ended 30 September 2022 and 2021, and diluted earnings/(loss) per share is the same as basic earnings/(loss) per share.

## 5. (B) 每股攤薄虧損

截至二零二二年及二零二一年九月三十日止九個月，並無已發行潛在攤薄普通股，故每股攤薄盈利／（虧損）與每股基本盈利／（虧損）相同。

## 6. UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 6. 未經審核綜合權益變動表

	Share capital	Share premium	Capital reserve	Share option reserve	Capital redemption reserve	Reserve funds	Translation reserve	Retained profits	Subtotal	Attributable to non-controlling interests	Total	
	股本	股份溢價	資本儲備	購股權儲備	贖回儲備	儲備金	匯兌儲備	保留溢利	小計	非控股權益應佔	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		(Note a)	(Note a)			(Note b)						
		(附註a)	(附註a)			(附註b)						
At 1 January 2021	於二零二一年一月一日	4,630	77,611	755	822	11,690	19,025	46,260	(6,212)	154,581	2,029	156,610
Loss for the period	期內虧損	-	-	-	-	-	-	(10,989)	(10,989)	-	(10,989)	
Other comprehensive expenses for the period	期內其他全面開支	-	-	-	1,277	-	-	3,041	-	4,318	-	4,318
Total comprehensive expenses for the period	期內全面開支總額	-	-	-	1,277	-	-	3,041	(10,989)	(6,671)	-	(6,671)
At 30 June 2021	於二零二一年六月三十日	4,630	77,611	755	2,099	11,690	19,025	49,301	(17,201)	147,910	2,029	149,939
At 1 January 2022	於二零二二年一月一日	4,784	79,246	755	1,612	11,690	19,025	43,748	(28,342)	132,518	2,029	134,547
Loss for the period	期內虧損	-	-	-	-	-	-	(18,636)	(18,636)	-	(18,636)	
Other comprehensive expenses for the period	期內其他全面開支	-	-	-	-	-	-	(193)	-	(193)	-	(193)
Grant of share option	授出購股權	-	-	-	1,328	-	-	-	-	1,328	-	1,328
Exercise of share option	行使購股權	193	1,879	-	(590)	-	-	-	-	1,482	-	1,482
Lapsed of share option	購股權失效	-	-	-	(1)	-	-	-	1	-	-	-
Conversion of convertible bonds	轉換可換股債券	925	8,325	-	-	-	-	-	-	9,250	-	9,250
Total comprehensive income/(expenses) for the period	期內全面收入／（開支）總額	1,118	10,204	-	737	-	-	(193)	(18,635)	(6,769)	-	(6,769)
At 30 September 2022	於二零二二年九月三十日	5,902	89,450	755	2,349	11,690	19,025	43,555	(46,977)	125,749	2,029	127,778

## 6. UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

*Note a:* Under the Companies Law of the Cayman Islands (2010 Revision as amended from time to time), the share premium and capital reserve of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

*Note b:* Pursuant to the relevant laws and regulations for foreign investment enterprises (the "FIEs") established in the People's Republic of China excluding Hong Kong (the "PRC"), a certain portion of the FIE's profit is required to be transferred to reserve fund which is not distributable. Transfers to this reserve are made out of the FIE's profit after taxation calculated in accordance with accounting principles and financial regulations applicable to PRC enterprises and shall not be less than 10% of profit after taxation. No such transfer were made during both periods as there were no such profit after taxation from the FIEs.

## 7. DIVIDEND

The Board do not recommend the payment of an interim dividend for the Nine-Month Period (the corresponding period in 2021: Nil).

## 6. 未經審核綜合權益變動表 (續)

*附註a:* 根據開曼群島公司法(二零一零年修訂本,經不時修訂),本公司股份溢價及資本儲備可供撥作分派或派發股息予股東,惟緊隨建議分派或派息當日後,本公司能於正常業務過程中支付其到期之債務。

*附註b:* 根據適用於在中華人民共和國(「中國」,不包括香港)成立之外商投資企業(「外商投資企業」)之相關法律及規例,外商投資企業之若干溢利須轉撥至不可分派之儲備金內。轉撥至儲備金之金額乃根據適用於中國企業之會計原則及財務規例計算外商投資企業之除稅後溢利計算,不得低於除稅後溢利之10%。由於並無來自外商投資企業除稅後溢利,因此於兩個期間內並無進行有關轉撥。

## 7. 股息

董事會並不建議就九個月期間派發中期股息(二零二一年同期:無)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL REVIEW

#### *Revenue and gross profit*

Revenue for the Nine-Month Period was HK\$53,825,000 representing a HK\$11,229,000, or approximately 26.4% increase compared with the corresponding period in 2021 of HK\$42,596,000. The increase was primarily attributable to increase in revenue from Financial Magazine Business.

