



National United Resources Holdings Limited
國家聯合資源控股有限公司

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立的有限公司)
Stock Code 股份代號 : 254

2023
Annual Report
年報

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Corporate Information

公司資料

DIRECTORS

Executive Directors

Mr. Ji Kaiping (*Chairman*)
Mr. Guo Peiyuan
Ms. Mao Na
Mr. Qiu Keshan

Non-executive Director

Mr. An Jingwen

Independent Non-executive Directors

Mr. Li Wen
Mr. Qiu Ke
Ms. Chen Yen Yung

AUDIT COMMITTEE

Mr. Li Wen – *Chairman*
Mr. An Jingwen
Mr. Qiu Ke
Ms. Chen Yen Yung

REMUNERATION COMMITTEE

Mr. Qiu Ke – *Chairman*
Mr. An Jingwen
Mr. Li Wen
Ms. Chen Yen Yung

NOMINATION COMMITTEE

Mr. Ji Kaiping – *Chairman*
Mr. Li Wen
Mr. Qiu Ke
Ms. Chen Yen Yung

COMPANY SECRETARY

Ms. Mak Yuk Kiu

AUTHORISED REPRESENTATIVES

Mr. Ji Kaiping
Ms. Mak Yuk Kiu

LEGAL ADVISORS

Baker & McKenzie
Lau, Horton & Wise LLP

董事

執行董事

紀開平先生 (*主席*)
郭培遠先生
毛娜女士
丘可山先生

非執行董事

安景文先生

獨立非執行董事

李文先生
邱克先生
陳燕雲女士

審核委員會

李文先生 – *主席*
安景文先生
邱克先生
陳燕雲女士

薪酬委員會

邱克先生 – *主席*
安景文先生
李文先生
陳燕雲女士

提名委員會

紀開平先生 – *主席*
李文先生
邱克先生
陳燕雲女士

公司秘書

麥玉嬌女士

授權代表

紀開平先生
麥玉嬌女士

法律顧問

貝克·麥堅時律師事務所
劉賀韋律師事務所有限法律責任合夥

Corporate Information

公司資料

INDEPENDENT AUDITOR

ZHONGHUI ANDA CPA Limited

PRINCIPAL BANKER

Industrial and Commercial Bank of China (Asia) Limited

REGISTERED OFFICE

Suites 1106-08, 11th Floor
The Chinese Bank Building
61-65 Des Voeux Road Central
Hong Kong

SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Abacus Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

COMPANY WEBSITE

www.irasia.com/listco/hk/nur

STOCK CODE

254

獨立核數師

中匯安達會計師事務所有限公司

主要往來銀行

中國工商銀行(亞洲)有限公司

註冊辦事處

香港
德輔道中61-65號
華人銀行大廈
11樓1106-08室

股份過戶登記處

卓佳雅柏勤有限公司
香港
夏慤道16號
遠東金融中心17樓

公司網站

www.irasia.com/listco/hk/nur

股份代號

254

Chairman's Statement

主席報告

On behalf of the board of directors (the "Board") of National United Resources Holdings Limited (the "Company"), I am pleased to present the annual report of the Company and its subsidiaries (the "Group") for the eighteen months ended 30 June 2023 (the "Current Period") together with the comparative figures for the the eighteen months ended 30 June 2022 (the "Corresponding Period").

The past year and a half was the Company's first financial year after the resumption of trading. The Company has been gradually shifting its focus from the resumption of trading and capital reorganization to business development. As a result of the pandemic and the broader macroeconomic environment in 2022 and the first half of 2023, the Company's business has been inevitably affected, with both revenue and profit taking a hit. Fortunately, with the concerted efforts of the Company's management and all staff, we weathered the most difficult period and are ready to embrace the post-pandemic development.

In terms of business, during the year, thanks to the unremitting efforts of all staff, 北京天馬通馳汽車租賃有限公司 (Beijing Tian Ma Tong Chi Car Rental Co., Ltd.*) ("TMTC Rental") and 北京天馬通馳旅遊客運有限公司 (Beijing Tian Ma Tong Chi Travel Transportation Co., Ltd.*) ("TMTC Travel", together with TMTC Rental collectively referred to as "TMTC Group"), the principal business operating companies of the Company, spared no effort to minimise the impact of the pandemic although it was impossible to completely avoid the impact of the macro environment. As a result, TMTC Group maintained stable business conditions.

Following the resumption of trading, the management of the Company has a lucid perception and understands that singular business model is rather risky, while diversified operations can diversify risks and facilitate the transfer to sectors with better prospects, as well as driving and promoting the development of existing business. In the interest of our shareholders of the Company ("Shareholders") and investors, the management of the Company has been actively pursuing business expansion. During the financial year, the Company acquired hardware to set up a computational analytics and processing centre to develop the digital management and big data analysis service market segment for the Company. The equipment is scheduled for delivery in 2023. This is another major step in the digital economy segment following the memorandum of understanding signed by the Company on 19 January 2023 concerning a potential acquisition. Furthermore, the management of the Company is actively preparing and developing the business of natural resources products trading as well as trading and transportation of commodities and other goods, with the expectation of generating substantial turnover and profits for the Group from this new business.

本人代表國家聯合資源控股有限公司（「本公司」）董事會（「董事會」），欣然呈列本公司及其附屬公司（「本集團」）截至二零二三年六月三十日止十八個月（「本期間」）連同二零二二年六月三十日止十八個月（「相應期間」）之比較數字之年報。

過去的一年半，是本公司復牌後經歷的第一個財政年，本公司工作中心逐漸由復牌重組，向著業務發展方向轉移。由於二零二二年和二零二三年上半年，受到疫情和整體經濟大環境的影響，本公司業務不可避免的受到波及，營收及利潤均被影響。所幸，在本公司管理層和全體員工的一致努力下，我們挺過了最困難的時期，並準備好了迎接疫情過後的發展。

在業務上，去年，本公司的主要業務運營公司，北京天馬通馳汽車租賃有限公司（「天馬通馳租賃」）及北京天馬通馳旅遊客運有限公司（「天馬通馳旅遊」，連同天馬通馳租賃，統稱「天馬通馳集團」），在全體員工的不懈努力之下，雖然無法完全避免大環境的影響，但是我們盡力將疫情的影響降到最低，天馬通馳集團依然保持穩定的業務狀況。

本公司管理層在復牌後，都有一個清晰的認知，明白單一業務的風險會比較大，多元化經營能分散風險，有利於向前景較好的行業轉移，並可以帶動及促進現有業務的發展。為了本公司股東（「股東」）和投資者的利益，本公司管理層積極拓展公司業務層面，於本財政年內，本公司購置了一批硬件，成立計算分析及處理中心，為本公司開拓數字管理及大數據分析服務市場板塊。該批設備計劃於二零二三年內交付使用。這是繼本公司於二零二三年一月十九日簽署的有關潛在收購事項之諒解備忘錄之後，於數字經濟板塊所邁出的又一大步。另外，本公司管理層目前正在積極準備及開拓天然資源商品貿易，大宗商品以及其他貨物的貿易及運輸等業務，期待新增業務可以為本集團帶來可觀的營業額以及豐厚的利潤。

Chairman's Statement

主席報告

As I described to Shareholders and investors in the chairman's statement in the 2021 annual report, the management and all staff of the Company have made every effort during the financial year and were committed to contributing to the performance and long-term development of the Company. On behalf of the Board and all staff of the Company, I would like to take this opportunity to make a statement that we will live up to your hopes and will deliver more remarkable achievements in FY2023/2024 for the benefit of all Shareholders. Salute!

Ji Kaiping
Chairman of the Board

27 September 2023

誠如本人於二零二一年年報裡主席報告中向諸位股東及投資者所敘述，本公司管理層及全體員工在本財政年度中竭盡所能；致力為本公司的業績及長期發展作出貢獻。在此，本人謹代表本公司董事會及全體員工表態，我們將不會辜負諸位的希望，在二零二三／二零二四財政年中，本公司會將更加優秀的答卷呈現給所有股東。敬禮！

紀開平
董事會主席

二零二三年九月二十七日

Management Discussion and Analysis

管理層討論與分析

RESUMPTION OF TRADING

Trading in the shares of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) has been suspended since 1 August 2016. On 5 August 2016, the Securities and Futures Commission of Hong Kong issued a direction pursuant to Rule 8(1) of the Securities and Futures (Stock Market Listing) Rules (Cap. 571V of the Laws of Hong Kong) to suspend the trading in the Shares from 1:00 p.m. on 5 August 2016.

After the new members of the Board and the management joined the Company, the Company submitted a proposal and a supplemental proposal for resumption of trading to the Stock Exchange on 19 June 2019 and 30 July 2019, respectively. The Restructuring and the transactions contemplated thereunder were approved at the general meeting of the Company held on 21 January 2022, and the independent Shareholders passed by way of poll, amongst others, the resolutions regarding the Share Consolidation, the Subscription, the Debt Restructuring, the Open Offer and the Whitewash Waiver. Details of the Restructuring and the transactions contemplated thereunder, including the Share Consolidation, the Subscription, the Debt Restructuring, the Open Offer and the Whitewash Waiver, are set out in the circular of the Company dated 31 December 2021.

After years of unremitting efforts of the Directors and management of the Company and following the completion of the Restructuring, the Company made the announcement in relation to the fulfilment of resumption conditions and resumption of trading on 9 March 2022, and trading in the Shares on the Stock Exchange recommenced from 9:00 a.m. on 10 March 2022.

CHANGE OF FINANCIAL YEAR END DATE

In order to enable the Group to rationalise and mobilise its resources with greater efficiency, the Board announced on 2 December 2022 the change of financial year end date of the Company from 31 December to 30 June. In view of this change, the current audited consolidated financial statements covered a period of eighteen months from 1 January 2022 to 30 June 2023 (the “Current Period”) and the audited comparative figures covered a period of twelve months from 1 January 2021 to 31 December 2021 (the “Previous Year”). Due to the difference in the length of the reporting period, the audited comparative figures may not be fully comparable.

恢復股份買賣

本公司股份（「股份」）自二零一六年八月一日起暫停於香港聯合交易所有限公司（「聯交所」）買賣。於二零一六年八月五日，香港證券及期貨事務監察委員會根據香港法例第571V章證券及期貨（在證券市場上市）規則第8(1)條發出指令於二零一六年八月五日下午一時正起暫停股份買賣。

在董事會新成員和管理層加入本公司後，本公司分別於二零一九年六月十九日及二零一九年七月三十日向聯交所遞交復牌建議及補充復牌建議。重組及其項下擬進行之交易已於本公司於二零二二年一月二十一日舉行的股東大會上獲批准，而獨立股東已以投票表決的方式批准（其中包括）有關股份合併、認購事項、債務重組、公開發售及清洗豁免的決議案。有關重組及其項下擬進行的交易，包括股份合併、認購事項、債務重組、公開發售及清洗豁免詳情載於本公司日期為二零二一年十二月三十一日之通函。

經過本公司諸位董事與管理層的多年不懈努力，本公司在完成重組後，於二零二二年三月九日發佈了有關達成復牌條件及恢復買賣的公告，而股份已於二零二二年三月十日上午九時正起於聯交所恢復買賣。

更改財政年度結算日

為了讓本集團合理及更有效地配置其資源，董事會於二零二二年十二月二日宣佈將本公司財政年度結算日由十二月三十一日更改為六月三十日。鑒於該變動，本期經審核綜合財務報表涵蓋二零二二年一月一日至二零二三年六月三十日止十八個月期間（「本期間」），而經審核比較數字涵蓋二零二一年一月一日至二零二一年十二月三十一日止十二個月期間（「過往年度」）。由於報告期長短不同，經審核比較數字未必完全可作比較。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

Car Rental and Shuttle Bus Business

The Group has been engaged in providing car rental and shuttle bus services through 北京天馬通馳汽車租賃有限公司 (Beijing Tian Ma Tong Chi Car Rental Co., Ltd*) (“TMTC Rental”) and 北京天馬通馳旅遊客運有限公司 (Beijing Tian Ma Tong Chi Travel Transportation Co., Ltd*) (“TMTC Travel”, together with TMTC Rental, “TMTC Group”) since September 2016. TMTC Group operates through two major subsidiaries, TMTC Rental (an indirect wholly owned subsidiary of the Company) and TMTC Travel (a 49% owned subsidiary of TMTC Rental). To align with the current operation model and to implement management arrangements, on 1 September 2019, TMTC Travel was consolidated into TMTC Group’s account under HKFRS10 on the basis of full management control over TMTC Travel by TMTC Rental. For details, please refer to the announcement of the Company dated 2 March 2020. TMTC Group owns around 700 electric buses, fuel buses, and other vehicles in total, each with 5 to 59 seats. For car rental and shuttle bus services, (i) shuttle services between workplaces/schools and residential communities for employees/students of institutional customers; (ii) vehicle rental without chauffeur; and (iii) car rental with chauffeur for business and leisure travel and large government events based on the specific requirements on vehicle capacity, types of vehicles, point-to-point services, contracted bespoke services and routes/shuttle arrangements with specific timetables are provided. In addition, with our years of experience in transportation logistics and resource management, we also render resource management and planning services to our peers and other customers tailored to their needs.

In 2022, the ongoing impact of COVID-19 lockdowns and controls resulted in a reduction in the frequency and use of shuttle buses by TMTC Group’s customers in Beijing, causing some slowdown in the demand for shuttle bus business and thus affecting the Company’s operations to a certain extent. However, in our view, customers’ demand for shuttle buses will gradually recover to the pre-pandemic level with the full reopening and gradual recovery of society. To this end, TMTC Group further improved and enhanced its internal resources and strived to gradually overcome the difficulties encountered during the pandemic and prepare for the post-pandemic era.

業務回顧及展望

汽車租賃及通勤巴士業務

自二零一六年九月起，本集團已透過北京天馬通馳汽車租賃有限公司（「天馬通馳租賃」）及北京天馬通馳旅遊客運有限公司（「天馬通馳旅遊」，連同天馬通馳租賃，統稱「天馬通馳集團」）從事汽車租賃及通勤巴士服務業務。天馬通馳集團透過兩家主要附屬公司營運，即天馬通馳租賃（本公司的間接全資附屬公司）及天馬通馳旅遊（天馬通馳租賃持有49%股權的附屬公司）。為符合現時的營運模式及落實管理安排，於二零一九年九月一日，根據香港財務報告準則第10號按天馬通馳租賃對天馬通馳旅遊擁有全面管理控制基準，天馬通馳旅遊的業績已綜合入賬至天馬通馳集團。有關詳情，請參閱本公司日期為二零二零年三月二日的公告。天馬通馳集團共擁有約700輛電動巴士、燃油巴士及其他車輛，每輛配備5個至59個座位。汽車租賃及通勤巴士服務業務根據特定人數需求、用車類型、點對點服務、訂約定制服務、特定出行時間的路線／通勤等情況，(i)為機構客戶的僱員／學生在辦公地點／學校與不同住宅小區之間往返提供用車；(ii)提供不配備司機的汽車租賃；及(iii)為商務、休閒旅行及各類政府大型活動提供配備司機的汽車租賃。此外，本公司憑藉著在運輸物流及資源管理上累積多年的經驗，亦會根據同業及其他客戶的需要，向其提供資源管理和規劃服務。

二零二二年，由於新型冠狀病毒疫情封控措施的持續影響，天馬通馳集團北京地區的客戶使用班車的頻率和次數有所減少，使得班車業務的需求受到一些減緩，從而對本公司的營運帶來了一定程度的影響。然而，我們相信，隨著全面開放和社會逐步恢復正常，客戶對班車的需求將會逐漸恢復到疫情前的水平。為此，天馬通馳集團進一步改進和優化了公司內部資源，努力逐步消除疫情期間遇到的各種困難，全力迎接新的後疫情時代。

* For identification purpose only

Management Discussion and Analysis

管理層討論與分析

In the first half of 2023, with the direct impact of the epidemic over, the Company's business gradually became more stable. The management of TMTG Group adhered to the concept of maintaining stability first and then forging ahead, striving to adapt the fleet of vehicles to the current business environment. The Company conducted vehicle inspections individually in the first half of 2023, and repaired, replaced or phased out vehicles with issues or potential issues. During the second quarter of 2023, the Company purchased new vehicles for customers in need to provide services better tailored to their needs.

We now plan to improve our fleet in terms of hardware and software to better position ourselves in the highly competitive post-pandemic era. In the future, TMTG Group will explore new business opportunities, broaden its customer base, and exploit its strengths in resource planning and control to increase the usage rate of shuttles and surpass the limitations of having one business model for one location. We will provide commuters in Beijing with a more convenient shuttle service by marching into untapped markets for offering shuttle bus services to SMEs in the same region that do not have enough employees for their own shuttle buses and allowing them to share costs, with a view to achieving business expansion. Meanwhile, we will also explore the Passenger Transport Plus operation model to provide customers with more value-added services and create more value for them during their commute. This project was shelved during the pandemic, but we are now ready to continue with its development to achieve our goal of generating more profit.

Other new business developments

Information Technology

On 5 June 2023, after a long period of preparation and research, the Group entered into an acquisition agreement with a company for the purchase of equipment for the computational analytics and processing centre, with the delivery of the equipment scheduled to be completed by the end of 2023. The acquisition is for the establishment of a computational analytics and processing centre, and enables the Group to penetrate into the market of data management and big data analytics services. This new business is expected to broaden the Group's scope of business and boost its risk resilience. The project is currently progressing on track and is expected to be delivered on time and generate revenue for the Group.

二零二三年上半年，隨著疫情直接影響的過去，本公司業務逐漸趨於穩定，天馬通馳集團管理層本著先穩定，後進取理念，努力讓車隊適應目前的業務環境。本公司於二零二三年上半年對車輛車況進行逐一排查，對有問題或有潛在問題的車輛進行修理或更換淘汰。本公司於二零二三年第二季度開始為有需要的客戶進行車輛的購置更新以便提供更好的服務以滿足客戶的需求。

目前，我們計劃優化車隊的軟硬件設備，以便在後疫情時代的激烈競爭中更具有競爭力。未來，天馬通馳集團將加大對業務的探索，拓寬客戶面，善用集團資源規劃控制的優勢，提高班車使用率，突破一地一項業務模式的局限。我們將為在北京的眾多上班族提供更便利的班車服務，開拓在同一個辦公區域內，員工數量不足以單獨開通班車的中小企業班車藍海，分攤費用，以達到拓展公司業務的目的。同時，我們也將探索客運+的營運模式，利用通勤時間為客戶提供更多增值服務，為其創造更多的價值。雖然這一項目由於疫情原因曾經擱置，但現在我們已準備著手繼續開發，以實現拓展利潤的目標。

其他新業務的發展

資訊科技

於二零二三年六月五日，本集團經過長期準備與調研，與一家公司簽訂了購置計算分析及處理中心設備的購置協議，並計劃於二零二三年末完成交付該設備。此項購置是為了進軍數據管理及大數據分析服務市場而建立計算分析及處理中心所用的。此項新業務將為本集團拓寬業務面，增加本集團抗風險能力。該項目目前正在按計劃進行中，預期可以按時交付使用並將為本集團創造收入。

Management Discussion and Analysis

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Moreover, the Group explores the business of resource planning and control integration and vigorously develops other promising business areas to improve the risk resilience and profitability of its business. On top of the car rental and shuttle bus business, the management of the Group also strives to expand the application of established business lines on the same technology level to develop the relevant business lines in a further sense.

Through our years of cultivation in the car rental and shuttle bus services segment, we are sophisticated in resource planning and control, like resource management of vehicle and transportation materials. In the future, we will leverage our existing data and strengths in resource planning and control to vigorously develop more promising business areas and identify suitable business entry points.

We seek to constantly enhance our technical know-how and experience in resource planning and control to improve the efficiency of resource management across our business lines. In January 2023, we released a voluntary announcement regarding a memorandum of understanding in relation to possible acquisition of a technology company. The target company has extensive experience and technical know-how in resource planning and control, and the acquisition of the target company will provide the Group with more stable technical support and lower costs for its logistics and transportation management system, which will make the Group more competitive in the market.

Bulk Commodity Trading and Transportation

On another front, the management of the Company believes that there are infinite business opportunities in international and domestic bulk commodities trading and transportation. Compared with passenger transportation, the management of the Company believes that bulk commodities transportation and related trade are more stable in the wake of the pandemic. As a result of the pandemic or other disasters, regardless of lockdown or restricted movement, the greatest impact will be at the passenger transportation level, i.e., the people's movement. The impact on energy-based natural resources, daily necessities, foodstuffs and other bulk commodities will be relatively small. If the Company has a foothold in this segment and makes it one of its principal business lines, the Company's risk resilience and profitability will be greatly enhanced. The management of the Company has already engaged with several potential counterparties with a view to successfully tapping into this business segment for the Company.

The Group intends to revamp and enhance the Group's existing business lines in 2023/2024 for greater operational efficiency. Meanwhile, the management of the Group also seeks to continue to leverage the momentum of the reopening after the pandemic to step up efforts in the exploration of new business segments, with a view to developing some promising areas for more stable support for the Group's revenue and maximal interests of the Group's Shareholders and investors.

此外，本集團圍繞著資源規劃控制集成業務進行探索，竭力開發其他優質業務，增強業務上的抗風險能力以及利潤獲取能力。除汽車租賃及通勤巴士業務外，本集團管理層同時竭力在同層技術上擴展成熟的應用場景，發展較深層的相關業務。

透過我們多年於汽車租賃和通勤巴士服務的深耕細作，我們積累了成熟的資源規劃控制的經驗，例如對車輛和運輸材料的資源管理。未來，我們將積極變現已有數據和我們在資源規劃控制的優勢，竭力開拓更多優質業務領域，找尋適合的業務切入點。

我們希望持續優化資源規劃控制的技術和經驗，以提高集團對各業務進行資源管理的效率。二零二三年一月，我們就計劃收購一間科技公司發佈了自願性公告，內容有關潛在收購事項之諒解備忘錄，目標公司在資源規劃控制上有豐富的經驗和技術積累，收購目標公司會對本集團的物流運輸管理系統提供更加穩定的技術支持和更加廉價的成本，使本集團在市場上可以擁有更強的競爭力。

大宗商品貿易及運輸

在另一方面，本公司管理層認為國際及國內大宗商品貿易及運輸方面商機無限。在經歷了疫情之後，本公司管理層認為，大宗商品運輸及相關貿易相對於客運來說，是更加穩定的業務。在疫情或者其他災難的影響下，無論是否封城或限制流動，其影響最大的都會是客運層面，也就是人員的流動。而大宗商品例如能源類天然資源商品、生活必需品類及糧食等受到的影響將會相對較小。如果本公司在該板塊有了立足之地，使其成為了主營業務之一，公司的抗風險能力及盈利能力則會大大增強。本公司管理層已經與數個潛在的交易對手方進行了一系列接洽，以期可以為本公司成功拓展這一業務板塊。

本集團希望可以在二零二三／二零二四年度對集團現有業務進行整改優化，使其增加運作效率。同時，本集團管理層也希望可以繼續借著疫情開放的勢頭，對新的業務板塊加大探索開拓力度，以期拓展出多個盈利點，讓集團收入可以有更加穩定的支撐，為本集團廣大股東和投資者謀求最大的利益。

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FINANCIAL REVIEW

Revenue, Cost and Gross Profit or loss

During the Current Period, the Group recorded revenue of approximately HK\$116,293,000 (Previous Year: approximately HK\$142,814,000), representing a decrease of approximately 18.6% as compared to the Previous Year. The decrease was primarily due to the resurgence of COVID-19 pandemic in China during the Current Period which placed cities including Beijing into lockdown for several times during the Current Period. Therefore, the commuting services to clients were suspended from time to time during the lockdown periods imposed by the local authorities.

Cost of revenue increased by approximately 35.1% from approximately HK\$105,886,000 for the Previous Year to approximately HK\$143,056,000 for the Current Period, which mainly due to the fixed costs, namely depreciation of vehicles and salaries of drivers, were counted on monthly basis and the Current Period covered a period of eighteen months which was six months more than the Previous Year.

The gross profit of approximately HK\$36,928,000 for the Previous Year falling back to gross loss of approximately HK\$26,763,000 for the Current Period was mainly due to combination of the aforesaid reasons. Consequently, the gross profit margin decreased from gross profit margin of approximately 25.9% for the Previous Year to negative gross profit margin of approximately 23.0% for the Current Period.

Other Income

Other income of the Group for the Current Period and the Previous Year were approximately HK\$331,830,000 and HK\$86,181,000 respectively, representing an increase of approximately 285.0%. Such increase was mainly due to (i) gain on disposal of property, plant and equipment of approximately HK\$2,267,000, and (ii) a one-off gain of approximately HK\$328,461,000 from the debt restructuring in the first half of year 2022, and there were no such gains in the Previous Year.

In the Previous Year, a one-off gain on a waiver of other loan amounted to approximately HK\$85,786,000 and there was no such gain during the Current Period.

Administrative and Other Operating Expenses

Administrative and other operating expenses, mainly consist of audit fee, depreciation of property, plant and equipment, depreciation of right-of-use assets, legal and professional fee, salaries of staff, directors remuneration and utility expenses, amounted to approximately HK\$51,290,000 for the Current Period (Previous Year: approximately HK\$35,881,000), representing an increase of approximately 42.9%, mainly due to the Current Period was six months more than the Previous Year.

財務回顧

收益、成本及毛利或毛損

於本期間，本集團錄得收益約116,293,000港元（過往年度：約142,814,000港元），較過往年度減少約18.6%。減少主要由於本期間中國COVID-19疫情捲土重來，令北京等城市於本期間數次實施封城。因此，於地方當局實施封城期間不時暫停向客戶提供通勤服務。

收益成本由過往年度約105,886,000港元增加約35.1%至本期間約143,056,000港元，主要由於按月計算固定成本（即車輛折舊及司機薪酬）及本期間涵蓋十八個月，較過往年度多六個月。

由過往年度的毛利約36,928,000港元下降至本期間的毛損約26,763,000港元主要由於上述原因的綜合影響。因此，毛利率由過往年度的毛利率約25.9%下降至本期間的負毛利率約23.0%。

其他收入

本集團於本期間及過往年度的其他收入分別約為331,830,000港元及86,181,000港元，增加約285.0%。有關增加主要由於(i)出售物業、廠房及設備的收益約2,267,000港元，及(ii)二零二二年上半年債務重組的一次性收益約328,461,000港元，而過往年度並無有關收益。

於過往年度，豁免其他貸款的一次性收益約為85,786,000港元，而於本期間並無有關收益。

行政及其他經營開支

行政及其他經營開支主要包括審計費、物業、廠房及設備折舊、使用權資產折舊、法律及專業費用、員工薪資、董事薪酬及公用事業開支，於本期間為約51,290,000港元（過往年度：約35,881,000港元），增加約42.9%，主要由於本期間較過往年度多六個月。

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管理層討論與分析

Impairment Losses

The Group recorded impairment losses on various assets of approximately HK\$94,977,000 in the Current Period (Previous Year: approximately HK\$5,128,000), mainly comprised: (i) impairment on trade receivables of approximately HK\$10,081,000 (Previous Year: approximately HK\$2,804,000) for long outstanding balance; (ii) impairment on other receivables of approximately HK\$3,118,000 (Previous Year: approximately HK\$2,324,000) for long outstanding balance; (iii) impairment on goodwill of approximately HK\$23,920,000 (Previous Year: nil) incurred by the depressed actual performance of the business in the COVID-19 Pandemic which led to a conservative future projection. The current business environment of TMT Group's was not yet back to as good as pre-COVID-19 Pandemic; (iv) impairment on property, plant and equipment of approximately HK\$38,832,000 (Previous Year: HK\$ nil) due to second hands price of the electric vehicles being undervalued in the markets and lower than the net carrying value and (v) impairment on right-of-use assets of approximately HK\$19,026,000 (Previous Year: nil) due to the same situation of electric vehicles.

Impairment of Accounts Receivables

The impairment of account receivables is based on (a) long outstanding amount due from customers by customers at least more than over 1 year of aging and (b) expected creditors loss ("ECL") on overall account receivables on their general balances as at balance sheet date. Considering that the economic environment of Beijing is flat, in cases of the operation of some customers will not recover very shortly in the coming years, and the feedback has been obtained from the customers for their operation and cash flow situation, full impairment were provided.

The Group had assessed the expected credit loss on these receivables based on the following factors: (a) the likelihood of recovering the receivables in light of future market conditions and related impact on these customers; (b) the credit risks associated with these customers by reviewing their financial and business status; (c) the history defaults rate of these customers; and (d) the length of overdue period. No valuation report was prepared to support the impairment.

There were no significant changes in the basis of the inputs and assumptions from those previously adopted in the valuation method used.

Impairment of Other Receivables

The impairment of other receivables is made based on long outstanding amount due from prepayment and deposit for operating activities at least more than over 1 year of aging.

No valuation report was prepared for the impairment assessment as situation is same as accounts receivables.

There were no significant changes in the basis of the inputs and assumptions from those previously adopted in the valuation method used.

減值虧損

本集團於本期錄得多項資產減值虧損約94,977,000港元(過往年度:約5,128,000港元),主要包括:(i)因長期未償還結餘計提的應收貿易款減值約10,081,000港元(過往年度:約2,804,000港元);(ii)因長期未償還結餘計提的其他應收款項減值約3,118,000港元(過往年度:約2,324,000港元);(iii) COVID-19疫情期間業務的實際業績低迷,令商譽減值約23,920,000港元(過往年度:無),導致未來預測保守。天馬通馳集團當前的營商環境尚未完全恢復至COVID-19疫情前的狀態;(iv)物業、廠房及設備減值約38,832,000港元(過往年度:零港元),原因是市場上電動車的二手價格被低估並低於賬面淨值及(v)使用權資產減值約19,026,000港元(過往年度:無),歸因於電動車的相同情況。

應收賬款減值

應收賬款減值乃基於(a)賬齡至少逾一年的客戶之應收客戶長期未償還款項及(b)於資產負債表日其一般結餘之整體應收賬款之預期信貸虧損(「預期信貸虧損」)。鑑於北京經濟環境低迷,倘部分客戶經營狀況於未來數年內未快速恢復,且已從客戶獲取對其經營及現金流狀況之反饋,則計提悉數減值。

本集團已根據以下因素評估該等應收賬款之預期信貸虧損:(a)根據未來市場狀況及對該等客戶之相關影響,收回應收賬款之可能性;(b)透過檢討客戶財務及業務狀況評估與該等客戶相關的信貸風險;(c)該等客戶之歷史違約率;及(d)逾期時間長度。並無編製估值報告以支持減值。

所用估值方法的輸入資料及假設之基礎與先前所採納者並無重大變化。

其他應收款項減值

其他應收款項減值乃根據來自賬齡至少逾一年的經營活動預付款項及按金的長期未償還款項計提。

由於情況與應收賬款相同,故並無就減值評估編製估值報告。

所用估值方法的輸入資料及假設之基礎與先前所採納者並無重大變化。

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Impairment of Goodwill

The business of TMTC Travel, as a cash generating unit related to the goodwill was diminished during the Current Period. During the COVID-19 Pandemic, communities in various districts of Beijing were lockdown irregularly and not less than 7 days for each lockdown, and all people in the Beijing have to present in person on designated test stations recognised by government frequently. As the consequences the students schooling, working class and travelling transportation were almost totally grounded for some period of time. The business was significantly affected. Therefore, the revenue of TMTC Travel and the car rental industries during the Current Period were decreased.

The valuation of value in use (“VIU”) of cash generating unit (“CGU”) was performed by an independent and professional valuer in Hong Kong. The reason of adopting the valuation method is the availability of forecast figures, commonly used for business valuation and valuation procedures being general accepted.

The impairment loss allocated to goodwill attributable to the Company of HK\$23,920,000 is on the 49% of deficiency from value in use to identifiable assets in exchange rate at balance sheet date. The identifiable assets for impairment assessment of goodwill amounted to RMB 56,356,000 is aggregated of goodwill occurred in consolidated of TMTC Travel in 2019, including non-controlling interest’s share, property, plants and equipment, right-of-use assets and net working capital of TMTC Travel.

The key input and assumption of cash flow forecasts derived from the most recent financial budgets for the next five financial years including revenue, gross profit ratio except depreciation and other expenses with the residual period using the growth rate of 3%.

For the calculation of the VIU of CGU, the key inputs of revenue ranged 4.4% to 10% annually increase for coming 5 years under the assumption that the post-COVID-19 flat economic situation of PRC, recoverability of social activities in Beijing and conservative estimation of future economic growth, the forecast of business results roll over year by year and take the latest actual financial result.

For the calculation of the VIU of CGU, the key inputs of gross profit ratio except depreciation ranged 25% increase from financial year after Current Period and 2.8% to 5.6% annually increase for the following 2 to 5 years under the assumption that the GP ratio will significantly increase from gross loss to gross profit for the first year by reducing the manpower and the costs except depreciation will be gradually recovered to pre-pandemic average GP ratio around 20% - 30% by tightening the cost budget.

There were no significant changes in the basis of the inputs and assumptions from those previously adopted in the valuation method used. The valuation method adopted was same as previously since the consolidation of TMTC Travel as subsidiary of the Group in 2019.

商譽減值

作為與商譽有關的現金產生單位，天馬通馳旅遊的業務於本期縮減。於COVID-19疫情期間，北京各地小區不定期封鎖，每次封鎖不少於7天，且北京所有人員須經常親身前往政府認可的指定檢測站。因此，學生上學、工薪階層以及差旅交通幾乎全部停滯一段時間。業務受到嚴重影響。因此，本期天馬通馳旅遊及汽車租賃行業收入減少。

現金產生單位（「現金產生單位」）使用價值（「使用價值」）估值由香港獨立及專業估值師進行。採納估值方法的原因為預測數據之可用性，常用於業務估值，且估值程序獲普遍採納。

分配至本公司應佔商譽之減值虧損23,920,000港元乃有關資產負債表日可識別資產使用價值匯兌虧蝕49%。用於評估商譽減值之可識別資產為數人民幣56,356,000元乃天馬通馳旅遊於二零一九年合併時產生的商譽總值，包括天馬通馳旅遊之非控股權益股份、物業、廠房及設備、使用權資產以及營運資金淨額。

現金流預測之關鍵輸入數據及假設乃源於未來五個財政年度之最新財務預算，包括收入、毛利率（折舊及其他開支除外），剩餘期間採用3%的增長率。

就現金產生單位使用價值之計算而言，收入關鍵輸入數據為未來5年年增長率介乎4.4%至10%，此乃假設中國COVID-19疫情後經濟形勢低迷、北京社會活動復甦以及對未來經濟增長之保守估計，業務業績預測按年結轉並採用最新實際財務業績。

就現金產生單位使用價值之計算而言，毛利率（折舊除外）關鍵輸入數據為本期間後之財政年度增長25%，此後2至5年每年增長介乎2.8%至5.6%，此乃假設於首個年度透過減少人力使毛利率由毛損大幅增加至毛利，且除折舊外之成本將透過收緊成本預算逐步恢復至疫情前平均毛利率約20%至30%。

所用估值方法的輸入資料及假設之基礎與先前所採納者並無重大變化。所採納之估值方法與天馬通馳旅遊於二零一九年合併為本集團附屬公司起先前所採納者相同。

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Impairment of Right-of-use Assets and Property, Plant and Equipment (“PPE”)

As the business was flat and gross loss was recorded for the Current Period, the impairment reviews of motor vehicles (“MV”) of TMT Group were performed in accordance with the requirements of the accounting standard when impairment indicator occurred.

The fair value measurement of MV was performed by an independent and professional valuer in Hong Kong. The market approach was adopted as valuation method. The key input of the second-hand price for comparable ranges from RMB11,000 to RMB178,000. In the measurement of fair value made by the valuer, the fair value of MV was referred to market comparable of similar PPE available in the market. The valuations have been made on the assumption that the owner would sell the MV in the market in their existing states without the benefit of deferred term contracts, leasebacks, joint ventures or any similar arrangements which would serve to affect their values.

There were no fair value measurement of MV was performed for the Previous Year, as the impairment indicator occurred in the Current Period.

Finance Cost

The decrease in finance costs by approximately 39.0% from approximately HK\$20,697,000 for the Previous Year to approximately HK\$12,630,000 for the Current Period was mainly due to the fully settlement of interest beared convertible bonds and non-convertible bonds according to debt restructuring after resumption of trading in the trading in the shares of the company in the first half of year 2022.

Gain on Disposal of Subsidiaries

The Group recorded a one-off gain of approximately HK\$37,660,000 from the disposal of subsidiaries with net liabilities, which were out of operating segment, during the Current Period (Previous Year: nil)

Profit for the Period

Overall, the profit attributable to owners of the Company for the Current Period was approximately HK\$201,759,000 (Previous Year: approximately HK\$54,756,000). The basic earnings per share for the Current Period was approximately HK\$6.63 cents compared to a basic earnings per share of approximately HK\$8.54 cents for the Previous Year.

