



Domaine Power Holdings Limited

域能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 442

2023
Interim Report
中期報告



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CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Dr. So Shu Fai (*Chairman*)
Mr. Tom Xie (*Chief Executive Officer*)

NON-EXECUTIVE DIRECTOR

Mr. Chan Wai Dune

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yau Pak Yue
Mr. Chung Wai Man
Mr. Ning Rui

COMPANY SECRETARY

Ms. Lai Wai Sheung FCPA

AUTHORISED REPRESENTATIVES

Mr. Tom Xie
Ms. Lai Wai Sheung FCPA

AUDIT COMMITTEE

Mr. Yau Pak Yue (*Chairman*)
Mr. Chung Wai Man
Mr. Ning Rui

REMUNERATION COMMITTEE

Mr. Yau Pak Yue (*Chairman*)
Dr. So Shu Fai
Mr. Tom Xie
Mr. Chung Wai Man
Mr. Ning Rui

NOMINATION COMMITTEE

Dr. So Shu Fai (*Chairman*)
Mr. Tom Xie
Mr. Chung Wai Man
Mr. Yau Pak Yue
Mr. Ning Rui

執行董事

蘇樹輝博士 (主席)
謝祺祥先生 (行政總裁)

非執行董事

陳維端先生

獨立非執行董事

邱伯瑜先生
鍾衛民先生
寧睿先生

公司秘書

賴偉嫦女士資深會計師

授權代表

謝祺祥先生
賴偉嫦女士資深會計師

審核委員會

邱伯瑜先生 (主席)
鍾衛民先生
寧睿先生

薪酬委員會

邱伯瑜先生 (主席)
蘇樹輝博士
謝祺祥先生
鍾衛民先生
寧睿先生

提名委員會

蘇樹輝博士 (主席)
謝祺祥先生
鍾衛民先生
邱伯瑜先生
寧睿先生

AUDITORS

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor
27/F, One Taikoo Place
979 King's Road, Quarry Bay
Hong Kong

PRINCIPAL BANKERS

Bank of Communications (Hong Kong) Limited
27/F., Henley Building
5 Queen's Road Central
Central
Hong Kong

Bank of China (Hong Kong) Limited
Bank of China Tower
1 Garden Road
Hong Kong

PRINCIPAL SHARE REGISTRAR

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HONG KONG SHARE REGISTRAR

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

核數師

安永會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
鰂魚涌英皇道979號
太古坊一座27樓

主要往來銀行

交通銀行(香港)有限公司
香港
中環
皇后大道中5號
衡怡大廈20樓

中國銀行(香港)有限公司
香港
花園道1號
中國銀行大廈

主要股份過戶登記處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

香港股份過戶登記處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

LEGAL ADVISER

As to Hong Kong law:
Hastings & Co.
5/F, Gloucester Tower
The Landmark
11 Pedder Street
Central, Hong Kong

PRINCIPAL PLACE OF BUSINESS AND HEADQUARTERS IN HONG KONG

Unit 2203A, 22/F.
Wu Chung House
No. 213 Queen's Road East
Wanchai
Hong Kong

STOCK CODE

442

COMPANY'S WEBSITE

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註冊辦事處

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Cayman Islands

法律顧問

有關香港法律：
希仕廷律師行
香港中環
畢打街11號
置地廣場
告羅士打大廈5樓

香港主要營業地點及總部

香港
灣仔
皇后大道東213號
胡忠大廈
22樓2203A室

股份代號

442

公司網站

www.domainepower.com

Revenue was approximately HK\$130.4 million for the six months ended 30 September 2023 (the “Period”), representing an increase of approximately 50.2% as compared with the same for the six months ended 30 September 2022.

Gross profit was approximately HK\$1.6 million for the six months ended 30 September 2023, representing a decrease of approximately 8.2% as compared with the same for the six months ended 30 September 2022.

Gross profit margin was approximately 1.2% for the six months ended 30 September 2023, as compared with approximately 2.0% for the six months ended 30 September 2022.

For the six months ended 30 September 2023, Domaine Power Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) recorded a consolidated loss attributable to the equity holders of approximately HK\$9.1 million, compared with consolidated losses of approximately HK\$15.0 million for the corresponding period of 2022.

Basic and diluted losses per share amounted to approximately HK\$0.05 for the six months ended 30 September 2023, compared with the basic and diluted losses per share of approximately HK\$0.09 for the six months ended 30 September 2022.

The board (the “Board”) of directors (the “Directors”) of the Company does not recommend the payment of an interim dividend for the six months ended 30 September 2023.

截至2023年9月30日止六個月（「本期間」），收益約為130.4百萬港元，較截至2022年9月30日止六個月增加約50.2%。

截至2023年9月30日止六個月，毛利約為1.6百萬港元，較截至2022年9月30日止六個月下降約8.2%。

截至2023年9月30日止六個月，毛利率約1.2%，而截至2022年9月30日止六個月則約為2.0%。

截至2023年9月30日止六個月，域能控股有限公司（「本公司」）及其附屬公司（統稱為「本集團」）錄得股權持有人應佔綜合虧損約為9.1百萬港元，而2022年同期綜合虧損約為15.0百萬港元。

截至2023年9月30日止六個月，每股基本及攤薄虧損約為0.05港元，而截至2022年9月30日止六個月每股基本及攤薄虧損約為0.09港元。

本公司董事（「董事」）會（「董事會」）不建議就截至2023年9月30日止六個月派付中期股息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS OVERVIEW

Being an integrated fine jewellery provider and an original design manufacturer with a well-established operating history in Hong Kong, the Group is primarily engaged in designing, manufacturing, processing and exporting fine jewellery to jewellery wholesalers, retailers and high-net-worth customers mainly in Hong Kong and Mainland China. With the management expertise, the Group allocated more resources to participate in the fine artistic jewellery market and captured the market of high-net-worth customers.