Gross profit margin for the Nine-Month Period slightly decreased to approximately 41%, compared with approximately 43% in the same period last year.

#### *Other income, gains and losses*

Other loss (net) amounted to approximately HK\$4,556,000 for the Nine-Month Period, compared with other gain (net) of HK\$16,323,000 for the corresponding period in 2021. The decrease was primarily attributable to no dividend income from available-for-sale investment (2021: approximately HK\$11,760,000) and the loss from the disposal of held-for-trading investments of approximately HK\$5,041,000 in the Nine-Month Period (2021: Nil).

#### *Selling and distribution expenses*

Selling and distribution expenses increased by approximately 2% to HK\$11,342,000 for the Nine-Month Period, compared with HK\$11,131,000 for the corresponding period in 2021.

## 管理層討論及分析

### 財務回顧

#### *營業額及毛利*

九個月期間之營業額為53,825,000港元，較二零二一年同期的42,596,000港元增加11,229,000港元或約26.4%。該增加乃主要由於財經雜誌業務營業額增加。

九個月期間之毛利率略減至約41%，而去年同期為約43%。

#### *其他收入、收益及虧損*

於九個月期間，其他虧損（淨額）約為4,556,000港元，而二零二一年同期其他收益（淨額）則為16,323,000港元。該減少主要是由於九個月期間並無來自可供出售投資的股息收入（二零二一年：約11,760,000港元）及出售持作買賣投資產生虧損約5,041,000港元（二零二一年：無）。

#### *銷售及分銷開支*

於九個月期間，銷售及分銷開支增加約2%至11,342,000港元，而二零二一年同期則為11,131,000港元。

### ***Administrative expenses***

Administrative expenses was HK\$24,391,000 for the Nine-Month Period, compared with HK\$40,343,000 for the corresponding period in 2021.

### ***Income tax***

No provision has been made for Hong Kong Profits Tax as there are no assessable profits generated for the period ended 30 September 2022 (2021: Nil).

### ***Loss for the period attributable to owners of the Company***

Loss for the period attributable to owners of the Company was approximately HK\$18,636,000 for the Nine-Month Period, compared with a loss of HK\$16,861,000 for the corresponding period in 2021.

### ***Capital structure***

As at 30 September 2022, the Company has 147,540,930 shares of HK\$0.04 each in issue. The value of share capital was approximately HK\$5,902,000 as at 30 September 2022 (31 December 2021: approximately HK\$4,784,000).

### ***行政開支***

於九個月期間，行政開支為24,391,000港元，而二零二一年同期則為40,343,000港元。

### ***所得稅***

由於截至二零二二年九月三十日止期間並無產生應課稅溢利（二零二一年：無），故並無計提香港利得稅撥備。

### ***本公司持有人應佔期內虧損***

於九個月期間，本公司持有人應佔期內虧損約為18,636,000港元，而二零二一年同期則為虧損16,861,000港元。

### ***資本架構***

於二零二二年九月三十日，本公司已發行147,540,930股每股面值0.04港元的股份。於二零二二年九月三十日之股本價值為約5,902,000港元（二零二一年十二月三十一日：約4,784,000港元）。

## USE OF PROCEEDS

### The 2017 Placing

Reference is made to the announcements of the Company dated 22 November 2017, 24 November 2017 and 13 December 2017 (collectively the “2017 Placing Announcements”). As disclosed in the 2017 Placing Announcements, the net proceeds of the 2017 Placing (after deduction of fees, commissions and expenses) amounted to approximately HK\$12.51 million (the “2017 Net Proceeds”). The Board would like to provide further information pursuant to Rule 18.32A and Rule 18.32(8) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) in relation to the use of the 2017 Net Proceeds as follows:

## 所得款項用途

### 二零一七年配售事項

茲提述本公司日期為二零一七年十一月二十二日、二零一七年十一月二十四日及二零一七年十二月十三日之公告（統稱「二零一七年配售公告」）。誠如二零一七年配售公告所披露，二零一七年配售事項之所得款項淨額（經扣除費用、佣金及開支後）約為12,510,000港元（「二零一七年所得款項淨額」）。董事會謹此根據香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）第18.32A條及第18.32(8)條提供有關二零一七年所得款項淨額用途的進一步資料如下：

		Planned use of 2017 Net Proceeds	Actual utilised amount up to 31 December 2021
		二零一七年 所得款項淨 額之計劃用途	截至二零二一年 十二月三十一日 實際動用金額
		HK\$ million (approximately)	HK\$ million (approximately)
		%	
<b>For general working capital:</b>	<b>用作一般營運資金：</b>		
Salaries expenses, including directors' emoluments and other staff costs	薪金開支（包括董事酬金及其他員工成本）	40.0	5.0
Rental expenses for Hong Kong premises	香港物業之租金開支	12.0	1.5
Legal and professional fee and other administrative expenses	法律及專業費用及其他行政開支	40.0	5.0
Other possible investment	其他可能投資	8.0	1.01
		100.0	12.51