Property, Plant and Equipment

Property, plant and equipment amounted to approximately HK\$29,647,000, representing a decrease of approximately 68.7% when compared to approximately HK\$94,738,000 as at 31 December 2021. The decrease was mainly due to (i) the impairment loss on property, plant and equipment of approximately HK\$38,832,000 (Previous Year: HK\$ nil) as mentioned under paragraph “Impairment Loss”; (ii) the depreciation of property, plant and equipment of approximately HK\$18,657,000 (Previous Year: approximately HK\$17,806,000) and (iii) the loss on exchange difference of property, plant and equipment of approximately HK\$7,602,000 (Previous Year: HK\$1,490,000) due to the assets being Renminbi-denominated, during the Current Period.

使用權資產以及物業、廠房及設備（「物業、廠房及設備」）減值

由於本期間業務低迷且錄得毛損，發生減值指標時根據會計准則之規定對天馬通馳集團汽車（「汽車」）進行減值審核。

汽車之公平值計量由香港獨立及專業估值師進行。所採納之估值方法為市場法。關鍵輸入數據可比較產品二手價介乎人民幣11,000元至人民幣178,000元。估值師進行公平值計量時，汽車之公平值乃參考市場可得之類似物業、廠房及設備之市場可資比較產品。估值乃假設擁有人會按現狀於市場上出售汽車，並無會影響其價值的延期合約、租回、合營企業及任何類似安排的裨益。

由於減值指標發生於本期間，故先前年度並無對汽車進行公平值計量。

融資成本

融資成本由過往年度約20,697,000港元減少約39.0%至本期間約12,630,000港元，主要由於二零二二年上半年本公司股份恢復買賣後根據債務重組悉數償付利息可換股債券及不可換股債券所致。

出售附屬公司收益

本集團於本期間錄得出售附有負債淨額的附屬公司（不屬於營運分部）的一次性收益約37,660,000港元（過往年度：無）。

期內溢利

總體而言，本期間本公司擁有人應佔溢利為約201,759,000港元（過往年度：約54,756,000港元）。本期間每股基本盈利約為6.63港仙，而過往年度每股基本盈利約為8.54港仙。

物業、廠房及設備

物業、廠房及設備約為29,647,000港元，較二零二一年十二月三十一日約94,738,000港元減少約68.7%。減少主要由於本期間(i)「減值虧損」一段所述物業、廠房及設備減值虧損約38,832,000港元（過往年度：零港元）；(ii)物業、廠房及設備折舊約18,657,000港元（過往年度：約17,806,000港元）及(iii)物業、廠房及設備匯兌差額虧損約7,602,000港元（過往年度：1,490,000港元），原因是該等資產以人民幣計值。

Management Discussion and Analysis

管理層討論與分析

Prepayment, Deposit and Other Receivables

As at 30 June 2023, prepayment, deposit and other receivables of HK\$106,225,000 mainly represented the prepayments for the data analytics equipment comprising microcomputers, external devices and a series of auxiliary components with system application software, which are related to establishment of computational analytics and processing center as disclosed on announcement of the Company on 5 June 2023 and 4 July 2023, and motor vehicles of approximately HK\$72,210,000 and deposits for acquisition of property, plant and equipment of approximately HK\$16,706,000.

Goodwill

The Group's goodwill was arisen from consolidation of TMT Travel in the year of 2019. As at 30 June 2023, the Group's goodwill amounted to approximately HK\$10,685,000, representing a decrease of approximately HK\$26,861,000 compared to approximately HK\$37,546,000 as at 31 December 2021, mainly due to the impairment loss of approximately HK\$23,920,000 and loss on exchange difference of approximately HK\$2,941,000 during the Current Period. The impairment was due to the conservative estimation of business of the car rental services in future.

Right-of-use Assets

As at 30 June 2023, the Group's right-of-use assets amounted to approximately HK\$37,920,000 including office, carpark and motor vehicles on lease, of which the motor vehicles being used in the car rental services business. During the Current Period, an impairment loss and depreciation of approximately HK\$19,026,000 and HK\$9,414,000 were provided for right-of-use assets respectively. The impairment was due to the conservative estimation of business of the car rental services in future.

Trade Receivables

As at the balance sheet date, the Group's impairment provided for trade receivables increased by approximately HK\$7,277,000 to approximately HK\$10,081,000 as comparing to the Previous Year. The increase was mainly due to the slowdown of recovery of long outstanding of trade receivables. The trade receivables balance decreased from approximately HK\$59,910,000 as at 31 December 2021 to approximately HK\$20,305,000 as at 30 June 2023 was mainly due to increase in impairment and improvement in repayment by customers during the late Current Period.

Convertible bonds and Non-convertible Bonds

During the Current Period, the convertible bonds and non-convertible bonds under debt restructuring were settled and recognised gain because of haircut. The un-settled balance of convertible bonds of approximately HK\$34,071,000 was regarded as other loans.

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2023, the issued share capital of the Company was approximately HK\$3,507,369,000 divided into 3,687,628,409 Shares. During the Current Period, the Group finances its operations by cash flow from operating activities and proceeds from (i) the first share subscription (the "First Subscription") and the open offer (the "Open Offer") took place on 9 March 2022 and (ii) the second share subscription (the "Second Subscription") took place on 8 November 2022. As at 30 June 2023, the cash and bank balances of the Group amounted to approximately HK\$135,575,000 (31 December 2021: HK\$2,136,000). As at 30 June 2023, the Group had current assets of approximately HK\$164,292,000 (31 December 2021: HK\$87,122,000), while its current liabilities were approximately HK\$314,968,000 (31 December 2021: HK\$783,324,000). The current ratio of the Group was approximately 0.52 times (31 December 2021: 0.11 times) and gearing ratio (debts/total assets) was 53.6% (31 December 2021: 186.9%).

預付款項、按金及其他應收款項

於二零二三年六月三十日，預付款項、按金及其他應收款項為106,225,000港元，主要指配備系統應用軟件之數據分析設備（包括微型計算機、外部設備及一系列輔助部件）（與本公司於二零二三年六月五日及二零二三年七月四日之公告所披露成立計算分析及處理中心有關）及汽車的預付款項約72,210,000港元及收購物業、廠房及設備的按金約16,706,000港元。

商譽

本集團商譽來自二零一九年合併天馬通馳旅遊。於二零二三年六月三十日，本集團商譽約為10,685,000港元，較二零二一年十二月三十一日約37,546,000港元減少約26,861,000港元，主要由於本期間減值虧損約23,920,000港元及匯兌差額虧損約2,941,000港元所致。減值乃由於對未來的汽車租賃服務業務作出保守估計。

使用權資產

於二零二三年六月三十日，本集團使用權資產約為37,920,000港元，包括租賃的辦公室、停車位及汽車，其中汽車乃用於汽車租賃服務業務。於本期間，就使用權資產分別計提減值虧損及折舊約19,026,000港元及9,414,000港元。減值乃由於對未來的汽車租賃服務業務作出保守估計。

應收貿易款

於結算日，本集團就應收貿易款計提的減值較過往年度增加約7,277,000港元至約10,081,000港元。增加主要由於長期未償還應收貿易款的回收速度放緩。應收貿易款結餘由二零二一年十二月三十一日約59,910,000港元減少至二零二三年六月三十日約20,305,000港元，主要由於減值增加及本期間未客戶還款情況改善。

可換股債券及不可換股債券

於本期間，債務重組項下之可換股債券及不可換股債券已償付，並因扣減確認收益。可換股債券之未償付結餘約34,071,000港元被視作其他貸款。

資本架構、流動資金及財務資源

於二零二三年六月三十日，本公司已發行股本約為3,507,369,000港元，分為3,687,628,409股股份。於本期間，本集團以經營活動所得現金流量以及(i)於二零二二年三月九日進行的第一項股份認購（「第一項認購事項」）及公開發售（「公開發售」）及(ii)於二零二二年十一月八日進行的第二項股份認購（「第二項認購事項」）所得款項為其營運提供資金。於二零二三年六月三十日，本集團現金及銀行結餘約為135,575,000港元（二零二一年十二月三十一日：2,136,000港元）。於二零二三年六月三十日，本集團持有流動資產約164,292,000港元（二零二一年十二月三十一日：87,122,000港元），而流動負債約為314,968,000港元（二零二一年十二月三十一日：783,324,000港元）。本集團之流動比率約為0.52倍（二零二一年十二月三十一日：0.11倍），而資產負債比率（即債務除以資產總值）則為53.6%（二零二一年十二月三十一日：186.9%）。

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管理層討論與分析

USE OF PROCEEDS FROM SHARE SUBSCRIPTIONS AND OPEN OFFER

The First Subscription, the Open Offer and the Debt Restructuring are integral parts of the Resumption Proposal to facilitate Resumption. During the Current Period, the Company completed its restructuring including the Capital Reorganisation, the First Subscription, the Debt Restructuring and the Open Offer. Details are as follows:

On 31 December 2021, a circular containing, among other things, a notice convening the general meeting (the “GM”) held on 21 January 2022 and the information relating to (a) the Capital Reorganisation; (b) the First Subscription; (c) the Open Offer; and (d) the Debt Restructuring, was despatched to the Shareholders. On 21 January 2022, resolutions as set out in the GM notice were duly passed by the Shareholders or independent Shareholders (as the case may be).

The Capital Reorganisation comprises the Share Consolidation and the Change in Board Lot Size. Every 10 issued existing Shares were consolidated into one Consolidated Share with effect from 25 January 2022 and the Change in Board Lot Size from 10,000 Shares to 20,000 Consolidated Shares took effect on 10 March 2022.

The First Subscription

On 30 July 2019, the Company entered into the Subscription Agreement (as supplemented by a supplemental agreement dated 29 September 2020) with Mr. Ji Kaiping (“Mr. Ji”) and Mr. Guo Peiyuan (“Mr. Guo”). On 24 February 2021, 24 June 2021 and 24 December 2021, the Company, Mr. Ji, Thousand Joy Limited (“Thousand Joy”), Mr. Guo and Hontin Ocean Resources Limited (“Hontin”) entered into the Revised Subscription Agreement (the “Revised Subscription Agreement”) to amend and restate the Subscription Agreement, pursuant to which 1,588,000,000 new Consolidated Shares (“Subscription Shares”) in aggregate would be subscribed by Thousand Joy and Hontin in which (i) Thousand Joy has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 972,500,000 new Consolidated Shares; and (ii) Hontin has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 615,500,000 new Consolidated Shares at the Subscription Price of HK\$0.11 per Subscription Share. The gross proceeds of the First Subscription were HK\$174,680,000. The Subscription Price of HK\$0.11 per Subscription Share represents a discount of approximately 92.3% to the theoretical closing price of HK\$1.42 per Consolidated Share as adjusted for the effect of the Share Consolidation based on the closing price of HK\$0.142 per Share as quoted on the Stock Exchange on the Last Trading Day (i.e. 29 July 2016, being the last trading day of the Shares immediately prior to the suspension of trading of the Shares). The First Subscription completed on 9 March 2022. The 1,588,000,000 Subscription Shares were issued under a specific mandate obtained at the GM held on 21 January 2022. The net proceeds arising from the First Subscription after deducting related expenses amounted to approximately HK\$170,573,000 (equivalent to a net price of approximately HK\$0.107 per Subscription Share).

股份認購及公開發售所得款項用途

第一項認購事項、公開發售及債務重組為促進復牌的復牌建議之重要組成部分。本公司於本期間完成重組，包括資本重組、第一項認購事項、債務重組及公開發售。詳情如下：

於二零二一年十二月三十一日，本公司向股東寄發一份載有（其中包括）召集於二零二二年一月二十一日舉行的股東大會（「股東大會」）的通告以及有關(a)資本重組；(b)第一項認購事項；(c)公開發售；及(d)債務重組的資料之通函。於二零二二年一月二十一日，股東大會通告所載的決議案已獲股東或獨立股東（視情況而定）正式通過。

資本重組包括股份合併及更改每手買賣單位。自二零二二年一月二十五日起，每10股已發行現有股份被合併為一股合併股份，而每手買賣單位由10,000股股份更改為20,000股合併股份則於二零二二年三月十日生效。

第一項認購事項

於二零一九年七月三十日，本公司與紀開平先生（「紀先生」）及郭培遠先生（「郭先生」）訂立認購協議（經日期為二零二零年九月二十九日的補充協議補充）。於二零二一年二月二十四日、二零二一年六月二十四日及二零二一年十二月二十四日，本公司、紀先生、千逸有限公司（「千逸」）、郭先生及瀚天海洋資源有限公司（「瀚天」）訂立經修訂認購協議（「經修訂認購協議」），以修訂及重述認購協議，據此，千逸及瀚天將認購合共1,588,000,000股新合併股份（「認購股份」），其中按每股認購股份0.11港元的認購價(i)千逸已有條件同意認購，且本公司已有條件同意配發及發行合共972,500,000股新合併股份；及(ii)瀚天已有條件同意認購，且本公司已有條件同意配發及發行合共615,500,000股新合併股份。第一項認購事項所得款項總額為174,680,000港元。認購價每股認購股份0.11港元較理論收市價每股合併股份1.42港元（根據最後交易日（即二零一六年七月二十九日，即緊接股份停牌前最後一個股份交易日）於聯交所所報收市價每股0.142港元就股份合併的影響進行調整）折讓約92.3%。第一項認購事項於二零二二年三月九日完成。1,588,000,000股認購股份乃根據於二零二二年一月二十一日舉行的股東大會上獲得的特別授權發行。扣除相關開支後，第一項認購事項所得款項淨額約為170,573,000港元（相當於每股認購股份約0.107港元的淨價）。

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The Open Offer

As part of the fund raising plan under the Resumption Proposal, the Company and Emperor Securities Limited (“Underwriter”) entered into the Underwriting Agreement on 24 June 2021, and the Supplemental Underwriting Agreements on 20 September 2021, 20 October 2021 and 30 November 2021 respectively. Pursuant to the Underwriting Agreement (as supplemented by the Supplemental Underwriting Agreements), the Underwriter conditionally agreed to fully underwrite 641,177,050 Consolidated Shares at the offer price of HK\$0.11 per Offer Share on the basis of one Offer Share for every one then existing Consolidated Share held by Qualifying Shareholder on the Open Offer Record Date (i.e. 8 February 2022). The Offer Shares not taken up by the Qualifying Shareholders will first be placed out by the Placing Agent under the Unsubscribed Shares Arrangement, and any Untaken Shares will then be taken up by the Underwriter, sub-underwriter(s) or subscriber(s) procured by them. The gross proceeds of the Open Offer were HK\$70,529,475.5. The Offer Price of HK\$0.11 per Offer Share was the same as the Subscription Price. The Open Offer completed on 9 March 2022. The Offer Shares were issued under a specific mandate obtained at the GM held on 21 January 2022. The net proceeds arising from the Open Offer after deducting related expenses amounted to approximately HK\$65,212,000 (equivalent to a net price per Offer Share of approximately HK\$0.102). The Company intends to utilise the entire net proceeds from the Open Offer for the settlement of debt under the Debt Restructuring.

As disclosed in the announcement of the Company dated 25 February 2022, a total of 7 valid applications had been received for a total of 108,260,129 Offer Shares as at 4:00 p.m. on 23 February 2022, representing approximately 16.88% of the total number of Offer Shares available for subscription under the Open Offer. The remaining 532,916,921 Unsubscribed Shares, representing approximately 83.12% of the total number of Offer Shares available for subscription under the Open Offer, were subject to the Unsubscribed Shares Arrangement. As at 4:00 p.m. on 4 March 2022, 4,360,000 Unsubscribed Shares had been placed by the Placing Agent. Accordingly, an aggregate of 528,556,921 Untaken Shares were taken up by the Underwriter/Sub-underwriters and their respective sub-underwriters and independent placees procured by them pursuant to the terms of the Underwriting Agreement. The results of the Open Offer were announced on 8 March 2022 and the Offer Shares had been issued and allotted on 9 March 2022.

On 9 March 2022, the Board announced that (i) all the conditions precedent to the First Subscription had been fulfilled and 972,500,000 Subscription Shares and 615,500,000 Subscription Shares had been allotted and issued to Thousand Joy and Hontin, respectively in accordance with the terms of the Revised Subscription Agreement; and (ii) all the conditions precedent to the Debt Restructuring had been fulfilled and a total of 207,274,309 Creditors Shares had been allotted and issued to 11 Creditors under the Debt Restructuring.

公開發售

作為復牌建議項下籌資計劃的一部分，本公司與英皇證券(香港)有限公司(「包銷商」)分別於二零二一年六月二十四日訂立包銷協議，於二零二一年九月二十日、二零二一年十月二十日及二零二一年十一月三十日訂立補充包銷協議。根據包銷協議(經補充包銷協議補充)，包銷商有條件同意按合資格股東於公開發售記錄日期(即二零二二年二月八日)每持有一股現有合併股份獲發一股發售股份之基準，按每股發售股份0.11港元的發售價悉數包銷641,177,050股合併股份。未獲合資格股東承購的發售股份將首先由配售代理根據未獲認購股份安排配售，而任何未獲承購股份將由包銷商、分包銷商或彼等促使之認購人承購。公開發售所得款項總額為70,529,475.5港元。發售價每股發售股份0.11港元與認購價相同。公開發售於二零二二年三月九日完成。發售股份乃根據於二零二二年一月二十一日舉行的股東大會上獲得的特別授權發行。扣除相關開支後，公開發售所得款項淨額約為65,212,000港元(相當於每股發售股份約0.102港元的淨價)。本公司擬將公開發售全部所得款項淨額用於結付債務重組項下債務。

誠如本公司日期為二零二二年二月二十五日的公告所披露，於二零二二年二月二十三日下午四時正接獲合共7份認購合共108,260,129股發售股份(佔公開發售項下可供認購的發售股份總數約16.88%)的有效申請。餘下532,916,921股未獲認購股份(佔公開發售項下可供認購的發售股份總數約83.12%)須遵守未獲認購股份安排。於二零二二年三月四日下午四時正，配售代理已配售4,360,000股未獲認購股份。因此，合共528,556,921股未獲承購股份由包銷商/分包銷商及彼等各自的分包銷商及彼等根據包銷協議條款促使的獨立承配人承購。公開發售結果已於二零二二年三月八日公佈，且發售股份已於二零二二年三月九日發行及配發。

於二零二二年三月九日，董事會宣佈(i)第一項認購事項的所有先決條件均已達成，並已根據經修訂認購協議的條款分別向千逸及瀚天配發及發行972,500,000股認購股份及615,500,000股認購股份；及(ii)債務重組的所有先決條件均已達成，已根據債務重組向11名債權人配發及發行合共207,274,309股債權人股份。

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管理層討論與分析

Upon completion of the First Subscription, the Open Offer and the Debt Restructuring on 9 March 2022, the Company had fulfilled all the SFC Resumption Conditions and the Stock Exchange Resumption Conditions, trading in Shares resumed on 10 March 2022.

Capitalised terms used in the sub-sections headed “The First Subscription” and “The Open Offer” shall have the same meanings as those defined in the circular issued by the Company dated 31 December 2021, unless the context requires otherwise. For more details, please refer to the announcements of the Company dated 21 January 2022, 25 January 2022, 25 February 2022, 8 March 2022 and 9 March 2022, the circular of the Company dated 31 December 2021 and the prospectus of the Company dated 9 February 2022.

The Second Subscription

To strengthen the financial position (in particular the working capital and cash flow position) of the Group, on 26 October 2022, the Company entered into two separate conditional Subscription Agreements with Mr. Fan Lian and Mr. Tian Xin to proceed with the Second Subscription. Pursuant to the Subscription Agreements, Mr. Fan Lian and Mr. Tian Xin have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, an aggregate of 610,000,000 Subscription Shares at a price of HK\$0.115 per Subscription Share. The completion of the Second Subscription took place on 8 November 2022. The 610,000,000 Subscription Shares were issued under the general mandate obtained at the annual general meeting of the Company held on 28 June 2022.

The gross proceeds arising from the Second Subscription were HK\$70,150,000. The Subscription Price of HK\$0.115 per Subscription Share was the same as the closing price of HK\$0.115 per Share as quoted on the Stock Exchange on 26 October 2022, being the date of the Subscription Agreements. After deduction of relevant expenses of the Second Subscription, the net proceeds arising from the Second Subscription amounted to approximately HK\$70,030,000 (equivalent to a net price per Subscription Share of approximately HK\$0.1148). The net proceeds arising from the Second Subscription would be used by the Company (i) as to approximately 70% or more of the net proceeds for enhancement of existing business of the Group and for business expansion of the Company, including but not limited to investment in freight and logistics services, digital economy related business, highway service and/or other potential business development when such opportunities arise; and (ii) the remaining net proceeds as general working capital of the Group.

Capitalised terms used in this sub-section headed “The Second Subscription” shall have the same meanings as those defined in the announcement of the Company dated 26 October 2022, unless the context requires otherwise.

在第一項認購事項、公開發售及債務重組於二零二二年三月九日完成後，本公司已達成所有證監會復牌條件及聯交所復牌條件，而股份已於二零二二年三月十日恢復買賣。

除文義另有所指外，「第一項認購事項」及「公開發售」分節所用詞彙與本公司發出的日期為二零二一年十二月三十一日的通函所界定者具有相同涵義。更多詳情，請參閱本公司日期為二零二二年一月二十一日、二零二二年一月二十五日、二零二二年二月二十五日、二零二二年三月八日及二零二二年三月九日的公告、本公司日期為二零二一年十二月三十一日的通函及本公司日期為二零二二年二月九日的發售章程。

第二項認購事項

為鞏固本集團之財務狀況(尤其是營運資金及現金流量狀況)，本公司於二零二二年十月二十六日與范煉先生及田欣先生訂立兩份獨立的有條件認購協議以進行第二項認購事項。根據認購協議，范煉先生及田欣先生有條件同意認購，而本公司有條件同意按每股認購股份0.115港元之價格配發及發行合共610,000,000股認購股份。第二項認購事項於二零二二年十一月八日完成。610,000,000股認購股份乃根據本公司於二零二二年六月二十八日舉行之股東週年大會上取得的一般授權發行。

第二項認購事項之所得款項總額為70,150,000港元。每股認購股份0.115港元之認購價與股份於二零二二年十月二十六日(即認購協議日期)在聯交所所報之收市價每股0.115港元相同。經扣除第二項認購事項之相關開支後，第二項認購事項之所得款項淨額約為70,030,000港元(相當於每股認購股份淨價約0.1148港元)。本公司擬將第二項認購事項之所得款項淨額用於以下用途：(i)約70%或以上所得款項淨額用於提升本集團之現有業務及本公司之業務擴張，包括但不限於投資於貨運及物流服務、數碼經濟相關業務、高速公路服務及／或在出現有關機遇時作其他潛在業務發展；及(ii)餘下所得款項淨額用作本集團之一般營運資金。

除文義另有所指外，本分節「第二項認購事項」所用詞彙與本公司日期為二零二二年十月二十六日的公告所界定者具有相同涵義。

Management Discussion and Analysis

管理層討論與分析

Details of the breakdown and description of the use of net proceeds arising from the First Subscription, the Open Offer and the Second Subscription are set out below:

有關第一項認購事項、公开发售及第二項認購事項之所得款項淨額用途明細及說明的詳情如下：

Intended use of net proceeds	所得款項淨額擬定用途	Total planned amount	Net proceeds 所得款項淨額		
			Utilised amount during the Current Period	Unutilised amount as at 30 June 2023	Expected timeline for the unutilised net proceeds
		計劃總金額 HK\$'000 千港元	本期間 已動用金額 HK\$'000 千港元	於二零二三年 六月三十日 未動用金額 HK\$'000 千港元	尚未動用 所得款項淨額的 預期時間表
Proceeds from the First Subscription and the Open Offer					
Settlement of debt under the Debt Restructuring	第一項認購事項及 公开发售之所得款項 結付債務重組項下債務	160,000	53,092	106,908	Year 2023/2024 二零二三年/ 二零二四年
Business expansion	業務擴張	51,185	51,185	-	Year 2023 二零二三年
General working capital	一般營運資金	24,600	24,600	-	Year 2023 二零二三年
Proceeds from the Second Subscription					
Business enhancement and business expansion	第二項認購事項之所得款項 業務提升及業務擴張	49,030	49,030	-	Year 2023 二零二三年
General working capital	一般營運資金	21,000	18,101	2,899	Year 2023 二零二三年
Total	總計	305,815	196,008	109,807	Year 2023/2024 二零二三年/ 二零二四年

The net proceeds arising from the First Subscription, the Open Offer and the Second Subscription were used according to the intentions previously disclosed by the Company. Nevertheless, the Directors will constantly evaluate the Group's business objectives and may change or modify the plan against changing market conditions to ascertain the business growth of the Group.

第一項認購事項、公开发售及第二項認購事項之所得款項淨額已根據本公司先前披露的擬定用途使用。然而，董事將持續評估本集團的業務目標，並可能根據不斷變化的市況更改或修訂計劃，以確保本集團的業務增長。

MATERIAL ACQUISITION, DISPOSAL AND SIGNIFICANT INVESTMENTS HELD

The Group did not have material acquisition and disposal of subsidiaries, associates and joint ventures during the Current Period and did not have any significant investments held as at 30 June 2023.

重大收購、出售及所持重大投資

於本期間，本集團並無任何有關附屬公司、聯營公司及合營企業的重大收購及出售，亦無於二零二三年六月三十日持有任何重大投資。

Management Discussion and Analysis

管理層討論與分析

FOREIGN EXCHANGE EXPOSURE

During the Current Period, the majority of the Group's income and expenses were denominated in Renminbi and Hong Kong dollars. Up to 30 June 2023, the management of the Company was of the opinion that the Group has insignificant exposure to foreign exchange risk. The Group did not use any financial instruments for hedging against fluctuation in foreign exchange for the period ended 30 June 2023. Nevertheless, the management of the Company will closely monitor and from time to time reassess the exchange risk exposures of the Group and enter into non-speculative hedging arrangements if considered necessary.

EMPLOYEE INFORMATION

As at 30 June 2023, the Group had 382 employees (including the Directors) in Hong Kong and the PRC (31 December 2021: 530 employees). The Group continues to provide remuneration packages to employees according to market practices, their experience and performance. Remuneration policy is basically determined with reference to individual performance as well as the financial results of the Group. Remuneration to staff will be reviewed from time to time when warranted considering the performances of staff. Other benefits include medical insurance scheme and contribution of statutory mandatory provident fund for the employees. There has been no major change in staff remuneration policies during the eighteen months ended 30 June 2023.

BORROWINGS AND CHARGES ON THE GROUP'S ASSETS

As at 30 June 2023, the Group recorded the borrowings of approximately HK\$38,550,000. No assets had been pledged to banks for securing banking or other financing facilities granted to the Group since loan from bank was fully settled during the Current Period. All borrowings are repayable on demand or within one year.

As at 31 December 2021, the Group recorded the borrowings of approximately HK\$69,218,000 in which of approximately HK\$2,996,000 represented loan from bank and bears interest rate of 6.175% per annum with motor vehicles in carrying amount of approximately HK\$9,477,000 being pledged to secure the bank loan. All borrowings are repayable on demand or within one year.

CAPITAL COMMITMENTS

Details of capital commitments were disclosed in note 35 to the consolidated financial statements in this report.

CONTINGENT LIABILITIES

Details of contingent liabilities were disclosed in note 31 to the consolidated financial statements in this annual report.

外匯風險

於本期間，本集團大部分收入及開支均以人民幣及港元計值。截至二零二三年六月三十日，本公司管理層認為本集團面臨之外匯風險並不重大。截至二零二三年六月三十日止期間，本集團並未使用任何金融工具對沖外匯波動。然而，本公司管理層將密切監控及不時重新評估本集團之外匯風險，並於必要時進行非投機性對沖安排。

僱員資料

於二零二三年六月三十日，本集團於香港及中國擁有382名僱員（包括董事）（二零二一年十二月三十一日：530名僱員）。本集團繼續根據市場慣例、僱員經驗及其表現向僱員提供薪酬待遇。薪酬政策基本上參考個人表現及本集團財務業績釐定。而僱員薪酬將於有需要時因員工的工作表現不時作出檢討。其他福利包括醫療保險計劃及為僱員繳交法定強制性公積金供款。截至二零二三年六月三十日止十八個月內僱員薪酬政策並無重大變動。

借貸及本集團資產抵押

於二零二三年六月三十日，本集團錄得借貸約38,550,000港元。由於銀行貸款已於本期間悉數償還，概無向銀行質押資產以取得授予本集團之銀行或其他融資貸款。所有借貸須按要求或於一年內償還。

於二零二一年十二月三十一日，本集團錄得借貸約69,218,000港元，其中約2,996,000港元為銀行貸款，年利率為6.175%，而賬面值約9,477,000港元之汽車已質押，以取得銀行貸款。所有借貸須按要求或於一年內償還。

資本承擔

有關資本承擔之詳情於本報告綜合財務報表附註35內披露。

或然負債

有關或然負債之詳情於本年報綜合財務報表附註31內披露。

Management Discussion and Analysis

管理層討論與分析

EVENTS AFTER THE REPORTING PERIOD

Purchase of Vehicles

On 9 August 2023, Beijing Tian Ma Tong Chi New Energy Vehicle Service Co., Ltd.* (“TMTC”), an indirect wholly-owned subsidiary of the Company entered into the sale and purchase agreement with Xiamen Golden Dragon Bus Co. Ltd.* (being the supplier, “Supplier”), a limited company established under the laws of the PRC, pursuant to which TMTC agreed to purchase the 35 units of new electric buses and 16 units of new fuel-oil buses from the Supplier at an aggregate consideration of RMB27,976,000 (equivalent to approximately HK\$30,493,000) (“Purchase of Vehicles”). The Directors have had of the view that the Purchase of Vehicles was entered into in the ordinary and usual course of business of the Group and for the sake of maintaining the quality of shuttle bus services rendered to customers by replacing aged buses with new ones from time to time. Details of the Purchase of Vehicles were set out in the announcement of the Company dated 9 August 2023.

Except for above mentioned, there were no material events subsequent to 30 June 2023 which would materially affect the Group’s operating and financial performance as of the date of this annual report.

ACTIONS TAKEN BY THE COMPANY TO ADDRESS RELEVANT QUALIFIED OPINION

The auditors of the Company, ZHONGHUI ANDA CPA Limited (“Auditor”), had issued qualified opinion on the consolidated financial statements of the Group for the year ended 31 December 2021. The Company has taken actions to address the relevant audit qualifications. Actions taken by the Company to address relevant qualified opinion in the consolidated financial statements of the Group for the eighteen months ended 30 June 2023 as follow:

Borrowings

There was no sufficient evidence provided to satisfy the Auditor, in relation to the existence, rights and obligations and valuation of the borrowings of approximately HK\$43,235,000 and HK\$42,257,000 as at 31 December 2021 and 2020 respectively. The borrowings have subsequently been verified and there were defect on its existence, right, obligations and valuation. As a result, the Company, its relevant subsidiaries and the creditors of the borrowings have entered into legal documents, pursuant to which that the Company shall dispose the subsidiary which held all the borrowings to an independent third party with minimal consideration and all the repayment obligation of the Company shall be released. The disposal was completed on 11 February 2022. The subsidiary disposed of only held the borrowings and did not have any asset or business operation. Since the borrowings in the qualification is no longer in the books of the Group, the Auditor have agreed that this qualification will be removed in the auditor’s report and except for the comparative figures for the financial year ending 30 June 2024.

報告期後事項

購置車輛

於二零二三年八月九日，本公司之間接全資附屬公司北京天馬通馳新能源汽車服務有限公司（「天馬通馳」）與廈門金龍旅行車有限公司（即供應商，「供應商」，一家根據中國法律成立的有限公司）訂立買賣協議，據此，天馬通馳同意向供應商購買35輛新電動巴士及16輛新燃油巴士，總代價為人民幣27,976,000元（相當於約30,493,000港元）（「購置車輛」）。董事認為，購置車輛乃於本集團日常及一般業務過程中進行，務求通過不時以新巴士替換舊巴士來維持提供予客戶的通勤巴士服務的質素。購置車輛的詳情載於本公司日期為二零二三年八月九日的公告。

除上述者外，概無於二零二三年六月三十日後發生之重大事項會對本集團截至本年報日期之經營及財務表現造成重大影響。

本公司為處理相關保留意見而採取之行動

本公司核數師中匯安達會計師事務所有限公司（「核數師」）已就本集團截至二零二一年十二月三十一日止年度之綜合財務報表發表保留意見。本公司已採取行動處理相關審核保留意見。本公司為處理本集團截至二零二三年六月三十日止十八個月之綜合財務報表內的相關保留意見而採取之行動載列如下：

借貸

核數師並無獲提供充分證據令其信納於二零二一年及二零二零年十二月三十一日分別約43,235,000港元及42,257,000港元借貸的存在、權利及責任以及估值。借貸隨後已予核實，而其存在、權利、責任及估值有所缺失。因此，本公司、其相關附屬公司及借貸債權人已訂立法律文件，據此，本公司須以最低代價向一名獨立第三方出售持有所有借貸的附屬公司，而本公司的所有還款責任將予解除。出售事項於二零二二年二月十一日完成。已出售附屬公司僅持有借貸，並無任何資產或業務營運。由於保留意見中的借貸不再記入本集團的賬簿，核數師已同意，於截至二零二四年六月三十日止財政年度，該保留意見將於核數師報告移除，惟比較數字除外。

Directors' Biographies

董事履歷

EXECUTIVE DIRECTORS

Mr. Ji Kaiping ("Mr. Ji"), aged 60, has been an executive Director since 29 August 2017 and the chairman of the Board since 29 November 2018. He is also an authorised representative of the Company pursuant to Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the chairman of the nomination committee of the Company (the "Nomination Committee") and director of various subsidiaries of the Group.

He completed the course of master's degree in business administration at International Business Administration School of the University of International Business and Economics in China in November 2005. He founded 北京天馬通馳汽車租賃有限公司 (Beijing Tian Ma Tong Chi Car Rental Co., Ltd*) ("TMTC Rental"), which is currently an indirect wholly owned subsidiary of the Company, in 2006 and serves as its chairman. Mr. Ji is responsible for the overall management of the actual operation of TMTC Rental. Mr. Ji has extensive experience in management.

Mr. Ji is the sole director of Thousand Joy Limited, a company which has disclosable interests in the shares of the Company under the provisions in Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong) (the "SFO").

Mr. Guo Peiyuan ("Mr. Guo"), aged 52, has been an executive Director since 4 April 2018. He has almost 20 years' experience in passenger transport management. From 1999 to 2004, he worked in 北京青年旅行社有限公司 (Beijing Youth Travel Service Company Limited*) as a department manager, mainly responsible for scheduling of sightseeing buses, business development and customer relationship etc. From 2004 to 2006, Mr. Guo worked in 北京天馬旅遊汽車公司 (Beijing Tianma Travel Automobile Company*) as a deputy team leader, mainly responsible for fleet management, business development and customer relationship etc. In 2006, he founded TMTC Rental and currently serves as its general manager. In 2008, he acquired 北京市民運旅行社 (Beijing Minyun Travel Agent*) and changed its name to 北京天馬通馳旅遊客運有限公司 (Beijing Tian Ma Tong Chi Travel Transportation Co., Ltd*) ("TMTC Travel"). Currently, Mr. Guo participates in management of TMTC Travel but does not hold any interest in such company. Both TMTC Rental and TMTC Travel are currently subsidiaries of the Company.

Mr. Guo is the sole director of Hontin Ocean Resources Limited, a company which has disclosable interests in the shares of the Company under the provisions in Divisions 2 and 3 of Part XV of the SFO.

* For identification purpose only

執行董事

紀開平先生(「紀先生」)，60歲，自二零一七年八月二十九日起擔任執行董事，並自二零一八年十一月二十九日起擔任董事會主席。彼亦為香港聯合交易所有限公司證券上市規則第3.05條項下的本公司授權代表、本公司提名委員會(「提名委員會」)主席及本集團若干附屬公司之董事。

彼於二零零五年十一月完成中國對外經濟貿易大學國際商學院企業管理專業研究生課程。彼於二零零六年創立北京天馬通馳汽車租賃有限公司(「天馬通馳租賃」)，本公司間接全資附屬公司，並出任董事長。紀先生負責天馬通馳租賃實際營運的整體管理。紀先生擁有豐富的管理經驗。

紀先生為千逸有限公司之唯一董事，該公司於本公司股份中擁有根據香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部第2及3分部的條文須予披露之權益。

郭培遠先生(「郭先生」)，52歲，自二零一八年四月四日起擔任執行董事。彼於客運管理擁有接近二十年經驗。彼於一九九九年至二零零四年期間就職於北京青年旅行社有限公司，任部門經理，主要職能為旅遊客車的調度安排、業務開發、客戶維護等。於二零零四年至二零零六年期間，郭先生就職於北京天馬旅遊汽車公司，任副隊長職務，主要職能為管理車隊運營、業務開發、客戶維護等。彼於二零零六年創立天馬通馳租賃，目前任職其總經理。於二零零八年，彼收購北京市民運旅行社，並更名為北京天馬通馳旅遊客運有限公司(「天馬通馳旅遊」)。目前，郭先生參與管理天馬通馳旅遊，但並無持有該公司的任何權益。天馬通馳租賃及天馬通馳旅遊現時均為本公司附屬公司。

郭先生為瀚天海洋資源有限公司之唯一董事，該公司於本公司股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須予披露之權益。

* 僅供識別

Directors' Biographies

董事履歷

EXECUTIVE DIRECTORS (cont'd)

Ms. Mao Na ("Ms. Mao"), aged 43, has been an executive Director since 8 April 2022. She completed the course of bachelor's degree in Directing (Drama and Film-and-Television Production) at Beijing Film Academy in China in July 2005. Having worked in the media industry for more than 17 years, Ms. Mao has gained extensive working and management experience in the sector. She also has extensive experience in investment in advertising creative, production and agency, film, video streaming, magazine, medical scrubs and military equipment aspects. Currently, Ms. Mao is the chairman and legal representative of 北京締久印象文化傳媒有限公司 (Beijing Diju Yinxiang Culture Media Ltd.*), which is mainly engaged in organizing cultural and artistic exchanges.