Moreover, the Group has been offering a wide range of fine jewellery products in karat gold encompassing rings, earrings, pendants, necklaces, bracelets, bangles, cufflinks, brooches and anklets. Recently, according to the changes in the market, the management is committed to the development of the fine artistic jewellery and service platform (asset light) business. At the same time, in order to enrich the product range, the Group also provides gold products and materials. The Group's customers are mainly wholesalers and retailers of jewellery products, and high-net-worth customers.

During the Reporting Period, countries around the world began to resume normal activities as the pandemic and related restrictions started to ease. The reopening of borders and the revival of tourism provided a boost to the retail industry. However, a global economic downturn storm is forming, posing a risk of entering an economic recession this year. The retail industry is facing a double blow from rising interest rates and plummeting consumer confidence, making a surge in consumer spending unlikely in the short term. Persistent high inflation and ongoing geopolitical tensions continue to present significant challenges on the road ahead.

業務概覽

作為一家於香港營運歷史悠久的優質珠寶綜合供應商及原設計製造商，本集團主要從事優質珠寶設計、製造及加工，並主要出口予香港和中國內地的珠寶批發商、零售商及高淨值客戶群。憑藉管理層專業知識，本集團分配更多資源參與高級藝術珠寶市場以及爭取高淨值客戶市場。

此外，本集團供應多款K金優質珠寶產品，包括戒指、耳環、吊墜、項鍊、手鐲、臂鐲、袖扣、胸針及踝飾。近期，根據市場的變化，管理層致力於高級藝術珠寶的發展以及平台服務（輕資產）業務。同時，為豐富產品種類，本集團亦提供黃金製品及原材料。本集團客戶主要為珠寶產品批發商及零售商，及高淨值客戶群。

報告期內，世界各國開始恢復正常活動，疫情及相關限制也開始減緩。各國邊境的重新開放和旅遊的復甦為零售業帶來提振作用。然而，全球經濟下行的風暴正在形成，今年將面臨陷入經濟衰退的風險。零售業遭受利率上漲和消費者信心創新低的雙重打擊，短期內不太可能出現消費激增的情況。通脹高企和地緣政治緊張局勢持續，前方道路仍然困難重重。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

With the experience and professional knowledge of the management team, the Group timely adjusted its strategy and reallocated business resources to fine artistic jewellery, gold products and materials, and online sales of gold jewellery and accessories in the Hong Kong market and in the mainland China market, resulting in a significant increase in sales. As of the period ended 30 September 2023, the revenue generated from sales in Hong Kong and Mainland China markets by the Group has significantly increased by approximately 50.2% to approximately HK\$130.4 million, compared to the same period last year.

For the six months ended 30 September 2023, the Group's administrative expenses were approximately HK\$9.4 million, which were approximately 6.4% lower than that of the corresponding period of last year, at the same time, selling expenses increased by approximately 331.5% to approximately HK\$1.3 million.

FUTURE PLANS AND PROSPECTS

We have noticed the impact of international trade sanctions disputes and geopolitical tensions on our business. In addition, the Federal Reserve's interest rate hike cycle may also affect our business. Therefore, we need to be cautious in responding to market changes and timely adjust our strategies and plans.

As a company that specialises in fine artistic jewellery, the Group will continue to focus on innovation and design, improve product quality and uniqueness to meet customer needs. In addition, one of the sales channels for the Group's fine artistic jewellery products is through auction houses. Therefore, the Group has better utilized the auction platform to strive for better performance on the basis of having sold fine artistic jewellery at a well-known auction house in Hong Kong. We will also proactively broaden our online sales channels to offer convenient and rapid shopping and customization experiences that cater to the diverse demands of our customers.

憑藉管理層的經驗及專業知識，本集團及時調整策略，將業務資源重新分配至香港市場及中國內地市場的高級藝術珠寶、黃金製品及材料及網絡銷售黃金珠寶首飾上，從而使本集團於該等銷售大幅上升。截至2023年9月30日止期間，本集團來自香港和中國內地市場銷售所產生的收益較去年同期顯著上升約50.2%至約130.4百萬港元。

截至2023年9月30日止六個月，本集團行政開支約為9.4百萬港元，較去年同期減少約6.4%，同時，銷售開支同期增加約331.5%至約1.3百萬港元。

未來計劃及展望

我們注意到國際貿易制裁糾紛和地緣政治的緊張局勢對我們的業務產生影響。此外，美聯儲加息周期也可能對我們的業務造成影響。因此，我們需要謹慎應對市場變化，及時調整策略和計劃。

作為一家專注於高級藝術珠寶品牌的公司，我們將繼續注重創新和設計，提高產品品質和獨特性，以滿足客戶需求。此外，本集團高級藝術珠寶產品的銷售管道之一是拍賣行。因此，本集團已在本港一家有名的拍賣行拍出高級藝術珠寶的基礎上，更好的利用拍賣平台，爭取更好的業績。我們還將積極擴展線上銷售管道，提供方便快捷的購物和定制體驗，以滿足客戶不同的需求。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On 23 September 2023, we achieved a new breakthrough in our business. Our group has reached a collaboration agreement with Sichuan Luyizun Yuan Liquor Industry Co., Ltd.* to launch the “Golden silver cups, Lantian jade carafe, Luzhou, Yibin, Zunyi. Vessels of happiness, health, and good fortune” gift box series. Meticulously designed and crafted by our group, the series features the “Golden and silver cups” and the “Lantian jade carafe,” accompanied by the liquor “Luyizun” produced in the core production areas of Luzhou, Yibin, and Zunyi, the famous “Baijiu Golden Triangle” in China. The series made its debut at Hong Kong International Jewellery Show in late September 2023.

Simultaneously, our group announced the establishment of the “DP31 Club.” Through the membership platform, we aim to interact and engage with customers, blending the cultures of gold, silver, jade, and liquor, continuously enhancing the artistic value of culture, promoting happiness, health, and good fortune for the public. The platform can also serve as a means to promote our group’s fine artistic jewellery products, elevating the brand’s prestigious experience.