### The 2022 Placing of convertible bonds

Reference is made to the announcements of the Company dated 23 May 2022, 9 June 2022, 15 June 2022 and 16 June 2022 (collectively the “2022 Placing Announcements”). As disclosed in the 2022 Placing Announcements, the net proceeds of the 2022 Placing (after deduction of fees, commissions and expenses) amounted to approximately HK\$9.02 million (the “2022 Net Proceeds”). The Board would like to provide further information pursuant to Rule 18.32A and Rule 18.32(8) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) in relation to the use of the 2022 Net Proceeds as follows:

### 二零二二年配售可換股債券

茲提述本公司日期為二零二二年五月二十三日、二零二二年六月九日、二零二二年六月十五日及二零二二年六月十六日之公告（統稱「二零二二年配售公告」）。誠如二零二二年配售公告所披露，二零二二年配售事項之所得款項淨額（經扣除費用、佣金及開支後）約為9,020,000港元（「二零二二年所得款項淨額」）。董事會謹此根據香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）第18.32A條及第18.32(8)條提供有關二零二二年所得款項淨額用途的進一步資料如下：

		Planned use of 2022 Net Proceeds	Actual utilised amount up to 30 September 2022 截至 二零二二年 九月三十日 實際動用金額 HK\$ million (approximately)	Unutilised balance as at 30 September 2022 未動用餘額 HK\$ million (approximately)	Expected timeline for unutilised 2022 Net Proceeds 未動用 二零二二年 所得款項淨額之 預期動用時間表 HK\$ million (approximately)
	%	百萬港元 (概約)	百萬港元 (概約)	百萬港元 (概約)	
<b>For general working capital:</b>					
Salaries expenses, including directors' emoluments and other staff costs	用作一般營運資金： 薪金開支（包括董事酬金及其他員工成本）	29.0	2.62	-	End of 2022 二零二二年末
Settlement of indebtedness under the bonds issued by the Company	償付本公司所發行債券項下的債務	71.0	6.4	6.4	-
		100.0	9.02	6.4	2.62

The 2022 Net Proceeds were used and are proposed to be used according to the intentions as disclosed in the 2022 Placing Announcements. The expected timeline for using the unutilised amount of the 2022 Net Proceeds is based on the best estimation of the business market situations made by the Board. It might be subject to changes based on the market conditions. Further announcement(s) in respect of change in timeline, if any, will be made by the Company in accordance with the requirements of the GEM Listing Rules as and when appropriate to update its Shareholders and potential investors.

二零二二年所得款項淨額乃根據二零二二年配售公告所披露之意向動用，餘額亦擬繼續按此予以動用。二零二二年所得款項淨額未動用金額之預期動用時間表乃基於董事會對業務市場情況作出之最佳估計，可能會根據市況而作出變動。本公司將根據GEM上市規則之規定適時就時間表變動（如有）作出進一步公告，以向股東及潛在投資者提供最新資料。

## BUSINESS REVIEW

### *Travel Media Business*

The Travel Media Business was still seriously affected by the COVID-19 epidemic. In order to contain the spread of the COVID-19 epidemic, many countries implemented stringent border control measures during the year and inbound tourism remaining at a standstill. The continuing international travel and immigration restrictions impact the results of the Travel Media Business and suffering the substantial loss on the operation apart from the Job Support Scheme by Singapore government. During the Nine-Month Period, the Travel Media Business recorded a revenue of HK\$7,604,000, decreased by approximately 0.34% or HK\$26,000 as compared with that of HK\$7,578,000 for the same period in 2021. This amount represented approximately 14.1% of the Group's total revenue for the Nine-Month Period.

The Travel Media Business recorded a segment loss of approximately HK\$6,868,000 during the Nine-Month Period.

### *Financial Magazine and Other Media Business*

During the reporting period, the Group engaged in provision of contents and advertising services through travel and financial magazine, internet and other media channels. The Group focused on expanding the business in advertising on digital platform and other media channels.

## 業務回顧

### *旅遊媒體業務*

2019冠狀病毒病疫情對旅遊媒體業務造成的重創仍未減退。為防止2019冠狀病毒病疫情傳播，許多國家於本年度採取嚴格的邊境管制措施，入境旅遊仍處於停擺狀態。除新加坡政府實行的就業支持計劃外，旅遊媒體業務的業績因持續的國際旅行限制及入境限制受到影響，並於營運方面遭受重大虧損。於九個月期間，旅遊媒體業務錄得營業額7,604,000港元，較二零二一年同期的7,578,000港元減少約0.34%或26,000港元。此金額佔本集團於九個月期間總營業額的約14.1%。

於九個月期間，旅遊媒體業務錄得分部虧損約6,868,000港元。

### *財經雜誌及其他媒體業務*

於報告期間，本集團透過旅遊與財經雜誌、互聯網及其他媒體渠道提供內容及廣告服務。本集團專注於擴展數字平台及其他媒體渠道的廣告業務。



Revenue from this business was HK\$42,200,000, which accounted for approximately 78.4% of the Group's total revenue for the Nine-Month Period. This business recorded a gross profit margin of approximately 36.6%.