Mr. Qiu Keshan ("Mr. Qiu"), aged 56, has been an executive Director since 8 April 2022. He obtained Bachelor of Medical from Capital Medical University in China in July 1991. He has been serving as the chairman of 天津金兆元國際貿易有限公司 (Tianjin Jinzhayuan International Trading Ltd.*), which is engaged in investment management of commodities trading, import, export and agency, since February 2010. Mr. Qiu has extensive experience in bulk commodities trading investment management and supply chain financing.

NON-EXECUTIVE DIRECTOR

Mr. An Jingwen ("Mr. An"), aged 68, has been a non-executive Director since 3 December 2018. He is also a member of each of the audit committee (the "Audit Committee") and the remuneration committee (the "Remuneration Committee") of the Company. He obtained a doctor's degree in Management Science and Engineering from China University of Mining and Technology (Beijing) in 2010 and the qualification certificate of independent director issued by the Shanghai Stock Exchange in May 2012.

Mr. An is a professor of school of management of China University of Mining & Technology (Beijing) and tutor of postgraduate candidates. Mr. An has over 30 years' experience in teaching and research work and has extensive experience in the coal industry and corporate training, as well as in the areas of standardization and quality management. Mr. An is currently a member of each of 中國煤炭工業協會煤炭工業技術委員會 (Coal Industry Technology Committee of China National Coal Association) and 中國標準化研究院第五屆科學技術委員會 (the Fifth Science and Technology Committee of China National Institute of Standardization).

執行董事 (續)

毛娜女士 (「毛女士」)，43歲，自二零二二年四月八日起擔任執行董事。彼於二零零五年七月畢業於中國北京電影學院導演(影視節目製作方向)本科課程。於傳媒行業工作超過十七年，毛女士在該領域取得豐富的工作及管理經驗。彼亦於投資於廣告創意、製作及代理、電影、網絡視頻、雜誌、醫療服裝及軍用裝備領域擁有豐富的經驗。毛女士現時為北京締久印象文化傳媒有限公司的董事長及法人代表，該公司主要從事組織文化藝術交流。

丘可山先生 (「丘先生」)，56歲，於二零二二年四月八日起擔任執行董事。彼於一九九一年七月取得中國首都醫科大學醫學學士學位。彼於二零一零年二月起擔任天津金兆元國際貿易有限公司的董事長，該公司從事商品交易、進出口以及代理。丘先生於大宗商品投資管理及供應鏈金融方面有豐富經驗。

非執行董事

安景文先生 (「安先生」)，68歲，自二零一八年十二月三日起擔任非執行董事。彼亦為本公司審核委員會 (「審核委員會」) 及薪酬委員會 (「薪酬委員會」) 成員。彼於二零一零年取得中國礦業大學 (北京) 管理科學與工程博士學位，並於二零一二年五月取得上海證券交易所頒發的獨立董事資格證書。

安先生任職中國礦業大學 (北京) 管理學院教授、博士生導師。安先生擁有逾三十年教學與研究工作的經驗，在煤炭行業和企業培訓工作，以及標準化和品質管理領域擁有豐富的經驗。安先生目前為中國煤炭工業協會煤炭工業技術委員會委員及中國標準化研究院第五屆科學技術委員會委員。

* For identification purpose only

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Wen ("Mr. Li"), aged 67, has been an independent non-executive Director since 4 April 2018. He is also the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee. He obtained a bachelor's of laws degree from China University of Political Science and Law in 1983 and a master's degree in laws from Graduate School of Chinese Academy of Social Sciences in 1986. In 1986, he passed the Chinese National Lawyer's Qualification examination in Beijing and obtained legal professional qualification. From August 1986 to December 1992, Mr. Li served as lawyer in 中國法律事務中心 (China Legal Affairs Centre*) and practiced in law firms in Hong Kong, London and Los Angeles during the period from June 1988 to January 1991. From December 1992 to June 1994, he founded Beijing Zhong Lun Law Firm and served as principal. From June 1994 to July 2007, Mr. Li founded Beijing Li Wen & Partners and served as principal. Beijing Li Wen & Partners principally engaged in corporate, international trading, real estate and finance. From July 2007 to January 2018, subsequent to the change of name from Beijing Li Wen & Partners to 北京信和律師事務所 (Beijing Xinhe Law Firm*), through merger with Beijing Hao Tian Law Office, Beijing Hylands Law Firm had been established, and Mr. Li served as partner. From January 2018, Beijing Hylands Law Firm, Beijing Anli Partners and Guangzhou Kunlun Law Firm merged into 北京浩天安理律師事務所 (Hylands Law Firm) and Mr. Li became partner of 北京浩天安理律師事務所 (Hylands Law Firm).

Mr. Qiu Ke ("Mr. Qiu"), aged 52, has been an independent non-executive Director since 1 June 2018. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. He obtained a bachelor's degree in economics from Capital University of Economics and Business (formerly known as Beijing College of Economics) in 1994, and obtained a master's degree in business administration from Renmin University of China in 2003. He also obtained a vocational education diploma in accounting studies in Canada in 2004.

From 1995 to 2005, Mr. Qiu served as assistant analyst in credit card department of Beijing Branch of China Construction Bank and has in-depth knowledge and extensive experience in financial industry and products. Thereafter, he has involved in works of accounting in Canada and has a profound theoretical knowledge and extensive practical experience in all aspects of international trading, management in accounting industry, various types of financial statements, letter of credit and telegraphic transfer.

* For identification purpose only

獨立非執行董事

李文先生 (「李先生」)，67歲，自二零一八年四月四日起擔任獨立非執行董事。彼亦為審核委員會主席，及薪酬委員會及提名委員會成員。彼於一九八三年於中國政法大學取得法學學士學位及於一九八六年於中國社會科學研究生院取得法學碩士學位。彼於一九八六年在北京通過全國律師資格考試，取得職業律師資格。李先生於一九八六年八月至一九九二年十二月期間擔任中國法律事務中心律師，並在一九八八年六月至一九九一年一月期間先後前往香港、倫敦、洛杉磯等地的律師事務所實習。於一九九二年十二月至一九九四年六月期間，彼創立北京中倫律師事務所，任主任律師。於一九九四年六月至二零零七年七月期間，李先生創立了北京李文律師事務所，擔任主任律師。北京李文律師事務所之主要業務領域為公司、國際貿易、房地產及金融。於二零零七年七月至二零一八年一月期間，北京李文律師事務所更名為北京信和律師事務所後，與北京浩天律師事務所合併為北京浩天信和律師事務所，李先生為其合夥人。自二零一八年一月，北京浩天信和律師事務所、北京安理律師事務所、廣州東方昆侖律師事務所合併為北京浩天安理律師事務所，李先生成為北京浩天安理律師事務所之合夥人。

邱克先生 (「邱先生」)，52歲，自二零一八年六月一日起擔任獨立非執行董事。彼亦為薪酬委員會主席，及審核委員會及提名委員會成員。彼於一九九四年獲首都經濟貿易大學(前稱北京經濟學院)經濟學學士學位，並於二零零三年畢業於中國人民大學企業管理研究生課程。彼亦於二零零四年取得加拿大會計學職業培訓證書。

邱先生於一九九五年至二零零五年期間在中國建設銀行北京市分行信用卡部任職助理統計師，對金融行業及產品有著深入的了解和豐富的經驗。其後，彼在加拿大從事會計工作，對國際貿易的各個環節、會計行業的日常管理、各類財務報表、信用證及電匯付款等有著深厚的理論和實踐經驗。

* 僅供識別

Directors' Biographies

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (cont'd)

Ms. Chen Yen Yung ("Ms. Chen"), aged 52, has been an independent non-executive Director since 17 April 2019. She is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. She has over 20 years' experience in the accounting and finance field. She is a member of the CPA Australia and the Hong Kong Institute of Certified Public Accountants. Ms. Chen is currently the company secretary of 浙江永安融通控股股份有限公司(Zhejiang Yongan Rongtong Holdings Co., Ltd*) (stock code: 8211), a joint stock limited company incorporated in the PRC, whose H shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

獨立非執行董事 (續)

陳燕雲女士 (「陳女士」)，52歲，自二零一九年四月十七日起擔任獨立非執行董事。彼亦為審核委員會、薪酬委員會及提名委員會成員。彼於會計及金融領域擁有逾二十年經驗。彼為澳洲會計師公會及香港會計師公會會員。陳女士目前為浙江永安融通控股股份有限公司（一間於中國註冊成立之股份有限公司，且其H股於香港聯合交易所有限公司（「聯交所」）GEM上市，股份代號：8211）之公司秘書。

Directors' Report

董事會報告

The Directors present their report and the audited consolidated financial statements of the Group for the eighteen months ended 30 June 2023:

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. For the eighteen months ended 30 June 2023, and since September 2016, the Group has engaged in car rental service business as core business based in the People's Republic of China (the "PRC").

A detailed review on the Group's business performance and the material factors underlying its financial position, as well as the development and likely future prospects of the Group's business are provided throughout this annual report and in particular under the following separate sections:

- (a) review of the Company's business and financial position, a discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the Current Period, and an indication of likely future developments in the Group's business are shown in the section headed "Management Discussion and Analysis" of this annual report and notes 34 and 36 to consolidated the financial statements;
- (b) details of key performance indicators are shown in the sub-section headed "Capital Structure, Liquidity and Financial Resources" under the section headed "Management Discussion and Analysis" of this annual report;
- (c) the Group's environmental policies and performance are shown in the sub-section headed "Environmental Policies" below;
- (d) the Group's key relationships with employees, customers and suppliers are shown in the sub-section headed "Key Relationships" below; and
- (e) the Group's compliance with the relevant laws and regulations are shown in the sub-section headed "Compliance with Laws and Regulations" below.

The discussions referred to in the above form part of this Directors' Report.

董事提呈其報告及本集團截至二零二三年六月三十日止十八個月之經審核綜合財務報表：

主要活動及業務回顧

本公司為投資控股公司。於截至二零二三年六月三十日止十八個月及自二零一六年九月起，本集團於中華人民共和國（「中國」）從事汽車租賃服務業務（作為核心業務）。

有關本集團之業務表現及其財務狀況所涉及之重大因素以及本集團業務之發展及未來可能前景之詳細回顧載列於本年報各節，尤其是以下各章節：

- (a) 本公司之業務及財務狀況回顧、有關本集團面臨之主要風險及不確定因素之討論、自本期間末以來已發生影響本集團之重要事項詳情以及本集團業務未來可能發展之跡象載於本年報「管理層討論與分析」一節及綜合財務報表附註34及36；
- (b) 主要表現指標之詳情載於本年報「管理層討論與分析」一節「資本架構、流動資金及財務資源」分節；
- (c) 本集團之環境政策及表現載於下文「環境政策」分節；
- (d) 本集團與僱員、客戶及供應商的主要關係載於下文「主要關係」分節；及
- (e) 本集團遵守相關法律及法規的情況載於下文「遵守法律及法規」分節。

上文所述的討論為本董事會報告之組成部分。

Directors' Report

董事會報告

KEY RELATIONSHIPS

a) *Employees*

Human resources are one of the greatest assets of the Group and the Group ensures all staff are reasonable remunerated and also continues to improve and regularly review and update its policies on remuneration and benefits, training, occupational health and safety.

b) *Customers*

The Group cherishes the mutually beneficial relationships with its customers. The Group will provide the best services to its clients to establish and consolidate the Group's reputation in the industry.

c) *Suppliers*

The Group is also dedicated to developing good relationship with its suppliers, who are liable to social responsibility and reliable on deliverability as long-term business partners to ensure stability of the Group's business. The Group reinforces business partnerships with its suppliers by ongoing communication in a proactive and effective manner so as to ensure quality and timely delivery.

ENVIRONMENTAL POLICIES

The Group is committed to building an environmentally-friendly corporation that pays close attention to conserving natural resources. By speeding up the transformation of development mode, adhering to safe, green and efficient resources for greater quality, the Group aims to achieve green, circular and low-carbon development.

The Group strives to minimize the environmental impact by saving electricity and encouraging recycle of office supplies and other materials. In addition, the Group actively advocated a paperless office and encouraged the employees to develop good habits, conserve resources and energy to build a green and comfortable office environment.

Pursuant to Appendix 27 of the Listing Rules, the Company is required to prepare an Environmental, Social and Governance Report ("ESG Report"), which explains the management approaches, strategies, policies, measures taken and results of its activities on environmental and social areas and aspects, and evaluate their impact on the sustainable development of the environment and society.

A separate ESG Report for the eighteen months ended 30 June 2023 will be published in electronic form only on the Stock Exchange's website and the Company's website at the same time as the publication of this annual report. If you wish to receive the printed version of the ESG Report, you may send your request in writing to the Company's registered office in Hong Kong.

主要關係

a) *僱員*

人力資源乃本集團的一項最大資產，本集團確保全體員工均獲得合理薪酬，亦繼續改善及定期檢討及更新其薪酬及福利、培訓、職業健康及安全政策。

b) *客戶*

本集團珍惜與其客戶的互助互益關係。本集團將為其客戶提供最佳服務，以建立及鞏固本集團於行內的聲譽。

c) *供應商*

本集團亦致力與其負有社會責任感及能夠可靠交付的供應商建立良好的長期業務夥伴關係，確保本集團業務的穩定性。本集團繼續透過積極及有效的溝通，加強與其供應商的業務合夥關係，藉此確保質量和及時交貨。

環境政策

本集團矢志建立環保企業，密切關注保護天然資源。本集團透過加快轉變發展模式，堅持使用安全、環保、高效、優質的資源，旨在實現綠色、循環及低碳發展。

本集團致力透過節省電力及鼓勵辦公室供應品及其他材料循環再用，盡量減低對環境的影響。此外，本集團積極提倡無紙化辦公，並鼓勵僱員培養良好習慣，節約資源及能源，以建立環保及舒適的工作環境。

根據上市規則附錄二十七，本公司須編製一份環境、社會及管治報告（「ESG報告」），當中闡述有關環境及社會範疇與層面之管理方法、策略、政策、採取的措施及活動結果，並評估對環境及社會可持續發展之影響。

截至二零二三年六月三十日止十八個月之單獨ESG報告將於刊發本年報之同時僅以電子形式於聯交所網站及本公司網站刊發。閣下如欲收取ESG報告之印刷本，可以書面形式向本公司之香港註冊辦事處提出請求。

COMPLIANCE WITH LAWS AND REGULATIONS

The shares of the Company have been listed on the main board of the Stock Exchange and therefore the Company is subject to the governance of the Listing Rules including the disclosure requirements, the corporate governance provisions set out in part 2 of Appendix 14 and the “comply and explain” provisions set out in Appendix 27 thereto. Under the SFO, the Company is required to maintain a register of substantial Shareholders' and other persons' interests in Shares and underlying shares of the Company and a register of Directors' and chief executives' interests and short positions in shares, underlying shares and debentures of the Company or its associated corporations and is obliged to disclose inside information as soon as reasonably practicable.

As the Company was incorporated in Hong Kong, it is subject to various laws and regulations including Companies Ordinance (Cap. 622 of the laws of Hong Kong) (the “Companies Ordinance”), Business Registration Ordinance (Cap. 310 of the laws of Hong Kong), Inland Revenue Ordinance (Cap. 112 of the laws of Hong Kong) and Employment Ordinance (Cap. 57 of the laws of Hong Kong).

The Group's operations are mainly carried out by the Company's subsidiaries in the PRC. Our establishment and operations accordingly shall comply with all PRC laws and applicable laws in the jurisdictions where we have operations. To the best of Directors' knowledge, information and belief, during the eighteen months ended 30 June 2023 and up to the date of this annual report, the Group complied with all the relevant laws and regulations in the PRC and Hong Kong.

PERMITTED INDEMNITY PROVISION

Pursuant to the articles of association of the Company (“Articles”) and subject to the provisions of the Companies Ordinance, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all liabilities which he/she may incur in or about the execution and discharge of the duties of his/her office or otherwise in relation thereto, provided that such Article shall only have effect in so far as its provisions are not avoided by the Companies Ordinance. The Company has arranged appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities since 24 March 2022.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or substantial part of the business of the Company were entered into or existed during the eighteen months ended 30 June 2023.

DIRECTORS OF SUBSIDIARIES

The names of all the directors who have served on the subsidiaries of the Company during the eighteen months ended 30 June 2023 and up to the date of this annual report are available on the website of the Company.

RESULTS AND DIVIDEND

The results of the Group for the eighteen months ended 30 June 2023 are set out in the consolidated statement of profit or loss on page 60. The Board does not recommend the payment of a final dividend for the eighteen months ended 30 June 2023.

遵守法律及法規

本公司股份乃於聯交所主板上市，因此本公司須遵守上市規則的管治規定，包括當中附錄14第二部分所載的披露規定及企業管治條文以及附錄27所載的「不遵守就解釋」條文。根據證券及期貨條例，本公司須存置一份主要股東及其他人士於本公司股份及相關股份之權益名冊，以及董事及高級行政人員於本公司或其相聯法團之股份、相關股份及債券之權益及淡倉名冊，並須在合理地切實可行的範圍內盡快披露內幕消息。

由於本公司乃於香港註冊成立，其受包括公司條例（香港法例第622章）（「公司條例」）、商業登記條例（香港法例第310章）、稅務條例（香港法例第112章）及僱傭條例（香港法例第57章）等多項法律及法規約束。

本集團之業務主要由本公司於中國的附屬公司進行。因此本集團的建設及營運須遵守所有中國法律及我們營運所在的司法權區的適用法律。據董事所知、所悉及所信，於截至二零二三年六月三十日止十八個月及直至本年報日期，本集團已遵守中國及香港的所有相關法律及法規。

獲准許彌償條文

根據本公司之組織章程細則（「章程細則」）及受公司條例之條文所規限，對於本公司各董事或其他高級人員在執行或履行職務時或於相關的其他情況下而可能招致或產生相關的所有責任，均可從本公司資產中獲得彌償，惟有關章程細則僅在條文未因公司條例而致無效的情況下方為有效。本公司自二零二二年三月二十四日起已為董事及高級職員有關因公司活動而對董事及高級管理層提起法律訴訟的責任安排投購適當的保險。

管理合約

於截至二零二三年六月三十日止十八個月，概無訂立或存有關於本公司全部或主要部分業務的管理及行政的合約。

附屬公司之董事

於截至二零二三年六月三十日止十八個月及截至本年報日期，於本公司附屬公司任職的所有董事的姓名可於本公司網站查閱。

業績及股息

本集團截至二零二三年六月三十日止十八個月之業績載於第60頁之綜合損益表。董事會不建議派付截至二零二三年六月三十日止十八個月之末期股息。

Directors' Report

董事會報告

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The forthcoming annual general meeting of the Company is scheduled to be held on Monday, 4 December 2023 ("2023 AGM").

For determining the entitlement to attend and vote at the 2023 AGM, the register of members of the Company will be closed from Wednesday, 29 November 2023 to Monday, 4 December 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the 2023 AGM, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's share registrar and transfer office, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 28 November 2023.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 124.

PROPERTY, PLANT AND EQUIPMENT

Movements in the property, plant and equipment of the Group during the eighteen months ended 30 June 2023 are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL

As at 30 June 2023, the issued share capital of the Company was HK\$3,507,369,000 divided into 3,687,628,409 Shares.

Details of movements in the Company's share capital during the eighteen months ended 30 June 2023 are set out in note 28 to the consolidated financial statements.

CONVERTIBLE BONDS AND NON-CONVERTIBLE BONDS

Details of the convertible bonds and non-convertible bonds issued by the Company are set out in notes 26 and 27 to the consolidated financial statements respectively.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the laws of Hong Kong.

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

Save as disclosed in the announcements of the Company dated 17 January 2022, 25 February 2022, 8 March 2022, 9 March 2022, 26 October 2022, 3 November 2022 and 8 November 2022 and the circular of the Company dated 31 December 2021, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the eighteen months ended 30 June 2023.

股東週年大會及暫停辦理股份過戶登記手續

本公司的應屆股東週年大會定於二零二三年十二月四日(星期一)舉行(「二零二三年股東週年大會」)。

為釐定出席二零二三年股東週年大會及在會上投票的資格,本公司將於二零二三年十一月二十九日(星期三)至二零二三年十二月四日(星期一)(包括首尾兩天)暫停辦理股份過戶登記手續,期間不會辦理股份過戶登記。為符合資格出席二零二三年股東週年大會並於會上投票,所有股份過戶文件連同相關股票須不遲於二零二三年十一月二十八日(星期二)下午四時三十分送達本公司之股份過戶登記處卓佳雅柏勤有限公司(地址為香港夏慤道16號遠東金融中心17樓),以辦理登記手續。

財務概要

本集團過往五個財政年度之業績以及資產及負債概要載於第124頁。

物業、廠房及設備

本集團於截至二零二三年六月三十日止十八個月之物業、廠房及設備之變動載於綜合財務報表附註15。

股本

於二零二三年六月三十日,本公司已發行股本為3,507,369,000港元,分為3,687,628,409股股份。

本公司股本於截至二零二三年六月三十日止十八個月之變動詳情載於綜合財務報表附註28。

可換股債券及不可換股債券

本公司所發行之可換股債券及不可換股債券詳情分別載於綜合財務報表附註26及27。

優先購買權

章程細則或香港法例概無有關優先購買權之條文。

購買、出售或贖回本公司之上市證券

除本公司日期為二零二二年一月十七日、二零二二年二月二十五日、二零二二年三月八日、二零二二年三月九日、二零二二年十月二十六日、二零二二年十一月三日及二零二二年十一月八日之公告以及本公司日期為二零二一年十二月三十一日之通函所披露者外,本公司及其任何附屬公司於截至二零二三年六月三十日止十八個月概無購買、出售或贖回本公司之任何上市證券。

Directors' Report

董事會報告

RESERVES

Details of movements in the reserves of the Company and the Group during the eighteen months ended 30 June 2023 are set out in note 29(b) to the consolidated financial statements and in the consolidated statement of changes in equity respectively.

DISTRIBUTABLE RESERVE

As at 30 June 2023, the Company did not have any distributable reserve.

MAJOR CUSTOMERS AND SUPPLIERS

During the eighteen months ended 30 June 2023, sales to the Group's five largest customers accounted for approximately 48.3% of its total sales and sales to the largest customer included therein accounted for approximately 14%. Supply of goods and services of car rental and shuttle bus services business are freely available from a range of suppliers including, gasoline stations, electric vehicle charging supply and automotive services providers, at competitive pricing and which are always available throughout the Current Period and Previous Year. Therefore the disclosure of the top five suppliers are excluded.

None of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued shares) had any beneficial interest in the Group's five largest customers during the eighteen months ended 30 June 2023.

DIRECTORS OF THE COMPANY

The Directors during the eighteen months ended 30 June 2023 and up to the date of this annual report were:

Executive Directors

Mr. Ji Kaiping (*Chairman*)

Mr. Guo Peiyuan

Ms. Mao Na (*appointed on 8 April 2022*)

Ms. Ma Wenjing (*appointed on 8 April 2022 and resigned on 30 May 2023*)

Mr. Qiu Keshan (*appointed on 8 April 2022*)

Non-executive Director

Mr. An Jingwen

Independent Non-executive Directors

Mr. Li Wen

Mr. Qiu Ke

Ms. Chen Yen Yung

儲備

截至二零二三年六月三十日止十八個月，本公司及本集團儲備變動之詳情分別載於綜合財務報表附註29(b)及綜合權益變動表。

可供分派儲備

於二零二三年六月三十日，本公司並無任何可供分派儲備。

主要客戶及供應商

於截至二零二三年六月三十日止十八個月，本集團向五大客戶進行之銷售佔其銷售總額約48.3%，而向最大客戶進行之銷售額約佔14%。汽車租賃及通勤巴士服務業務之貨品及服務供應可以具競爭力的價格從廣泛供應商任意獲取，包括加油站、電動車充電及汽車服務提供商，且該等貨品及服務可於本期間及先前年度內始終獲得。因此，未披露五大供應商。

截至二零二三年六月三十日止十八個月，概無董事或彼等任何緊密聯繫人或任何股東（就董事所知，彼等持有超過5%本公司已發行股份）於本集團五大客戶中持有任何實益權益。

本公司董事

截至二零二三年六月三十日止十八個月及截至本報告日期，董事如下：

執行董事

紀開平先生 (*主席*)

郭培遠先生

毛娜女士 (*於二零二二年四月八日獲委任*)

馬文靜女士 (*於二零二二年四月八日獲委任及於二零二三年五月三十日辭任*)

丘可山先生 (*於二零二二年四月八日獲委任*)

非執行董事

安景文先生

獨立非執行董事

李文先生

邱克先生

陳燕雲女士

Directors' Report

董事會報告

DIRECTORS OF THE COMPANY (cont'd)

In accordance with Article 71 of the Articles, the Board may, at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or by way of addition to their number. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-appointment. In accordance with the Articles, Mr. Ji Kaiping, Mr. Guo Peiyuan and Mr. Li Wen will retire and, being eligible, offer themselves for re-election at the 2023 AGM.

None of the Directors who are proposed for re-election at the 2023 AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or their respective associates were interested in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group during the eighteen months ended 30 June 2023 and up to the date of this annual report.

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors are set out on pages 21 to 24 to this annual report.

DIRECTORS' INTERESTS IN CONTRACTS

No transaction, arrangements or contract of significance to which the Company or any of its subsidiaries or fellow subsidiaries was a party, and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted during the eighteen months ended 30 June 2023.

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

As at 30 June 2023, the interests and short positions of the Directors and chief executive of the Company in the Shares, and underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are 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 Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

本公司董事 (續)

根據章程細則第71條，董事會可隨時及不時委任任何人士為董事，以填補臨時空缺或增加董事人數。任何就此獲董事會委任的董事的任期僅至本公司下屆股東週年大會為止，屆時將合資格重選連任。根據章程細則，紀開平先生、郭培遠先生及李文先生將於二零二三年股東週年大會上退任，並符合資格及願意膺選連任。

擬於二零二三年股東週年大會上重選的董事概無與本公司訂有不得於一年內免付賠償(法定賠償除外)而予以終止之服務合約。

董事於競爭業務之權益

截至二零二三年六月三十日止十八個月及截至本年報日期，概無董事或彼等各各自之聯繫人於任何與本集團業務構成直接或間接競爭或可能構成競爭之業務中擁有權益。

董事履歷

董事之履歷詳情載於本年報第21頁至第24頁。

董事於合約之權益

概無本公司或其任何附屬公司或同系附屬公司為訂約方且董事或董事之關連實體擁有重大權益(不論直接或間接)之交易、安排或合約於截至二零二三年六月三十日止十八個月仍然生效。

董事及主要行政人員於本公司或其相聯法團之股份、相關股份及債券之權益及淡倉

於二零二三年六月三十日，董事及本公司主要行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)股份、相關股份及債券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權益或淡倉(包括根據證券及期貨條例有關條文彼等被當作或視作擁有的權益或淡倉)，或根據證券及期貨條例第352條須登記於該條所述登記冊或根據上市規則附錄十所載之上市發行人董事進行證券交易之標準守則(「標準守則」)知會本公司及聯交所之權益及淡倉如下：

Directors' Report

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS (cont'd)

Long Position in the shares of the Company

董事及主要行政人員於本公司或其相聯法團之股份、相關股份及債券之權益及淡倉(續)

於本公司股份之好倉

Name of Director	Capacity/Nature of interest	Number of Shares held	Approximate percentage of interest in the Company 佔本公司權益之概約百分比
董事姓名	身份／權益性質	持有股份數目	
Ji Kaiping ("Mr. Ji") (Note 1) 紀開平(「紀先生」) (附註1)	Interest of a controlled corporation 受控制法團的權益	972,500,000 (Note 1) (附註1)	26.37%
Guo Peiyuan ("Mr. Guo") (Note 2) 郭培遠(「郭先生」) (附註2)	Interest of a controlled corporation 受控制法團的權益	615,500,000 (Note 2) (附註2)	16.69%
Qiu Keshan 丘可山	Beneficial owner 實益擁有人	3,140,000	0.09%

Notes:

- Such Shares were registered in the name of Thousand Joy Limited ("Thousand Joy"), a company wholly owned by Mr. Ji. By virtue of the provisions of Part XV of the SFO, Mr. Ji is deemed to be interested in all the Shares held by Thousand Joy. Mr. Ji is a director of Thousand Joy.
- Such Shares were registered in the name of Hontin Ocean Resources Limited ("Hontin Ocean"), a company wholly owned by Mr. Guo. By virtue of the provisions of Part XV of the SFO, Mr. Guo is deemed to be interested in all the Shares held by Hontin Ocean. Mr. Guo is a director of Hontin Ocean.

附註：

- 該等股份以千逸有限公司(「千逸」, 紀先生全資擁有之公司)之名義登記。根據證券及期貨條例第XV部之條文, 紀先生被視為於千逸持有之所有股份中擁有權益。紀先生為千逸之董事。
- 該等股份以瀚天海洋資源有限公司(「瀚天海洋」, 郭先生全資擁有之公司)之名義登記。根據證券及期貨條例第XV部之條文, 郭先生被視為於瀚天海洋持有之所有股份中擁有權益。郭先生為瀚天海洋之董事。

Save as disclosed above, as at 30 June 2023, none of the Directors and/or chief executive of the Company or their associates had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which 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 and short positions which each of them has taken or deemed to have taken under the SFO), or which would be required, pursuant to section 352 of the SFO, to be entered in the register required to be kept therein or which would be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

除上文所披露者外, 於二零二三年六月三十日, 概無董事及/或本公司主要行政人員或彼等之聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)股份、相關股份及債券中擁有或被視為擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所(包括根據證券及期貨條例彼等各自被當作或視為擁有之權益及淡倉), 或根據證券及期貨條例第352條須記入當中所須存置之登記冊或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

Directors' Report

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the eighteen months ended 30 June 2023 were rights to acquire benefits by means of the acquisition of Shares in or debenture of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed at an extraordinary general meeting of the Company held on 14 December 2012, a share option scheme (the "Share Option Scheme") was adopted by the Company. The Share Option Scheme expired on 13 December 2022 and no further share options shall be granted under the Share Option Scheme.

There were no outstanding share options granted under the Share Option Scheme as at 30 June 2023. No option was granted, exercised, cancelled or lapsed during the eighteen months ended 30 June 2023.

As at 30 June 2023 and up to the date of this annual report, the Company has not adopted any new share scheme.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

At 30 June 2023, the interests or short positions of every person, other than a Director or chief executive of the Company, in the Shares and 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:

董事購買股份或債券的權利

於截至二零二三年六月三十日止十八個月內，概無董事或彼等各自的配偶或未滿18歲子女獲授權藉收購本公司的股份或債券而獲益，或彼等亦無行使任何該等權利；或本公司或其任何附屬公司並無參與任何安排致使董事收購於任何其他法團的該等權利。

購股權計劃

根據本公司於二零一二年十二月十四日舉行之股東特別大會上通過之一項普通決議案，本公司採納一項購股權計劃（「購股權計劃」）。購股權計劃於二零二二年十二月十三日屆滿，且概無根據購股權計劃進一步授出購股權。

於二零二三年六月三十日，概無根據購股權計劃授出任何尚未行使的購股權。截至二零二三年六月三十日止十八個月，概無購股權獲授出、行使、註銷或失效。

於二零二三年六月三十日及截至本年報日期，本公司尚未採納任何新股份計劃。

主要股東及其他人士於本公司股份及相關股份之權益

於二零二三年六月三十日，如根據證券及期貨條例第336條須由本公司存置的登記冊所記錄，除董事或本公司主要行政人員外，每名人士於本公司股份及相關股份中的權益或淡倉如下：

Name	Capacity/ Nature of interest	Long position/ short position	Number of Shares held	Number of underlying Shares held	Approximate percentage of total number of Shares in issue 佔已發行股份總數 之概約百分比
姓名/名稱	身份/權益性質	好倉/淡倉	所持股份數目	所持相關股份數目	
Thousand Joy (Note 1) 千逸 (附註1)	Beneficial owner 實益擁有人	Long Position 好倉	972,500,000	-	26.37%
Hontin Ocean (Note 2) 瀚天海洋 (附註2)	Beneficial owner 實益擁有人	Long Position 好倉	615,500,000	-	16.69 %
Tian Xin 田欣	Beneficial owner 實益擁有人	Long Position 好倉	435,000,000	-	11.80%

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (cont'd)

Notes:

1. Thousand Joy is wholly owned by Mr. Ji.
2. Hontin Ocean is wholly owned by Mr. Guo.

Save as disclosed above, as at 30 June 2023, the Directors and the senior management of the Company are not aware of any other person who had an interest or short position in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of Part XV of the SFO.

DIRECTORS' EMOLUMENTS

Details of the Directors' emoluments are set out in note 12 to the consolidated financial statements. The Directors' remunerations, bonuses and other compensation are recommended by the Remuneration Committee and determined by the Board with reference to the Directors' duties, responsibilities and the Group's performance and results.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the eighteen months ended 30 June 2023, the Group had not entered into any transactions which constituted non-exempt connected transactions or non-exempt continuing connected transactions under the Listing Rules.

RELATED PARTY TRANSACTIONS

During the eighteen months ended 30 June 2023, the Group had entered into certain transactions with parties regarded as "related parties" under the applicable accounting standards but these transactions were not regarded as connected transactions or continuing connected transactions under the Listing Rules or were exempt from reporting, announcement and shareholders' approval requirements under the Listing Rules. The Company confirms that it has complied with the requirements under Chapter 14A of the Listing Rules. Details of these related party transactions are set out in note 32 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, throughout the eighteen months ended 30 June 2023 and as at the date of this annual report, there is sufficient public float by not less than 25% of the Company's issued Shares as required under the Listing Rules.

主要股東及其他人士於本公司股份及相關股份之權益(續)

附註：

- 1 千逸由紀先生全資擁有。
- 2 瀚天海洋由郭先生全資擁有。

除上文所披露者外，於二零二三年六月三十日，董事及本公司高級管理層概不知悉於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第336條須由本公司存置之登記冊所記錄之權益或淡倉之任何其他人士。

董事酬金

董事酬金詳情載於綜合財務報表附註12。董事酬金、花紅及其他賠償乃由薪酬委員會推薦及由董事會經參考董事之職務、責任及本集團之表現及業績釐定。

關連交易及持續關連交易

於截至二零二三年六月三十日止十八個月，本集團並無進行構成上市規則下非豁免關連交易或非豁免持續關連交易的任何交易。

關聯方交易

於截至二零二三年六月三十日止十八個月，本集團與適用會計準則下被認定為「關聯方」的人士進行了若干交易，但根據上市規則此等交易不被視為關連交易或持續關連交易，亦或可豁免遵守上市規則下的申報、公佈及股東批准規定。本公司確認其已符合上市規則第14A章之規定。此等關聯方交易的詳情載於綜合財務報表附註32。

足夠公眾持股量

根據本公司所得的公開資料並據董事所知，於截至二零二三年六月三十日止十八個月及於本年報日期，本公司具足夠公眾持股量，不少於上市規則所規定本公司已發行股份之25%。

Directors' Report

董事會報告

AUDIT COMMITTEE

The Audit Committee was established with written terms of reference in compliance with the Corporate Governance Code ("CG Code") as set out in part 2 of Appendix 14 to the Listing Rules. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Li Wen (as the chairman of the Audit Committee), Mr. Qiu Ke and Ms. Chen Yen Yung, and one non-executive Director, namely Mr. An Jingwen.

The principal duties of the Audit Committee include the review and supervision of the Group's financial reporting process, risk management and internal control systems, and review of the Group's financial information. The Group's consolidated financial statements for the eighteen months ended 30 June 2023 have been reviewed by the Audit Committee.

AUDITOR

There was no change in auditor during the preceding three financial years from the date of this annual report. A resolution will be submitted at the 2023 AGM to re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company.

On behalf of the Board

Ji Kaiping

Chairman and Executive Director

Hong Kong, 27 September 2023

審核委員會

本公司已成立審核委員會，並遵照上市規則附錄十四第二部分所載之企業管治守則（「企業管治守則」）制訂書面職權範圍。審核委員會現時包括三名獨立非執行董事李文先生（作為審核委員會主席）、邱克先生及陳燕雲女士以及一名非執行董事安景文先生。

審核委員會之主要職責為審閱及監督本集團之財務報告程序、風險管理及內部監控系統以及審閱本集團之財務資料。本集團截至二零二三年六月三十日止十八個月之綜合財務報表已經審核委員會審閱。

核數師

於本年報日期前三個財政年度並無更換核數師。一項有關續聘中匯安達會計師事務所有限公司為本公司核數師之決議案將於二零二三年股東週年大會提呈。

代表董事會

紀開平

主席兼執行董事

香港，二零二三年九月二十七日

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company are committed to maintaining and ensuring high standards of corporate governance as good corporate governance can safeguard the interests of all Shareholders and enhance corporate value. The Company has adopted the CG Code as its own code of corporate governance. During the eighteen months ended 30 June 2023, the Company was in compliance with all relevant and applicable code provisions set out in the CG Code except for the deviation explained below.