於2023年9月23日，我們迎來業務新突破。本集團與四川瀘宜遵原酒酒業有限公司達成合作協議，推出「金杯玉壺瀘宜遵，開心健康好運來」禮盒系列。由本集團精心設計製作「金銀杯」及「藍田玉壺」，配以中國著名「白酒金三角」瀘州、宜賓及遵義核心產區生產的「瀘宜遵」固態白酒，在今年香港國際珠寶展中首發。

同時，本集團宣佈成立「好尊會」。期望通過會員平台與顧客互動交流，把金、銀、玉文化和酒文化互相融合，不斷提升文化藝術的品味，促進大眾的開心養生和健康好運來。也可藉該平台推廣本集團的高級藝術珠寶產品，提升品牌的尊貴體驗。

* The English translation of terms or names in Chinese used in this report which are marked with “*” is for identification purpose only.

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

財務回顧

Six months ended 30 September
截至9月30日止六個月

		2023 2023年 (unaudited) (未經審核)	2022 2022年 (unaudited) (未經審核)
Revenue (HK\$'000)	收益 (千港元)	130,444	86,825
Gross profit (HK\$'000)	毛利 (千港元)	1,606	1,750
Gross profit margin (%)	毛利率(%)	1.2	2.0
Loss attributable to the equity holders of the Company (HK\$'000)	本公司股權持有人應佔虧損 (千港元)	(9,143)	(14,976)

REVENUE

The Group's revenue during the Period was approximately HK\$130.4 million, representing an increase of approximately HK\$43.6 million or 50.2% over the corresponding period in 2022. The increase in Group's revenue was mainly due to increase of online sales of gold jewellery and accessories in Hong Kong and Mainland China market. The Group timely adjusted strategy and reallocated the resources of the business on dealing with gold products and fine artistic jewellery products.

收益

本集團於本期間的收益約為130.4百萬港元，較2022年同期上升約43.6百萬港元或50.2%。本集團的收益上升主要由於香港市場及中國內地市場的黃金珠寶首飾銷售大幅上升。本集團及時調整策略，將業務資源重新分配至黃金製品及高級藝術珠寶。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

GROSS PROFIT AND GROSS PROFIT MARGIN

The Group's gross profit for the Period was approximately HK\$1.6 million, representing a decrease of approximately HK\$0.2 million or 8.2% lower the corresponding period in 2022. Gross profit margin decreased to approximately 1.2% from approximately 2.0%, which was mainly due to the increase in sales of gold business with lower gross profit.

SELLING EXPENSES

The Group's selling expenses increased by approximately HK\$1.0 million or 331.5%, to approximately HK\$1.3 million for the Period from approximately HK\$0.3 million for the six months ended 30 September 2022. The increase was mainly due to business operation adjustment and marketing expenses of DP31 Club during the period.

ADMINISTRATIVE EXPENSES

The Group's administrative expenses decreased by approximately HK\$0.7 million or 6.4%, to approximately HK\$9.4 million for the Period from approximately HK\$10.1 million for the six months ended 30 September 2022. The decrease was primarily due to effective cost control measures.

毛利及毛利率

本集團於本期間的毛利約為1.6百萬港元，較2022年同期減少約0.2百萬港元或8.2%。毛利率則由約2.0%下降至約1.2%，主要由於毛利較低的黃金業務銷售上升所致。

銷售開支

本集團的銷售開支由截至2022年9月30日止六個月的約0.3百萬港元上升約1.0百萬港元或331.5%至本期間的約1.3百萬港元。上升主要由於期內業務調整及好尊會市場推廣費用所致。

行政開支

本集團的行政開支由截至2022年9月30日止六個月約10.1百萬港元減少約0.7百萬港元或6.4%，至本期間的約9.4百萬港元。行政開支減少主要由於有效的成本控制措施。

LOSS ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY

During the Period, the Group recorded a consolidated loss (the “Loss”) attributable to the equity holders of the Company of approximately HK\$9.1 million, mainly attributable to the decrease of gross profit of approximately HK\$0.2 million and the loss on changes in fair value on listed equity securities investment of approximately HK\$0.9 million while compared with consolidated losses of approximately HK\$15.0 million for the corresponding period of 2022. The consolidated loss decrease compared with the corresponding period in 2022 was mainly attributable to an increase in the Group’s revenue by approximately HK\$43.6 million or 50.2% and the loss on changes in fair value on listed equity securities investment decreased by approximately HK\$7.0 million or 88.8%.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2023, the Group had current assets of approximately HK\$69.3 million (31 March 2023: approximately HK\$79.7 million) which comprised cash and bank balances of approximately HK\$43.7 million (31 March 2023: approximately HK\$62.6 million). To proactively manage the liquidity and financial resources, the Group continues to expedite the collection of trade receivables from customers. As at 30 September 2023, the Group had non-current liabilities of approximately HK\$0.6 million (31 March 2023: approximately HK\$0.7 million), and its current liabilities amounted to approximately HK\$7.4 million (31 March 2023: approximately HK\$7.9 million), consisting mainly of payables arising in the normal course of operation. Accordingly, the current ratio, being the ratio of current assets to current liabilities, was approximately 9.4 as at 30 September 2023 (31 March 2023: approximately 10.1).