### *Securities Investment*

As at 30 September 2022, total market value for the held-for-trading investments of the Group was approximately HK\$8,810,000 (2021: HK\$33,504,000).

### *Money Lending Business*

Revenue from this business was approximately HK\$823,000, which accounted for approximately 1.5% of the Group's total revenue for the Nine-Month Period.

### *Virtual Reality Business*

Revenue from this business was approximately HK\$3,198,000 for the Nine-Month Period, which accounted for approximately 5.9% of the Group's total revenue for the Nine-Month Period.

## **FUND RAISING ACTIVITIES**

During the period ended 30 September 2022, in order to support the development of the Group's media business, the Group has engaged in certain fund raising activities, details of which are set out as follows:

於九個月期間，該業務之營業額為42,200,000港元，佔本集團總營業額之約78.4%。該業務錄得毛利率約36.6%。

### *證券投資*

於二零二二年九月三十日，本集團持作買賣投資之總市值約為8,810,000港元（二零二一年：33,504,000港元）。

### *放債業務*

於九個月期間，該業務之營業額約為823,000港元，佔本集團總營業額之約1.5%。

### *虛擬現實業務*

該業務於九個月期間之營業額約為3,198,000港元，佔本集團於九個月期間總營業額的約5.9%。

### *籌資活動*

截至二零二二年九月三十日止期間，為支持本集團媒體業務之發展，本集團已進行若干籌資活動，詳情載列如下：

### *Issue of corporate bonds*

During the period ended 30 September 2022, the Company entered into subscription agreement with an independent investors pursuant to which the investors have agreed to subscribe and the Company has agreed to issue the corporate bonds in the aggregate principal amount of HK\$6 million at par value, bearing interest rates of 6% per annum and maturity date is 1 year from the date of issue.

At the end of the reporting period, all outstanding principal amount of the corporate bonds, being HK\$6,000,000 and the corresponding outstanding interest, being HK\$360,000 have been fully repaid by the Company. The net proceeds from the corporate bonds, after deducting the other related expenses payable by the Company, were approximately HK\$5.95 million. The actual use of proceeds is approximately HK\$5.95 million for general working capital, such as staff salaries, marketing expenses and others operation cost. As at the date of the report, the proceeds were fully utilized as intended.

### **ISSUE OF CONVERTIBLE BONDS**

Reference is made to announcements of the Company dated 23 May 2022, 9 June 2022, 15 June 2022 and 16 June 2022. On 23 May 2022 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has conditionally agreed to issue and the Placing Agent has conditionally agreed to procure, on a best effort basis, not less than six Placées to subscribe for the Convertible Bonds with an aggregate principal amount of up to HK\$9,250,000 at the Conversion Price of HK\$0.10 per Conversion Share.

### *發行公司債券*

截至二零二二年九月三十日止期間，本公司與獨立投資者訂立認購協議，據此，投資者已同意認購而本公司已同意按面值發行本金總額為6,000,000港元之公司債券，按年利率6%計息，到期日為發行日期起計一年。

於報告期間末，本公司已悉數還清公司債券之未償還本金額6,000,000港元及相應利息360,000港元。公司債券所得款項淨額（經扣除本公司應付之其他相關開支）約為5,950,000港元。所得款項約5,950,000港元實際用作一般營運資金，如員工薪金、營銷開支及其他營運成本。於本報告日期，所得款項已按擬定用途悉數動用。

### *發行可換股債券*

茲提述本公司日期為二零二二年五月二十三日、二零二二年六月九日、二零二二年六月十五日及二零二二年六月十六日的公告。於二零二二年五月二十三日（交易時段後），本公司與配售代理訂立配售協議，據此，本公司已有條件同意發行，而配售代理已有條件同意按盡力基準促使不少於六名承配人認購本金總額最多為9,250,000港元之可換股債券，換股價為每股換股股份0.10港元。

During the reporting period, the Company fully redeemed the convertible bonds with the principal amount of HK\$9,250,000 for cash consideration of HK\$9,250,000. The Company will apply the net proceeds as to general working capital of the Company and settlement of indebtedness under the bonds issued by the Company of approximately HK\$6.4 million.