企業管治常規

董事會及本公司管理層矢志維持並確保高質素之企業管治水平，原因為良好企業管治能維護全體股東之利益及提升企業價值。本公司已採納企業管治守則作為其本身之企業管治守則。截至二零二三年六月三十日止十八個月，本公司已遵守企業管治守則所載之所有相關及適用的守則條文，惟下文所述之偏離情況除外。

The code provision 守則條文

Reasons for the non-compliance and improvement actions took or to be taken 不合規原因及已經或將會採取之改善行動

C.2.1

The Company has not appointed a chief executive officer as role and functions of chief executive officer have been performed by all the executive Directors collectively. The Board believes that this arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company's objectives effectively and efficiently in response to the changing environment. The Board will continuously assess whether any change to this arrangement is necessary.

本公司並無委任行政總裁一職及行政總裁之角色及職能由全體執行董事共同履行。董事會相信，此安排使本公司能夠迅速作出並執行決策，從而有效及高效地實現本公司的目標，以應對不斷變化的環境。董事會將持續評估是否需要對此安排作出任何變動。

BOARD OF DIRECTORS

The Board is responsible for overseeing the Group's strategic planning and development, and for determining the objectives, strategic and policies of the Group while delegating day-to-day operations of the Group to management. Besides, each member of the Board is expected to make a full and active contribution to the Board's affairs and ensure that the Board acts in the best interests of the Company and the Shareholders as a whole.

The Board currently comprises eight members including, Mr. Ji Kaiping (Chairman), Mr. Guo Peiyuan, Ms. Mao Na and Mr. Qiu Keshan as executive Directors, Mr. An Jingwen as non-executive Director and Mr. Li Wen, Mr. Qiu Ke and Ms. Chen Yen Yung as independent non-executive Directors. One of the three independent non-executive Directors possesses appropriate professional accounting qualifications and financial management expertise, which complies with the requirement of the Listing Rules. Details of their respective experiences and qualifications are included in the "Directors' Biographies" section of this annual report.

董事會

董事會負責監管本集團的策略規劃及發展，並制定本集團的目標、策略及方針，同時委派管理層負責本集團的日常營運。此外，各董事會成員乃預期全力投入董事會事務，並確保董事會行事符合本公司及股東整體的最佳利益。

董事會現時由八名成員組成，包括執行董事紀開平先生（主席）、郭培遠先生、毛娜女士及丘可山先生、非執行董事安景文先生，以及獨立非執行董事李文先生、邱克先生及陳燕雲女士。該三位獨立非執行董事中有一位具備符合上市規則規定之適當之專業會計資格及財務管理專長。彼等各自的經驗及資格詳情載於本年報「董事履歷」一節。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (cont'd)

The Board adopted and amended its board diversity policy (the "Board Diversity Policy") on 28 March 2014 and 28 December 2022, respectively. A summary of the Board Diversity Policy is set out as follows:

- The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance;
- The Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development;
- Board diversity shall be considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board;
- In order to enhance the independence and diversity of the Board, the Company should not have directors of a single gender, but should appoint at least one director of the other gender; and
- Gender diversity in the pipeline of potential director successors should be ensured when developing or reviewing Board succession plans.

As at the date of this annual report, the Board comprised eight Directors, two of whom are female Directors. The Company targets to avoid a single gender Board and will timely review the gender diversity of the Board based on its own business model and specific needs. The Company believes that the balance of gender in the Board would bring more inspiration to the Board and enhance the business development of the Group. As at the date of this annual report, the male to female gender ratio in the Company's workforce (including Directors and senior management) is 93:7.

The Board delegated certain duties under the Board Diversity Policy to the Nomination Committee. The Nomination Committee will discuss and adopt the above measurements when it reviewed the composition of the Board. After assessing the suitability of the Directors' skills and experience to the Company's business, the Nomination Committee considered that the existing Board were suitably qualified with professional backgrounds and/or equipped with extensive expertise for the purposes of providing direction to and oversight of the Group's strategic and business in achieving its objectives.

The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

董事會 (續)

董事會分別於二零一四年三月二十八日及二零二二年十二月二十八日採納及修訂董事會成員多元化政策(「董事會成員多元化政策」)。董事會成員多元化政策的概要載列如下：

- 本公司明白及深信董事會成員多元化對提升公司表現質素裨益良多；
- 本公司視董事會層面日益多元化為支持其達到策略目標及其可持續發展的關鍵元素；
- 從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期；
- 董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益；
- 為加強董事會成員的獨立性及多元化，本公司不應由單一性別的董事組成，而應至少委任一名其他性別的董事；及
- 於制定或審閱董事會繼任計劃時，應確保潛在董事繼任者的性別多元化。

於本年報日期，董事會由八名董事組成，其中兩名董事為女性。本公司旨在避免董事會成員性別單一，並將根據自身的業務模式及特定需求及時檢討董事會成員性別多元化。本公司相信，董事會成員性別比例平衡將為董事會帶來更多啟發，並促進本集團的業務發展。於本年報日期，本公司員工(包括董事及高級管理層)的男女性別比率為93:7。

董事會已根據董事會成員多元化政策向提名委員會委派若干職責。提名委員會將於檢討董事會之組成時討論及採納上述計量。經評估董事技能及經驗對本公司業務之適用程度後，提名委員會認為現有董事會已具備適當資格之專業背景及／或擁有豐富專業知識，以為本集團達致目標提供策略及業務方針和監管。

提名委員會將在適當情況下檢討董事會成員多元化政策，不時確保其持續有效。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (cont'd)

The Company has arranged appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities since 24 March 2022.

The independent non-executive Directors ensure the Board accounts for the interests of all Shareholders and that all issues are considered in an objective manner. The Company has received annual confirmation from each of the independent non-executive Directors as regards their independence pursuant to Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all independent non-executive Directors are independent.

To the best knowledge of the Company, there is no financial, business, family or other material/relevant relationships among the members of the Board. All of them are free to exercise their individual judgment.

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

Pursuant to code provision C.1.4 of the CG Code, the Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. All Directors are encouraged to attend relevant training courses to ensure that they are fully aware of the responsibilities and obligations of directors under the Listing Rules and relevant regulatory requirements.

All the then Directors have participated in continuous professional development by reading articles, training materials and updates as regards legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties and provided a record of training they received for the eighteen months ended 30 June 2023 to the Company. The Company has also continuously updated Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

BOARD MEETINGS AND GENERAL MEETING

During the eighteen months ended 30 June 2023, the Board held 15 meetings. The Board also passed resolutions by way of written resolutions. The attendance of the Directors to these Board meetings is set out in the section below headed "Attendance at Board Meetings and General Meetings".

The company secretary of the Company assists the chairman of the meeting in preparing the agenda and ensures that all applicable rules and regulations are followed. The company secretary of the Company also keeps detailed minutes of each meeting, which are available to all the Directors for inspection. Draft of Board minutes are circulated to all Directors for their comments and approval as soon as practicable after the Board meetings.

董事會 (續)

自二零二二年三月二十四日起，本公司已為董事及高級職員有關因公司活動而對董事及高級管理層提起法律訴訟的責任安排投購適當的保險。

獨立非執行董事確保董事會為所有股東的利益負責及以客觀態度考慮所有事宜。本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認書。董事會已評估其獨立性，並認為所有獨立非執行董事均屬獨立人士。

據本公司所深知，董事會成員之間概無財務、業務、家族或其他重大／相關關係。彼等全部均可自由行使其個人判斷。

董事持續專業發展

根據企業管治守則之守則條文第C.1.4條，董事應參與適當持續專業發展，發展並更新其知識及技能，以確保各董事在知情情況下對董事會作出切合需要的貢獻。本公司鼓勵所有董事參加相關培訓課程，以確保彼等充分明白上市規則規定董事須承擔的責任及義務及相關的監管規定。

所有當時的董事均已通過閱讀有關董事履行職責的法律及監管變動及相關事宜的文章、培訓材料及最新情況參與持續專業發展，並向本公司提供彼等於截至二零二三年六月三十日止十八個月接受培訓的記錄。本公司亦不斷更新董事有關上市規則及其他適用監管規定之最新發展，確保符合規定及提高彼等對良好企業管治常規的意識。

董事會會議及股東大會

截至二零二三年六月三十日止十八個月，董事會已舉行十五次會議。董事會亦通過書面決議案批准決議。董事出席該等董事會會議的情況載於下文「董事會會議及股東大會出席情況」一節。

本公司公司秘書協助每次會議之主席準備會議議程，並確保遵守一切適用規則及規例。本公司公司秘書亦負責保存每次會議的詳細記錄，可供全體董事查閱。於每次董事會會議舉行之後，董事會會議記錄的草擬本會於切實可行範圍內盡早向全體董事傳閱，以供彼等表達意見及批准。

Corporate Governance Report

企業管治報告

BOARD MEETINGS AND GENERAL MEETING (cont'd)

All Directors have access to relevant and timely information, and they can ask for further information or retain independent professional advisors if necessary. They also have unrestricted access to the advice and service of the company secretary of the Company, who is responsible for providing the Directors with Board papers and related materials and ensuring that Board procedures are followed.

During the eighteen months ended 30 June 2023, the Company held 3 general meetings. The attendance of each Director to the general meetings is set out in the section below headed "Attendance at Board Meetings and General Meetings".

Should a potential conflict of interest involving a substantial Shareholder or Director arise, the matter will be discussed in a physical meeting, as opposed to being dealt with by written resolutions. Independent non-executive Directors with no conflict of interest should present at the meeting dealing with conflict issues. Board committees of the Company, including the Audit Committee, the Remuneration Committee and the Nomination Committee, all follow the applicable practices and procedures used in Board meetings for committee meetings.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company has not appointed a chief executive officer as role and functions of chief executive officer have been performed by all the executive Directors collectively. The Board believes that this arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company's objectives effectively and efficiently in response to the changing environment. The Board will continuously assess whether any change to this arrangement is necessary.

DIRECTORS' TERM OF APPOINTMENT AND RE-ELECTION

In accordance with Article 72(1) of the Articles, the Directors shall be elected or replaced by the Company in general meeting and shall serve a term of office of three years. A Director may serve consecutive terms if re-elected by the Company in general meeting upon the expiration of his term. Article 71 of the Articles provides that Directors appointed either to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-appointment.

The non-executive Director and all independent non-executive Directors are appointed for an initial term of one year, which is automatically renewable for successive term of one year each commencing from the expiry of the then current term of appointment, subject to termination by either party by serving prior notice of no less than one month to the other party in writing. Each of such appointments is subject to the retirement provision in the Articles.

董事會會議及股東大會(續)

全體董事均可查閱相關及最新資料，如有需要亦可要求查閱更多資料或聘請獨立專業顧問，亦可不受限制要求本公司公司秘書提供意見及服務，而公司秘書亦負責為董事提供董事會會議文件及相關資料，確保符合會議程序。

截至二零二三年六月三十日止十八個月，本公司已舉行三次股東大會。各董事出席股東大會的情況載於下文「董事會會議及股東大會出席情況」一節。

倘有涉及主要股東或董事的潛在利益衝突情況，有關事宜將於現場會議上討論，而非通過書面決議案處理。無利益衝突的獨立非執行董事須出席會議，處理利益衝突事宜。本公司董事委員會包括審核委員會、薪酬委員會及提名委員會，全部委員會會議均採取董事會會議的適用常規及程序。

主席及行政總裁

根據企業管治守則之守則條文第C.2.1條，主席及行政總裁的角色應予區分，且不應由同一人士擔當。本公司並無委任行政總裁一職及行政總裁之角色及職能由全體執行董事共同履行。董事會相信，此安排使本公司能夠迅速作出並執行決策，從而有效及高效地實現本公司的目標，以應對不斷變化的環境。董事會將持續評估是否需要對此安排作出任何變動。

董事任期及重選連任

根據章程細則第72(1)條，董事應由本公司於股東大會上選立或替補，任期應為三年。倘於任期屆滿時獲本公司在股東大會上重選連任，則董事可繼續連任。章程細則第71條列明董事獲委任以填補臨時空缺或新增至董事會，應任職至本公司下屆股東週年大會，屆時符合資格重選連任。

非執行董事及全體獨立非執行董事的初步任期為一年，由當時的委任期屆滿時起自動續期一年，可由任何一方向另一方發出不少於一個月的事先書面通知予以終止。每項委任均受章程細則內的輪任和退任條款所規限。

Corporate Governance Report

企業管治報告

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the code of conduct for securities transactions by the Directors. Having made specific enquiry of the Directors, all the Directors confirmed that they had complied with the required standards as set out in the Model Code throughout the eighteen months ended 30 June 2023.

The Company has also adopted the Model Code as the code of conduct for securities transactions by employees of the Company who are likely to be in possession of unpublished inside information of the Company. No incident of non-compliance of the Model Code by the relevant employees of the Company was noted by the Company during the eighteen months ended 30 June 2023.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The current Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other financial disclosures required under the Listing Rules and other regulatory requirements. The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company for the eighteen months ended 30 June 2023.

The statement of the external auditors of the Company about their reporting responsibilities on the consolidated financial statements is set out in the "Independent Auditor's Report" on pages 53 to 59.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 20 December 2005 with written terms of reference in compliance with the CG Code which are available on the respective websites of the Company and the Stock Exchange.

The principal responsibilities of the Remuneration Committee include formulation of the remuneration policy, reviewing and recommending to the Board the annual remuneration policy of the Directors and members of senior management as well as reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules. The Remuneration Committee has adopted the approach made under E.1.2(c)(ii) of the CG Code to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

Meetings of the Remuneration Committee shall be held at least once a year and as and when required. The Remuneration Committee currently comprises three independent non-executive Directors, namely Mr. Qiu Ke (as the chairman of the Remuneration Committee), Mr. Li Wen and Ms. Chen Yen Yung and one non-executive Director, namely Mr. An Jingwen.

During the eighteen months ended 30 June 2023, the Remuneration Committee held 2 meetings, during which the Remuneration Committee reviewed the remuneration policy and structure for the Directors and senior management of the Company.

證券交易的標準守則

本公司已就董事進行證券交易採納標準守則作為操守守則。向董事作出特定查詢後，全體董事已確認，彼等於截至二零二三年六月三十日止十八個月內一直遵守標準守則所載的規定準則。

本公司亦已就很可能擁有本公司未刊發內幕消息之本公司僱員進行證券交易採納標準守則作為操守準則。截至二零二三年六月三十日止十八個月，本公司並不知悉有任何本公司相關僱員違反標準守則之事件。

董事及核數師就財務報表須承擔之責任

本屆董事會負責就年報及中期報告、內幕消息公告及其他根據上市規則及其他監管規定而須予披露的財務資料發表清晰、中肯及易於理解的評估。董事確認，彼等有責任編製本公司於截至二零二三年六月三十日止十八個月的綜合財務報表。

本公司外聘核數師就其於綜合財務報表中的申報責任的聲明載列於53頁至59頁之「獨立核數師報告」。

薪酬委員會

薪酬委員會已於二零零五年十二月二十日成立，並遵照企業管治守則以書面訂定職權範圍，詳情於本公司及聯交所各自網頁內可供閱覽。

薪酬委員會的主要職責包括制訂薪酬政策、檢討及向董事會推薦董事及高級管理層成員的年度薪酬政策以及審閱及／或批准上市規則第十七章所述有關股份計劃的事宜。薪酬委員會已採納企業管治守則第E.1.2(c)(ii)條項下的辦法就個別執行董事及高級管理層的薪酬待遇向董事會提出建議。

薪酬委員會會議應每年至少舉行一次，並於有需要時舉行。薪酬委員會目前由三名獨立非執行董事邱克先生（作為薪酬委員會主席）、李文先生及陳燕雲女士以及一名非執行董事安景文先生組成。

截至二零二三年六月三十日止十八個月，薪酬委員會已舉行兩次會議，期間薪酬委員會已檢討本公司董事及高級管理層的薪酬政策及架構。

Corporate Governance Report

企業管治報告

REMUNERATION COMMITTEE (cont'd)

The attendance of the members of the Remuneration Committee to the Remuneration Committee meeting is set out in the section below headed "Attendance at Board Meetings and General Meetings".

The remuneration of the senior management (comprising Directors) of the Company for the eighteen months ended 30 June 2023 by band is set out below:

Remuneration Band 薪酬範圍		Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	7
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	–
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	2

Further details of the Directors' remuneration for the eighteen months ended 30 June 2023 are disclosed in note 12 to the consolidated financial statements contained in this annual report.

NOMINATION COMMITTEE

The Nomination Committee was established on 7 July 2008 with written terms of reference in compliance with the CG Code which are available on the respective websites of the Company and the Stock Exchange.

The principal responsibilities of the Nomination Committee include reviewing the structure, size, composition and diversity (including but not limited to skills, experience and background, geographical and industry experience, ethnicity, gender, knowledge and length of service) of the Board; to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorship; and to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors; and to review the Board Diversity Policy and the measurable objectives that the Board has set for implementing such policy.

To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new Director (to be an additional director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Nomination Committee.

薪酬委員會 (續)

薪酬委員會成員出席薪酬委員會會議的情況載於下文「董事會會議及股東大會出席情況」一節。

截至二零二三年六月三十日止十八個月，本公司高級管理層（包括董事）按範圍劃分之薪酬載列如下：

截至二零二三年六月三十日止十八個月之董事薪酬進一步詳情，於本年報所載之綜合財務報表附註12披露。

提名委員會

提名委員會已於二零零八年七月七日成立，並遵照企業管治守則以書面訂定職權範圍，詳情於本公司及聯交所各自網頁內可供閱覽。

提名委員會之主要職責包括檢討董事會之架構、人數、組成及多樣性（包括但不限於技能、經驗及背景、地區及行業經驗、種族、性別、知識及服務年期）；物色具備合適資格可擔任董事會成員的人士，並就挑選提名有關人士出任董事向董事會提供推薦意見；就董事委任或重新委任以及董事繼任計劃等相關事宜向董事會提供推薦意見；及檢討董事會成員多元化政策及董事會就實施該政策訂定的可計量目標。

為確保董事會組成的變更能夠在不造成嚴重干擾的情況下進行，應就甄選、委任及重選董事設立正式、周到及透明的程序及有序的繼任計劃（如果認為有必要），當中包括定期審查該等計劃。任命新董事（作為新增董事或於需要時填補臨時空缺）或重新委任董事，均由董事會根據提名委員會對建議候選人的推薦意見作出決定。

NOMINATION COMMITTEE (cont'd)

The criteria to be applied in considering whether a candidate is qualified shall be his ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:–

- participating in Board meetings to bring an independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- taking the lead where potential conflicts of interests arise;
- serving on the Audit Committee, the Remuneration Committee and the Nomination Committee (in the case of candidate for non-executive Director) and other relevant Board committees, if invited;
- bringing a range of business and financial experience to the Board, giving the Board and any committees on which he serves the benefit of his skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board/committee meetings;
- scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- ensuring the committee on which he serves to perform their powers and functions conferred on them by the Board; and
- conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules, where appropriate.

If the candidate is proposed to be appointed as an independent non-executive Director, his/her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he/she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an independent non-executive Director with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

提名委員會 (續)

考慮候選人是否符合資格所應用的條件包括彼能否付出足夠時間及精力處理本公司的事務並有助於董事會的多樣化以及執行董事會職責的有效性，具體職責載列如下：—

- 參加董事會會議並就策略、政策、績效、問責制、資源、主要任命及行為守則等問題作出獨立判斷；
- 出現潛在利益衝突時發揮領導作用；
- 須在審核委員會、薪酬委員會及提名委員會（如為非執行董事候選人）及其他相關董事委員會（倘受邀）任職；
- 透過出席及參與董事會／委員會會議，為董事會帶來一系列的商業及財務經驗，使董事會及其服務的任何委員會受惠於其技能、專業知識及不同背景及資歷與多樣化；
- 審核本公司達成其商定的企業目標及指標表現，並監督績效報告；
- 確保所服務的委員會履行董事會賦予彼等的權力及職能；及
- 須遵守董事會可能不時訂明或載於本公司的組織章程文件，或法例或上市規則（如適用）規定的任何要求、方向及規例。

倘建議委任候選人為獨立非執行董事，其獨立性須根據（其中包括）上市規則第3.13條所載的因素予以評估，惟須受聯交所可能不時作出的任何修訂所規限。如適用，亦須評估候選人的教育、資歷及經驗的整體程度，以考慮其是否具備上市規則第3.10(2)條所規定具備相關資格或專業知識的獨立非執行董事出任該職位的適當專業資格或會計或相關財務管理專長。

Corporate Governance Report

企業管治報告

NOMINATION COMMITTEE (cont'd)

Meetings of the Nomination Committee shall be held at least once a year and as and when required. The Nomination Committee currently comprises one executive Director, namely Mr. Ji Kaiping (as the chairman of the Nomination Committee) and three independent non-executive Directors, namely Mr. Li Wen, Mr. Qiu Ke and Ms. Chen Yen Yung.

During the eighteen months ended 30 June 2023, the Nomination Committee held 2 meetings, during which the Nomination Committee:-

- reviewed the composition, size and structure of the Board;
- assessed the independence of each independent non-executive Director; and
- considered the appointment of three executive Directors.

The attendance of the members of the Nomination Committee to the Nomination Committee meeting is set out in the section below headed "Attendance at Board Meetings and General Meetings".

AUDIT COMMITTEE

The Company has had the Audit Committee since 2004 with written terms of reference in compliance with the CG Code which are available on the respective websites of the Company and the Stock Exchange.

The principal responsibilities of the Audit Committee include reviewing and supervising the Group's financial reporting process, risk management and internal control systems, reviewing the Group's financial information, and making recommendations to the Board.

Meetings of the Audit Committee shall be held at least twice a year and as and when required. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Li Wen (as the chairman of the Audit Committee), Mr. Qiu Ke and Ms. Chen Yen Yung and one non-executive Director, namely Mr. An Jingwen.

提名委員會 (續)

提名委員會會議應每年至少舉行一次，並於有需要時舉行。提名委員會目前由一名執行董事紀開平先生（作為提名委員會主席）及三名獨立非執行董事李文先生、邱克先生及陳燕雲女士組成。

截至二零二三年六月三十日止十八個月，提名委員會已舉行兩次會議，期間提名委員會：-

- 檢討董事會之組成、人數及架構；
- 評估各獨立非執行董事之獨立性；及
- 考慮委任三名執行董事。

提名委員會成員出席提名委員會會議的情況載於下文「董事會會議及股東大會出席情況」一節。

審核委員會

本公司自二零零四年起成立審核委員會，並遵照企業管治守則以書面訂定職權範圍，詳情於本公司及聯交所各自網頁內可供閱覽。

審核委員會的主要職責包括審閱及監督本集團的財務申報流程、風險管理及內部監控系統，審閱本集團的財務資料及向董事會提出建議。

審核委員會會議應每年至少舉行兩次，並於有需要時舉行。審核委員會目前由三名獨立非執行董事李文先生（作為審核委員會主席）、邱克先生及陳燕雲女士以及一名非執行董事安景文先生組成。

Corporate Governance Report

企業管治報告

AUDIT COMMITTEE (cont'd)

During the eighteen months ended 30 June 2023, the Audit Committee held 5 meetings, during which the Audit Committee:-

- reviewed the annual financial statements for the year ended 31 December 2021, the interim financial statements of the Company for the six months ended 30 June 2022, the second interim financial statements for the twelve months ended 31 December 2022 and the related results announcements, documents and other matters or issues raised by the Company's auditor;
- considered the fees, independence and scope of work of the Company's auditor and made recommendations to the Board;
- discussed and confirmed with the management the effectiveness of the Group's financial reporting process, risk management and internal control systems, and reviewed the risk management and internal control systems; and
- reviewed the Company's compliance with the CG code.

The attendance of the members of the Audit Committee to these Audit Committee meetings is set out in the section below headed "Attendance at Board Meetings and General Meetings".

ATTENDANCE AT BOARD MEETINGS AND GENERAL MEETINGS

Attendance of each Director at all the Board meetings, Board Committee meetings and general meetings held during the eighteen months ended 30 June 2023 is set out as follows:

		Board Meetings 董事會會議	Remuneration Committee Meetings 薪酬委員會會議	Nomination Committee Meetings 提名委員會會議	Audit Committee Meetings 審核委員會會議	General Meetings 股東大會
Executive Directors	執行董事					
Mr. Ji Kaiping (Chairman)	紀開平先生 (主席)	15/15	-	2/2	-	3/3
Mr. Guo Peiyuan	郭培遠先生	14/15	-	-	-	3/3
Ms. Mao Na (Note)	毛娜女士 (附註)	11/11	-	-	-	2/2
Ms. Ma Wenjing (Resigned on 30 May 2023) (Note)	馬文靜女士 (於二零二三年五月三十日辭任) (附註)	10/11	-	-	-	2/2
Mr. Qiu Keshan (Note)	丘可山先生 (附註)	11/11	-	-	-	1/2
Non-Executive Director	非執行董事					
Mr. An Jingwen	安景文先生	13/15	2/2	-	4/5	3/3
Independent Non-Executive Directors	獨立非執行董事					
Mr. Li Wen	李文先生	15/15	2/2	2/2	5/5	3/3
Mr. Qiu Ke	邱克先生	15/15	2/2	2/2	5/5	3/3
Ms. Chen Yen Yung	陳燕雲女士	15/15	2/2	2/2	5/5	3/3

Note: Ms. Mao Na, Ms. Ma Wenjing and Mr. Qiu Keshan were appointed on 8 April 2022. 11 Board meetings and 2 general meetings were held during the period from the date of their appointments to 30 June 2023.

審核委員會 (續)

截至二零二三年六月三十日止十八個月，審核委員會已舉行五次會議，期間審核委員會:-

- 審閱截至二零二一年十二月三十一日止年度的年度財務報表、本公司截至二零二二年六月三十日止六個月的中期財務報表、截至二零二二年十二月三十一日止十二個月的第二份中期財務報表以及相關業績公佈、文件及本公司核數師提出之其他事項或事宜；
- 審議本公司核數師之費用、獨立性及工作範圍，並向董事會提出建議；
- 與管理層討論及確認本集團財務報告程序、風險管理及內部監控系統的有效性，並檢討風險管理及內部監控系統；及
- 檢討本公司遵守企業管治守則的情況。

審核委員會成員出席該等審核委員會會議的情況載於下文「董事會會議及股東大會出席情況」一節。

董事會會議及股東大會出席情況

各董事出席於截至二零二三年六月三十日止十八個月舉行的所有董事會會議、董事委員會會議及股東大會的情況載列如下：

附註：毛娜女士、馬文靜女士及丘可山先生於二零二二年四月八日獲委任。自其獲委任之日起至二零二三年六月三十日期間，舉行了十一次董事會會議及兩次股東大會。

Corporate Governance Report

企業管治報告

DIVIDEND POLICY

The Company seeks to maintain a balance between meeting Shareholders' expectations and prudent capital management with a sustainable dividend policy. The Company's dividend policy aims to allow Shareholders to participate in the Company's profit and for the Company to retain adequate reserves for the Group's future growth. In proposing any dividend payout, the Company would consider various factors including but not limited to the Group's overall results of operation, financial condition, working capital requirements, capital expenditure requirements, liquidity position, future expansion plans, general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Group. Any declaration and payment as well as the amount of the dividends will be subject to any restrictions under all applicable requirements under the Companies Ordinance, the Articles, the Listing Rules and any other applicable laws and regulations. The Company does not have any predetermined dividend distribution proportion or distribution ratio. Any future declarations of dividends may or may not reflect the Company's historical declarations of dividends and will be at the absolute discretion of the Directors.

The Board will continually review the dividend policy and reserves the right in its sole and absolute discretion to update, amend, modify and/or cancel the dividend policy at any time, and the dividend policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

AUDITOR'S REMUNERATION

During the eighteen months ended 30 June 2023, the remuneration paid/payable to ZHONGHUI ANDA CPA Limited, the auditor of the Company, is set out below:

股息政策

本公司力求以可持續的股息政策，在滿足股東期望與審慎資金管理之間保持平衡。本公司的股息政策旨在讓股東參與本公司的溢利，並讓本公司保留充足儲備以應付本集團未來的增長。於建議派付任何股息時，本公司將考慮多項因素，包括但不限於本集團的整體經營業績、財務狀況、營運資金需求、資本開支需求、流動資金狀況、未來擴展計劃、一般經濟狀況、本集團業務的業務週期，以及其他可能對本集團業務或財務表現及狀況造成影響的內部或外部因素。任何宣派及派付股息以及股息金額將受公司條例、章程細則、上市規則及任何其他適用法律及法規的任何適用規定所規限。本公司並無任何預定的股息分派比例或分派比率。任何未來股息宣派可能會或可能不會反映本公司過往的股息宣派，並將由董事全權酌情決定。

董事會將持續檢討股息政策，並保留其全權酌情決定隨時更新、修訂、修改及／或取消股息政策的權利，而股息政策於任何情況下均不構成本公司就以任何特定金額派付股息的具法律約束力的承諾及／或於任何情況下均不會使本公司須於任何時間或不時宣派股息。

核數師酬金

截至二零二三年六月三十日止十八個月，已付／應付本公司核數師中匯安達會計師事務所有限公司的酬金載列如下：

		Fee paid/payable
		已付／應付費用
		HK\$
		港元
Audit services	審核服務	930,000
Audit of the financial statements	審核財務報表	
Non-audit services	非審核服務	630,000
Internal control review and risk assessment consulting	內部監控檢討及風險評估諮詢	
Environmental, social and governance reporting advisory	環境、社會及管治報告諮詢	
Non-assurance services	非鑒證服務	

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Audit Committee is responsible for the review of the Company's compliance with the CG Code and disclosure in the Corporate Governance Report, and make recommendation to the Board, while Board is also responsible for performing the corporate governance duties as set out below:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management of the Company;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Company and Directors; and
- (e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report by reference to the recommendation of the Audit Committee.

MECHANISM TO ENSURE THAT THE BOARD OBTAINS INDEPENDENT OPINIONS AND PERSPECTIVES

The Board has established the following mechanism to ensure that the Board obtains independent opinions and perspectives:

- (i) where appropriate, the Company shall arrange suitable and sufficient resources to cover any matters relating to the obtaining of an independent advice or opinion by the Board, including but not limited to the engagement of a legal team or any other professionals for such purpose, where appropriate, at the Group's expenses;
- (ii) where appropriate, the Directors shall give at least three working days' notice to the Company Secretary of the Company to obtain an independent advice or opinion, including but not limited to engaging a professional team for such purpose;
- (iii) the Board is required to review its structure, size, composition (including skills, knowledge and experience) and diversity policy at least annually to ensure that the composition of the Board complies with the relevant requirements of the Listing Rules including maintaining a balanced mix of executive and non-executive directors (including independent non-executive directors) so that the Board has a strong element of independence which can effectively exercise independent judgment; and
- (iv) if all the independent non-executive Directors have served on the Board for more than nine years, the Company should consider to appoint a new independent non-executive director at the forthcoming annual general meeting.

The Board considers that the said mechanism has been operating effectively and will continue to monitor the implementation and effectiveness of such mechanism on an annual basis.

企業管治職能

審核委員會負責檢討本公司遵守企業管治守則的情況及於企業管治報告內披露的資料，並向董事會提出建議，而董事會亦負責履行下列企業管治職責：

- (a) 制訂及檢討本公司的企業管治政策及常規；
- (b) 檢討及監察董事及本公司高級管理層的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制訂、檢討及監察適用於本公司僱員及董事的操守準則及合規手冊（如有）；及
- (e) 經參考審核委員會的建議，檢討本公司遵守企業管治守則的情況及於企業管治報告內披露的資料。

確保董事會獲取獨立意見及觀點的機制

為確保董事會獲取獨立意見及觀點，董事會設立如下機制：

- (i) 在適當情況下，本公司將安排合適及充足資源以開展與董事會獲取獨立建議或意見有關的任何事宜，包括但不限於就此委聘法律團隊或任何其他專業人員（倘適用），費用由本集團承擔；
- (ii) 在適當情況下，董事應至少提前三個工作日向本公司公司秘書發出通知，以獲取獨立建議或意見，包括但不限於就此委聘專業團隊；
- (iii) 董事會須至少每年檢討其架構、人數、組成（包括技能、知識及經驗）及多元化政策，以確保董事會的組成符合上市規則的相關規定，包括維持執行與非執行董事（包括獨立非執行董事）的均衡組合，使董事會高度獨立而可有效發揮獨立的判斷能力；及
- (iv) 倘董事會所有獨立非執行董事已在任超過九年，本公司應考慮在應屆股東週年大會上委任新的獨立非執行董事。

董事會認為上述機制一直有效運作，並將繼續每年監察該機制的實施情況及有效性。

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企業管治報告

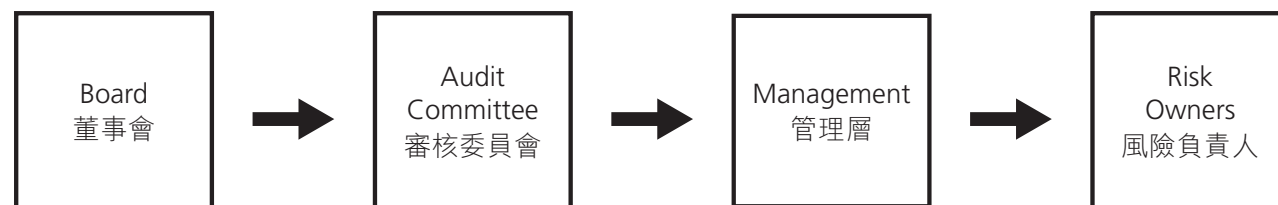
RISK MANAGEMENT AND INTERNAL CONTROL The Board's Responsibilities for the Risk Management and Internal Control Systems

The Board acknowledges that it is responsible for the risk management and internal control systems and oversees such systems on an ongoing basis, while ensuring a review of the effectiveness of these systems of the Group is conducted at least annually. The scope of such review covers all material controls, including financial, operational and compliance controls. The Group's risk management and internal control systems are designed to managing risks rather than eliminating the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has delegated its responsibilities (with relevant authorities) of risk management and internal control to the Audit Committee, and the management has provided a confirmation to the Audit Committee and the Board on the effectiveness of these systems for the eighteen months ended 30 June 2023.

Main Features of the Risk Management System

The Company recognises that good risk management is essential for the long-term and sustainable growth of a business. The Group's risk management structure and the major responsibilities of each role of the structure are summarized below:



Role 角色

Major Responsibilities 主要職責

Role 角色	Major Responsibilities 主要職責
Board 董事會	<ul style="list-style-type: none"> - determines the business strategies and objectives of the Group, and evaluates and determines the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives; - 釐定本集團之業務策略與目標，及評估並釐定本集團為達成策略目標所願意接納的風險性質及程度； - oversees management in the design, implement and monitoring of the risk management and internal control systems; - 監督管理層對風險管理及內部監控系統的設計、實施及監控； - oversees the Group's risk management and internal control systems on an ongoing basis and ensures the Company establishes and maintains appropriate and effective risk management and internal control systems; - 持續監督本集團的風險管理及內部監控系統及確保本公司建立及維持合適及有效的風險管理及內部監控系統；

風險管理及內部監控

董事會對風險管理及內部監控系統的責任

董事會確認其負責風險管理及內部監控系統，並持續監督該等系統，同時確保至少每年審閱本集團該等系統的有效性。審閱的範圍包括所有重大監控，包括財務、營運及合規監控。本集團的風險管理及內部監控系統旨在管理風險，而非消除未能達致業務目標的風險，且僅可就重大錯誤陳述或損失提供合理而非絕對的保證。

董事會已將其風險管理及內部監控的職責(連同相關權力)轉授審核委員會，而管理層已向審核委員會及董事會確認該等系統於截至二零二三年六月三十日止十八個月的有效性。

風險管理系統的主要特點

本公司認為，完善的風險管理對業務長期可持續發展非常重要。本集團的風險管理架構及架構內各角色的主要職責概述如下：

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RISK MANAGEMENT AND INTERNAL CONTROL (cont'd) 風險管理及內部監控 (續)

Main Features of the Risk Management System (cont'd) 風險管理系統的主要特點 (續)

Role 角色	Major Responsibilities 主要職責
Audit Committee 審核委員會	<ul style="list-style-type: none"> - reviews the effectiveness of the Group's risk management and internal control systems at least annually, and such review should cover all material controls including financial, operational and compliance controls; - 至少每年檢討本集團風險管理及內部監控系統的有效性，及該等檢討應覆蓋所有重大監控，包括財務、營運及合規監控； - reviews the emerging risks of the Group annually, and the risk management and the internal controls in place to address those risks; - 每年審閱本集團新產生的風險，並落實風險管理及內部監控解決該等風險； - discusses the risk management and internal control systems with management of the Group to ensure that the management of the Group has performed its duty to have an effective systems. The discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function and to rectify any weaknesses that may be revealed from time to time; - 與本集團管理層討論風險管理及內部監控系統，以確保本集團管理層已履行其職責建立有效系統。有關討論應包括本集團的會計及財務申報職能方面之資源、員工資歷及經驗、培訓課程及有關預算是否充足，並糾正可能不時出現的任何弱項； - considers major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and the Group's management's response to these findings; - 應董事會的委派或主動，考慮有關風險管理及內部監控事宜的重要調查結果以及本集團管理層對該等結果之回應；
Management 管理層	<ul style="list-style-type: none"> - designs, implements and ongoing assesses the Group's risk management and internal control systems; - 設計、實施及持續評估本集團的風險管理及內部監控系統； - gives prompt responses to, and follow up the findings on risk management and internal control matters as delegated by the Board, on Audit Committee's initiative or raised by the external risk management and internal control review advisor(s); - 應董事會的委派、審核委員會主動或外部風險管理及內部監控檢討顧問提出，對風險管理及內部監控事宜的結果及時回應並跟進； - provides confirmation to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems; - 向董事會及審核委員會確認風險管理及內部監控系統的有效性；
Risk Owners 風險負責人	<ul style="list-style-type: none"> - ultimately accountable for ensuring the risk is managed appropriately; and - 最終負責確保風險得到適當管理；及 - responsible for, or oversight of, activities to manage each identified risk. - 負責或監督管理各已識別風險的活動。

In addition, the Company engaged ZHONGHUI ANDA Risk Services Limited as its internal control adviser to conduct a review on the effectiveness of the risk management and internal control systems of the Group and provide recommendations to the Company.