本公司股權持有人應佔虧損

於本期間，本集團錄得本公司股權持有人應佔綜合虧損（「虧損」）約9.1百萬港元，主要由於毛利下降約0.2百萬港元及股權證券投資組合公允值變動虧損約0.9百萬港元所致，而2022年同期綜合虧損約為15.0百萬港元。較2022年同期虧損減少主要由於本集團於本期間收益增加約43.6百萬港元或50.2%及股權證券投資組合公允值變動虧損減少約7.0百萬港元或88.8%。

流動資金及財務資源

於2023年9月30日，本集團的流動資產約69.3百萬港元（2023年3月31日：約79.7百萬港元），包括現金及銀行結餘約43.7百萬港元（2023年3月31日：約62.6百萬港元）。為了積極管理企業的風險及營運資金，本集團加快了應收賬款的回收。於2023年9月30日，本集團的非流動負債約為0.6百萬港元（2023年3月31日：約0.7百萬港元），及流動負債約為7.4百萬港元（2023年3月31日：約7.9百萬港元），主要包括日常營運過程中產生的應付款項。因此，於2023年9月30日，流動比率（即流動資產與流動負債的比率）約為9.4（2023年3月31日：約10.1）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

GEARING RATIO

The gearing ratio of the Group as at 30 September 2023 was not applicable as cash and bank balances exceeded obligations under finance lease.

TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and maintained a healthy liquidity position throughout the Period. The Group strives to reduce exposure to credit risk by buying credit insurance on certain customers' receivables, performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

FOREIGN EXCHANGE EXPOSURE

For the Period, the Group had monetary assets and monetary liabilities denominated in foreign currencies, i.e. currency other than the functional currency of the respective Group entities, which are mainly trade receivables, other receivables, cash and bank balance, trade and other payables. Since HK\$ is pegged to US\$, the Group does not expect any significant movements in HK\$/US\$ exchange rate. We are exposed to foreign exchange risk primarily with respect to Renminbi ("RMB"). However, the amount of the Group's monetary assets and monetary liabilities denominated in RMB as foreign currency as at 30 September 2023 and 30 September 2022 is very small, and the foreign exchange risk from the conversion of amounts denominated in foreign currency is almost zero as at 30 September 2023 and 30 September 2022.

資本負債比率

本集團於2023年9月30日的資本負債比率並不適用，原因是現金及銀行結餘超逾融資租賃承擔。

庫務政策

本集團在執行庫務政策上貫徹採取審慎的財務管理策略，於本期間整段時間內維持健全的流動資金狀況。本集團透過就若干客戶的應收款項購買信用保險，不斷評估其客戶的信貸狀況及財務狀況，務求降低信貸風險。為控制流動資金風險，董事會密切監察本集團的流動資金狀況，確保本集團資產、負債及其他承擔的流動資金架構可不時滿足其資金需要。

外匯風險

於本期間，本集團有以外幣（即相關集團實體功能貨幣以外的貨幣）計值的貨幣資產及貨幣負債，主要為貿易應收款項、其他應收款項、現金及銀行結餘、貿易及其他應付款項。由於港元與美元掛鈎，本集團預期港元兌美元的匯率不會發生任何重大變動。我們承受的外匯風險主要與人民幣（「人民幣」）有關。然而，本集團之貨幣資產及貨幣負債於2023年9月30日及2022年9月30日以人民幣作為外幣計值的款項很小，於2023年9月30日及2022年9月30日面臨來自換算以外幣計值的款項的外匯風險幾乎為零。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group does not engage in any derivatives activities and does not commit to any financial instruments to hedge its exposure to foreign currency risk.

本集團並無從事任何衍生工具活動，亦無利用任何財務工具對沖其外幣風險。

CAPITAL STRUCTURE

There was no change in the capital structure of the Group as at 30 September 2023 as compared with that as at 31 March 2023.

資本架構

本集團於2023年9月30日的資本架構相對於2023年3月31日概無變動。

CAPITAL COMMITMENTS

As at 30 September 2023, the Group had no capital commitments (31 March 2023: nil).

資本承擔

於2023年9月30日，本集團概無資本承擔(2023年3月31日：無)。

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the Period.

中期股息

董事會不建議就本期間派付中期股息。

INFORMATION ON EMPLOYEES

As at 30 September 2023, the Group had 11 employees (31 March 2023: 10), including the executive Directors. Remuneration is determined with reference to market conditions and individual employees' performance, qualification and experience.

僱員資料

於2023年9月30日，本集團有11名僱員(2023年3月31日：10名)，包括執行董事。薪酬乃參考市況及個別僱員之表現、資格及經驗而釐定。

Apart from the provident fund scheme (operation in accordance with the provisions of the Mandatory Provident Fund Schemes Ordinance for Hong Kong employees) or social insurance fund (including retirement pension insurance, medical insurance, unemployment insurance, injury insurance and maternity insurance for the PRC employees), discretionary bonuses and employee share options are also awarded to employees according to the Group's performance as well as assessment of individual performance.

除公積金計劃(根據強制性公積金計劃條例的條文為香港僱員設立)或社會保險基金(包括為中國僱員設立的退休養老保險、醫療保險、失業保險、工傷保險及生育保險)外，本公司會參考本集團表現及個別員工表現評估向僱員發放酌情花紅及僱員購股權。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Directors believe that the salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually.

ADOPTION OF THE 2023 SHARE SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME

The Company has adopted the share option scheme on 10 February 2015 (the "Existing Share Option Scheme") under which certain selected classes of participants (including, among others, Directors and full-time employees) may be granted options to subscribe for the shares. Unless otherwise cancelled or amended, the scheme will remain in force for 10 years from that date. No share option had ever been granted under the Scheme since its adoption.

During the Reporting Period, the Board proposed the adoption of a new share incentive scheme (the "2023 Share Scheme") to be approved and adopted by the Shareholders. Immediately upon the 2023 Share Scheme taking effect, the Existing Share Option Scheme shall terminate and the Company shall not grant any options under the Existing Share Option Scheme.

The Board proposed to adopt the 2023 Share Scheme to provide for the potential issuance of both share options and share awards in order to broaden the types of equity incentives that the Company can utilise as part of its incentive strategy and also to ensure that the new scheme adopted shall be in compliance with the amended Chapter 17 of the Listing Rules introduced by the Stock Exchange, which came into effect on 1 January 2023.