於報告期間，本公司以現金代價9,250,000港元悉數贖回本金額為9,250,000港元之可換股債券。本公司會將所得款項淨額用作本公司之營運資金及用於償還本公司所發行債券項下之債務約6,400,000港元。

### HELD-FOR-TRADING INVESTMENTS

Details of the held-for-trading investments, in terms of market value as at 30 September 2022, are as follows:

### 持作買賣投資

於二零二二年九月三十日按市值計之持作買賣投資之詳情如下：

	For the nine months ended 30 September 2022 截至二零二二年九月三十日止九個月			
	Market value as at 30 September 2022 於二零二二年九月三十日之市值 HK\$'000 千港元	Proportion to the total assets of the Group 佔本集團總資產比例 %	Fair value gain (loss) of the investment 投資公允值收益(虧損) HK\$'000 千港元	Dividend received 已收股息 HK\$'000 千港元
Others 其他	8,810	6.22%	194	-

Note: There was no investment held by the Group of which the value was more than 5% of the total assets of the Group.

附註：本集團概無持有價值超過本集團總資產5%之任何投資。

### *Material acquisitions and disposals*

Reference is made to the announcement of the Company dated 28 June 2022. An indirect wholly-owned subsidiary of the Company and the Purchaser entered into the Agreement, pursuant to which the Company agreed to dispose of a subsidiary companies, and the Purchaser agreed to acquire, the Sale Shares at the Consideration of HK\$10.0 million.

The Disposal Group is mainly engaging in travel media business. Under the COVID-19 pandemic, protracted social distancing restrictions and cautious travel media business seriously posted constant challenges to the business of the Disposal Group. Epidemic prevention policy remain existing in some countries which hindered the resumption of the travel media business. Affected by the worse market condition of global travel media business, the Disposal Group performed worse and anticipated substantial loss during the first half of 2022. In light of the above, the Company is not optimistic about the business outlook of the Disposal Group and believes that the Disposal will help to enhance cash balances of the Company.

### *重大收購及出售事項*

茲提述本公司日期為二零二二年六月二十八日的公告。本公司的一間間接全資附屬公司與買方訂立協議，據此，本公司同意出售附屬公司，而買方同意收購待售股份，代價為10,000,000港元。

待出售集團主要從事旅遊媒體業務。由於2019冠狀病毒病疫情反覆，社交距離措施一再延長，旅遊媒體業趨於謹慎，為待出售集團的業務帶來重重挑戰。某些國家仍在實施防疫政策，阻礙了旅遊媒體業務的復甦。受全球旅遊媒體業務市況轉差影響，待出售集團於二零二二年上半年表現欠佳，預期將錄得重大虧損。鑒於上文所述，本公司對待出售集團之業務前景並不樂觀，並認為出售事項將有助提升本公司之現金結餘。

The Company is shifting focus on the event organizing services and others profitable media services and the Directors consider that the Disposal will not have significant impact to the overall business of the Company. In view of the aforesaid, the Directors consider that the terms of the Disposal are fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole.

### **EVENT SUBSEQUENT TO THE END OF REPORTING PERIOD**

Reference is made to the announcement of the Company dated 28 June 2022 (the “Announcement”) in relation to the Disposal, the Vendor has performed all of its obligations under the Agreement and the Purchaser has fully paid the Consideration in accordance with the Agreement. Since all conditions precedent of the Agreement have been fulfilled, Completion took place on 31 October 2022.

本公司正將重心轉移至活動舉辦服務及其他盈利性媒體服務，且董事認為出售事項將不會對本公司的整體業務造成重大影響。鑒於上文所述，董事認為，出售事項之條款屬公平合理，乃按一般商業條款訂立，並符合本公司及其股東之整體利益。

### **報告期後事項**

茲提述本公司日期為二零二二年六月二十八日有關出售事項的公告（「該公告」），賣方已履行其於該協議項下之所有責任，而買方已根據該協議悉數支付代價。由於該協議之所有先決條件已達成，完成已於二零二二年十月三十一日落實。

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

As at 30 September 2022, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (the "SFO") as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors of the Company as set out in rules 5.46 to 5.67 of the GEM Listing Rules as follows:

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益及淡倉

於二零二二年九月三十日，本公司董事或最高行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有的記入本公司根據證券及期貨條例第352條須存置之登記冊的權益及淡倉或根據GEM上市規則第5.46至5.67條所載本公司董事進行交易的必守準則須知會本公司及聯交所的權益及淡倉如下：

### Long position/short position in shares of the Company

### 於本公司股份之好倉／淡倉

Name	Capacity	Long position/ short position	Equity derivatives (share options) 股本衍生工具 (購股權)	Percentage of issued share capital (Note 1) 佔已發行股本 百分比 (附註1)
姓名	身份	好倉／淡倉		
Mr Wang Tao 王濤先生	Beneficial owner 實益擁有人	Long Position 好倉	2,119,950	1.44
Mr Yang Xingan 楊興安先生	Beneficial owner 實益擁有人	Long Position 好倉	964,550	0.65

Notes: 1. The relevant percentage is calculated by reference to the Shares in issue on 30 September 2022 i.e. 147,540,930 shares.