此外，本公司委聘中匯安達風險管理有限公司為其內部監控顧問，以檢討本集團風險管理及內部監控系統的有效性，及向本公司提出建議。

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企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

Main Features of the Risk Management System (cont'd)

The Company has in place an internal control system which enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follow:

Control Environment 監控環境	<ul style="list-style-type: none">– a set of standards, processes and structures that provide the basis for carrying out internal control across the Group.– 一套為進行本集團內部監控提供基礎的準則、程序及架構。
Risk Assessment 風險評估	<ul style="list-style-type: none">– a dynamic and iterative process for identifying and analyzing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.– 一個靈活縝密流程，以識別及分析達成本集團目標的風險，形成釐定如何管理風險的依據。
Control Activities 監控活動	<ul style="list-style-type: none">– actions established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.– 根據政策及程序確立行動，以確保執行管理層為降低達成目標的風險所作出的指示。
Information and Communication 資訊及溝通	<ul style="list-style-type: none">– internal and external communication to provide the Group with the information needed to carry out day-to-day controls.– 內部及外部溝通以向本集團提供進行日常監控所需的資料。
Monitoring 監察	<ul style="list-style-type: none">– ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.– 持續及個別評估以查明內部監控的各元素是否存在並運作正常。

Process used to Identify, Evaluate and Manage Significant Risks 識別、評估及管理重大風險所使用的程序

Identification 識別	<ul style="list-style-type: none">– identify ownership of risks, business objectives and risks that could affect the achievement of objectives.– 識別風險負責人、業務目標及可能影響目標實現的風險。
Evaluation 評估	<ul style="list-style-type: none">– analyze the likelihood and impact of risks and evaluate the risk portfolio accordingly.– 分析風險的可能性及影響並相應評估風險組合。
Management 管理	<ul style="list-style-type: none">– consider the risk responses, ensure effective communication with the Board in respect of the risks and on-going monitor the residual risks.– 考慮風險應對，確保與董事會就風險進行有效溝通及持續監督剩餘風險。

風險管理及內部監控 (續)

風險管理系統的主要特點 (續)

本公司已實施內部監控系統，該系統使本集團能實現有關營運有效及高效、財務報告可靠及符合適用法律法規的目標。該框架的構成如下：

RISK MANAGEMENT AND INTERNAL CONTROL (cont'd) **Process used to Review the Effectiveness of the Risk Management and Internal Control Systems and to Resolve Material Internal Control Defects**

Risk assessment report and internal control review report are submitted to the Audit Committee and the Board annually. The Board, through the Audit Committee, had perform a review on the effectiveness of the Group's risk management and internal control systems, including, but not limited to, (i) the changes, in the nature and extent of significant risks and the Company's ability to respond to changes in its business and the external environment, (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems, (iii) the extent and frequency of communication of monitoring results to the Audit Committee and the Board which enables them to assess control of the Company and the effectiveness of risk management, (iv) significant control failings or weaknesses that have been identified, and (v) the effectiveness of the Company's processes for financial reporting and Listing Rules compliance, and considered that the risk management and internal control systems were effective and adequate for the eighteen months ended 30 June 2023. No significant areas of concern that might affect the financial, operational, compliance controls, and risk management functions of the Group were identified. The scope of such review covers the adequacy of resources, qualification and experience of staff of the Group's accounting and financial reporting functions and their attitude against internal control of the Group. The Board will continue to work with the management to discuss and follow-up on the status of remediation of the internal control weaknesses and to monitor the risks of the Group in the coming years.

Procedures and Internal Controls for the Handling and Dissemination of Inside Information

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company is aware of the relevant obligations under the SFO and the Listing Rules. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include:

- access of inside information is restricted to a limited number of employees on a need-to-know basis;
- transmission of inside information in electronic form should be password-protected;
- prohibit employees to discuss inside information in public area;
- code names are assigned to confidential projects so that any reference to them would not be linked to the projects themselves to minimize possibilities of unintentional leakage;

風險管理及內部監控 (續)

審閱風險管理及內部監控系統有效性及解決重大內部監控缺陷所使用的程序

風險評估報告及內部監控審閱報告會每年提交予審核委員會及董事會。董事會透過審核委員會對本集團的風險管理及內部監控系統的有效性進行審閱，其中包括但不限於(i)重大風險的性質及程度的轉變以及本公司應對其業務及外在環境變化的能力、(ii)管理層對風險及內部監控系統的持續監察的範圍及質素、(iii)向審核委員會及董事會匯報監察結果(以彼等能夠評估本公司的監控及風險管理的有效性)的範圍及頻率、(iv)已識別的重大監控缺陷或不足，及(v)本公司財務申報程序的有效性、上市規則合規情況，並認為風險管理及內部監控系統於截至二零二三年六月三十日止十八個月屬有效及充足。並無識別可能會影響本集團財務、營運、合規監控以及風險管理職能的重大關注範圍。相關審閱的範圍涵蓋資源的充足性、本集團會計及財務申報職能員工的資格及經驗以及彼等對本集團內部監控的態度。於未來數年內，董事會將繼續與管理層合作以討論及跟進內部控制缺陷整改情況並監察本集團的風險。

處理及發佈內幕消息的程序及內部監控

就處理及發佈內幕消息的程序及內部監控而言，本公司知悉證券及期貨條例及上市規則項下的相關責任。本集團已不時採納若干合理措施以確保存在適當保障以防止違反有關本集團的披露規定，其中包括：

- 僅少數僱員可按需要獲取內幕消息；
- 傳送電子形式的內幕消息須進行加密；
- 禁止僱員於公眾場合討論內幕消息；
- 對保密項目設置代號名稱，使得提述項目時不直接引伸至項目本身，盡量降低無意洩露的可能性；

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RISK MANAGEMENT AND INTERNAL CONTROL (cont'd) **Procedures and Internal Controls for the Handling and Dissemination of Inside Information (cont'd)**

- trainings or briefings are provided to employees who will be in possession of inside information to ensure that they are fully conversant with their obligations to preserve confidentiality with reasonable care;
- confidentiality agreements are in place before the Group enters into significant negotiations; and
- officers and employees other than the designated representative are prohibited to speak externally on behalf of the Company when communicating with external parties such as the media, analysts or investors.

INTERNAL AUDIT FUNCTION

The Company does not have an internal audit department. The Board has reviewed the need for an internal audit function and is of the view that in light of the size, nature and complexity of the business of the Group, as opposed to diverting resources to establish a separate internal audit department, it would be more cost effective to appoint external independent professionals to perform independent review of the adequacy and effectiveness of the risk management and internal control systems of the Group. Nevertheless, the Board will continue to review at least annually the need for an internal audit department.

COMPANY SECRETARY

The Company engaged an external professional company secretarial services provider, Uni-1 Corporate Services Limited (“Uni-1”), to provide compliance and full range of company secretarial services to the Group in order to assist the Group to cope with the changing regulatory environment and to suit difference commercial needs.

Ms. Mak Yuk Kiu (“Ms. Mak”), the representative of Uni-1, has been appointed as the company secretary of the Company with effect from 1 October 2022. Her primary corporate contact person at the Company is Mr. Jason Shi, the assistant to the Board.

For the eighteen months ended 30 June 2023, Ms. Mak has undertaken not less than 15 hours of relevant professional training in accordance with Rule 3.29 of the Listing Rules.

風險管理及內部監控 (續) **處理及發佈內幕消息的程序及內部監控 (續)**

- 向持有內幕消息的僱員提供培訓或簡介會，確保彼等充分明悉彼等以合理謹慎方式保密的責任；
- 本集團進行重大磋商前皆簽署保密協議；及
- 除指定發言人外，禁止任何職員及僱員以本公司名義與媒體、分析師或投資者等外部人士交流。

內部審核功能

本公司並無內部審核部門。董事會已檢討是否有需要設立內部審核職能，並認為鑒於本集團業務的規模、性質及複雜程度，相比分散資源以設立獨立內部審核部門，委任外部獨立專業人士對本集團風險管理及內部監控系統是否足夠及有效進行獨立檢討，將更具成本效益。儘管如此，董事會將繼續至少每年檢討內部審核部門的需要。

公司秘書

本公司委聘外部專業公司秘書服務供應商統一企業服務有限公司（「統一」）為本集團提供合規及全面的公司秘書服務，以協助本集團應付不斷變化的監管環境及滿足不同的商業需要。

統一之代表麥玉嬌女士（「麥女士」）於二零二二年十月一日起獲委任為本公司公司秘書。彼於本公司的主要公司聯絡人為董事會助理Jason Shi先生。

截至二零二三年六月三十日止十八個月，麥女士已根據上市規則第3.29條進行不少於15小時的相關專業培訓。

THE SHAREHOLDERS' RIGHTS TO CONVENE A GENERAL MEETING AND PROCEDURES FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS BY SHAREHOLDERS

Pursuant to Article 48 of the Articles, general meetings of the Company shall be convened by the Board on the requisition of members pursuant to the provisions of the statutes. Pursuant to sub-section 567(1) of the Companies Ordinance, directors required under section 566 of the Companies Ordinance to call a general meeting must call a meeting within 21 days after the date on which they become subject to the requirement. A general meeting called under sub-section 567(1) of the Companies Ordinance must be held on a date not more than 28 days after the date of the notice convening the meeting.

Shareholders holding not less than 2.5% of the total voting rights of all shareholders or no less than 50 shareholders who have a right to vote on the resolution at the annual general meeting to which the requisition relates can submit a written requisition or in electronic form to move a resolution at the annual general meeting of the Company pursuant to section 615 of the Companies Ordinance. The requisition must state the resolution, accompanied by a statement with respect to the matter referred to in any proposed resolution of the business to be dealt with at the general meeting of the Company. It must also be signed by all requisitionists for the attention of the Company not less than 6 weeks before the annual general meeting to which the requisition relates.

COMMUNICATION WITH SHAREHOLDERS

The Company follows its shareholders' communication policy (the "Shareholders' Communication Policy") for disclosing relevant information to the Shareholders in a timely manner. Annual and interim reports offer comprehensive operational and financial performance information to the Shareholders and the annual general meeting of the Company provides a forum for Shareholders to exchange views directly with the Board. The Company regards the annual general meeting of the Company as an important event and all Directors, senior management and external auditors make an effort to attend the annual general meeting of the Company to address Shareholders' queries. All the Shareholders are given a minimum of 21 clear days' notice of the date and venue of the annual general meeting of the Company. The Company supports the CG Code's principle to encourage Shareholders' participation. The Company has also complied with the requirements concerning voting by poll under the Listing Rules.

The Board reviewed and amended the Shareholders' Communication Policy during the eighteen months ended 30 June 2023 and made it available on the Company's website.

In light of the above, the Board considered the Shareholders' Communication Policy had been effectively implemented during the eighteen months ended 30 June 2023.

股東召開股東大會的權利及於股東大會上提呈建議的程序

根據章程細則第48條，董事會可應股東根據法規條文提出的要求召開本公司股東大會。根據公司條例第567(1)分節，倘董事根據公司條例第566節的規定召開股東大會，必須於彼等符合有關規定當日後的21日內召開會議。倘根據公司條例第567(1)分節召開股東大會，則必須於召開會議通告日期後的28日內舉行股東大會。

根據公司條例第615節，持有之投票權不少於全體股東總投票權之2.5%之股東，或不少於五十名有權在與請求書相關的股東週年大會上就決議案投票表決之股東，可提交書面請求或以電子形式於本公司股東週年大會上提呈決議案。該請求書須列明有關決議案，連同一份聲明，內容有關任何提呈決議案將於本公司股東大會上處理之事項。該請求書亦須由全體提出請求的人士簽署，並註明本公司收啟，於有關請求之股東週年大會舉行前不少於六個星期送交。

與股東的溝通

本公司遵循其股東溝通政策（「股東溝通政策」）以便及時向股東披露相關資料。年報及中期報告給予股東全面營運及財務表現資料，而本公司股東週年大會為股東提供討論場所以便與董事會直接交換意見。本公司視其股東週年大會為重要事件，而所有董事、高級管理層及外聘核數師會盡可能出席本公司的股東週年大會以解答股東詢問。所有股東最少會於二十一個整日前獲通知本公司舉行股東週年大會的日期及地點。本公司堅持企業管治守則的原則，鼓勵股東參與。本公司亦已符合上市規則有關投票表決的要求。

董事會已於截至二零二三年六月三十日止十八個月檢討及修訂股東溝通政策，並刊登於本公司網站。

鑒於上文所述，董事會認為股東溝通政策已於截至二零二三年六月三十日止十八個月得以有效實施。

Corporate Governance Report

企業管治報告

CONSTITUTIONAL DOCUMENTS

The Articles is available at the Company's website www.irasia.com/listco/hk/nur and the Stock Exchange's website. No changes have been made to the Articles during the eighteen months ended 30 June 2023.

PROCEDURES BY WHICH ENQUIRES MAY BE PUT TO THE BOARD

Shareholders may send their enquiries and concerns to the Board by addressing them to the company secretary of the Company by mail at the Company's registered office at Suites 1106-08, 11th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Hong Kong. The company secretary of the Company is responsible for forwarding communications to the Board and/or relevant Board committees of the Company, where appropriate, to answer the Shareholders' questions.

PROCEDURES FOR NOMINATION OF DIRECTORS FOR ELECTION

The procedures for Shareholders to propose a person for election as a Director are available and accessible on the Company's website at www.irasia.com/listco/hk/nur.

章程文件

章程細則可於本公司網站(www.irasia.com/listco/hk/nur)及聯交所網站查閱。截至二零二三年六月三十日止十八個月，章程細則概無變動。

向董事會提出查詢的程序

股東可向董事會發出其查詢及關注事項，並註明送至本公司公司秘書，郵寄至本公司註冊辦事處的地址：香港中環德輔道中61-65號華人銀行大廈11樓1106-08室。本公司公司秘書負責向董事會及／或本公司相關董事委員會（倘適用）傳遞訊息，以解答股東問題。

提名候選董事的程序

股東提名董事候選人之程序載於本公司網站 www.irasia.com/listco/hk/nur以供查閱。

Independent Auditor's Report

獨立核數師報告



**TO THE SHAREHOLDERS OF
NATIONAL UNITED RESOURCES HOLDINGS LIMITED**
國家聯合資源控股有限公司

(Incorporated in Hong Kong with limited liability)

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

QUALIFIED OPINION

We have audited the consolidated financial statements of National United Resources Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 60 to 123, which comprise the consolidated statement of financial position as at 30 June 2023, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the period from 1 January 2022 to 30 June 2023, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2023, and of its consolidated financial performance and its consolidated cash flows for the period from 1 January 2022 to 30 June 2023 in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

BASIS FOR QUALIFIED OPINION

Borrowings

No sufficient evidence has been provided to satisfy ourselves due to limited supporting documents provided by management and unable to obtain direct audit confirmation, in relation to the existence, rights and obligations and valuation of the borrowings of approximately HK\$43,235,000 as at 31 December 2021. We were also not able to satisfy ourselves as to whether the gain on disposal of subsidiaries of approximately HK\$37,660,000 in relation to the balance of other borrowing for the period ended 30 June 2023 is fairly stated.

致國家聯合資源控股有限公司
全體股東

(於香港註冊成立的有限公司)

綜合財務報表審核報告

保留意見

吾等已審核列載於第60頁至123頁之國家聯合資源控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）之綜合財務報表，此綜合財務報表包括於二零二三年六月三十日之綜合財務狀況表與二零二二年一月一日至二零二三年六月三十日期間之綜合損益表、綜合全面收入表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註（包括主要會計政策概要）。

吾等認為，除本報告「保留意見之基礎」一節所述事項的可能影響外，綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）真實而公平地反映 貴集團於二零二三年六月三十日的綜合財務狀況以及其於二零二二年一月一日至二零二三年六月三十日期間的綜合財務表現及綜合現金流量，並已按照香港公司條例妥為編製。

保留意見之基礎

借貸

由於管理層所提供的證明文件有限且無法獲得直接的審計確認，故並無提供足夠憑據，以令吾等信納於二零二一年十二月三十一日約43,235,000港元借貸的存在、權利及責任以及估值。吾等亦無法令自身信納截至二零二三年六月三十日止期間與其他借貸結餘相關之出售附屬公司收益約37,660,000港元是否公允列報。

Independent Auditor's Report

獨立核數師報告

Any adjustments to the figures as described above might have a consequential effect on the Group's results and consolidated cash flows for the period from 1 January 2022 to 30 June 2023 and year ended 31 December 2021 and the financial positions of the Group as at 31 December 2021, and the related disclosures thereof in the consolidated financial statements.

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2 to the consolidated financial statements which mentions that the Group had net current liabilities of approximately HK\$150,676,000. This condition indicates a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section and the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

上述數字之任何調整均可能對 貴集團於二零二二年一月一日至二零二三年六月三十日期間及截至二零二一年十二月三十一日止年度的業績及綜合現金流量以及 貴集團於二零二一年十二月三十一日的財務狀況及綜合財務報表中相關披露產生相應影響。

吾等已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審核。吾等於該等準則項下的責任進一步闡述於本報告「核數師就審核綜合財務報表須承擔之責任」一節。根據香港會計師公會頒佈的專業會計師道德守則（「守則」），吾等獨立於 貴公司，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足而適當地為吾等的審核保留意見提供基礎。

與持續經營相關之重大不明朗因素

吾等提請注意綜合財務報表附註2，當中提及 貴集團流動負債淨額約為150,676,000港元。該狀況表明存在重大不明朗因素，可能對 貴集團持續經營的能力產生重大疑問。吾等的意見並無就該事項作出修改。

關鍵審核事項

關鍵審核事項乃根據吾等的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。該等事項乃於對綜合財務報表整體進行審計並形成意見的背景下進行處理，吾等不對該等事項提供單獨意見。除「保留意見之基礎」一節及「與持續經營相關之重大不明朗因素」一節所述事項外，吾等已確定以下事項為本報告中需溝通的關鍵審核事項。

Independent Auditor's Report

獨立核數師報告

(i) Goodwill

Refer to Note 18 to the consolidated financial statements

The Group is required to annually test the amount of goodwill for impairment. This annual impairment test is significant to our audit because the balance of goodwill of approximately HK\$10,685,000 as at 30 June 2023 and the impairment of goodwill recognised for the period ended of approximately HK\$23,920,000 are material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the identification of the related cash generating units;
- Assessing the arithmetical accuracy of the value-in-use calculations;
- Comparing the actual cash flows with the cash flow projections;
- Assessing the reasonableness of the key assumptions (including revenue growth, profit margins, terminal growth rates and discount rates);
- Assessing the competence, independence and integrity of the external valuer engaged by the Group;
- Obtaining the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model; and
- Checking input data to supporting evidence.

We consider that the Group's impairment test for goodwill is supported by the available evidence.

(i) 商譽

請參閱綜合財務報表附註18

貴集團須每年對商譽金額進行減值測試。該年度減值測試對吾等的審核而言意義重大，原因為於二零二三年六月三十日的商譽結餘約10,685,000港元及截至該日止期間已確認的商業減值約23,920,000港元對綜合財務報表而言乃屬重大。此外，貴集團的減值測試涉及運用判斷，並基於假設及估計。

吾等的審核程序其中包括：

- 評估對相關現金產生單位的識別情況；
- 評估使用價值計算的算術準確性；
- 將實際現金流量與現金流量預測進行比較；
- 評估關鍵假設（包括收入增長、利潤率、永久增長率及貼現率）的合理性；
- 評估貴集團委聘的外部估值師的能力、獨立性及誠信；
- 獲取外部估值報告並與外部估值師會面，以討論及質疑估值過程、所使用的方法及市場證據，從而向估值模型中運用的重大判斷及假設提供支持；及
- 檢查輸入數據以支持證據。

吾等認為，貴集團的商譽減值測試有現有證據提供支持。

Independent Auditor's Report

獨立核數師報告

(ii) Trade receivables

Refer to Note 21 to the consolidated financial statements

The Group tested the amount of trade receivables for impairment. This impairment test is significant to our audit because the balance of trade receivables of approximately HK\$20,305,000 as at 30 June 2023 and the impairment of trade receivables recognised for the period ended of approximately HK\$10,081,000 are material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on granting credit limits and credit periods to customers;
- Assessing the Group's relationship and transaction history with the customers;
- Evaluating the Group's impairment assessment;
- Assessing ageing of the debts;
- Assessing creditworthiness of the customers;
- Checking subsequent settlements from the customers;
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

We consider that the Group's impairment test for trade receivables is supported by the available evidence.

(ii) 應收貿易款

請參閱綜合財務報表附註21

貴集團已對應收貿易款金額進行減值測試。該減值測試對吾等的審核而言意義重大，原因為於二零二三年六月三十日的應收貿易款結餘約20,305,000港元及截至該日止期間已確認的應收貿易款減值約10,081,000港元對綜合財務報表而言乃屬重大。此外，貴集團的減值測試涉及運用判斷，並基於估計。

吾等的審核程序其中包括：

- 評估 貴集團向客戶授出信貸額度及信貸期的程序；
- 評估 貴集團與客戶的關係及交易歷史；
- 評估 貴集團的減值評估；
- 評估債務的賬齡；
- 評估客戶的信譽；
- 檢查客戶的後續結算情況；
- 評估於綜合財務報表中對 貴集團信貸風險敞口的披露情況。

吾等認為，貴集團的應收貿易款減值測試有現有證據提供支持。

Independent Auditor's Report

獨立核數師報告

(iii) Property, plant and equipment ("PPE") and right-of-use assets ("ROU")

Refer to Notes 15 and 16 to the consolidated financial statements

The Group tested the amount of PPE and ROU for impairment. This impairment test is significant to our audit because the balance of PPE and ROU of approximately HK\$29,647,000 and approximately HK\$37,920,000, respectively, as at 30 June 2023 and the impairment of PPE and ROU recognised for the period of approximately HK\$38,832,000 and approximately HK\$19,026,000, respectively, are material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Understanding management's process for identifying impairment indicators;
- Assessing the reasonableness of the key assumptions (including second hand market price, comparables and its data source);
- Assessing the arithmetical accuracy of the fair value less costs of disposal calculations;
- Assessing the competence, independence and integrity of the external valuer engaged by the Group;
- Obtaining the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model; and
- Checking input data to supporting evidence.

We consider that the Group's impairment test for property, plant and equipment and right-of-use assets is supported by the available evidence.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

(iii) 物業、廠房及設備（「物業、廠房及設備」）及使用權資產（「使用權資產」）

請參閱綜合財務報表附註15及16

貴集團已對物業、廠房及設備及使用權資產金額進行減值測試。該減值測試對吾等的審核而言意義重大，原因為於二零二三年六月三十日的物業、廠房及設備及使用權資產結餘分別約29,647,000港元及約37,920,000港元及期內已確認的物業、廠房及設備及使用權資產減值分別約38,832,000港元及約19,026,000港元對綜合財務報表而言乃屬重大。此外，貴集團的減值測試涉及運用判斷，並基於估計。

吾等的審核程序其中包括：

- 了解管理層識別減值指標的過程；
- 評估關鍵假設（包括二手市場價格、可資比較項目及其數據來源）的合理性；
- 評估公平值減出售成本計算的算術準確性；
- 評估貴集團委聘的外部估值師的能力、獨立性及誠信；
- 獲取外部估值報告並與外部估值師會面，以討論及質疑估值過程、所使用的方法及市場證據，從而向估值模型中運用的重大判斷及假設提供支持；及
- 檢查輸入數據以支持證據。

吾等認為，貴集團的物業、廠房及設備及使用權資產減值測試有現有證據提供支持。

其他資料

董事對其他資料承擔責任。其他資料包括貴公司年報中的所有資料，但不包括綜合財務報表及吾等就其出具的核數師報告。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的鑒證結論。

Independent Auditor's Report

獨立核數師報告

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As described in the Basis for Qualified Opinion section above, we were unable to obtain sufficient appropriate evidence about the borrowing. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matter.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of these consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中所了解的情況存在重大不符，或似乎存在重大錯誤陳述。

倘吾等基於已進行的工作認為其他資料出現重大錯誤陳述，則吾等須報告有關事實。誠如上文「保留意見之基礎」一節所述，吾等無法獲得有關借貸的充分適當證據。因此，吾等無法斷定其他資料是否就該事項存在重大錯誤陳述。

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港公司條例，編製及真實而公平地列報該等綜合財務報表，及負責進行董事認為對編製綜合財務報表屬必要之有關內部控制，以使該等綜合財務報表不存在由於欺詐或錯誤導致重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基準的會計法。

核數師就審核綜合財務報表須承擔之責任

吾等的目標是對綜合財務報表整體是否不會存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理確定，並發出載有吾等意見的核數師報告。吾等僅向 閣下（作為整體）按照香港公司條例第405條報告，除此之外本報告別無其他目的。吾等概不就本報告的內容對任何其他人士負責或承擔責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at: <https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>. This description forms part of our auditor's report.

REPORT ON OTHER MATTERS UNDER SECTIONS 407(2) AND 407(3) OF THE HONG KONG COMPANIES ORDINANCE

In respect alone of the inability to obtain sufficient appropriate audit evidence regarding the matters described in the Basis for Qualified Opinion section of our report:

- we were unable to determine whether adequate accounting records had been kept; and
- we have not obtained all the information and explanations that, to the best of our knowledge and belief, are necessary and material for the purpose of the audit.

ZHONGHUI ANDA CPA Limited
Certified Public Accountants
Li Chi Hoi
Audit Engagement Director
Practising Certificate Number P07268
Hong Kong, 27 September 2023

有關吾等審核綜合財務報表責任的進一步說明，請參閱香港會計師公會網站：<https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>。該描述構成本核數師報告的一部分。

根據香港公司條例第407(2)條及407(3)條就其他事項報告

僅對於未能就本報告「保留意見之基礎」一節所述之事項取得充足適當之審核憑證而言：

- 吾等未能確定會計記錄是否已妥善存置；及
- 吾等並未取得就吾等所深知及確信對進行審核而言屬必要及重要之所有資料及解釋。

中匯安達會計師事務所有限公司
執業會計師
李志海
審計項目董事
執業證書編號：P07268
香港，二零二三年九月二十七日

Consolidated Statement of Profit or Loss

綜合損益表

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

		Notes	1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 HK\$'000 千港元
		附註		
Revenue	收益	7	116,293	142,814
Cost of revenue	收益成本		(143,056)	(105,886)
Gross (loss)/profit	(毛損) / 毛利		(26,763)	36,928
Other income	其他收入	8	331,830	86,181
Administrative and other operating expenses	行政及其他經營開支		(51,290)	(35,881)
Impairment losses on various assets	多項資產減值虧損		(94,977)	(5,128)
Profit from operations	經營溢利		158,800	82,100
Finance cost	融資成本	9	(12,630)	(20,697)
Share of loss of associates	分佔聯營公司虧損		(201)	-
Gain on disposal of subsidiaries	出售附屬公司收益		37,660	-
Profit before tax	除稅前溢利		183,629	61,403
Income tax expense	所得稅開支	10	(1,546)	(2,792)
Profit for the period/year	期 / 年內溢利	11	182,083	58,611
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人		201,759	54,756
Non-controlling interests	非控股權益		(19,676)	3,855
			182,083	58,611
Earnings per share attributable to owners of the Company	本公司擁有人應佔每股盈利			
Basic (HK cents per share)	基本 (每股港仙)	13	6.63	8.54
Diluted (HK cents per share)	攤薄 (每股港仙)		6.63	8.54

Consolidated Statement of Comprehensive Income

綜合全面收入表

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

		Notes	1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 HK\$'000 千港元
		附註		
Profit for the period/year	期／年內溢利	11	182,083	58,611
Other comprehensive (loss)/income:	其他全面(虧損)／收入：			
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益之項目：</i>			
Exchange differences on translation of foreign operations	換算海外業務所產生之匯兌差額		(10,667)	(3,647)
Exchange differences reclassified to profit or loss on disposal of subsidiaries	出售附屬公司時重新分類至損益之匯兌差額		65	-
Total comprehensive income for the period/year	期／年內全面收入總額		171,481	54,964
Total comprehensive income/(loss) for the period/year attributable to:	以下人士應佔期／年內全面收入／(虧損)總額：			
Owners of the Company	本公司擁有人		187,109	52,037
Non-controlling interests	非控股權益		(15,628)	2,927
			171,481	54,964

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2023 於二零二三年六月三十日

		Notes 附註	As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	29,647	94,738
Right-of-use assets	使用權資產	16	37,920	73,271
Deferred tax asset	遞延稅項資產	17	4,786	7,046
Intangible assets	無形資產		–	123
Goodwill	商譽	18	10,685	37,546
Investments in associates	於聯營公司的投資	20	–	–
Prepayments	預付款項	22	97,813	14,694
			180,851	227,418
Current assets	流動資產			
Trade receivables	應收貿易款	21	20,305	59,910
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	8,412	25,076
Bank and cash balances	銀行及現金結存	23	135,575	2,136
			164,292	87,122
Current liabilities	流動負債			
Other payables and accruals	其他應付款項及應計費用	24	125,104	189,883
Borrowings	借貸	25	38,550	69,218
Convertible bonds	可換股債券	26	–	265,086
Non-convertible bonds	不可換股債券	27	–	90,500
Lease liabilities	租賃負債	16	145,942	161,414
Tax payable	應付稅項		5,372	7,223
			314,968	783,324
Net current liabilities	流動負債淨額		(150,676)	(696,202)
Total assets less current liabilities	總資產減流動負債		30,175	(468,784)
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	16	526	1,663
NET ASSETS/(LIABILITIES)	資產/(負債)淨額		29,649	(470,447)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2023 於二零二三年六月三十日

		Notes	As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
		附註		
Capital and reserves	股本及儲備			
Share capital	股本	28	3,507,369	3,178,754
Reserves	儲備		(3,438,791)	(3,625,900)
Equity attributable to owners of the Company	本公司擁有人應佔權益		68,578	(447,146)
Non-controlling interests	非控股權益		(38,929)	(23,301)
TOTAL EQUITY	總權益		29,649	(470,447)

Approved by the board of directors of the Company on 27 September 2023 and were signed on its behalf by:

經本公司董事會於二零二三年九月二十七日批核並由以下董事代表簽署：

Ji Kaiping
紀開平
Director
董事

Guo Peiyuan
郭培遠
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital	Equity component of convertible bonds	Foreign currency translation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	可換股債券之權益部分 HK\$'000 千港元	外幣換算儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總額 HK\$'000 千港元	非控股權益 HK\$'000 千港元	總權益 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	3,178,754	62,077	9,146	(3,749,160)	(499,183)	(26,228)	(525,411)
Profit for the year	年內溢利	-	-	-	54,756	54,756	3,855	58,611
Other comprehensive loss for the year	年內其他全面虧損	-	-	(2,719)	-	(2,719)	(928)	(3,647)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收入總額	-	-	(2,719)	54,756	52,037	2,927	54,964
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	3,178,754	62,077	6,427	(3,694,404)	(447,146)	(23,301)	(470,447)
Profit/(loss) for the period	期內溢利/(虧損)	-	-	-	201,759	201,759	(19,676)	182,083
Other comprehensive (loss)/income for the period	期內其他全面(虧損)/收入	-	-	(14,650)	-	(14,650)	4,048	(10,602)
Total comprehensive (loss)/income for the period	期內全面(虧損)/收入總額	-	-	(14,650)	201,759	187,109	(15,628)	171,481
Proceeds from share subscription	股份認購所得款項	240,603	-	-	-	240,603	-	240,603
Proceed from open offer	公開發售所得款項	65,212	-	-	-	65,212	-	65,212
Issued upon debt restructuring	於債務重組時發行	22,800	-	-	-	22,800	-	22,800
Transfer from equity component of convertible bonds to accumulated losses	由可換股債券權益部分轉入累計虧損	-	(62,077)	-	62,077	-	-	-
At 30 June 2023	於二零二三年六月三十日	3,507,369	-	(8,223)	(3,430,568)	68,578	(38,929)	29,649

Consolidated Statement of Cash Flows

綜合現金流量表

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

		1 January 2022 to 30 June 2023	Year ended 31 December 2021
		二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	截至二零二一年 十二月三十一日 止年度 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
Profit before tax	除稅前溢利	183,629	61,403
Adjustments for:	就下列項目所作調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	18,657	17,806
Depreciation of right-of-use assets	使用權資產折舊	9,414	6,631
Amortisation of intangible assets	無形資產攤銷	123	-
Gain on disposal of subsidiaries	出售附屬公司收益	(37,660)	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	(2,267)	-
Share of losses of associates	分佔聯營公司虧損	201	-
Gain on debt restructuring	債務重組收益	(328,461)	-
Gain on a waiver of other loan	豁免其他貸款之收益	-	(85,786)
Impairment loss on trade receivables	應收貿易款之減值虧損	10,081	2,804
Impairment loss on other receivables	其他應收款項之減值虧損	3,118	2,324
Impairment losses on goodwill	商譽之減值虧損	23,920	-
Impairment losses on property, plant and equipment	物業、廠房及設備之減值虧損	38,832	-
Impairment losses on right-of-use assets	使用權資產之減值虧損	19,026	-
Interest income	利息收入	(622)	(8)
Interest expenses	利息開支	12,617	20,675
Operating cash flows before working capital changes	營運資金變動前之經營現金流量	(49,392)	25,849
Change in trade receivables	應收貿易款變動	24,609	(9,802)
Change in prepayments, deposits and other receivables	預付款項、按金及其他應收款項變動	9,699	(14,641)
Change in other payables and accruals	其他應付款項及應計費用變動	(19,512)	12,599
Cash (used in)/generated from operations	經營(所用) / 所得之現金	(34,596)	14,005
Income tax paid	已付所得稅	-	(902)
Net cash (used in)/generated from operating activities	經營活動(所用) / 所得現金淨額	(34,596)	13,103

Consolidated Statement of Cash Flows

綜合現金流量表

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

		1 January 2022 to 30 June 2023	Year ended 31 December 2021
		二零二二年 一月一日至 二零二三年 六月三十日	截至二零二一年 十二月三十一日 止年度
		HK\$'000	HK\$'000
		千港元	千港元
Cash flows from investing activities	投資活動之現金流量		
Interest received	已收利息	622	8
Deposits for acquisition of property, plant and equipment	收購物業、廠房及設備之按金	(88,916)	-
Purchases of property, plant and equipment	購置物業、廠房及設備	-	(855)
Acquisition of a shareholding in associates	收購聯營公司股權	(189)	-
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	2,267	-
Net cash inflow arising on disposal of subsidiaries	出售附屬公司之淨現金流入	101	-
Net cash used in investing activities	投資活動所用現金淨額	(86,115)	(847)
Cash flows from financing activities	融資活動之現金流量		
Repayment of borrowings	償還借貸	(7,237)	(12,560)
Repayment of non-convertible bonds	償還不可換股債券	(5,054)	-
Repayment of convertible bonds	償還可換股債券	(24,139)	-
Net proceeds from issue of shares	發行股份所得款項淨額	240,603	-
Net proceeds from the open offer	公开发售所得款項淨額	65,212	-
Repayment of lease liabilities	償還租賃負債	(5,709)	(3,778)
Net cash generated/(used in) financing activities	融資活動所得/(所用) 現金淨額	263,676	(16,338)
Net increase/(decrease) in cash and cash equivalents	現金及等同現金項目之增加/(減少) 淨額	142,965	(4,082)
Effect of foreign exchange rate changes	匯率變動之影響	(9,526)	1,651
Cash and cash equivalents at beginning of period/year	期/年初之現金及等同現金項目	2,136	4,567
Cash and cash equivalents at end of period/year	期/年終之現金及等同現金項目	135,575	2,136
Analysis of cash and cash equivalents	現金及等同現金項目之分析		
Bank and cash balances	銀行及現金結存	135,575	2,136

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

1. GENERAL INFORMATION

National United Resources Holdings Limited (the “Company”) was incorporated in Hong Kong with limited liability. The address of its registered office and principal place of business is Suites 1106-08, 11th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Hong Kong. The Company’s shares (the “Shares”) are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), and trading in the shares of the Company had been suspended since 1 August 2016 and has been resumed on 10 March 2022.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 19 to the consolidated financial statements.