董事認為，本集團僱員之薪金及福利維持在具競爭力的水平，僱員在本集團薪金及花紅制度(每年進行檢討)的總體框架下按表現獲得獎勵。

採納2023年股份計劃及終止現有購股權計劃

本公司已於2015年2月10日採納購股權計劃(「現有購股權計劃」)，據此，若干選定類別的參與者(包括(其中包括)董事及全職僱員)可獲授購股權以認購股份。除非以其他方式註銷或修訂，計劃於該日起計10年內仍有效。自其採納以來，並無根據計劃授出任何購股權。

於報告期內，董事會建議採納新股份獎勵計劃(「2023年股份計劃」)。緊隨2023年股份計劃生效後，原有購股權計劃將終止及本公司不得根據原有購股權計劃授出任何購股權。

董事會建議採納2023年股份計劃，以就可能發行購股權及股份獎勵作出規定，從而擴大本公司可以利用作為其激勵策略一部分的股權激勵類型，並確保採納的新計劃符合聯交所引入，於2023年1月1日生效的經修訂上市規則第十七章的要求。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On 14 September 2023, the 2023 Share Scheme was approved by the Shareholders in the annual general meeting.

As at the date of this report, Tricor Services Limited has been appointed to administer and implement the 2023 Share Scheme. Operation of the 2023 Share Scheme is conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in the Shares to be allotted and issued pursuant to the Awards.

For details of the adoption of the 2023 Share Scheme and the termination of the Existing Share Option Scheme, please refer to the circular of the Company dated 9 August 2023 and announcement of the Company dated 14 September 2023.

At the beginning of the Reporting Period, the 2023 Share Scheme has not been adopted yet and therefore, there was no share option or share award available for grant. As at 30 September 2023, no grant has been made under the 2023 Share Scheme and therefore, the number of share options and share awards available for grant was 17,260,000 Shares. Moreover, as no grant has been made under the 2023 Share Scheme, the percentage of the number of Shares that may be issued in respect of share options and share awards granted under the 2023 Share Scheme during the Reporting Period divided by the weighted average number of Shares in issue for the Reporting Period is not applicable.

於2023年9月14日，股東已於周年股東大會上批准2023年股份計劃。

於本報告日期，卓佳專業商務有限公司獲委任受託人管理及執行2023年股份計劃。2023年股份計劃須待聯交所上市委員會批准根據獎勵配發，及發行的股份上市及買賣達成後方會運作。

有關2023年股份計劃的採納以及終止現有購股權計劃的詳細資訊，請參閱本公司於2023年8月9日發佈的通函及本公司於2023年9月14日的公告。

於報告期開始時，2023年股份計劃尚未採納，因此，概無可供授出的購股權或股份獎勵。於2023年9月30日，概無根據2023年股份計劃授出購股權。因此，可供授出的購股權及股份獎勵數目為17,260,000股股份。此外，由於概無根據2023年股份計劃授出購股權，於報告期內就根據2023年股份計劃授出的購股權及股份獎勵可予發行的股份數除以報告期內已發行股份加權平均數的百分比並不適用。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SIGNIFICANT INVESTMENTS HELD

As at 30 September 2023, the Group held financial assets at fair value through profit or loss in the amounts of approximately HK\$25,717,000 as non-current assets, representing approximately 25.8% of its total assets.

The financial assets at fair value through profit or loss consist of a life insurance policy in the amounts of approximately HK\$18,515,000, representing approximately 18.6% of its total assets, and Hong Kong listed equity securities in the amounts of approximately HK\$7,202,000, representing approximately 7.2% of its total assets.

Pursuant to paragraph 32(4A) of Appendix 16 to the Listing Rules, the particulars of the Group's significant investments in Hong Kong listed equity securities measured at fair value through profit or loss with a value of 5% or more of the Group's total assets as at 30 September 2023 and other significant investments of listed equity securities held as at 30 September 2023 are set out below:

持有之重大投資

於2023年9月30日，本集團持有為非流動資產之按公允值計入損益的金融資產約25,717,000港元，相當於其資產總值約25.8%。

按公允值計入損益的金融資產包括人壽保險保單約18,515,000港元，相當於其資產總值約18.6%，以及香港上市股權證券約7,202,000港元，相當於其資產總值約7.2%。

根據上市規則附錄十六第32(4A)段，按公允值計入損益且其價值於2023年9月30日佔本集團總資產5%或以上的本集團於香港上市股權證券的重大投資以及於2023年9月30日持有的其他重大上市股權證券投資詳情載列如下：

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

	Place of incorporation	HK stock code	Date of acquisitions	Number of acquired shares as at 30 September 2023	Proportion of acquired shares in the total issued share capital of investee as at 30 September 2023	Cost (exclusive transaction costs)	Principal activities	Fair value	For the six months ended 30 September 2023		Dividend income
								As at 30 September 2023	Percentage to the Group's total assets	Unrealised gain/(loss) on change in fair value	
	註冊成立地點	香港股份代號	收購日期	於2023年9月30日已收購股份數目	於2023年9月30日被投資方已發行股本總額的比例	成本 (不包括交易成本)	主要業務	於2023年9月30日	佔本集團總資產百分比	公允值變動之收益/(虧損)	股息收入
						HK\$'000 千港元		HK\$'000 千港元	%	HK\$'000 千港元	HK\$'000 千港元
(1) Lisi Group (Holdings) Limited (formerly known as China Automobile New Retail (Holdings) Limited) ("Lisi Group") (Note 1)	Bermuda	0526	11 and 16 July 2019	69,202,000	Approximately 0.86%	Approximately 54,924	Manufacturing and trading business, retail business, wholesale business and investments holding business	Approximately 2,699	Approximately 2.71	Approximately (553)	-
利時集團(控股)有限公司(前稱為中國汽車新零售(控股)有限公司)(「利時集團」)(附註1)	百慕達	0526	2019年7月11日及16日	69,202,000	約0.86%	約54,924	製造及貿易業務、零售業務、批發業務以及投資控股業務	約2,699	約2.71	約(553)	-
(2) Redun Properties Group Limited	Cayman Islands	1996	14 August 2019	3,500,000	Approximately 0.10%	Approximately 8,470	Property development, commercial property investment and operations, and hotel operations	Approximately 525	Approximately 0.53	Approximately (613)	-
弘閣地產集團有限公司	開曼群島	1996	2019年8月14日	3,500,000	約0.10%	約8,470	物業開發、商業物業投資與經營以及酒店經營業務	約525	約0.53	約(613)	-
(3) China Ancho Energy Storage Group Limited (formerly known as China Fordoo Holdings Limited)	Cayman Islands	2399	11 July 2019	6,980,000	Approximately 0.32%	Approximately 14,746	Investment holding	Approximately 3,978	Approximately 3.99	Approximately 279	-
中國安儲能源集團有限公司(前稱為中國虎都控股有限公司)	開曼群島	2399	2019年7月11日	6,980,000	約0.32%	約14,746	投資控股	約3,978	約3.99	約279	-
Total						Approximately 78,140		Approximately 7,202	Approximately 7.23	Approximately (887)	-
總計						約78,140		約7,202	約7.23	約(887)	-