附註：1. 相關百分比乃參考二零二二年九月三十日已發行股份（即147,540,930股股份）計算。

Save as disclosed above, as at 30 September 2022, none of the Directors of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were 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 required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the GEM Listing Rules relating to the required standard of dealings by the directors to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二二年九月三十日，概無本公司董事於本公司或其相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何其他權益或淡倉（包括根據證券及期貨條例之有關條文彼等被當作或被視為擁有之權益或淡倉），或根據證券及期貨條例第352條須記入其中所述登記冊內的任何其他權益或淡倉，或根據GEM上市規則所載董事進行交易的必守準則須知會本公司及聯交所的任何其他權益或淡倉。

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

As at 30 September 2022, those persons (other than directors and chief executive of the Company) who had interests and short positions in shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

主要股東於本公司股份及相關股份之權益及淡倉

於二零二二年九月三十日，於本公司股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條須予存置之登記冊的權益及淡倉的該等人士（本公司董事及最高行政人員除外）如下：

Name	Number of shares	Number of underlying shares	Percentage of issued share capital
姓名	股份數目	相關股份數目	佔已發行股本百分比
Niu Cheng Jun (Note 1) 牛成俊 (附註1)	22,336,184 (L)	-	15.14% (L)

L – Long Position

L – 好倉

Note:

附註：

(1) The relevant percentage is calculated by reference to the shares in issue on 30 September 2022, i.e. 147,540,930 shares.

(1) 相關百分比乃參考於二零二二年九月三十日已發行股份（即147,540,930股股份）計算。

Save as disclosed above, as at 30 September 2022, no person (other than directors and chief executive of the Company) had notified to the Company any interests or short positions in shares or underlying shares of the Company which was recorded in the register required to be kept by the Company under section 336 of the SFO.

除上文所披露者外，於二零二二年九月三十日，本公司並無獲悉有任何人士（本公司董事及最高行政人員除外）於本公司之股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊的任何權益或淡倉。



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

During the Nine-Month Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## COMPETING INTERESTS

During the Nine-Month Period, the Board is not aware of any business or interest of each director and the respective close associates (as defined under the GEM Listing Rules) of each that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the "2013 Share Option Scheme") on 31 December 2013, which was approved by the shareholders at the extraordinary general meeting of the Company held on the same date. The 2013 Share Option Scheme will expire on 31 December 2023. The purpose of the 2013 Share Option Scheme is to enable the Group to grant share options to eligible participants as incentives or rewards for their contribution to the growth of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the eligible participants.

## 購買、出售或贖回本公司之上市證券

於九個月期間，本公司及其任何附屬公司並無購買、出售或贖回任何本公司上市證券。

## 競爭權益

於九個月期間，董事會並不知悉各董事及彼等各自之緊密聯繫人（定義見GEM上市規則）擁有與或可能與本集團業務競爭的任何業務或權益及任何該等人士與或可能與本集團存在任何其他利益衝突。

## 購股權計劃

本公司於二零一三年十二月三十一日採納一項購股權計劃（「二零一三年購股權計劃」），其於同日舉行之本公司股東特別大會獲股東批准。二零一三年購股權計劃將於二零二三年十二月三十一日屆滿。二零一三年購股權計劃旨在使本集團可向合資格參與者授出購股權，作為彼等對本集團發展作出貢獻的鼓勵或回報，並可更靈活地向合資格參與者提供獎勵、酬金、補償及／或福利。

According to the 2013 Share Option Scheme, the Board may grant share options to eligible participants including employees, directors of the Company and its subsidiaries, consultant, adviser, agent, contractor, customer and supplier of any member of the Group and the Board has sole discretion to consider eligibility for the 2013 Share Option Scheme on the basis of their contribution to the development and growth of the Group.

The maximum number of shares which may be issued upon the exercise of all share options to be granted under the 2013 Share Option Scheme and any other share option scheme(s) of the Company, which represents 10% of the issued shares of the Company and must not exceed 10% of the issued share capital of the Company on the date of approval and adoption of the 2013 Share Option Scheme provided that the Company may at any time seek approval from shareholders to refresh the limit to 10% of the shares in issue as at the date of approval by the shareholders in general meeting where such limit is refreshed. Share options previously granted under any share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised) will not be counted for the purpose of calculating the limit as refreshed.