2. BASIS OF PREPARATION

During the Current Period, the Company changed its financial year end date from 31 December to 30 June in order to rationalise and mobilise its resources with higher efficiency for the preparation of results announcement as well as reports. The consolidated financial statements of the Current Period cover an eighteen-month period ended 30 June 2023 and the comparative financial statements cover a twelve-month period ended 31 December 2021. The comparative amounts are therefore not entirely comparable.

Going concern

At 30 June 2023, the Group had net current liabilities of approximately HK\$150,676,000. This condition indicates the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern.

In view of these circumstances, the directors of the Company (the “Directors”) have given careful consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern.

The consolidated financial statements have been prepared on a going concern basis. In the opinion of the Directors, the Group should be able to continue as a going concern taking into consideration of the follows:

- (i) financial support from certain/some directors of the Company at a level sufficient to finance the working capital requirements of the Group;
- (ii) the Group is expected to remain profitable and continue to generate operating cash inflows from its future business operations; and
- (iii) the creditors intentionally agreed to settle the lease liabilities by convertible bonds of the Group.

1. 一般資料

國家聯合資源控股有限公司（「本公司」）於香港註冊成立為有限公司，註冊辦事處及主要營業地點地址為香港德輔道中61-65號華人銀行大廈11樓1106-08室。本公司之股份（「股份」）在香港聯合交易所有限公司（「聯交所」）主板上市，且本公司股份自二零一六年八月一日起暫停買賣，並已於二零二二年三月十日復牌。

本公司為投資控股公司。其附屬公司之主要活動載於綜合財務報表附註19。

2. 編製基準

於本期間，本公司將其財政年度結算日由十二月三十一日更改為六月三十日，以就編製業績公告及報告合理及更有效地配置其資源。本期間綜合財務報表涵蓋截至二零二三年六月三十日止十八個月期間，而比較財務報表涵蓋截至二零二一年十二月三十一日止十二個月期間。因此，比較金額並非完全可作比較。

持續經營

於二零二三年六月三十日，本集團流動負債淨額約為150,676,000港元。該狀況表明存在重大不明朗因素，可能對本集團持續經營的能力產生重大疑問。

鑒於該等情況，本公司董事（「董事」）於評估本集團是否將擁有充足財務資源以進行持續經營時，已審慎考慮本集團未來流動資金及表現以及其可用融資來源。

綜合財務報表乃按持續經營基準編製。董事認為，經考慮以下各項後，本集團應能夠持續經營：

- (i) 本公司若干／部分董事之財務支持足以撥付本集團之營運資金需求；
- (ii) 預期本集團將保持盈利，且其未來業務營運將繼續產生經營現金流入；及
- (iii) 債權人擬同意以本集團可換股債券償付租賃負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

2. BASIS OF PREPARATION (cont'd)

Going concern (cont'd)

Based on the aforesaid factors, the Directors are satisfied that the Group will have sufficient financial resources to meet all the Group's financial obligations and to sustain the Group's ability to continue as a going concern in the foreseeable future. The Directors are therefore of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the Current Period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2022. HKFRSs comprise HKFRSs; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's consolidated financial statements and amounts reported for the Current Period and Previous Years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention. These consolidated financial statements are presented in Hong Kong Dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

2. 編製基準(續)

持續經營(續)

基於上述因素，董事信納本集團將擁有充足的財務資源，可履行本集團的所有財務責任，並維持本集團於可見將來持續經營的能力。因此，董事認為按持續經營基準編製綜合財務報表乃屬適當。倘本集團未能繼續按持續基準經營，則須對綜合財務報表作出多項調整，以將本集團的資產價值調整至可收回金額，就可能產生的任何進一步負債計提撥備，以及將非流動資產及負債分別重新分類為流動資產及負債。

3. 應用新訂及經修訂香港財務報告準則

於本期間，本集團已採納香港會計師公會頒佈與其營運有關並於二零二二年一月一日開始的會計期間生效的所有新訂及經修訂香港財務報告準則。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團的會計政策、本集團綜合財務報表的呈列及本期間及過往年度的呈報金額出現重大變動。

本集團並未應用已頒佈但尚未生效之新訂香港財務報告準則。本集團已開始評估該等新訂香港財務報告準則之影響，惟尚未確定該等新訂香港財務報告準則會否對其營運業績及財務狀況造成重大影響。

4. 重大會計政策

該等綜合財務報表乃根據香港財務報告準則、香港公認會計原則及聯交所證券上市規則及香港公司條例的適用披露規定編製。

該等綜合財務報表乃根據歷史成本慣例編製。該等綜合財務報表乃按港元(「港元」)呈列，除另有指明外，所有數值均湊整至最接近千位數。

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綜合財務報表附註

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The preparation of these consolidated financial statements in conformity with HKFRSs requires the use of key assumptions and estimates. It also requires the management of the Group (the "Management") to exercise its judgments in the process of applying the accounting policies. The areas involving critical judgments and areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in note 5 to the consolidated financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

4. 重大會計政策 (續)

為遵守香港財務報告準則，編製該等綜合財務報表時須使用主要假設及估計，亦要求本集團管理層（「管理層」）於應用會計政策之過程中作出判斷。有關涉及關鍵判斷之範疇及假設及估計對該等綜合財務報表而言屬重大之範疇，請參閱綜合財務報表附註5之披露。

於編製該等綜合財務報表時應用之重大會計政策列載如下。

綜合入賬

綜合財務報表包括本公司及其附屬公司截至六月三十日止之財務報表。附屬公司是指本集團對其擁有控制權的實體。當本集團承受或享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。當本集團的現有權利賦予其目前掌控有關業務（即大幅影響實體回報的業務）的能力時，則本集團對該實體行使權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有的潛在投票權，以釐定其是否擁有控制權。在持有人能實際行使潛在投票權的情況下，方會考慮其權利。

附屬公司在控制權轉移至本集團之日綜合入賬，而在控制權終止之日起取消綜合入賬。

導致失去控制權之出售附屬公司之收益或虧損為以下兩者之差額：(i)出售代價之公平值加任何保留於該附屬公司之投資之公平值及(ii)本公司分佔該附屬公司資產淨值的部分加該附屬公司餘下任何商譽及任何相關累計外幣換算儲備。

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綜合財務報表附註

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Consolidation (cont'd)

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling interests and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

4. 重大會計政策 (續)

綜合入賬 (續)

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易提供憑證顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出調整，以確保符合本集團所採納之政策。

非控股權益指本公司並非直接或間接應佔之附屬公司權益。非控股權益在綜合財務狀況表及綜合權益變動表的權益下呈列。非控股權益乃於綜合損益表及綜合全面收入表中呈列為非控股權益與本公司擁有人之間年內損益及全面收入總額之分配。

溢利或虧損及其他全面收入各組成部分歸屬於本公司擁有人及非控股權益，即使此舉導致非控股權益出現虧絀結餘。

業務合併及商譽

本集團採用收購法為業務合併中所收購之附屬公司列賬。收購成本乃按所獲資產收購日期之公平值、所發行之權益工具、所產生之負債及或然代價計量。收購相關成本於有關成本產生及接獲服務期間確認為開支。於收購時，附屬公司之可識別資產及負債均按其於收購日期之公平值計量。

收購成本超出本公司分佔附屬公司可識別資產及負債之公平淨值之差額乃列作商譽。本公司分佔可識別資產及負債之公平淨值超出收購成本之任何差額乃於綜合損益表內確認為本公司應佔議價收購之收益。

對於分階段進行之業務合併，先前持有之附屬公司股權按其於收購日期之公平值重新計量，而由此產生之收益或虧損於綜合損益表內確認。公平值會加入至收購成本以計算商譽。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Business combination and goodwill (cont'd)

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy "Impairment of assets" below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

4. 重大會計政策 (續)

業務合併及商譽 (續)

商譽會每年進行減值測試或當事件或情況改變顯示可能出現減值時則更頻繁地進行減值測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與下述會計政策「資產減值」所載之其他資產之計量方法相同。商譽之減值虧損於綜合損益確認，且其後不會撥回。就減值測試而言，商譽被分配至預期將受惠於收購協同效益之現金產生單位。

於附屬公司之非控股權益初步按非控股股東於收購日期應佔該附屬公司可識別資產及負債公平淨值的比例計量。

聯營公司

聯營公司為本集團對其有重大影響力之實體。重大影響力指有權參與實體財務及經營政策之決策，但不控制或共同控制該等政策。於評估本集團是否擁有重大影響力時，會考慮現時是否存在可行使或可轉換之潛在投票權（包括其他實體持有之潛在投票權）及其影響。於評估潛在投票權是否具重大影響力時，並未考慮持有人行使或轉換該投票權之意向及財務能力。

於一間聯營公司之投資以權益法於綜合財務報表列賬，且初步按成本確認。於收購中，聯營公司之可識別資產及負債於收購日期按公平值計量。收購成本超出本集團應佔聯營公司可識別資產及負債之公平淨值之差額列為商譽。商譽計入投資之賬面值，且倘有客觀證據顯示投資已減值，則於各報告期末與投資一併進行減值測試。本集團應佔可識別資產及負債公平淨值超出收購成本之任何差額於綜合損益確認。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Associates (cont'd)

The Group's share of an associate's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's share of the net assets of that associate plus any remaining goodwill relating to that associate and any related accumulated foreign currency translation reserve. If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong Dollars, which is the Company's functional and presentation currency.

4. 重大會計政策 (續)

聯營公司 (續)

本集團應佔聯營公司之收購後溢利或虧損於綜合損益確認，而其應佔收購後儲備變動於綜合儲備內確認。累計收購後變動就投資賬面值作出調整。當本集團應佔聯營公司之虧損相等於或超逾其於聯營公司之權益(包括任何其他無抵押應收款項)時，本集團不會確認進一步虧損，惟其已代表聯營公司承擔責任或付款除外。倘聯營公司其後錄得溢利，則本集團僅於其應佔溢利與未確認之應佔虧損相等後，方會繼續確認其應佔溢利。

導致失去重大影響力之出售一間聯營公司之收益或虧損為以下兩者之差額：(i)出售代價之公平值加任何保留於該聯營公司之投資之公平值及(ii)本集團應佔該聯營公司資產淨值加與該聯營公司有關的任何餘下商譽及任何有關累計外幣換算儲備。倘於聯營公司之投資成為於合營企業之投資，則本集團繼續應用權益法，且不會重新計量保留權益。

本集團與其聯營公司所進行交易之未變現溢利按本集團於聯營公司之權益對銷。除非有關交易提供證據顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，聯營公司之會計政策會作出調整，以確保符合本集團所採納之政策。

外幣換算

(a) 功能及呈列貨幣

本集團各實體財務報表內之項目均以實體經營業務之主要經濟環境之貨幣(「功能貨幣」)計算。綜合財務報表以港元列賬，其為本公司之功能和呈列貨幣。

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綜合財務報表附註

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Foreign currency translation (cont'd)

(b) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(c) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- (i) Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- (iii) All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

4. 重大會計政策 (續)

外幣換算 (續)

(b) 各實體財務報表內之交易及結餘

外幣交易於初始確認時按交易日之現行匯率換算為功能貨幣。以外幣計值之貨幣資產及負債按各報告期末之匯率換算。該換算政策所產生之收益及虧損於損益確認。

按公平值計量及以外幣計值之非貨幣項目乃按釐定公平值當日之匯率換算。

當非貨幣項目之收益或虧損於其他全面收入確認時，該收益或虧損之任何匯兌部分於其他全面收入確認。當非貨幣項目之收益或虧損於損益確認時，該收益或虧損之任何匯兌部分於損益確認。

(c) 於綜合入賬時兌換

功能貨幣有別於本公司呈列貨幣的所有集團實體的業績及財務狀況乃按下列方式兌換為本公司的呈列貨幣：

- (i) 所呈列各財務狀況表內的資產及負債乃按該財務狀況表日期的收市匯率兌換；
- (ii) 收入及開支乃按平均匯率兌換 (除非該平均值並非該等交易日期當時匯率的累計影響的合理約數，在此情況下收入及開支則按交易日期的匯率兌換)；及
- (iii) 所有導致的匯兌差額乃於外幣換算儲備中確認。

於綜合入賬時，兌換海外實體的投資淨額及借貸時產生的匯兌差額乃於外幣換算儲備中確認。當出售海外業務時，有關匯兌差額乃於綜合損益內確認為出售時的收益或虧損之一部份。

收購海外實體所產生之商譽及公平值調整視作海外實體之資產及負債處理，並會按收市匯率換算。

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4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property, plant and equipment

Property, plant and equipment, are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements	20%-33%
Motor vehicles and trucks	6%-25%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Buildings	over the lease term of 3 to 10 years
Motor vehicles and trucks	over the lease term of 5 years

4. 重大會計政策 (續)

物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列賬。物業、廠房及設備項目之成本包括其購買價及任何將資產達至現有運作狀況及運往現址作擬定用途之直接應佔成本。

僅於有關項目的未來經濟利益有極可能會流入本集團而該項目成本能可靠計量時，後續成本方會計入資產賬面值中，或確認為個別資產（視適用情況而定）。所有其他維修及保養於產生期間在損益確認。

物業、廠房及設備折舊乃按足以在其估計可使用年期內撇銷其成本減剩餘價值的比率以直線法計算。主要年率如下：

租賃物業裝修	20%-33%
汽車及貨車	6%-25%

於各報告期末均會檢討及調整剩餘價值、可使用年期及折舊方法（如適用）。

出售物業、廠房及設備的收益或虧損乃銷售所得淨額及有關資產的賬面值之間的差額，並於損益確認。

租賃

本集團作為承租人

租賃於本集團可取用租賃資產時確認為使用權資產及相關租賃負債。使用權資產按成本減累計折舊及減值虧損列賬。使用權資產按於資產可使用年期及租期兩者中之較短者以直線法撇銷其成本的利率計算折舊。主要年利率如下：

樓宇	租期為3至10年
汽車及貨車	租期為5年

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4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Leases (cont'd)

The Group as lessee (cont'd)

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000 (approximately equivalent to HK\$39,000).

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in the profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified as financial assets at amortised cost.

4. 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產乃按成本(包括初步計量租賃負債金額、預付租賃款項、初步直接成本及恢復成本)計量。倘有關利率或本集團的遞增借貸利率可予確定，租賃負債包括使用租約內所述利率貼現的租賃款項現值淨額。各租賃款項於負債與融資成本之間作出分配。融資成本於租期內在損益內扣除，以使租賃負債餘額的息率固定。

與短期租賃及低價值資產租賃相關的付款於租期內以直線法在損益內確認為開支。短期租賃乃初步租期為12個月或少於12個月的租賃。低價值資產為價值低於5,000美元(相當於約39,000港元)的資產。

確認及終止確認金融工具

倘本集團乃金融工具合約條款之訂約方，則金融資產及金融負債於財務狀況表確認。

倘收取資產現金流量之已訂約權利屆滿，或本集團轉讓資產擁有權之絕大部分風險及回報，或本集團既無轉讓亦不保留資產擁有權之絕大部分風險及回報但不保留資產之控制權，則終止確認金融資產。終止確認一項金融資產時，資產賬面值與已收代價總額之差額於損益內確認。

倘相關合約訂明之責任解除、註銷或失效，則終止確認金融負債。已終止確認金融負債賬面值與已付代價之差額於損益內確認。

金融資產

對於有關購買或出售金融資產之合約，倘其條款要求在相關市場中設定的時間內交付該項資產，則有關資產會按交易日基準進行確認及終止確認，並初始按公平值加直接應佔交易成本確認，惟按公平值計入損益之投資則除外。收購按公平值計入損益的投資直接應佔的交易成本即時於損益中確認。

本集團金融資產分類為按攤銷成本計量之金融資產。

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4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets (cont'd)

Financial assets at amortised cost

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument (“lifetime expected credit losses”) for trade receivables or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management are also included as a component of cash and cash equivalents.

4. 重大會計政策 (續)

金融資產 (續)

按攤銷成本計量之金融資產

倘金融資產 (包括應收貿易款及其他應收款項) 同時滿足以下條件，則分類為此類別項下：

- 業務模式內持有資產，其目的在於持有資產以收取合約現金流量；及
- 資產的合約期限於特定日期產生現金流量，而現金流量僅為未償還本金的本金及利息付款。

其後使用實際利率法按攤銷成本減去預期信貸虧損之虧損撥備計量金融資產。

預期信貸虧損的虧損撥備

本集團就按攤銷成本計量之金融資產的預期信貸虧損確認虧損撥備。預期信貸虧損為信貸虧損的加權平均值，相應的違約風險以權重形式出現。

於各報告期末，本集團按相等於該金融工具預計年期內所有可能發生的違約事件導致的應收貿易款預期信貸虧損 (「全期預期信貸虧損」)，或該金融工具的信貸風險自初始確認以來大幅增加的金額計量金融工具的虧損撥備。

倘於報告期末，金融工具 (應收貿易款除外) 的信貸風險自初始確認以來並無顯著增加，則本集團按相當於該金融工具於報告期後12個月內可能發生的違約事件導致的全期預期信貸虧損部分的金額計量該金融工具的虧損撥備。

預期信貸虧損金額或旨在將報告期末之虧損撥備調整至所需金額而撥回的金額於損益確認為減值收益或虧損。

現金及等同現金項目

就現金流量表而言，現金及等同現金項目指銀行及手頭上的現金、銀行及其他金融機構之活期存款、可轉為已知數量之現金及沒有明顯變值風險之短期高流動性投資。銀行透支應要求償還並構成本集團現金管理之主要部份，亦計入現金及等同現金項目之內。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Convertible bonds

Convertible bonds which entitle the holder to convert the loans into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consisting of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The fair value of any derivative features embedded in the compound instruments is included in the liability component. The difference between the proceeds of issue of the convertible bonds and the fair values assigned to the liability component, representing the embedded option for the holder to convert the loans into equity of the Group, is included in equity as capital reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption.

If the identifiable consideration received by the Group appears to be less than the fair value of the convertible loans issued, the Group measures the unidentifiable services received (to be received) as the difference between the fair value of the convertible loans issued and that of the identifiable consideration received, and the difference is recognised in profit or loss.

Transaction costs are apportioned between the liability and equity components of the convertible loans based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

4. 重大會計政策(續)

金融負債及權益工具

金融負債及權益工具乃根據所訂立合約安排之內容，及香港財務報告準則中金融負債和權益工具之定義予以分類。權益工具為可證明於本集團資產之剩餘權益經扣除其所有負債後之任何合約。就特定金融負債及權益工具採納之會計政策載列如下。

借貸

借貸初始按公平值扣除所產生交易成本確認為，其後則採用實際利率法按攤銷成本計量。

借貸被分類為流動負債，惟本集團有權無條件地遞延清償負債至報告期後至少十二個月則除外。

可換股債券

賦予持有人權利按固定轉換價將貸款轉換為固定數目權益工具之可換股債券被視為由負債及權益部分組成之複合工具。於發行日期，負債部分之公平值使用類似不可轉換債務之當前市場利率估計。嵌入複合工具之任何衍生特徵的公平值計入負債組成部分。發行可換股債券之所得款項與分派至負債部分之公平值之差額指持有人可轉換貸款為本集團權益之嵌入期權，乃計入權益作為資本儲備。負債部分使用實際利率法按攤銷成本列賬為負債，直至轉換或贖回方予註銷。

倘本集團收取之可識別代價似乎低於已發行可換股貸款之公平值，則本集團按已發行可換股貸款之公平值與已收取可識別代價之公平值之間的差額計量已收取(將收取)之無法識別服務，而有關差額於損益內確認。

交易成本乃根據可換股貸款負債及權益部分於發行日期之相關賬面值按比例分配。分配至權益部分者直接於權益扣除。

應付貿易款及其他應付款項

應付貿易款及其他應付款項初始按其公平值列賬，並於其後採用實際利率法按攤銷成本計量，除非貼現之影響輕微，則在此情況下按成本列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

Other revenue

Interest income is recognised on a time-proportion basis using the effective interest method.

Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

4. 重大會計政策 (續)

權益工具

由本公司所發行的權益工具乃按收取的所得款項減直接發行成本列賬。

來自客戶合約的收益

收益乃根據與客戶訂立的合約所指明的代價參考慣常業務慣例計量，並不包括代表第三方收取的金額。對於客戶付款及轉移協定產品或服務期間超過一年的合約，代價就重大融資部分的影響進行調整。

本集團於完成向客戶轉讓產品或服務控制權的履約責任時確認收益。視乎合約條款及有關合約適用的法例，履約責任可隨時間或於某個時間點完成。倘屬以下情況，履約責任則可隨時間內達成：

- 客戶同時即取得並消耗本集團履約所提供的經濟利益；
- 本集團的履約行為創造或提升客戶於創造或提升資產時已控制的資產；或
- 本集團的履約行為並無創造對本集團而言有其他用途的資產，且本集團擁有就迄今為止已完成的履約行為獲付款的可強制執行權利。

倘履約責任於一段時間內完成，則收益乃經參考已完成履約責任的進度確認。否則，收益於客戶取得產品或服務控制權的時間點確認。

其他收益

利息收入使用實際利息法按時間比例基準確認。

僱員福利

(a) 僱員應享假期

僱員可享有之年假及長期服務假期乃在其權利產生時確認。本集團為截至報告期末因僱員已提供之服務而產生之年假及長期服務假期之估計負債作出撥備。

僱員之病假及產假直至僱員正式休假時方予確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Employee benefits (cont'd)

(b) Pension obligations

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme ("MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on 5% of the employees' relevant income, subject to a ceiling of monthly relevant income of HK\$30,000 and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The Group also participates in a defined contribution retirement scheme organised by the government in the People's Republic of China (the "PRC"). The Group is required to contribute a specific percentage of the payroll of its employees to the retirement scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the retirement scheme. No forfeited contributions may be used by the employers to reduce the existing level of contributions.

(c) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees 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 straight-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.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

4. 重大會計政策 (續)

僱員福利 (續)

(b) 退休金責任

本集團根據強制性公積金計劃條例，為合資格參與強積金計劃之僱員設立一項界定供款之強制性公積金退休福利計劃（「強積金計劃」）。供款按僱員相關收入的5%作出，上限為每月相關收入30,000港元，並根據強積金計劃之規則於應予支付時在損益內扣除。強積金計劃之資產與本集團的其他資產分開處理，由一獨立管理之基金持有。在向強積金計劃供款時，本集團僱主供款將全數歸屬於僱員所有。

本集團亦參與中華人民共和國（「中國」）政府組織之一項界定供款退休計劃。本集團須按指定比例之僱員薪金向退休計劃供款。該等供款於其根據退休計劃規定應付時於損益內扣除。僱主不可使用沒收供款以降低現有供款水平。

(c) 離職福利

離職福利於本集團不再取消提供該等福利，或本集團確認重組成本並涉及支付離職福利時（以較早者為準）確認。

股份付款

本集團向若干董事、僱員及顧問作出以權益結算之股份付款。

向董事及僱員作出之以權益結算之股份付款乃按權益工具於授出日期之公平值計量（不包括非以市場為基礎之歸屬條件之影響）。按以權益結算之股份付款授出日期釐定之公平值，乃根據本集團對最終將歸屬的股份之估計，於歸屬期內以直線法支銷，並就非以市場為基礎之歸屬條件之影響作出調整。

向顧問作出之以權益結算並以股份為基礎之付款乃按所提供服務的公平值計量，或倘所提供服務的公平值未能可靠地計量，則按已授出權益工具的公平值計量。公平值乃於本集團接獲服務當日計量，並確認為開支。

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綜合財務報表附註

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

4. 重大會計政策 (續)

借貸成本

直接源自收購、建造或生產合資格資產，而有關資產需要一段長時間方可供作擬定用途或出售的借貸成本，會撥充該等資產成本部分，直至該資產大致上可供作擬定用途或出售為止。尚未用於合資格資產的特定借貸作短期投資賺取的投資收入，會於合資格資本化的借貸成本中扣除。

對於一般性借入資金用於獲取一項合資格的資產，可予資本化的借貸成本乃以在該資產的支出應用一個資本化比率釐定。資本化比率為期內適用於本集團尚未償還借貸（用於獲取一項合資格的資產的借貸除外）的借貸成本的加權平均值。

所有其他借貸成本乃於其產生期間在損益中確認。

稅項

所得稅為即期稅項與遞延稅項的總和。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利與損益中所確認的溢利不同，因應課稅溢利不包括在其他年度應課稅或可扣稅收入或開支項目，而且不包括永遠毋須課稅或不可扣稅項目。本集團的即期稅項負債乃按報告期末之前已頒佈或實質已頒佈的稅率計算。

遞延稅項乃就財務報表中資產及負債的賬面值與用作計算應課稅溢利的相應稅基間的差額確認。遞延稅項負債通常會就所有應課稅暫時性差額確認，遞延稅項資產僅於很可能出現可動用可扣稅暫時性差額、未使用稅項虧損或未使用稅項抵免的應課稅溢利時方予以確認。於一項交易中，倘因商譽或其他資產及負債之初始確認（業務合併除外）而產生暫時性差額，且不影响應課稅溢利及會計溢利時，則該等資產及負債不會予以確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Taxation (cont'd)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. 重大會計政策 (續)

稅項 (續)

遞延稅項負債乃就投資於附屬公司及聯營公司而產生的應課稅暫時性差額予以確認，惟倘本集團能控制撥回暫時性差額以及暫時性差額在可見將來很可能不會被撥回則作別論。

遞延稅項資產之賬面值會於各報告期末檢討，並以不再可能有足夠應課稅溢利以收回全部或部分資產為限予以調減。

遞延稅項乃以報告期末之前已頒佈或實質已頒佈之稅率為基礎，按預期在清償負債或變現資產期間應用之稅率計量。遞延稅項會於損益中確認，惟遞延稅項與已於其他全面收入中或直接於權益中確認的項目相關者則除外，在此情況下，遞延稅項亦會於其他全面收入中或直接於權益中確認。

遞延稅項資產及負債之計量反映本集團於報告期末預計收回或結算其資產及負債賬面值之方式而引致之稅務後果。

倘存在法律上可強制執行之權利以抵銷即期稅項資產與即期稅項負債，而其與同一稅務機關繳收之所得稅相關，且本集團擬按淨值基準清償即期稅項資產及負債，則會抵銷遞延稅項資產與負債。

分部呈報

經營分部及於財務報表呈報之各分部項目之金額乃識別自就分配資源及評估本集團各業務範圍之表現而定期向本集團最高行政管理人員提供之財務資料。

本集團並未就財務呈報目的匯總個別重大之經營分部，惟該等分部具有類似經濟特徵及於產品及服務性質、生產流程性質、客戶類型或分類、分派產品或提供服務之方法以及監管環境性質方面相似則除外。倘非個別重大之經營分部符合上述大部分標準，則可予以匯總。

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For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Related parties

A related party is a person or entity that is related to the Group.

(A) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Company or of a parent of the Company.

(B) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

4. 重大會計政策 (續)

關聯方

關聯方為與本集團有關聯之人士或實體。

(A) 在下列情況下，有關人士或其家族之近親與本集團有關聯：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 為本公司或本公司母公司之主要管理人員。

(B) 倘任何以下情況適用，則有關實體與本集團有關聯：

- (i) 有關實體與本公司屬同一集團之成員公司（即各自之母公司、附屬公司及同系附屬公司與另一方互有關聯）。
- (ii) 一間實體為另一實體之聯營公司或合營企業（或另一實體為成員公司之集團之成員公司之聯營公司或合營企業）。
- (iii) 兩間實體均為同一第三方之合營企業。
- (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
- (v) 有關實體為本集團或與本集團有關聯之實體之僱員福利之退休福利計劃。倘本集團本身為有關計劃，則提供資助之僱主亦與本集團有關聯。
- (vi) 有關實體受第(A)項所指人士控制或受共同控制。
- (vii) 第(A)(i)所指人士對實體有重大影響力或屬有關實體（或有關實體之母公司）主要管理人員。
- (viii) 該實體或其為組成部分之集團之任何成員公司向本公司或本公司之母公司提供主要管理人員服務。

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4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Impairment of assets

Intangible assets that have an indefinite useful life or not yet available for use are reviewed annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

4. 重大會計政策 (續)

資產減值

對擁有無限可使用年期的無形資產及尚未使用的無形資產會每年進行審閱，亦會於有發生某事件或情況之變動顯示賬面值或無法收回時進行審閱，以判斷是否須予減值。

於各報告期末，本集團須審閱其有形及無形資產（應收款項除外）之賬面值，以確定是否有任何跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則估計有關資產之可收回金額，以釐定減值虧損的幅度。當不可能估計個別資產之可收回金額時，本集團會估計該資產所屬現金產生單位之可收回金額。

可收回金額為公平值減出售成本後之金額與使用價值兩者中之較高者。於評估使用價值時，乃使用可反映現時市場對貨幣時間價值之評估及該資產特有風險之除稅前貼現率，將估計未來現金流量貼現至其現值。

倘某項資產或某現金產生單位之可收回金額估計低於其賬面值，則該項資產或該現金產生單位之賬面值須削減至其可收回金額。減值虧損即時於損益中確認，除非有關資產乃按重估金額列賬則除外，在該情況下，減值虧損會作重估減少處理。

倘日後撥回減值虧損，有關資產或現金產生單位之賬面值須增至其經重新估計之可收回金額，惟增加之賬面值不得超出倘有關資產或現金產生單位並無於過往年度確認任何減值虧損而應釐定（扣除攤銷或折舊後）之賬面值。減值虧損撥回即時於損益中確認，惟倘有關資產按重估金額列賬，則減值虧損撥回會作重估增加處理。

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4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements.

4. 重大會計政策 (續)

撥備及或然負債

倘本集團因過往事件負上現有法律或推定責任，而有關責任很可能需要以經濟利益流出清償，且能作出可靠估計時，則會就未有確定時間或金額的負債確認撥備。倘貨幣時間價值屬重大，撥備會以清償責任預期所需支出的現值列賬。

倘需要流出經濟利益的可能性不大，或未能可靠估計有關金額，則除非流出經濟利益的可能性極微，否則有關責任將列作或然負債披露。須視乎某宗或多宗未來事件是否發生才能確定潛在責任存在與否，其亦會披露為或然負債，除非經濟利益流出的可能性極微則作別論。

報告期後事項

提供本集團於報告期末之業務狀況的額外資料或顯示持續經營假設並不適當的報告期後事項為調整事項，並於綜合財務報表內反映。倘並非調整事項的報告期後事項屬重大，則於綜合財務報表附註內披露。

5. 重大判斷及主要估計

編製本集團之綜合財務報表時，管理層須作出會影響收益、開支、資產及負債之報告金額及其隨附之披露資料，以及或然負債之披露資料之判斷、估計及假設。由於有關假設及估計涉及不明朗因素，故可導致須就未來受影響之資產或負債賬面值作出重大調整。

應用會計政策時所用重大判斷

於應用會計政策的過程中，董事已作出對綜合財務報表中所確認金額產生最為重大影響之以下判斷。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(cont'd)

Critical judgements in applying accounting policies (cont'd)

(a) Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon i) financial support from the directors at a level sufficient to finance the working capital requirements of the Group; ii) the Group is expected to remain profitable and continue to generate operating cash inflows from its future business operations; and iii) the creditors intentionally agreed to settle the lease liabilities by convertible bonds of the Group. Details are explained in note 2 to the consolidated financial statements.

(b) Consolidation of entity of less than 50% equity interest

Although the Group owns less than 50% of the equity interest in 北京天馬通馳旅遊客運有限公司 (“TMTC Travel”), 天馬通馳旅遊 is treated as a subsidiary because the Group is able to control the relevant activities of TMTC Travel as a result of the shareholders' agreement between the Group and the other shareholder of TMTC Travel.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

(a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(b) Impairment of trade receivables, prepayments, deposits and other receivables

The Group makes impairment loss on trade receivables, prepayments, deposits and other receivables based on assessments of the recoverability of the trade receivables, prepayments, deposits and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgments and estimates.

5. 重大判斷及主要估計 (續)

應用會計政策時所用重大判斷 (續)

(a) 持續經營基準

該等綜合財務報表已根據持續經營基準編製，其有效性視乎i)董事之財務支持足以撥付本集團之營運資金需求；ii)預期本集團將保持盈利，且其未來業務營運將繼續產生經營現金流入；及iii)債權人擬同意以本集團可換股債券償付租賃負債。詳情解釋載於綜合財務報表附註2。

(b) 合併股權少於50%的實體

儘管本集團於北京天馬通馳旅遊客運有限公司 (「天馬通馳旅遊」) 擁有之股權少於50%，但由於本集團因其與天馬通馳旅遊其他股東訂立之股東協議而能夠控制天馬通馳旅遊相關活動，因此天馬通馳旅遊被視為附屬公司。

估計不明朗因素之主要來源

於報告期末，有極大風險導致下一個財政年度內資產與負債賬面值出現重大調整之有關未來之主要假設及估計不明朗因素之其他主要來源均於下文論述。

(a) 物業、廠房及設備以及折舊

本集團就本集團之物業、廠房及設備釐定估計可使用年期、剩餘價值及有關折舊開支。該估計乃基於有關具備類似性質及功能之物業、廠房及設備之實際可使用年期及剩餘價值之過往經驗。倘可使用年期及剩餘價值與先前之估計出現差異，本集團將修訂折舊開支，或其將撇銷或撇減已放棄或出售之技術過時或非策略性資產。

(b) 應收貿易款、預付款項、按金及其他應收款項減值

本集團按照應收貿易款、預付款項、按金及其他應收款項之可收回程度評估作出應收貿易款、預付款項、按金及其他應收款項減值虧損，包括各債務人當時之信譽及過往收款記錄。倘事件或情況有變顯示可能未能收回餘額，則會出現減值。識別呆壞賬需要使用判斷及估計。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(cont'd)

Key sources of estimation uncertainty (cont'd)

(c) Impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the present value of estimated future cash flows. Where the future cash flows are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of future estimate cash flows, a material impairment loss may arise.

(d) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at the end of the reporting period was HK\$10,685,000.

(e) Current income tax

Judgment is required in determining the provision for taxation. There are many transactions and calculation for which the ultimate tax determination is uncertain during the original course of business. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact on the current income tax in the periods in which the differences arise.

6. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has only one reportable operating segment of car rental and shuttle bus services for the period from 1 January 2022 to 30 June 2023 and year ended 31 December 2021.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that interest and other income, finance costs and unallocated corporate expenses are excluded from such measurement.

Segment assets exclude cash and cash equivalents and other unallocated corporate assets as these assets are managed on a group basis.

5. 重大判斷及主要估計 (續)

估計不明朗因素之主要來源 (續)

(c) 物業、廠房及設備以及使用權資產減值

於有事件或情況變動顯示資產賬面值超過其可收回金額時，則對物業、廠房及設備以及使用權資產進行減值檢討。可收回金額乃經參考估計未來現金流量之現值而釐定。倘未來現金流量低於預期或存在不利事件及事實及情況改變導致修訂未來估計現金流量，則可能產生重大減值虧損。

(d) 商譽減值

釐定商譽是否減值需估計獲分配商譽之現金產生單位之使用價值。使用價值計算要求本集團估計預期將自現金產生單位產生之未來現金流量以及適用貼現率以計算現值。於報告期末，商譽之賬面值為10,685,000港元。

(e) 即期所得稅

釐定稅項撥備時須作出判斷，惟在日常業務過程中有許多交易及計算的最終稅項釐定並不確定。倘此等事宜的最終稅務結果與原本記錄的數額有所差異，該等差額將影響出現差額期間的即期所得稅。

6. 經營分部資料

就管理而言，本集團根據其產品及服務劃分為業務單位，而於二零二二年一月一日至二零二三年六月三十日期間及截至二零二一年十二月三十一日止年度僅擁有一個可呈報經營分部，即汽車租賃及通勤巴士服務。

管理層另行監察本集團經營分部的業績，以作出有關資源分配及表現評估的決策。分部表現乃根據可呈報分部溢利／(虧損)評估，而可呈報分部溢利／(虧損)為經調整除稅前溢利／(虧損)的計量。經調整除稅前溢利／(虧損)之計量與本集團除稅前溢利／(虧損)之計量一致，惟有關計量不包括利息及其他收入、融資成本及未分配公司開支。

分部資產不包括現金及等同現金項目以及其他未分配公司資產，因為該等資產乃按組別基準管理。

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6. OPERATING SEGMENT INFORMATION (cont'd)

Segment liabilities exclude borrowings, tax payable and other unallocated corporate liabilities as these liabilities are managed on a group basis.

During the period from 1 January 2022 to 30 June 2023 and year ended 31 December 2021, there were no inter-segment sales.