Note 1:

For further information, please refer to the announcement of the Company dated 17 July 2019 in relation to the acquisitions of the shares of Lisi Group.

附註1：

有關進一步資料，請參閱本公司日期為2019年7月17日的公告，內容有關收購利時集團的股份。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group will continue to be on the search for new opportunities both locally and abroad, which is expected to provide an additional boost to our future growth. Hong Kong listed equity securities are still attractive investment and can enhance the returns on investment for the Group in long term. The Board did not alter the Group's investment strategy due to short-term market volatilities.

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the paragraph headed "Future Plans and Prospects" in this report, there was no other definite plan for material investments and acquisition of material capital assets as at 30 September 2023.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES

Save as disclosed in the paragraph headed "Significant Investments Held" in this report, the Group did not have any material acquisition and disposal of subsidiaries and affiliated companies during the Period.

CHARGE OF ASSETS

The Group did not have any charge of assets as at 30 September 2023 (31 March 2023: nil).

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 September 2023 (31 March 2023: nil).

本集團將繼續尋找本地及海外的新機遇，相信將為日後的增長提供更多動力。本集團認為香港上市股權證券仍為具吸引力之投資，長遠可提升本集團之投資回報。董事會未有因為短期市場波動而改變本集團的投資策略。

重大投資及資本資產之未來計劃

除本報告中「未來計劃及展望」一段所披露者外，於2023年9月30日概無重大投資及收購重大資本資產的其他具體計劃。

重大收購及出售附屬公司及聯屬公司

除本報告「持有之重大投資」一段披露外，本集團於本期間概無任何重大收購及出售附屬公司及聯屬公司事項。

資產抵押

於2023年9月30日，本集團概無資產抵押(2023年3月31日：無)。

或然負債

於2023年9月30日，本集團概無任何重大或然負債(2023年3月31日：無)。

CORPORATE GOVERNANCE PRACTICES

Adapting and adhering to recognised standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board believes that good corporate governance is one of the areas that lead to the success of the Company and in balancing the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

The corporate governance practices adopted by the Company during the six months ended 30 September 2023 are in line with those set out in the Corporate Governance Report of the Company's Annual Report 2023. The Board has adopted the Principles and code provisions (the "Code Provisions") of the Corporate Governance Code set out in Appendix 14 to the Listing Rules as the basis of the Company's corporate governance practices enabling its shareholders to evaluate. During the period ended 30 September 2023, the Company had complied with the Code Provisions.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transaction by Directors of the Company. Having made specific enquiries to all the Directors, the Directors confirmed that they had complied with the required standard as set out in the Model Code during the Period.

企業管治守則

配合及遵循企業管治原則及常規之公認標準一貫為本公司最優先原則之一。董事會認為良好的企業管治是帶領本公司邁向成功及平衡股東、客戶及僱員之間利益之因素之一，董事會致力於持續改善該等原則及常規之效率及有效性。

截至2023年9月30日止六個月，本公司採納之企業管治常規與本公司2023年年報之企業管治報告所載者一致。董事會已採納上市規則附錄十四所載企業管治守則之原則及守則條文（「守則條文」），作為本公司企業管治常規的基礎，以便股東進行評估。截至2023年9月30日止期間，本公司一直遵守守則條文。

董事進行證券交易的標準 守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」），作為本公司董事進行證券交易之行為守則。經向全體董事作出具體查詢後，董事確認於本期間已遵守標準守則所載規定標準。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2023 截至2023年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月		
		Notes 附註	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收益	4	130,444	86,825
Cost of sales	銷售成本		(128,838)	(85,075)
Gross profit	毛利		1,606	1,750
Other income	其他收入		231	506
Selling expenses	銷售開支		(1,329)	(308)
Administrative expenses	行政開支		(9,445)	(10,091)
Operating loss	營運虧損		(8,937)	(8,143)
Other gains, net	其他收益，淨額	5	353	1,061
Other losses, net	其他虧損，淨額	5	(512)	(7,847)
Finance costs	財務成本	6	(29)	(48)
Loss before tax	除稅前虧損	7	(9,125)	(14,977)
Income tax expense	所得稅開支	8	(18)	1
LOSS FOR THE PERIOD	期內虧損		(9,143)	(14,976)
OTHER COMPREHENSIVE INCOME	其他全面收益			
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods</i>	<i>可能於其後期間重新分類至損益的其他全面收益</i>			
— Exchange differences on translation of foreign operations	— 換算國外業務產生的匯兌差額		(1,175)	(2,874)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2023 截至2023年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註	
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	年內其他全面收益，扣除稅項		
		(1,175)	(2,874)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	年內全面虧損總額		
		(10,318)	(17,850)
Loss for the year attributable to:	下列人士應佔本年度虧損：		
Owners of the Company	本公司擁有人	(9,048)	(14,976)
Non-controlling interests	非控股權益	(95)	-
		(9,143)	(14,976)
Total comprehensive loss for the year attributable to:	下列人士應佔本年度全面虧損總額：		
Owners of the Company	本公司擁有人	(10,223)	(17,850)
Non-controlling interests	非控股權益	(95)	-
		(10,318)	(17,850)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔每股虧損		
— Basic and diluted	— 基本及攤薄	10	
		HK\$(0.05) (0.05) 港元	HK\$(0.09) (0.09) 港元