根據二零一三年購股權計劃，董事會可授出購股權予合資格參與者（包括僱員、本公司及其附屬公司董事、本集團任何成員公司的諮詢員、顧問、代理人、承包商、客戶及供應商）且董事會全權酌情基於其對本集團發展及增長的貢獻考慮參與二零一三年購股權計劃之資格。

因行使根據二零一三年購股權計劃及本公司任何其他購股權計劃將予授出之所有購股權而可發行之股份數目上限（相當於本公司已發行股份之10%）不得超過批准及採納二零一三年購股權計劃當日本公司已發行股本之10%，惟本公司可隨時尋求股東批准，更新上限至股東於股東大會上批准更新該上限之日已發行股份之10%。就計算經更新上限而言，先前根據本公司任何購股權計劃授出之購股權（包括根據該等計劃未行使、已註銷、已失效或已行使之購股權）將不會計算在內。

The total number of shares issued and may fall to be issued upon exercise of the share options granted under the 2013 Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to and including the date of grant shall not exceed 1% of the shares in issue as at the date of grant unless such grant has been duly approved by an ordinary resolution of the shareholders in general meeting at which the relevant eligible participant and his associates were abstained from voting. Share options granted to substantial shareholders or independent non-executive Directors or any of their respective associates in any 12-month period in excess of 0.1% of the Company's issued share capital on the date of grant and with a value in excess of HK\$5 million must be approved in advance by the shareholders.

於截至授出日期(包括該日)前任何12個月期間內,因行使根據二零一三年購股權計劃及本公司任何其他購股權計劃獲授之購股權(包括已行使、已註銷及未行使之購股權)而已發行及須予發行予各合資格參與者之股份總數,不得超過授出日期已發行股份之1%,除非該授出已獲股東於股東大會上以普通決議案正式批准,而有關合資格參與者及其聯繫人須於該大會上放棄投票。倘於任何12個月期間向主要股東或獨立非執行董事或任何彼等各自之聯繫人授出之購股權超過於授出日期本公司已發行股本之0.1%及其價值超過5百萬港元,須事先取得股東批准。

Options granted must be taken up within 7 days from the date of the offer upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Board. There is no general requirement on the minimum period for which option must be held before it can be exercised. All options must be exercised within 10 years from the date of grant. The exercise price is determined by the Board and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the Company's shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

*Note:* Every four (4) issued and unissued existing shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.04 each pursuant to the Share Consolidation which took effect on 24 June 2022.

已授出購股權須於提呈日期後7日內承購，承授人須支付名義代價合共1港元。已授出購股權之行使期由董事會釐定。購股權獲行使前概無有關持有購股權之最短期限之一般規定。所有購股權須於授出日期起計十年內行使。行使價乃由董事會釐定，惟不得少於下列所述之較高者：(i) 在授出日期本公司股份之收市價；(ii) 緊接授出日期前五個營業日本公司股份之平均收市價；及(iii) 本公司之股份面值。

*附註：* 根據於二零二二年六月二十四日生效之股份合併，本公司股本中每四(4)股每股面值0.01港元之已發行及未發行股份合併為一(1)股每股面值0.04港元之合併股份。

The table below shows the details of the outstanding share options granted to all grantees under the Scheme as at 30 September 2022. For further information please refer to the Company's announcement dated 9 April 2021 and 11 April 2022 respectively. For further details on the movement of the options during the reporting period.

下表列示截至二零二二年九月三十日根據該計劃向所有承授人已授出而尚未行使之購股權的詳情。有關進一步資料，請參閱本公司日期分別為二零二一年四月九日及二零二二年四月十一日之公告。於報告期間，有關購股權變動之進一步詳情如下。

Name or category of grantee	Date of grant	Exercise price per share	Closing price immediately before the date of grant	Vesting date	Exercisable period	Number of options granted	Number of shares Underlying share options granted	Number of options exercised during the reporting period	Outstanding share options as at 30 September 2022
承授人之姓名或類別	授出日期	每股行使價 (HK\$) (港元)	緊接授出日期前之收市價 (HK\$) (港元)	歸屬日期	可行使期間	已授出購股權數目	已授出購股權之相關股份數目	於報告期間獲行使之購股權數目	於二零二二年九月三十日尚未行使之購股權
<b>Director</b>									
<b>董事</b>									
Mr. Wang Tao	11 April 2022	0.3272	0.312	None	11 April 2022 to 10 April 2024	1,157,450	-	-	1,157,450
王濤先生	二零二二年四月十一日			無	二零二二年四月十一日至二零二四年四月十日				
<b>Other employees</b>									
<b>其他僱員</b>									
10 employees	9 April 2021	0.328	0.308	None	9 April 2021 to 8 April 2023	7,716,400	-	-	7,716,400
10名僱員	二零二一年四月九日			無	二零二一年四月九日至二零二三年四月八日				
9 employees	11 April 2022	0.3272	0.312	None	11 April 2022 to 10 April 2024	10,417,050	-	-	10,417,050
9名僱員	二零二二年四月十一日			無	二零二二年四月十一日至二零二四年四月十日				
Total						19,290,900	-	-	19,290,900
總計									

The weight average closing price of the Shares immediately before the dates of the exercise of the Options for the year ended 31 December 2021 was approximately HK\$0.335 (for Options exercised by Mr. Chow Chi Wa (a former executive Director), Mr. Yang Xingan (an executive Director) and 10 employees of the Group).