- (a) The Group has only one operating segment of provision of car rental and shuttle bus services. Information about reportable segment profit or loss, assets and liabilities are as follow:

6. 經營分部資料 (續)

分部負債不包括借貸、應付稅項及其他未分配公司負債，因為該等負債乃按組別基準管理。

於二零二二年一月一日至二零二三年六月三十日期間及截至二零二一年十二月三十一日止年度，概無分部間銷售。

- (a) 本集團僅擁有一個經營分部：提供汽車租賃及通勤巴士服務。可呈報分部損益、資產及負債的資料如下：

		1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一 止年度 HK\$'000 千港元
Revenue from external customers	源於外界客戶之收益	116,293	142,814
Segment result	分部業績	(42,873)	13,569
Interest income on bank deposits	銀行存款之利息收入	622	8
Other income	其他收入	331,208	86,173
Impairment losses on various assets	多項資產減值虧損	(94,977)	(5,128)
Unallocated expenses	未分配開支	(35,180)	(12,522)
Profit from operations	經營溢利	158,800	82,100
Finance cost	融資成本	(12,630)	(20,697)
Share of loss of associates	分佔聯營公司虧損	(201)	-
Gain on disposal of subsidiaries	出售附屬公司收益	37,660	-
Profit before tax	除稅前溢利	183,629	61,403
Income tax expense	所得稅開支	(1,546)	(2,792)
Profit for the period/year	期/年內溢利	182,083	58,611
Depreciation and amortisation	折舊及攤銷	28,194	24,437
		As at 30 June 2023 於二零二三年 六月三十日	As at 31 December 2021 於二零二一年 十二月三十一日
Segment assets	分部資產	128,490	302,673
Unallocated assets	未分配資產	216,653	11,867
		345,143	314,540
Segment liabilities	分部負債	276,944	360,183
Unallocated liabilities	未分配負債	38,550	424,804
		315,494	784,987

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6. OPERATING SEGMENT INFORMATION (cont'd)

(b) Geographical information:

The Group's revenue analysed by geographical location and information about its non-current assets by geographical location are detailed below:

	Revenue		Non-current assets	
	收益		非流動資產	
	1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 HK\$'000 千港元	As at 於 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	31 December 2021 二零二一年 十二月三十一日 HK\$'000 千港元
PRC 中國	116,293	142,814	180,851	227,418

In presenting the geographical information, revenue is based on the locations of the customers.

呈列地區資料時，收益乃根據客戶所在地區劃分。

(c) Information about major customers

Revenue from major customers, each of whom accounted for 10% or more of the total revenue is set out below:

(c) 主要客戶資料

來自個別佔總收益10%或以上的主要客戶的收益載列如下：

	1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 HK\$'000 千港元
Customer A 客戶A	N/A 不適用	20,900
Customer B 客戶B	13,785	21,766
Customer C 客戶C	16,267	N/A 不適用

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7. REVENUE

The principal activities of the Group are provision of car rental and shuttle bus services. All revenue generated by the Group were derived from the PRC and recognised at a point in time.

Revenue representing the amounts received and receivable by the Group from business income, services rendered to customers, net of discounts, returns and sales related taxes are as follows:

	1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 HK\$'000 千港元
Car rental and shuttle bus services income 汽車租賃及通勤巴士服務	116,293	142,814

Car rental and shuttle bus services income

The Group provides car rental and shuttle bus services to the customers. Service income is recognised when service is rendered.

7. 收益

本集團的主要業務為提供汽車租賃及通勤巴士服務。本集團產生的全部收益均來自中國且於某一時間點確認。

收益指本集團自業務收入、向客戶提供服務已收及應收的金額(扣除折讓、返利及銷售相關稅項)，如下所示：

	1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 HK\$'000 千港元
汽車租賃及通勤巴士服務收入	116,293	142,814

汽車租賃及通勤巴士服務收入

本集團向客戶提供汽車租賃及通勤巴士服務。服務收入於提供服務時確認。

8. OTHER INCOME

	1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 HK\$'000 千港元
Bank interest income 銀行利息收入	622	8
Gain on debt restructuring (note) 債務重組收益(附註)	328,461	-
Gain on disposal of property, plant and equipment 出售物業、廠房及設備之收益	2,267	-
Gain on a waiver of other loan 豁免其他貸款之收益	-	85,786
Sundry income 雜項收入	480	387
	331,830	86,181

Note: The gain on debt restructuring represents the aggregate amount of outstanding debt owed by the Company settled under the debt restructuring after haircut from the creditors and finance costs related to such outstanding loan incurred, less (i) the cash settlement paid to the creditors; and (ii) fair value of creditors shares issued by the Company. Details of the debt restructuring were disclosed in circular of the Company dated 31 December 2021.

8. 其他收入

	1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 HK\$'000 千港元
銀行利息收入	622	8
債務重組收益(附註)	328,461	-
出售物業、廠房及設備之收益	2,267	-
豁免其他貸款之收益	-	85,786
雜項收入	480	387
	331,830	86,181

附註：債務重組收益指本公司根據債務重組償付經債權人扣減後結欠的尚未償還債務總額及與該等尚未償還貸款相關的融資成本，減(i)支付債權人的現金結算；及(ii)本公司發行的債權人股份的公平值。債務重組詳情披露於本公司日期為二零二一年十二月三十一日的通函。

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9. FINANCE COST

9. 融資成本

		1 January 2022 to 30 June 2023	Year ended 31 December 2021
		二零二二年 一月一日至 二零二三年 六月三十日	截至 二零二一年 十二月三十一日 止年度
		HK\$'000	HK\$'000
		千港元	千港元
Bank charges	銀行費用	13	22
Interest expenses on borrowings	借貸之利息開支		
– interest on convertible bonds	– 可換股債券之利息	899	5,393
– interest on non-convertible bonds	– 不可換股債券之利息	905	5,430
– interest on lease liabilities	– 租賃負債利息	8,753	9,358
– interest on bank borrowings	– 銀行借貸之利息	83	273
– interest on other borrowings	– 其他借貸之利息	1,977	221
		12,630	20,697

10. INCOME TAX EXPENSE

10. 所得稅開支

		1 January 2022 to 30 June 2023	Year ended 31 December 2021
		二零二二年 一月一日至 二零二三年 六月三十日	截至 二零二一年 十二月三十一日 止年度
		HK\$'000	HK\$'000
		千港元	千港元
Current tax – Hong Kong Profits Tax	即期稅項 – 香港利得稅		
Provision for the period/year	期/年內撥備	–	–
Current tax – the PRC Enterprise Income Tax	即期稅項 – 中國企業所得稅		
Provision for the period/year	期/年內撥備	–	2,792
Deferred tax	遞延稅項	1,546	–
		1,546	2,792

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10. INCOME TAX EXPENSE (cont'd)

Hong Kong Profits Tax is calculated at the rate of 16.5% (year ended 31 December 2021: 16.5%) on the estimated assessable profits arising in Hong Kong during the period.

Under the Law of the PRC on Enterprise Income Tax, the applicable income tax rate of the Group's subsidiaries in the PRC is 25% (year ended 31 December 2021: 25%).

The reconciliation between the income tax and profit before tax multiplied by the Hong Kong profits tax rate is as follows:

10. 所得稅開支 (續)

香港利得稅乃按期內於香港產生之估計應課稅溢利以稅率16.5% (截至二零二一年十二月三十一日止年度：16.5%) 計算。

根據中國企業所得稅法，本集團位於中國之附屬公司之適用所得稅稅率為25% (截至二零二一年十二月三十一日止年度：25%)。

所得稅與除稅前溢利乘以香港利得稅率之對賬如下：

		1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 HK\$'000 千港元
Profit before tax	除稅前溢利	183,629	61,403
Tax at the domestic income tax rate of 16.5% (year ended 31 December 2021: 16.5%)	按本地所得稅稅率16.5% (截至二零二一年十二月三十一日止年度：16.5%) 計算之稅項	30,299	10,131
Effect of different tax rates of subsidiaries operating in the PRC	於中國營運附屬公司不同稅率之影響	(12,270)	7,119
Income not subject to tax	毋須繳稅收入	(60,392)	(21,446)
Expenses not deductible for tax	不可扣稅開支	29,507	1,469
Tax losses not recognised	未確認稅項虧損	14,402	5,519
		1,546	2,792

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For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

11. PROFIT FOR THE PERIOD/YEAR

The Group's profit for the period/year is stated after charging the following:

11. 期／年內溢利

本集團期／年內溢利經扣除下列各項後列示：

		1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 HK\$'000 千港元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	18,657	17,806
Auditor's remuneration	核數師酬金	930	1,268
Depreciation of right-of-use assets	使用權資產折舊	9,414	6,631
Amortisation of intangible assets	無形資產攤銷	123	-
Impairment on trade receivables	應收貿易款減值	10,081	2,804
Impairment on other receivables	其他應收款項減值	3,118	2,324
Impairment on goodwill	商譽減值	23,920	-
Impairment on property, plant and equipment	物業、廠房及設備減值	38,832	-
Impairment on right-of-use assets	使用權資產減值	19,026	-
Staff costs (including Directors' remuneration):	員工成本 (包括董事薪酬) :		
– salaries, bonuses and allowances	– 薪金、花紅及津貼	68,817	48,955
– retirement benefits scheme contributions	– 退休福利計劃供款	13,552	9,783
		82,369	58,738

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綜合財務報表附註

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

12. DIRECTORS' EMOLUMENTS

Directors' remuneration for the period/year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

(a) Directors' emoluments

		Period from 1 January 2022 to 30 June 2023 二零二二年一月一日至二零二三年六月三十日期間				
		Fees	Salaries and allowances	Equity-settled share option expenses	Retirement benefit contributions	Total
		袍金	薪金及津貼	以權益結算 購股權開支	退休福利 計劃供款	總計
Note 附註		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors 執行董事						
	Ji Kaiping 紀開平	1,800	435	-	-	2,235
	Guo Peiyuan 郭培遠	1,620	477	-	56	2,153
	Mao Na 毛娜	883	-	-	-	883
	Qiu Keshan 丘可山	883	-	-	-	883
	Ma Wenjing 馬文靜	823	-	-	-	823
Non-executive director 非執行董事						
	An Jingwen 安景文	450	-	-	-	450
Independent non-executive directors 獨立非執行董事						
	Li Wen 李文	270	-	-	-	270
	Qiu Ke 邱克	270	-	-	-	270
	Chen Yen Yung 陳燕雲	450	-	-	-	450
		7,449	912	-	56	8,417

12. 董事酬金

須根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露之期/年內董事酬金如下：

(a) 董事酬金

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12. DIRECTORS' EMOLUMENTS (cont'd)

(a) Directors' emoluments (cont'd)

12. 董事酬金 (續)

(a) 董事酬金 (續)

		Year ended 31 December 2021 截至二零二一年十二月三十一日止年度				
		Fees	Salaries and allowances	Equity-settled share option expenses 以權益結算購股權開支	Retirement benefit scheme contributions 退休福利計劃供款	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Executive directors	執行董事					
Ji Kaiping	紀開平	1,200	306	-	-	1,506
Guo Peiyuan	郭培遠	1,080	335	-	24	1,439
Non-executive director	非執行董事					
An Jingwen	安景文	300	-	-	-	300
Independent non-executive directors	獨立非執行董事					
Li Wen	李文	180	-	-	-	180
Qiu Ke	邱克	180	-	-	-	180
Chen Yen Yung	陳燕雲	300	-	-	-	300
		3,240	641	-	24	3,905

Notes

- Mao Na and Qiu Keshan were appointed as executive directors of the Company on 8 April 2022.
- Ma Wenjing was appointed as the executive director of the Company on 8 April 2022 and resigned on 30 May 2023.

There was no arrangement under which a director waived or agreed to waive any remuneration in respect of the period from 1 January 2022 to 30 June 2023 and year ended 31 December 2021.

附註

- 毛娜及丘可山於二零二二年四月八日獲委任為本公司執行董事。
- 馬文靜於二零二二年四月八日獲委任為本公司執行董事並於二零二三年五月三十日辭任。

於二零二二年一月一日至二零二三年六月三十日期間及截至二零二一年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金之安排。

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12. DIRECTORS' EMOLUMENTS (cont'd)

(b) Five highest paid individuals

The five highest paid individuals in the Group during the period from 1 January 2022 to 30 June 2023 included 4 (year ended 31 December 2021: 2) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 1 (year ended 31 December 2021: 3) individual is set out below:

		1 January 2022 to 30 June 2023	Year ended 31 December 2021
		二零二二年 一月一日至 二零二三年 六月三十日	截至 二零二一年 十二月三十一 止年度
		HK\$'000	HK\$'000
		千港元	千港元
Basic salaries and allowances	基本薪金及津貼	1,132	1,594

The emoluments fell within the following band:

		Number of individuals	Number of individuals
		人數	人數
		1 January 2022 to 30 June 2023	Year ended 31 December 2021
		二零二二年 一月一日至 二零二三年 六月三十日	截至 二零二一年 十二月三十一 止年度
		HK\$'000	HK\$'000
		千港元	千港元
Nil to HK\$1,000,000	零至1,000,000港元	-	3
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	1	-

No emoluments had been paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

本集團並無向董事或五名最高薪酬人士支付任何酬金，作為邀請彼等加盟或在加盟本集團時之報酬或離職補償。

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For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

13. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

Basic earnings per share

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the period attributable to owners of the Company of approximately HK\$201,759,000 (year ended 31 December 2021: profit for the year of approximately HK\$54,756,000) and the weighted average number of ordinary shares of 3,041,195,733 (year ended 31 December 2021: 641,177,050) in issue during the period/year.

Diluted earnings per share

No diluted earnings per share are presented as the Company did not have any dilutive potential ordinary shares for the period from 1 January 2022 to 30 June 2023 and year ended 31 December 2021.

14. DIVIDENDS

The Directors do not recommend the payment of any dividend in respect of the period from 1 January 2022 to 30 June 2023 and year ended 31 December 2021.

13. 本公司擁有人應佔每股盈利

每股基本盈利

本公司擁有人應佔每股基本盈利乃根據本公司擁有人應佔期內溢利約201,759,000港元（截至二零二一年十二月三十一日止年度：年內溢利約54,756,000港元）及期／年內已發行普通股之加權平均數3,041,195,733股（截至二零二一年十二月三十一日止年度：641,177,050股）計算。

每股攤薄盈利

由於本公司於二零二二年一月一日至二零二三年六月三十日期間及截至二零二一年十二月三十一日止年度概無任何具攤薄影響的潛在普通股，故並無呈列每股攤薄盈利。

14. 股息

董事不建議派付二零二二年一月一日至二零二三年六月三十日期間及截至二零二一年十二月三十一日止年度之任何股息。

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綜合財務報表附註

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Leasehold improvements	Motor vehicles and trucks	Total
		租賃物業裝修	汽車及貨車	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Cost:	成本：			
At 1 January 2021	於二零二一年一月一日	–	145,227	145,227
Additions	添置	855	–	855
Lease liabilities fully repaid	悉數償還之租賃負債	–	506	506
Exchange differences	匯兌差額	13	5,567	5,580
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	868	151,300	152,168
Disposals	出售	–	(12,123)	(12,123)
Exchange differences	匯兌差額	(104)	(17,272)	(17,376)
At 30 June 2023	於二零二三年六月三十日	764	121,905	122,669
Accumulated depreciation and impairment:	累計折舊及減值：			
At 1 January 2021	於二零二一年一月一日	–	35,423	35,423
Charge for the year	年內支出	285	17,521	17,806
Lease liabilities fully repaid	悉數償還之租賃負債	–	111	111
Exchange differences	匯兌差額	4	4,086	4,090
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	289	57,141	57,430
Charge for the period	期內支出	409	18,248	18,657
Disposals	出售	–	(12,123)	(12,123)
Impairment	減值	–	38,832	38,832
Exchange differences	匯兌差額	(61)	(9,713)	(9,774)
At 30 June 2023	於二零二三年六月三十日	637	92,385	93,022
Carrying amount:	賬面值：			
At 30 June 2023	於二零二三年六月三十日	127	29,520	29,647
At 31 December 2021	於二零二一年十二月三十一日	579	94,159	94,738

At 31 December 2021, the carrying amount of motor vehicle held by the Group secured against bank loans amounted to HK\$9,477,000. As at 30 June 2023, no motor vehicle held by the Group secured against bank loans.

於二零二一年十二月三十一日，本集團持作銀行貸款抵押之汽車之賬面值為9,477,000港元。於二零二三年六月三十日，本集團概無持作銀行貸款抵押之汽車。

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15. PROPERTY, PLANT AND EQUIPMENT (cont'd)

The Group carried out reviews of the recoverable amount of its motor vehicles and trucks for the period ended 30 June 2023 as a result of the deterioration of the markets of the Group's car rental service. These assets are used in the Group's car rental service segment. The reviews led to the recognition of an impairment loss of approximately HK\$38,832,000 that has been recognised in profit or loss. The recoverable amount of the relevant assets of approximately HK\$21,647,000 has been determined on the basis of fair value less costs of disposal using market approach (level 3 fair value measurements).

16. LEASES AND RIGHT-OF-USE ASSETS

Disclosures of lease-related items:

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Right-of-use assets	使用權資產		
– Buildings	– 樓宇	909	2,384
– Motor vehicles and trucks	– 汽車及貨車	37,011	70,887
		37,920	73,271

The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:

Within one year	一年內	146,170	161,525
In the second year	第二年	267	995
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	289	782
		146,726	163,302

15. 物業、廠房及設備 (續)

由於本集團汽車租賃服務市場惡化，本集團對截至二零二三年六月三十日止期間汽車及貨車的可收回金額進行檢討。該等資產用於本集團的汽車租賃服務分部。檢討導致於損益確認減值虧損約38,832,000港元。相關資產的可收回金額約為21,647,000港元，乃根據公平值減出售成本採用市場法釐定(第三級公平值計量)。

16. 租賃及使用權資產

租賃相關項目披露：

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Right-of-use assets	使用權資產		
– Buildings	– 樓宇	909	2,384
– Motor vehicles and trucks	– 汽車及貨車	37,011	70,887
		37,920	73,271

本集團租賃負債基於未貼現現金流量之到期日分析如下：

Within one year	一年內	146,170	161,525
In the second year	第二年	267	995
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	289	782
		146,726	163,302

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16. LEASES AND RIGHT-OF-USE ASSETS (cont'd)

16. 租賃及使用權資產 (續)

		1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 HK\$'000 千港元
Depreciation charge of right-of-use assets	使用權資產之折舊開支		
-Buildings	—樓宇	1,272	921
-Motor vehicles	—汽車	8,142	5,710
		9,414	6,631
Interest on lease liabilities	租賃負債之利息	8,753	9,358
Total cash outflow for leases	租賃現金流出總額	5,709	3,778
Cancellation of right-of-use assets	註銷使用權資產	-	11,365
Impairment of right-of-use assets	使用權資產減值	19,026	-

The Group leases various buildings and motor vehicles. Lease agreements are typically made for fixed periods of 2 to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

The Group carried out reviews of the recoverable amount of its leased motor vehicles for the period ended 30 June 2023 as a result of the deterioration of the markets of the Group's car rental service. These assets are used in the Group's car rental service segment. The reviews led to the recognition of an impairment loss of approximately HK\$19,026,000 that has been recognised in profit or loss. The recoverable amount of the relevant assets of approximately HK\$37,011,000 has been determined on the basis of fair value less costs of disposal using market approach (level 3 fair value measurements).

本集團租賃若干樓宇及汽車。租賃協議通常訂有2至5年之固定期限。租賃條款乃按個別基準磋商，並載有各種不同的條款及條件。租賃協議並無規定任何契諾，且租賃資產不可用作借貸抵押。

由於本集團汽車租賃服務市場惡化，本集團對截至二零二三年六月三十日止期間租賃汽車的可收回金額進行檢討。該等資產用於本集團的汽車租賃服務分部。檢討導致於損益確認減值虧損約19,026,000港元。相關資產的可收回金額約為37,011,000港元，乃根據公平值減出售成本採用市場法釐定（第三級公平值計量）。

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16. LEASES AND RIGHT-OF-USE ASSETS (cont'd)

16. 租賃及使用權資產 (續)

	Lease payments 租賃款項		Present value of lease payments 租賃款項現值	
	As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元	As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Within one year In the second year In the third to fifth years, inclusive	一年內 第二年 第三至第五年 (包括首尾兩年)	161,525 995 782	145,942 245 281	161,414 932 731
Future finance charges	未來融資支出	163,302 (258)	146,468 N/A 不適用	163,077 N/A 不適用
Present value of lease obligations	租賃責任之現值	163,077	146,468	163,077
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期清償之款項 (列入流動負債)		(145,942)	(161,414)
Non-current portion	非流動部分		526	1,663

At 30 June 2023, the average effective borrowing rate was 3.57% (31 December 2021: 5.66%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.

於二零二三年六月三十日，平均實際借貸利率為3.57%（二零二一年十二月三十一日：5.66%）。利率於合約日期確定，故本集團面臨公平值利率風險。

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17. DEFERRED TAX

The following are the major deferred tax assets recognised by the group

17. 遞延稅項

以下為本集團確認之主要遞延稅項資產

		Impairment of trade receivables	Revaluation of motor vehicles	Total
		應收貿易款減值	汽車重估	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2021	於二零二一年一月一日	1,113	5,746	6,859
Charge to profit or loss for the year	年內在損益內扣除	346	(346)	-
Exchange difference	匯兌差額	32	155	187
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	1,491	5,555	7,046
Charge to profit or loss for the period	期內在損益內扣除	-	(1,546)	(1,546)
Exchange difference	匯兌差額	(178)	(536)	(714)
At 30 June 2023	於二零二三年六月三十日	1,313	3,473	4,786

The following is the analysis of the deferred tax balances (after offset) for consolidated statement of financial position purposes:

以下為作綜合財務狀況表用途之遞延稅項結餘(抵銷後)分析：

	As at 30 June 2023	As at 31 December 2021
	於二零二三年 六月三十日	於二零二一年 十二月三十一日
	HK\$'000	HK\$'000
	千港元	千港元
Deferred tax assets	4,786	7,046
	遞延稅項資產	

At the end of the reporting period, the Group has unused tax losses of approximately HK\$123,877,000 (31 December 2021: approximately HK\$113,961,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$123,877,000 (31 December 2021: HK\$113,961,000) in the PRC are available for offsetting against future profits that may be carried forward for five years for PRC enterprise income tax purpose.

於報告期末，本集團有可用作抵銷未來溢利之未動用稅項虧損約123,877,000港元(二零二一年十二月三十一日：約113,961,000港元)。鑒於未來溢利流之不可預測性，故並無確認遞延稅項資產。就中國企業所得稅而言，未確認稅項虧損包括於中國之虧損123,877,000港元(二零二一年十二月三十一日：113,961,000港元)，可用作抵銷未來溢利，並可結轉五年。

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18. GOODWILL

18. 商譽

		As at 30 June 2023	As at 31 December 2021
		於二零二三年 六月三十日	於二零二一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Cost:	成本：		
At 1 January	於一月一日	37,546	36,547
Exchange differences	匯兌差額	(4,480)	999
At 30 June/31 December	於六月三十日／十二月三十一日	33,066	37,546
Accumulated impairment losses:	累計減值虧損：		
Impairment loss recognised at 1 January	於一月一日確認之減值虧損	-	-
Impairment loss recognised during the period/year	期／年內確認之減值虧損	23,920	-
Exchange differences	匯兌差額	(1,539)	-
At 30 June/31 December	於六月三十日／十二月三十一日	22,381	-
Carrying amount:	賬面值：		
At 30 June/31 December	於六月三十日／十二月三十一日	10,685	37,546

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units ("CGUs") that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated to car rental service.

During the eighteen months ended 30 June 2023, the financial performance of car rental service was not as good as expected as the cashflow projection performed in the eighteen months ended 30 June 2023 due to the second round COVID-19 outbreak which affects its forecast revenue. The Group determined its recoverable amount based on the value in use and prepared cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with the residual period using the growth rate of 3%. This rate does not exceed the average long-term growth rate for the relevant markets. The pre-tax discount rate used to discount the forecast cash flows is 25%. As a result, the carrying amount of the CGU of car rental service exceed its recoverable amount. Accordingly, an impairment loss of approximately HK\$23,920,000 has been recognised in the current period.

於業務合併中收購之商譽已於收購時分配至預期將受惠於該業務合併之現金產生單位（「現金產生單位」）。商譽賬面值已分配至汽車租賃服務。

於截至二零二三年六月三十日止十八個月，由於第二輪COVID-19疫情爆發影響其預測收益，汽車租賃服務之財務表現不及截至二零二三年六月三十日止十八個月所作現金流量預測之預期。本集團根據使用價值釐定其可收回金額，並按照董事批准的未來五年最近期財務預算編製現金流量預測，剩餘期間使用3%的增長率。該增長率未超過相關市場之平均長期增長率。用於貼現預測現金流量之稅前貼現率為25%。因此，汽車租賃服務現金產生單位之賬面值超過其可收回金額。故此，本期間內已確認減值虧損約23,920,000港元。

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19. SUBSIDIARIES

Particulars of the principal subsidiaries as at 30 June 2023 are as follows:

19. 附屬公司

主要附屬公司於二零二三年六月三十日之詳情如下：

Name 名稱	Place of incorporation/ registration and operation 註冊成立/註冊 及營運地點	Nominal value of issued/paid up capital 已發行/ 實繳資本面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			本公司應佔權益百分比		
			As at 30 June 2023 於 二零二三年 六月三十日	As at 31 December 2021 於 二零二一年 十二月三十一日	
Direct subsidiaries: 直接附屬公司：					
Konmate Investments Ltd 廣美投資有限公司	Hong Kong 香港	HK\$2 2港元	100%	100%	Investment holding 投資控股
NUR New Energy Management Company Limited 國家聯合資源新能源管理有限公司	BVI 英屬處女群島	US\$1 1美元	100%	100%	Inactive 暫無業務
NUR Digital Economy Limited 國家聯合資源數字經濟有限公司	Hong Kong 香港	HK\$100 100港元	100%	-	Inactive 暫無業務
Indirect subsidiaries: 間接附屬公司：					
Million Best International Enterprise Limited 萬昌國際企業有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	Management services 管理服務
Gear World Development Limited	BVI 英屬處女群島	US\$10,000 10,000美元	100%	100%	Inactive 暫無業務
Beijing Tian Ma Tong Chi Car Rental Company Limited* 北京天馬通馳汽車租賃有限公司	PRC 中國	RMB158,000,000 人民幣 158,000,000元	100%	100%	Car rental service 汽車租賃服務
Shandong Gold Vantage Electronic Technology Development Company Limited* 山東金衛電子科技發展有限公司	PRC 中國	HK\$4,000,000 4,000,000港元	100%	100%	Inactive 暫無業務
Beijing Tian Ma Tong Chi Travel Transportation Company Limited* 北京天馬通馳旅遊客運有限公司	PRC 中國	RMB15,000,000 人民幣 15,000,000元	49%	49%	Car rental service and shuttles bus services 汽車租賃服務及通勤巴士服務
北京益森遠航商貿有限公司	PRC 中國	HK\$10,000,000 10,000,000港元	100%	-	Inactive 暫無業務
北京綠能融碳科技有限公司	PRC 中國	HK\$10,000,000 10,000,000港元	100%	-	Inactive 暫無業務
Beijing Tian Ma Tong Chi New Energy Vehicle Service Company Limited* 北京天馬通馳新能源汽車服務有限公司	PRC 中國	RMB10,000,000 人民幣 10,000,000元	100%	-	Inactive 暫無業務
NUR Global Company Limited 國家聯合資源環球有限公司	Hong Kong 香港	HK\$100 100港元	51%	-	Inactive 暫無業務

* For identification purpose only

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19. SUBSIDIARIES (cont'd)

The following table shows information of subsidiaries that have non-controlling interests ("NCI") material to the Group. The summarised financial information represents amounts before inter-company eliminations.

19. 附屬公司 (續)

下表列示擁有對本集團屬重大的非控股權益(「非控股權益」)之附屬公司之資料。財務資料概要指公司間對銷前之金額。

		北京天馬通馳旅遊客運有限公司	
Name	名稱	As at 30 June 2023 於 二零二三年 六月三十日	As at 31 December 2021 於 二零二一年 十二月三十一日
Principal place of business/country of incorporation	主要營業地點／註冊成立國家	PRC 中國	PRC 中國
% of ownership interests/voting rights held by NCI	非控股權益持有之擁有 權權益／投票權百分比	51%/0%	51%/0%
		HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產	12,604	24,952
Current assets	流動資產	23,791	42,885
Current liabilities	流動負債	(112,726)	(112,852)
Non-current liabilities	非流動負債	-	(674)
Net liabilities	負債淨額	(76,331)	(45,689)
Accumulated NCI	累計非控股權益	(38,929)	(23,301)
		1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日	Year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度
Revenue	收益	116,057	129,177
(Loss)/profit	(虧損)／溢利	(38,580)	7,558
Total comprehensive (loss)/income	全面(虧損)／收入總額	(30,642)	5,737
(Loss)/profit allocated to NCI	分配至非控股權益之 (虧損)／溢利	(19,676)	3,855
Dividends paid to NCI	已付非控股權益之股息	-	-
Net cash (used in)/generated from operating activities	經營活動(所用)／所得 之現金淨額	(2,522)	499
Net cash generated from investing activities	投資活動所得之現金淨額	2,265	-
Net cash used in financing activities	融資活動所用之現金淨額	(1,022)	(1,154)
Net decrease in cash and cash equivalents	現金及等同現金項目之減少淨額	(1,279)	(655)

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20. INVESTMENTS IN ASSOCIATES

20. 於聯營公司的投資

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Unlisted investments:	非上市投資：		
Share of net assets	應佔資產淨值	-	-

The following table shows, in aggregate, the Group's share of the amounts of all individually immaterial associates that are accounted for using the equity method.

下表以匯總方式列示本集團使用權益法入賬之應佔所有個別非重大聯營公司金額。

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Carrying amounts of interests	權益之賬面值	-	-

		1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 HK\$'000 千港元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 HK\$'000 千港元
Loss from continuing operations	持續經營業務之虧損	(371)	-
Other comprehensive income	其他全面收入	-	-
Total comprehensive loss	全面虧損總額	(371)	-

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21. TRADE RECEIVABLES

The Group's trading terms with customers are mainly on credit or received in advance. The credit period is generally 30 days. The Group seeks to maintain strict control over its outstanding receivables so as to minimise credit risk. Overdue balances are reviewed regularly by the Directors. The Group has concentration of credit risk on certain customers. As at 30 June 2023, three (31 December 2021: two) customers attributable to the Group's total trade receivables were 68%(31 December 2021: 38%). The Group does not hold any collateral or other credit enhancement over its trade receivable balances. Trade receivables are non-interest bearing.

The aging analysis of trade receivables, based on the invoice date, is as follows:

		As at 30 June 2023	As at 31 December 2021
		於二零二三年 六月三十日	於二零二一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Within 30 days	30日內	9,258	7,409
31-90 days	31至90日	5,537	10,488
Over 90 days but within 1 year	超過90日但於一年內	5,743	31,694
Over 1 year	超過一年	14,116	15,901
Less: Impairments	減：減值	(14,349)	(5,582)
		20,305	59,910

Reconciliation of impairment of trade receivables:

		As at 30 June 2023	As at 31 December 2021
		於二零二三年 六月三十日	於二零二一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	5,582	2,660
Increase in impairment for the period/year	期／年內減值增加	10,081	2,804
Exchange differences	匯兌差額	(1,314)	118
At 30 June/31 December	於六月三十日／十二月三十一日	14,349	5,582

21. 應收貿易款

本集團與客戶之貿易條款主要以賒賬或預繳方式進行，信用期一般為30日。本集團致力嚴格控制未償還應收款項，以盡量減低信貸風險。董事定期檢討逾期未付結餘。本集團的信貸風險集中於若干客戶。於二零二三年六月三十日，三名（二零二一年十二月三十一日：兩名）客戶應佔本集團應收貿易款總額之68%（二零二一年十二月三十一日：38%）。本集團並無就其應收貿易款結餘持有任何抵押品或作出其他信貸改善措施。應收貿易款並不計息。

根據發票日期應收貿易款之賬齡分析如下：

		As at 30 June 2023	As at 31 December 2021
		於二零二三年 六月三十日	於二零二一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Within 30 days	30日內	9,258	7,409
31-90 days	31至90日	5,537	10,488
Over 90 days but within 1 year	超過90日但於一年內	5,743	31,694
Over 1 year	超過一年	14,116	15,901
Less: Impairments	減：減值	(14,349)	(5,582)
		20,305	59,910

應收貿易款之減值對賬：

		As at 30 June 2023	As at 31 December 2021
		於二零二三年 六月三十日	於二零二一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	5,582	2,660
Increase in impairment for the period/year	期／年內減值增加	10,081	2,804
Exchange differences	匯兌差額	(1,314)	118
At 30 June/31 December	於六月三十日／十二月三十一日	14,349	5,582

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21. TRADE RECEIVABLES (cont'd)

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

21. 應收貿易款 (續)

本集團應用香港財務報告準則第9號項下的簡化方法就預期信貸虧損計提撥備，並就所有應收貿易款採用全期預期虧損撥備。為計量預期信貸虧損，應收貿易款已根據共同信貸風險特徵及逾期天數分組。預期信貸虧損亦包括前瞻性資料。

		Current 即期	Within 30 days past due 逾期30日內	31-365 days past due 逾期 31至365日	Over 1 year past due 逾期 超過一年	Total 總計
At 30 June 2023	於二零二三年六月三十日					
Weighted average expected loss rate	加權平均預期虧損率	0%	4%	5%	98%	
Receivable amount (HK\$'000)	應收款項 (千港元)	9,258	2,852	8,428	14,116	34,654
Loss allowance (HK\$'000)	虧損撥備 (千港元)	-	121	403	13,825	14,349
At 31 December 2021	於二零二一年十二月三十一日					
Weighted average expected loss rate	加權平均預期虧損率	0%	1%	2%	30%	
Receivable amount (HK\$'000)	應收款項 (千港元)	7,409	5,719	36,463	15,901	65,492
Loss allowance (HK\$'000)	虧損撥備 (千港元)	-	57	729	4,796	5,582

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

22. 預付款項、按金及其他應收款項

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Other receivables	其他應收款項	4,791	5,408
Prepayments and deposits	預付款項及按金	106,423	36,686
		111,214	42,094
Impairment	減值	(4,989)	(2,324)
		106,225	39,770
Less: non-current portion	減：非流動部分		
Prepayments	預付款項	97,813	14,694
		8,412	25,076

The prepayment mainly represents prepayments made in relation to the data analytics equipment comprising microcomputers, external devices and a series of auxiliary components with system application software and motor vehicles during the period which will be classified as property, plant and equipment in the coming year and reclassified as non-current portion for the current period.

預付款項主要指期內就配備系統應用軟件之數據分析設備 (包括微型計算機、外部設備及一系列輔助部件) 及汽車作出的預付款項，將在來年分類為物業、廠房及設備，並在本期間重新分類為非流動部分。

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22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (cont'd)

The remaining prepayment mainly represents prepayments made in relation to the maintenance fee of motor vehicles for coming few years and prepayment for professional fee.

Reconciliation of impairment of prepayments, deposits and other receivables:

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
At 1 January	於一月一日	2,324	–
Increase in impairment for the period/year	期／年內減值增加	3,118	2,324
Exchange differences	匯兌差額	(453)	–
At 30 June/31 December	於六月三十日／十二月三十一日	4,989	2,324

23. BANK AND CASH BALANCES

As at 30 June 2023, the bank and cash balances of the Group denominated in Renminbi ("RMB") approximately to HK\$135,112,000 (31 December 2021: HK\$1,688,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

24. OTHER PAYABLES AND ACCRUALS

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Other payables	其他應付款項	77,406	145,868
Amount due to a director	應付一名董事款項	10,692	5,338
Accruals	應計費用	37,006	38,677
		125,104	189,883

(a) The amount due to a director is unsecured, interest-free and has no fixed repayment terms.

22. 預付款項、按金及其他應收款項 (續)

餘下預付款項主要指就未來數年的汽車維修費及專業費用作出的預付款項。

預付款項、按金及其他應收款項之減值對賬：

23. 銀行及現金結存

於二零二三年六月三十日，本集團以人民幣（「人民幣」）計值之銀行及現金結存約為135,112,000港元（二零二一年十二月三十一日：1,688,000港元）。人民幣兌換為其他貨幣須受中國外匯管制法規所限。

銀行現金乃根據每日銀行存款利率之浮動利率賺取利息。銀行結存乃存放於最近並無違約記錄且信譽良好之銀行。

24. 其他應付款項及應計費用

(a) 應付一名董事款項為無抵押、免息及並無固定還款期。

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25. BORROWINGS

25. 借貸

			As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Bank loans	銀行貸款	(a)	–	2,996
Other loans	其他貸款	(b)	38,550	66,222
			38,550	69,218

(a) Bank loans are secured, bear an interest rate of 6.175% (31 December 2021: 6.175%) and are repayable on demand or within one year.

(b) Other loans are unsecured, approximately HK\$33,000,000 (31 December 2021: HK\$6,250,000) bearing interest rate of 4% to 4.5% (31 December 2021: 2% to 6.5%) are repayable on demand or within one year. The remaining balances are unsecured, interest free and repayable on demand.