As at 30 September 2022, the total number of securities available for issue under the Share Option Scheme was 12,441,593, representing approximately 8.4% of the entire issued share capital of the Company.

截至二零二一年十二月三十一日止年度，股份於緊接購股權行使日期前的加權平均收市價約為0.335港元（就周志華先生（前執行董事）、楊興安先生（執行董事）及本集團10名僱員行使的購股權而言）。

於二零二二年九月三十日，購股權計劃項下可供發行的證券總數為12,441,593股，佔本公司全部已發行股本約8.4%。

## SHARE-BASED PAYMENT TRANSACTIONS

The Group issues equity-settled share-based payments to certain employees (including directors). Equity-settled share based payments are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straighted-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

During the period ended 30 September 2022, share options were granted by the Company to its directors and employees, details of which are as follows:

## 股份支付交易

本集團向若干僱員（包括董事）作出股本結算以股份為基礎之付款。股本結算以股份為基礎之付款於授出日期按股本工具的公允值（非市場歸屬條件的影響除外）計量。於股本結算以股份為基礎之付款授出日期釐定的公允值，乃於歸屬期間以直線法，根據本集團估計最終將予歸屬的股份，並就非市場歸屬條件的影響作出調整支銷。

截至二零二二年九月三十日止期間，本公司向其董事及僱員授出購股權，詳情如下：

	Number of share options 購股權數目	Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元
Directors 董事	1,157,450	11/04/2022 二零二二年四月十一日	11/04/2022 to 10/04/2024 二零二二年四月十一日至 二零二四年四月十日	0.3272
Employees 僱員	7,716,400	09/04/2021 二零二一年四月九日	09/04/2021 to 08/04/2023 二零二一年四月九日至 二零二三年四月八日	0.328
	10,417,050	11/04/2022 二零二二年四月十一日	11/04/2022 to 10/04/2024 二零二二年四月十一日至 二零二四年四月十日	0.3272

In accordance with the terms of the Scheme, the options granted vested at the date of grant.

The fair value of the share options was estimated to be HK\$1,328,000, which was determined using the binomial option pricing model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions attached to the option), and behavioural considerations. Expected volatility is based on the historical share price volatility over the past one year. The variances and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

#### INPUTS INTO THE MODEL

根據該計劃條款，授出的購股權於授出日期歸屬。

購股權之公允值估計為1,328,000港元，乃採用二項式期權定價模式予以釐定。倘有關，該模式所用之預期年限已根據管理層對非可轉讓性、行使限制（包括符合購股權所在市況之可能性）及行為考慮因素之影響作最佳估計後予以調整。預期波動乃根據過去一年之股價波幅釐定。計量購股權公允值所用可變因素及假設乃根據董事之最佳估計。購股權之價值隨若干主觀假設各類變動因素而變動。

#### 模式輸入值

**Share options  
granted on  
11 April 2022  
於二零二二年  
四月十一日  
授出的購股權**

Grant date share price	授出日期股價	HK\$0.3272港元
Exercise price	行使價	HK\$0.3272港元
Expected volatility	預期波幅	73.11%
Option life	購股權年限	2 years年
Dividend yield	股息收益率	—
Risk-free interest rate	無風險利率	1.41%



## AUDIT COMMITTEE

The audit committee has reviewed the accounting principles and practices adopted by the Group and the unaudited consolidated financial statements for the Nine-Month Period.

On behalf of the Board

**Sino Splendid Holdings Limited**  
**Wang Tao**

*Executive Director*

Hong Kong, 11 November 2022

As at the date of this report, the Directors of the Company are:

*Executive Directors:*

Mr. Wang Tao and Mr. Yang Xingan

*Independent Non-Executive Directors:*

Ms. Yang Shuyan, Ms. Wang Qingling and Ms. Lee Yim Wah

## 審核委員會

審核委員會已審閱本集團所採納之會計原則及慣例以及九個月期間之未經審核綜合財務報表。

代表董事會

**中國華泰瑞銀控股有限公司**  
**執行董事**  
**王濤**

香港，二零二二年十一月十一日

於本報告日期，本公司之董事為：

*執行董事：*

王濤先生及楊興安先生

*獨立非執行董事：*

楊淑顏女士、王慶玲女士及李艷華女士



**Sino Splendid Holdings Limited**  
中國華泰瑞銀控股有限公司