(a) 銀行貸款為有抵押，按利率6.175%（二零二一年十二月三十一日：6.175%）計息且須按要求或於一年內償還。

(b) 其他貸款為無抵押，約33,000,000港元（二零二一年十二月三十一日：6,250,000港元）按介乎4%至4.5%（二零二一年十二月三十一日：2%至6.5%）之利率計息且須按要求或於一年內償還。餘下結餘為無抵押、免息且須按要求償還。

26. CONVERTIBLE BONDS

On 27 October 2015, the Company issued convertible bonds in the principal amount of HK\$65,735,900 which bear interest rate of 4.5% per annum (the "2015CB"). The 2015CB are convertible into ordinary shares of the Company within 24 months from the date of issue at a conversion price of HK\$0.265 per conversion share (subject to adjustment), and a maximum of 248,060,000 conversion shares can be issued. The outstanding principal amount is HK\$26,500,000 and outstanding interests is HK\$7,571,000, the liability component of the 2015CB was extinguished with the corresponding convertible bonds reserve was transferred to the accumulated losses while the liability component of the 2015CB was reclassified as other loans.

On 10 November 2015, the Company issued zero-coupon convertible bonds in the principal amount of HK\$120,000,000 (the "QDCB1") as part of the consideration for the acquisition of 70% equity interest in the entire issued share capital of Million Fortune International Investment Limited. The QDCB1 are convertible into ordinary shares of the Company at any time between the date of issue and its maturity date at a conversion price of HK\$0.40 per conversion share (subject to adjustment), and a maximum of 300,000,000 conversion shares can be issued. All the QDCB1 shall be redeemed by the Company at par on 9 November 2018. At 30 June 2023, QDCB1 was settled under the debt restructuring.

26. 可換股債券

於二零一五年十月二十七日，本公司發行本金額為65,735,900港元之可換股債券，其按年利率4.5%計息（「二零一五年可換股債券」）。二零一五年可換股債券可於發行日期起計二十四個月內轉換為本公司普通股，轉換價為每股轉換股份0.265港元（可予調整），最多可發行248,060,000股轉換股份。未償還本金額為26,500,000港元及未償還利息為7,571,000港元，二零一五年可換股債券之負債部分已註銷，且相應的可換股債券儲備已轉入累計虧損，而二零一五年可換股債券之負債部分重新分類為其他貸款。

於二零一五年十一月十日，本公司發行本金額為120,000,000港元之零票息可換股債券（「青島可換股債券一」），作為收購福億國際投資有限公司全部已發行股本之70%股權的部分代價。青島可換股債券一可於發行日期至到期日期間任何時間轉換為本公司普通股，轉換價為每股轉換股份0.40港元（可予調整），最多可發行300,000,000股轉換股份。本公司應於二零一八年十一月九日按面值贖回所有青島可換股債券一。於二零二三年六月三十日，青島可換股債券一已根據債務重組償付。

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綜合財務報表附註

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

26. CONVERTIBLE BONDS (cont'd)

On 31 March 2017, the Company issued zero-coupon convertible bonds in the principal amount of HK\$13,220,018 (the "QDCB2") as part of the consideration for the acquisition of 70% equity interest in the entire issued share capital of Million Fortune International Investment Limited. The QDCB2 are convertible into ordinary shares of the Company at any time between the date of issue and its maturity date at a conversion price of HK\$0.40 per conversion share (subject to adjustment), and a maximum of 33,050,045 conversion shares can be issued. All the QDCB2 shall be redeemed by the Company at par on 30 March 2020. At 30 June 2023, QDCB2 was settled under the debt restructuring.

On 6 September 2016, the Company issued convertible bonds in the principal amount of HK\$140,000,000 (the "TMCB1") which bear interest rate of 3% per annum as part of the consideration for the acquisition of 100% equity interest in the entire issued share capital of Gear World Development Limited. The TMCB1 are convertible into ordinary shares of the Company at any time between the date of issue and its maturity date at a conversion price of HK\$0.30 per conversion share (subject to adjustment), and a maximum of 466,666,666 conversion shares can be issued. At 30 June 2023, TMCB1 was settled under the debt restructuring.

The liability component of convertible bonds recognised at the end of the reporting period is analysed as follows:

Liability component	負債部分	2015CB	QDCB1	QDCB2	TMCB1	Total
		二零一五年 可換股債券 HK\$'000 千港元	青島可換股 債券一 HK\$'000 千港元	青島可換股 債券二 HK\$'000 千港元	天馬通馳 可換股債券一 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	32,679	55,581	13,220	158,213	259,693
Interest charged	利息開支	1,193	-	-	4,200	5,393
At 31 December 2021 and 1 January 2022	於二零二一年十二月 三十一日及 二零二二年一月一日	33,872	55,581	13,220	162,413	265,086
Interest charged	利息開支	199	-	-	700	899
Settled under debt restructuring	根據債務重組償付	-	(55,581)	(13,220)	(163,113)	(231,914)
Transfer to other loans	轉撥至其他貸款	(34,071)	-	-	-	(34,071)
At 30 June 2023	於二零二三年六月三十日	-	-	-	-	-

The interest charged for the period/year of 2015CB, QDCB1, QDCB2 and TMCB1 are calculated by applying an effective interest rate of 4.5%, 0%, 0% and 3% to the liability component respectively.

26. 可換股債券(續)

於二零一七年三月三十一日，本公司發行本金額為13,220,018港元之零票息可換股債券（「青島可換股債券二」），作為收購福億國際投資有限公司全部已發行股本之70%股權的部分代價。青島可換股債券二可於發行日期至到期日期間任何時間轉換為本公司普通股，轉換價為每股轉換股份0.40港元（可予調整），最多可發行33,050,045股轉換股份。本公司應於二零二零年三月三十日按面值贖回所有青島可換股債券二。於二零二三年六月三十日，青島可換股債券二已根據債務重組償付。

於二零一六年九月六日，本公司發行本金額為140,000,000港元之可換股債券（「天馬通馳可換股債券一」），按年利率3%計息，作為收購Gear World Development Limited全部已發行股本之100%股權的部分代價。天馬通馳可換股債券一可於發行日期至到期日期間任何時間轉換為本公司普通股，轉換價為每股轉換股份0.30港元（可予調整），最多可發行466,666,666股轉換股份。於二零二三年六月三十日，天馬通馳可換股債券一已根據債務重組償付。

於報告期末已確認之可換股債券之負債部分分析如下：

二零一五年可換股債券、青島可換股債券一、青島可換股債券二及天馬通馳可換股債券一之期／年內利息開支乃就負債部分分別採用4.5%、0%、0%及3%的實際利率計算。

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27. NON-CONVERTIBLE BONDS

The bonds are redeemable at the discretion of the Company at 100% of the principal amount of such Bonds together with payment of interests accrued up to date of such early redemption by serving at least ten calendar days written notice at any time before the maturity date. The Bonds will be redeemed on the date immediately following twelve to twenty-four months after the first date of issue of the Bonds. The Bonds carry interest at a rate of 6% per annum, which is payable annually in arrears.

27. 不可換股債券

債券可由本公司酌情於到期日前任何時間送遞最少十個曆日之書面通知，贖回有關債券之100%本金額連同截至提早贖回日期累計之利息付款。債券將於緊隨債券發行首日後滿十二至二十四個月當日可贖回。債券按年利率6%計息，並須每年支付。

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
At 1 January	於一月一日	90,500	90,500
Interest charged	利息開支	905	5,430
Interest payable classify to other payables	分類為其他應付款項的應付利息	(905)	(5,430)
Settled under debt restructuring	根據債務重組償付	(90,500)	-
At the end of the period/year	於期/年末	-	90,500

28. SHARE CAPITAL

28. 股本

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Issued and fully paid:	已發行及繳足：		
3,687,628,409 (31 December 2021:	3,687,628,409股 (二零二一年		
6,411,770,500) ordinary shares	十二月三十一日：		
	6,411,770,500股) 普通股	3,507,369	3,178,754

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For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

28. SHARE CAPITAL (cont'd)

A summary of the movements in the issued share capital of the Company is as follows:

			Number of shares issued 已發行股份數目	Share capital 股本 HK\$'000 千港元
At 1 January 2021, 31 December 2021 and 1 January 2022	於二零二一年一月一日、 二零二一年十二月三十一日 及二零二二年一月一日		6,411,770,500	3,178,754
Share consolidation	股份合併	(a)	(5,770,593,450)	–
			641,177,050	3,178,754
Share subscriptions	股份認購	(b)	2,198,000,000	240,603
Open offer	公開發售	(c)	641,177,050	65,212
Debt restructuring	債務重組	(d)	207,274,309	22,800
At 30 June 2023	於二零二三年六月三十日		3,687,628,409	3,507,369

Notes:

(a) Effective on 25 January 2022, every ten issued ordinary shares of the Company were consolidated into one ordinary share of the Company (the "Consolidated Share").

(b) On 9 March 2022, the Company completed the allotment and issuance of a total of 1,588,000,000 ordinary shares to two subscribers at the subscription price of HK\$0.11 per subscription share raising a total proceeds of approximately HK\$170,573,000, net of share issue expenses of approximately HK\$4,107,000.

On 8 November 2022, the Company completed the allotment and issuance of a total of 610,000,000 ordinary shares to two subscribers at the subscription price of HK\$0.115 per subscription share raising a total proceeds of approximately HK\$70,030,000, net of share issue expenses of approximately HK\$120,000.

(c) On 9 March 2022, the Company completed the allotment and issuance of a total of 641,177,050 ordinary shares by way of an open offer on the basis of one offer share for every one existing Consolidated Share held by the qualifying shareholders on 8 February 2022 at an offer price of HK\$0.11 per offer share. The Company raised a total proceeds of approximately HK\$65,212,000, net of share issue expenses of approximately HK\$5,317,000.

(d) On 9 March 2022, the Company completed the allotment and issuance of a total of 207,274,309 ordinary shares (the "Creditors Shares") to eleven creditors at the fair value amount of HK\$0.11 per Creditors Shares resulting in increase in share capital of approximately HK\$22,800,000.

28. 股本 (續)

本公司已發行股本變動概要如下：

			Number of shares issued 已發行股份數目	Share capital 股本 HK\$'000 千港元
At 1 January 2021, 31 December 2021 and 1 January 2022	於二零二一年一月一日、 二零二一年十二月三十一日 及二零二二年一月一日		6,411,770,500	3,178,754
Share consolidation	股份合併	(a)	(5,770,593,450)	–
			641,177,050	3,178,754
Share subscriptions	股份認購	(b)	2,198,000,000	240,603
Open offer	公開發售	(c)	641,177,050	65,212
Debt restructuring	債務重組	(d)	207,274,309	22,800
At 30 June 2023	於二零二三年六月三十日		3,687,628,409	3,507,369

附註：

(a) 自二零二二年一月二十五日起，本公司每十股已發行普通股合併為一股本公司普通股（「合併股份」）。

(b) 於二零二二年三月九日，本公司以每股認購股份0.11港元的認購價向兩名認購人完成配發及發行合共1,588,000,000股普通股，取得所得款項總額約170,573,000港元，扣除股份發行開支約4,107,000港元。

於二零二二年十一月八日，本公司以每股認購股份0.115港元的認購價向兩名認購人完成配發及發行合共610,000,000股普通股，取得所得款項總額約70,030,000港元，扣除股份發行開支約120,000港元。

(c) 於二零二二年三月九日，本公司按合資格股東於二零二二年二月八日每持有一股現有合併股份獲發一股發售股份之基準，按發售價每股發售股份0.11港元以公開發售方式完成配發及發行合共641,177,050股普通股。本公司取得所得款項總額約65,212,000港元，扣除股份發行開支約5,317,000港元。

(d) 於二零二二年三月九日，本公司按公平值每股債權人股份0.11港元向11名債權人完成配發及發行合共207,274,309股普通股（「債權人股份」），導致股本增加約22,800,000港元。

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For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

29. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

a) Statement of financial position of the Company

29. 本公司之財務狀況表及儲備

a) 本公司之財務狀況表

		As at 30 June 2023	As at 31 December 2021
		於二零二三年 六月三十日	於二零二一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Current assets	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	716	5,516
Amount due from subsidiaries	應收附屬公司款項	117,826	23,658
Cash and cash equivalents	現金及等同現金項目	20	–
		118,562	29,174
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計費用	30,595	44,504
Borrowings	借貸	38,550	12,500
Convertible bonds	可換股債券	–	265,086
Non-convertible bonds	不可換股債券	–	90,500
		69,145	412,590
Net current assets/(liabilities)	流動資產／(負債)淨額	49,417	(383,416)
Total assets less current liabilities	總資產減流動負債	49,417	(383,416)
NET ASSETS/(LIABILITIES)	資產／(負債)淨額	49,417	(383,416)
Capital and reserves	股本及儲備		
Share capital	股本	3,507,369	3,178,754
Reserves	儲備	(3,457,952)	(3,562,170)
TOTAL EQUITY	總權益	49,417	(383,416)

Approved by the board of directors of the Company on 27 September 2023 and were signed on its behalf by:

經本公司董事會於二零二三年九月二十七日批核並由以下董事代表簽署：

Ji Kaiping
紀開平
Director
董事

Guo Peiyuan
郭培遠
Director
董事

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For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

29. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (cont'd)

b) Reserves of the Company

		Equity component of convertible bonds 可換股債券之 權益部分 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	62,077	(3,612,583)	(3,550,506)
Total comprehensive income for the year	年內全面收入總額	-	(11,664)	(11,664)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及於二零二二年一月一日	62,077	(3,624,247)	(3,562,170)
Total comprehensive income for the period	期內全面收入總額	-	104,218	104,218
Transfer from equity component of convertible bonds to accumulated losses	由可換股債券之權益部分轉撥 至累計虧損	(62,077)	62,077	-
At 30 June 2023	於二零二三年六月三十日	-	(3,457,952)	(3,457,952)

29. 本公司之財務狀況表及儲備(續)

b) 本公司之儲備

c) Nature and purpose of reserves of the Group

(i) Equity component of convertible bonds

The equity component of convertible bonds represents the value of the unexercised equity component of convertible bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds in note 4 to the consolidated financial statements.

(ii) Foreign currency translation reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4 to the consolidated financial statements.

c) 本集團儲備之性質及目的

(i) 可換股債券之權益部分

可換股債券之權益部分指本公司所發行可換股債券之未行使權益部分之價值，其已按照綜合財務報表附註4所載就可換股債券採納之會計政策確認。

(ii) 外幣換算儲備

匯兌儲備包括因換算海外業務財務報表所產生之所有匯兌差額。儲備根據綜合財務報表附註4所載之會計政策處理。

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綜合財務報表附註

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

a) Changes in liabilities arising from financing activities

The following table shows the Group's changes in liabilities arising from financing activities during the period/year:

30. 綜合現金流量表附註

a) 融資活動產生的負債變動

下表載列本集團期／年內融資活動產生的負債變動：

		Borrowings	Convertible bonds	Non-convertible bonds	Lease liabilities	Total liabilities from financing activities
		借貸 HK\$'000 千港元	可換股債券 HK\$'000 千港元	不可換股債券 HK\$'000 千港元	租賃負債 HK\$'000 千港元	融資活動產生的負債總額 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	160,476	259,693	90,500	165,416	676,085
Changes in cash flows	現金流量之變動	(12,560)	-	-	(3,778)	(16,338)
Non-cash changes	非現金之變動					
- gain on waiver of other loan	- 豁免其他貸款之收益	(85,786)	-	-	-	(85,786)
- interest charged	- 利息開支	494	5,393	5,430	9,358	20,675
- interest paid or payable	- 分類為其他應付款項的					
classify to other payables	已付或應付利息	(494)	-	(5,430)	-	(5,924)
- cancellation	- 註銷	-	-	-	(11,370)	(11,370)
- exchange difference	- 匯兌差額	7,088	-	-	3,451	10,539
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	69,218	265,086	90,500	163,077	587,881
Changes in cash flows	現金流量之變動	(7,237)	(24,139)	(5,054)	(5,709)	(42,139)
Non-cash changes	非現金之變動					
- gain on debt restructuring	- 債務重組之收益	(2,450)	(207,775)	(85,446)	-	(295,671)
- disposal of subsidiaries	- 出售附屬公司	(36,735)	-	-	-	(36,735)
- interest charged	- 利息開支	2,060	899	905	8,753	12,617
- interest paid or payable	- 分類為其他應付款項的					
classify to other payables	已付或應付利息	(20,682)	-	(905)	-	(21,587)
- convertible bonds classify to other borrowings	- 分類為其他借貸之可換股債券	34,071	(34,071)	-	-	-
- exchange difference	- 匯兌差額	305	-	-	(19,653)	(19,348)
At 30 June 2023	於二零二三年六月三十日	38,550	-	-	146,468	185,018

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綜合財務報表附註

For the eighteen months ended 30 June 2023 截至二零二三年六月三十日止十八個月

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (cont'd)

b) Disposal of subsidiaries

During the period ended 30 June 2023, the Group entered into agreements with independent third parties to dispose of its interests in certain subsidiaries with a consideration of HK\$108,000.

Net liabilities at the date of disposal were as follows:

		HK\$'000 千港元
Bank and cash balances	銀行及現金結存	7
Other payables	其他應付款項	(889)
Other borrowing	其他借貸	(36,735)
Net liabilities disposed	已出售之負債淨額	(37,617)
Release of foreign currency translation reserve	撥回外幣換算儲備	65
Gain on disposal of subsidiaries	出售附屬公司之收益	37,660
Total consideration	總代價	108
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration received	已收現金代價	108
Cash and cash equivalents disposed of	已出售之現金及等同現金項目	(7)
		101

31. CONTINGENT LIABILITIES

At the end of the Current Period, contingent liabilities not provided for in the consolidated financial statements were as follows:

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Indemnity related to a former subsidiary	有關一間前附屬公司之彌償保證	6,578	7,469

At the end of the Current Period, the Directors do not consider it probable that a claim will be made against the Group under the above possible claim.

30. 綜合現金流量表附註 (續)

b) 出售附屬公司

截至二零二三年六月三十日止期間，本集團與獨立第三方訂立協議以出售其於若干附屬公司之權益，代價為108,000港元。

於出售日期之負債淨額如下：

31. 或然負債

於本期間末，綜合財務報表內尚未計提撥備之或然負債如下：

於本期間末，董事認為，本集團不可能基於上述潛在索償而遭提出申索。

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31. CONTINGENT LIABILITIES (cont'd)

In February 2005, a Writ of Summons was served on the Company demanding the payment of approximately RMB6,100,000. However, such amounts were covered by the amount accrued in the financial statements of a disposed subsidiary at the time of disposal. Accordingly, in the opinion of the Directors and having obtained an opinion from the Company's lawyer, the Group has no obligation to pay the above taxes. Because of the uncertainty of the outcome of this matter, the amount involved of approximately RMB6,100,000, equivalent to approximately HK\$6,578,000 (31 December 2021: HK\$7,469,000), has been shown as contingent liabilities.

32. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in these consolidated financial statements, the Group had the following transactions and balances with related parties during the period/year:

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Amount due to a related party	應付一名關聯方款項	8,465	9,612

The Company received car rental service income of approximately HK\$35,556,000 (year ended 31 December 2021: HK\$25,241,000) from third parties through an application operated by the related party during the period ended from 1 January 2022 to 30 June 2023 and as at 30 June 2023 has a trade receivable of approximately HK\$13,148,000 (as at 31 December 2021: HK\$22,930,000) from third parties through an application operated by the related party. Two directors of the Company, Ji Kaiping and Guo Peiyuan, have control over the related party.

(b) Compensation of key management personnel other than directors of the Group:

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Short term employee benefits	短期僱員福利	1,132	740

The details of directors' emoluments are included in note 12 to the consolidated financial statements.

31. 或然負債(續)

於二零零五年二月，本公司接獲要求支付約人民幣6,100,000元的傳票。然而，有關數額已於出售時以一間已出售附屬公司財務報表累計之款項彌補。因此，董事認為（亦已徵詢本公司律師意見）本集團並無支付上述稅項之責任。由於此事宜之結果尚未肯定，因此所涉及約人民幣6,100,000元（相當於約6,578,000港元（二零二一年十二月三十一日：7,469,000港元））之款項已列為或然負債。

32. 關聯方交易

(a) 除該等綜合財務報表其他章節所詳述之交易外，本集團於期／年內與關聯方有下列交易及結存：

於二零二二年一月一日至二零二三年六月三十日期間，本公司透過關聯方營運之應用程式向第三方收取汽車租賃服務收入約35,556,000港元（截至二零二一年十二月三十一日止年度：25,241,000港元），而於二零二三年六月三十日，本公司透過關聯方營運之應用程式有應收第三方之應收貿易款約13,148,000港元（於二零二一年十二月三十一日：22,930,000港元）。本公司兩名董事紀開平及郭培遠擁有該關聯方之控制權。

(b) 本集團董事以外之主要管理人員酬金：

董事酬金詳情載於綜合財務報表附註12。

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33. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of consolidated financial instruments as at the end of the reporting period are as follows:

Financial assets

		As at 30 June 2023	As at 31 December 2021
		於二零二三年 六月三十日	於二零二一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本計量之金融資產 (包括現金及等同現金項目)		
Trade receivables	應收貿易款	20,305	59,910
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及 其他應收款項之金融資產	3,361	2,727
Bank and cash balances	銀行及現金結存	135,575	2,136
		159,241	64,773

Financial liabilities

		As at 30 June 2023	As at 31 December 2021
		於二零二三年 六月三十日	於二零二一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Financial liabilities at amortised cost	按攤銷成本計量之金融負債		
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用之金融負債	125,104	189,883
Borrowings	借貸	38,550	69,218
Convertible bonds	可換股債券	-	265,086
Non-convertible bonds	不可換股債券	-	90,500
		163,654	614,687

33. 按類別劃分之金融工具

各類別綜合金融工具於報告期末之賬面值如下：

金融資產

		As at 30 June 2023	As at 31 December 2021
		於二零二三年 六月三十日	於二零二一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本計量之金融資產 (包括現金及等同現金項目)		
Trade receivables	應收貿易款	20,305	59,910
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及 其他應收款項之金融資產	3,361	2,727
Bank and cash balances	銀行及現金結存	135,575	2,136
		159,241	64,773

金融負債

		As at 30 June 2023	As at 31 December 2021
		於二零二三年 六月三十日	於二零二一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Financial liabilities at amortised cost	按攤銷成本計量之金融負債		
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用之金融負債	125,104	189,883
Borrowings	借貸	38,550	69,218
Convertible bonds	可換股債券	-	265,086
Non-convertible bonds	不可換股債券	-	90,500
		163,654	614,687

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities expose it to a variety of financial risks including foreign currency risk, credit risk, interest rate risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

Foreign exchange risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Interest rate risk

The Group has no material exposures to interest rate risk in relation to interest-bearing assets and liabilities of the Group as the Group's income and operating cash flows are substantially independent of changes in market interest rates.

(b) Credit risk

The Group is exposed to credit risk mainly in relation to its trade and other receivables, cash deposits with banks and maximum exposure of credit risk is equal to the carrying amounts of these financial assets. Cash and bank transactions counterparties are limited to financial institutions with good credit rating assigned by international credit-rating agencies.

At the end of the reporting period, the Group had certain concentration of credit risk as approximately 38% (year ended 31 December 2021: 36%) of the Group's trade receivables were due from the Group's largest trade debtor. The Group has policies in place to ensure that sales of products are made to customers with an appropriate credit history. The Group reviews the recoverable amount of the trade and other receivables on a regular basis and provision for doubtful debts is made in accordance with the Group's policies. In addition, the Management reviews the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the Management consider that the Group's credit risk is significantly reduced.

34. 財務風險管理目標及政策

本集團之業務承受各種財務風險，包括外匯風險、信貸風險、利率風險及流動資金風險。本集團之整體風險管理計劃針對金融市場之難以預測特性，並尋求將對本集團之財務表現產生之潛在不利影響減至最低。

(a) 市場風險

匯兌風險

由於大部分業務交易、資產及負債主要以本集團實體的功能貨幣計值，故本集團面對的匯兌風險極低。本集團目前並無就外幣交易、資產及負債設定外幣對沖政策。本集團將密切監察其匯兌風險，並將於有需要時考慮對沖重大外幣風險。

利率風險

本集團並無與本集團計息資產及負債有關之重大利率風險，因為本集團的收入及經營現金流量基本與市場利率變動無關。

(b) 信貸風險

本集團主要因應收貿易款及其他應收款項及銀行現金存款而承受信貸風險，而承受的最大信貸風險相等於該等金融資產之賬面值。現金及銀行交易的對手方限於獲國際信貸評級機構給予良好信貸評級之金融機構。

於報告期末，本集團因應收本集團最大欠債人約38%（截至二零二一年十二月三十一日止年度：36%）之應收貿易款而面對若干集中信貸風險。本集團已制定政策，以確保向具備合適信貸記錄之客戶出售產品。本集團定期檢討應收貿易款及其他應收款項之可收回金額，並根據本集團政策就呆賬作出撥備。此外，管理層定期審閱各個別貿易債項之可收回金額，確保為不可收回債項確認充分減值虧損。就此而言，管理層認為，本集團之信貸風險已大幅減少。

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

(b) Credit risk (cont'd)

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the borrower;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 360 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

The Group uses two categories for non-trade receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

34. 財務風險管理目標及政策 (續)

(b) 信貸風險 (續)

本集團通過比較報告日期發生的違約風險與初始確認日期的違約風險，考慮金融資產的信貸風險有否於各報告期按持續基準大幅增加。本集團會考慮可獲得之合理且支持性的前瞻性資料。特別是以下資料已獲使用：

- 預期會導致借款人履行其責任能力發生重大變化的業務、財務或經濟狀況的實際或預期重大不利變化；
- 借款人經營業績的實際或預期重大變化；
- 同一借款人的其他金融工具的信貸風險大幅增加；
- 借款人的預期業績和行為發生重大變化，包括借款人付款狀況的變化。

倘債務人於逾期後超過30日未能履行合約付款，則認為信貸風險大幅增加。金融資產違約指交易對手未能在到期後60日內履行合約付款。

金融資產於合理預期無法收回（例如債務人無法與本集團達成還款計劃）時撇銷。倘債務人於逾期後超過360日未能履行合約付款，本集團通常會撇銷有關貸款或應收款項。倘貸款或應收款項獲撇銷，則本集團（在實際可行及符合經濟效益之情況下）繼續採取強制行動試圖收回到期應收款項。

本集團將非貿易應收款項分為兩類，以反映各類別之信貸風險及貸款虧損撥備釐定方式。計算預期信貸虧損率時，本集團考慮各類別之歷史虧損比率，並就前瞻性數據作出調整。

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

(b) Credit risk (cont'd)

Category 類別	Definition 定義	Loss provision 虧損撥備
Performing 履約	Low risk of default and strong capacity to pay 違約風險低，付款能力強	12 month expected losses 12個月預期虧損
Non-performing 不履約	Significant increase in credit risk 信貸風險大幅增加	Lifetime expected losses 全期預期虧損

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

(b) 信貸風險(續)

(c) 流動資金風險

本集團之政策為定期監察目前及預期之流動資金需求，從而確保本集團維持足夠現金儲備以應付其短期及長期的流動資金需求。

本集團按已訂約未貼現付款計算於報告期末之金融負債到期狀況如下：

At 30 June 2023	於二零二三年六月三十日	On demand or within 1 year 應要求或一年內 HK\$'000 千港元	1-2 years 一至二年 HK\$'000 千港元	2-5 years 二至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用之金融負債	125,104	-	-	-	125,104
Borrowings	借貸	38,550	-	-	-	38,550
Lease liabilities	租賃負債	146,170	267	289	-	146,726
Convertible bonds	可換股債券	-	-	-	-	-
Non-convertible bonds	不可換股債券	-	-	-	-	-
		309,824	267	289	-	310,380

At 31 December 2021	於二零二一年十二月三十一日	On demand or within 1 year 應要求或一年內 HK\$'000 千港元	1-2 years 一至二年 HK\$'000 千港元	2-5 years 二至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用之金融負債	189,883	-	-	-	189,883
Borrowings	借貸	69,533	-	-	-	69,533
Lease liabilities	租賃負債	161,525	995	782	-	163,302
Convertible bonds	可換股債券	265,086	-	-	-	265,086
Non-convertible bonds	不可換股債券	90,500	-	-	-	90,500
		776,527	995	782	-	778,304

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

(d) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain sufficient capital in order to support its business and maximise shareholders' value.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt. No changes were made in the objectives, policies and processes during the period ended from 1 January 2022 to 30 June 2023 and year ended 31 December 2021.

The Group monitors capital on the basis of gearing ratio, which is calculated as borrowings (including lease liabilities) over the amount of total assets. The Group's strategy is to maintain the gearing ratio at an appropriate level. The gearing ratio as at 30 June 2023 was 54% (31 December 2021: 187%).

35. CAPITAL COMMITMENT

The Group's capital commitments at the balance sheet date are as follows:

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備		
– contracted but not provided for	– 已訂約但未撥備	37,088	–

Details of the Company's capital commitments in respect of investments in associates are as follows:

		As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Capital expenditure contracted but not provided for in the consolidated financial statements in respect of unpaid balance of capital contributions to associates	就向聯營公司注資之未付結餘已訂約但未於綜合財務報表內撥備之資本開支	27,351	–

34. 財務風險管理目標及政策 (續)

(d) 資本管理

本集團資本管理之主要目標乃保障本集團能持續經營，並維持充分資本，以支持其業務及盡量提高股東價值。

本集團管理其資本架構，並因應經濟狀況之變動及相關資產風險特徵作出調整。在保持或調整其資本架構時，本集團或會調整派付予股東之股息金額、向股東退回資本、發行新股份或出售資產以減低債務。於二零二二年一月一日至二零二三年六月三十日期間及截至二零二一年十二月三十一日止年度，其目標、政策及程序並無變動。

本集團以資產負債比率(借貸(包括租賃負債)除以資產總值金額)監察資本。本集團之策略乃使資產負債比率維持於合適水平。於二零二三年六月三十日，資產負債比率為54%(二零二一年十二月三十一日: 187%)。

35. 資本承擔

本集團於結算日之資本承擔如下:

	As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
	37,088	–

本公司有關於聯營公司投資之資本承擔詳情如下:

	As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
	27,351	–

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35. CAPITAL COMMITMENT (cont'd)

Pursuant to an equity joint venture agreement during the Current Period, the Group has a 35% investment in an associate named 內蒙古車馬同馳運輸有限公司 ("the Associate A") which was incorporated in the PRC on 27 May 2022 for a period of fifty years. The Associate A is engaged in road transport service. The total investment cost of the Group in proportion to its respective interest in the Associate A is RMB3,500,000 which is to be financed in the form of cash by the Group. At 30 June 2023, the Group has fulfilled its investment obligation in the Associate A to the extent of nil.

Pursuant to an equity joint venture agreement during the Current Period, the Group has a 30% investment in an associate named 北京金達通馳企業管理有限公司 ("the Associate B") which was incorporated in the PRC on 25 April 2023 for a period of fifty years. The Associate B is engaged in commercial services. The total investment cost of the Group in proportion to its respective interest in the Associate B is RMB15,000,000 which is to be financed in the form of cash by the Group. At 30 June 2023, the Group has fulfilled its investment obligation in the Associate B to the extent of nil.

Pursuant to an equity joint venture agreement during the Current Period, the Group has a 35% investment in an associate named 山西檢科融碳科技有限公司 ("the Associate C") which was incorporated in the PRC on 19 August 2022 for a period of fifty years. The Associate C is engaged in technology promotion and application service. The total investment cost of the Group in proportion to its respective interest in the Associate C is RMB7,000,000 which is to be financed in the form of cash by the Group. At 30 June 2023, the Group has fulfilled its investment obligation in the Associate C to the extent of RMB175,000.

36. EVENTS AFTER THE REPORTING PERIOD

Purchase of Vehicles

On 9 August 2023, Beijing Tian Ma Tong Chi New Energy Vehicle Service Co., Ltd.* ("TMTC"), an indirect wholly-owned subsidiary of the Company entered into the sale and purchase agreement with Xiamen Golden Dragon Bus Co. Ltd.* (being the supplier, "Supplier"), a limited company established under the laws of the PRC, pursuant to which TMTC agreed to purchase the 35 units of new electric buses and 16 units of new fuel-oil buses from the Supplier at an aggregate consideration of RMB27,976,000 (equivalent to approximately HK\$30,493,000) ("Purchase of Vehicles"). The Directors have had of the view that the Purchase of Vehicles was entered into in the ordinary and usual course of business of the Group and for the sake of maintaining the quality of shuttle bus services rendered to customers by replacing aged buses with new ones from time to time. Details of the Purchase of Vehicles were set out in the announcement of the Company dated 9 August 2023.

Except for above mentioned, there were no material events subsequent to 30 June 2023 which would materially affect the Group's operating and financial performance as of the date of this annual report.

37. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 27 September 2023.

35. 資本承擔 (續)

根據本期間內之股權合資協議，本集團持有於聯營公司內蒙古車馬同馳運輸有限公司（「聯營公司A」，於二零二二年五月二十七日在中國註冊成立）之35%投資，為期五十年。聯營公司A從事道路運輸服務。本集團按其於聯營公司A之相關權益比例計算之總投資成本為人民幣3,500,000元，將由本集團以現金形式撥付。於二零二三年六月三十日，本集團並無履行對聯營公司A之投資責任。

根據本期間內之股權合資協議，本集團持有於聯營公司北京金達通馳企業管理有限公司（「聯營公司B」，於二零二三年四月二十五日在中國註冊成立）之30%投資，為期五十年。聯營公司B從事商業服務。本集團按其於聯營公司B之相關權益比例計算之總投資成本為人民幣15,000,000元，將由本集團以現金形式撥付。於二零二三年六月三十日，本集團並無履行對聯營公司B之投資責任。

根據本期間內之股權合資協議，本集團持有於聯營公司山西檢科融碳科技有限公司（「聯營公司C」，於二零二二年八月十九日在中國註冊成立）之35%投資，為期五十年。聯營公司C從事技術推廣及應用服務。本集團按其於聯營公司C之相關權益比例計算之總投資成本為人民幣7,000,000元，將由本集團以現金形式撥付。於二零二三年六月三十日，本集團已履行對聯營公司C之投資責任人民幣175,000元。

36. 報告期後事項

購置車輛

於二零二三年八月九日，本公司之間接全資附屬公司北京天馬通馳新能源汽車服務有限公司（「天馬通馳」）與廈門金龍旅行社有限公司（即供應商，「供應商」，一家根據中國法律成立的有限公司）訂立買賣協議，據此，天馬通馳同意向供應商購買35輛新電動巴士及16輛新燃油巴士，總代價為人民幣27,976,000元（相當於約30,493,000港元）（「購置車輛」）。董事認為，購置車輛乃於本集團日常及一般業務過程中進行，務求通過不時以新巴士替換舊巴士來維持提供予客戶的通勤巴士服務的質素。購置車輛的詳情載於本公司日期為二零二三年八月九日的公告。

除上述者外，概無於二零二三年六月三十日後發生之重大事項會對本集團截至本年報日期之經營及財務表現造成重大影響。

37. 批准綜合財務報表

綜合財務報表已於二零二三年九月二十七日獲董事會批准及授權刊發。

Five-Year Financial Summary

五年財務概要

A summary of the results and of the assets and liabilities of the Group for the last five financial periods/years, as extracted from the published audited financial statements and reclassified as appropriate, is set out below.

本集團過去五個財政期間／年度之業績及資產及負債概要(摘錄自已刊發經審核財務報表及經重新分類(如適合))列載如下。

RESULTS	業績	For period from 1 January 2022 to 30 June 2023 二零二二年 一月一日至 二零二三年 六月三十日 期間 HK\$'000 千港元	For the year ended 31 December 截至十二月三十一日止年度			
			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	116,293	142,814	134,527	97,767	54,697
Profit/(loss) before tax	除稅前溢利／(虧損)	183,629	61,403	42,158	72,264	(15,308)
Income tax	所得稅	(1,546)	(2,792)	(2,147)	(2,899)	-
Profit/(loss) for the period/year	期／年內溢利／(虧損)	182,083	58,611	40,011	69,365	(15,308)
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	201,759	54,756	36,726	61,556	(14,673)
Non-controlling interests	非控股權益	(19,676)	3,855	3,285	7,809	(635)
		182,083	58,611	40,011	69,365	(15,308)
ASSETS AND LIABILITIES	資產及負債	At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元	At 31 December 於十二月三十一日			
			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產	180,851	227,418	242,435	252,865	168,491
Current assets	流動資產	164,292	87,122	84,932	129,085	196,795
Current liabilities	流動負債	(314,968)	(783,324)	(842,006)	(903,916)	(879,051)
Non-current liabilities	非流動負債	(526)	(1,663)	(10,772)	(41,808)	(85,623)
Net assets/(liabilities)	資產／(負債)淨額	29,649	(470,447)	(525,411)	(563,774)	(599,388)
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	68,578	(447,146)	(499,183)	(535,621)	(599,404)
Non-controlling interests	非控股權益	(38,929)	(23,301)	(26,228)	(28,153)	16
Total equity	總權益	29,649	(470,447)	(525,411)	(563,774)	(599,388)