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2023 於2023年9月30日

		Notes 附註	At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Non-current assets				
	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	1,422	1,463
Intangible assets	無形資產		724	724
Right-of-use assets	使用權資產		1,234	1,223
Financial asset at fair value through profit or loss	按公允值計入損益之金融資產	12	25,717	26,185
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		1,335	1,375
Total non-current assets			30,432	30,970
Current assets				
	流動資產			
Inventories	存貨	13	12,329	10,377
Trade receivables	貿易應收款項	14	11,644	609
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	15	1,703	6,052
Cash and bank balances	現金及銀行結餘		43,661	62,648
Total current assets			69,337	79,686

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 簡明綜合財務狀況表

At 30 September 2023 於2023年9月30日

		Notes 附註	At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Current liabilities	流動負債			
Trade and other payables and accruals	貿易及其他應付款項及應計費用	16	6,263	6,817
Lease liabilities	租賃負債		769	734
Tax payables	應付稅項		344	360
Total current liabilities	流動負債總額		7,376	7,911
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		510	544
Deferred tax liabilities	遞延稅項負債		106	106
Total non-current liabilities	非流動負債總額		616	650
Net assets	資產淨值		91,777	102,095
Equity	權益			
Equity attributable to the equity holders of the Company	本公司股權持有人應佔權益			
Issued capital	已發行股本	17	863	863
Reserves	儲備		88,873	99,096
Non-controlling interests	少數股東權益		89,736	99,959
			2,041	2,136
Total equity	權益總額		91,777	102,095

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2023 截至2023年9月30日止六個月

		Attributable to the equity holders of the Company (unaudited)									
		本公司股權持有人應佔(未經審核)									
		Issued capital 已發行 股本	Share premium 股份溢價	Statutory		Capital surplus 資本盈餘	Exchange		Accumulated losses 累計虧損	Non- controlling interests 非控股 權益	Total equity 權益總額
				surplus reserve 法定盈餘 儲備	Merger reserve 合併儲備		fluctuation reserve 外匯波動 儲備	Sub-total 小計			
HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元		
At 1 April 2023	於2023年4月1日	863	122,787	7,946	1,665	105,366	(3,818)	(134,850)	99,959	2,136	102,095
Loss for the period	期內虧損	-	-	-	-	-	-	(9,048)	(9,048)	(95)	(9,143)
Other Comprehensive loss for the period:	期內其他全面虧損：										
Exchange differences on translation of foreign operations	換算國外業務產生的匯兌差額	-	-	-	-	-	(1,175)	-	(1,175)	-	(1,175)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	(1,175)	-	(1,175)	-	(1,175)
At 30 September 2023	於2023年9月30日	863	122,787	7,946	1,940	105,366	(4,993)	(143,898)	89,736	2,041	91,777

* These reserve accounts comprise the consolidated reserves of approximately HK\$88,873,000 (31 March 2023: approximately HK\$99,096,000) in the condensed consolidated statement of financial position.

* 該等儲備賬構成簡明綜合財務狀況表中的綜合儲備約88,873,000港元(2023年3月31日:約99,096,000港元)。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

For the six months ended 30 September 2023 截至2023年9月30日止六個月

		Attributable to the equity holders of the Company (unaudited) 本公司股權持有人應佔(未經審核)							
		Issued capital 已發行 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Statutory surplus reserve 法定盈餘 儲備 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Capital surplus 資本盈餘 HK\$'000 千港元	Exchange fluctuation reserve 外匯波動 儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 April 2022	於2022年4月1日	863	122,787	7,946	1,665	105,366	(1,769)	(108,884)	127,974
Loss for the period	期內虧損	-	-	-	-	-	-	(14,976)	(14,976)
Other Comprehensive loss for the period:	期內其他全面虧損:								
Exchange differences on translation of foreign operations	換算國外業務產生的匯兌差額	-	-	-	-	-	(2,874)	-	(2,874)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	(2,874)	-	(2,874)
At 30 September 2022	於2022年9月30日	863	122,787	7,946	1,665	105,366	(4,643)	(123,860)	110,124

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2023 截至2023年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
NET CASH FLOWS FROM/ (USED IN) OPERATING ACTIVITIES	經營活動所得／(所用) 現金流量淨額	(17,474)	(7,879)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Interest received	已收利息	122	168
Purchases of items of property, plant and equipment	購置物業、廠房及 設備項目	(437)	(264)
Proceeds from sale of financial assets at fair value through profit or loss	出售按公允值計入損益 之金融資產所得款項	-	792
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備 項目所得款項	-	3
Proceeds from disposal of intangible assets	出售無形資產所得款項	-	225
Net cash flows from/(used in) investing activities	投資活動所得／(所用) 現金流量淨額	(315)	924

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2023 截至2023年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Principle elements of lease payments	租賃付款的本金部分	(334)	(82)
Net cash flows (used in)/from financing activities	融資活動(所用)/所得 現金流量淨額	(334)	(82)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物 增加/(減少)淨額	(18,123)	(7,037)
Cash and cash equivalents at beginning of period	期初現金及 現金等價物	62,648	92,833
Effect of foreign exchange rate changes, net	外匯匯率變動的影響 淨額	(864)	(2,922)
Cash and cash equivalents at the end of period	期末現金及現金等價物	43,661	82,874
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘 分析		
Cash and bank balances as stated in the condensed consolidated statement of financial position	簡明綜合財務狀況表 所列的現金及 銀行結餘	43,661	82,874

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. CORPORATE AND GROUP INFORMATION

Domaine Power Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 6 June 2014. The registered office of the Company is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands.

The Shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 11 March 2015 (the “Listing”).

During the period, the Group involved in the manufacture and sale of jewellery products, sales of precious metals and other raw jewellery materials.

In the opinion of the directors, the immediate holding company of the Company is Perfect Gain Group Limited, which was incorporated in the British Virgin Islands and is beneficially wholly owned by Dr. So Shu Fai who is also the sole director of the company.

1. 公司及集團資料

域能控股有限公司(「本公司」)於2014年6月6日在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處設於Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands。

本公司股份於2015年3月11日在香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)。

期內，本集團主要從事製造及銷售珠寶產品、銷售貴金屬及其他珠寶原材料。

董事認為，本公司的直屬控股公司為於英屬處女群島註冊成立的精益集團有限公司，精益集團有限公司由蘇樹輝博士實益全資擁有，蘇博士亦為該公司的唯一董事。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The unaudited condensed consolidated interim financial statements for the Period have been prepared in accordance with the Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and with the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The condensed consolidated interim financial statements have not been audited by the Company’s independent auditors but have been reviewed by the Company’s audit committee.

The unaudited condensed consolidated interim financial statements have been prepared under the historical cost convention except for financial asset at fair value through profit or loss, which has been measured at fair values.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”, which also include HKASs and Interpretations), the significant accounting policies and basis of preparation adopted in the preparation of the unaudited condensed consolidated interim financial statements are consistent with those used in the Group’s audited consolidated financial statements for the year ended 31 March 2023.

2. 編製基準及重大會計政 策

2.1 編製基準

本期間的未經審核簡明綜合中期財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」及聯交所證券上市規則（「上市規則」）附錄十六的適用披露規定編製。

簡明綜合中期財務報表未經本公司獨立核數師審核，惟已經本公司審核委員會審閱。

未經審核簡明綜合中期財務報表乃按歷史成本法編製，惟按公允值計入損益之金融資產以公允值計量除外。

除應用新訂香港財務報告準則及香港財務報告準則修訂本（「香港財務報告準則」），亦包括香港會計準則及詮釋）產生的會計政策變動外，編製未經審核簡明綜合中期財務報表所採用之重大會計政策及編製基準與編製本集團截至2023年3月31日止年度之經審核綜合財務報表所用者一致。

**NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**
簡明綜合財務報表附註

**2. BASIS OF PREPARATION AND
SIGNIFICANT ACCOUNTING
POLICIES (Continued)**

**2.2 Changes in accounting policies and
disclosures**

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts — Cost of Fulfilling a Contract</i>
<i>Annual Improvements to HKFRSs 2018–2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

**2. 編製基準及重大會計政
策 (續)**

2.2 會計政策及披露之變動

本集團在本年度財務報表中首次採用以下經修訂的香港財務報告準則。

香港財務 報告準則 第3號 修訂本	概念框架提述
香港會計準 則第16號 修訂本	物業、廠房及 設備：作擬定 用途前的所得 款項
香港會計準 則第37號 修訂本	繁重合約—履行 合約的成本
香港財務 報告準則 2018年至 2020年的 年度改進	香港財務報告 準則第1號、 香港財務報告 準則第9號、 香港財務報告 準則第16號隨 附說明示例及 香港會計準則 第41號修訂本

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies and disclosures (Continued)

The nature and the impact of the revised HKFRSs that are applicable to the Group are described below:

Amendments to HKFRS 3

Amendments to HKFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* (the “Conceptual Framework”) issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 April 2022. As there were no business combinations during the year, the amendments did not have any impact on the financial position and performance of the Group.

2. 編製基準及重大會計政 策 (續)

2.2 會計政策及披露之變動 (續)

適用於本集團之經修訂香港財務報告準則的性質及影響載述如下：

香港財務報告準則第3號 修訂本

香港財務報告準則第3號修訂本已於2018年6月頒佈的對財務報告概念框架(「概念框架」)的提述取代對先前財務報表編製及呈列框架的提述，而不會重大改變其規定。該等修訂本亦為香港財務報告準則第3號增添其確認原則的例外情況，使實體可提述概念框架釐定資產或負債的構成部分。該例外情況列明，就香港會計準則第37號或香港(國際財務報告詮釋委員會)一詮釋第21號範圍內的負債及或然負債而言，倘其屬單獨產生而非於企業合併中產生，則採用香港財務報告準則第3號的實體應分別提述香港會計準則第37號或香港(國際財務報告詮釋委員會)一詮釋第21號而非概念框架。此外，該等修訂本澄清或然資產在收購日期不合資格確認。本集團已自2022年4月1日起採用該等修訂本。由於年內並無業務合併，該修訂對本集團的財務狀況及業績並無任何影響。

NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS
簡明綜合財務報表附註

2. BASIS OF PREPARATION AND
SIGNIFICANT ACCOUNTING
POLICIES (Continued)

2.2 Changes in accounting policies and
disclosures (Continued)

Amendments to HKAS 16

Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 April 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.

2. 編製基準及重大會計政
策 (續)

2.2 會計政策及披露之變動
(續)

香港會計準則第16號修
訂本

香港會計準則第16號修訂本禁止實體自物業、廠房及設備項目的成本中扣除出售所生產項目並就該資產能以管理層擬定的方式運作將其送往所需地點及達致所需狀況的任何所得款項。相反，實體於損益內確認出售任何該等項目的所得款項及該等項目(如香港會計準則第2號存貨所釐定)的成本。本集團已對於2021年4月1日或之後可供使用之物業、廠房及設備項目追溯應用該等修訂本。由於在物業、廠房及設備可供使用之過程中並無產生銷售項目，故該等修訂本並無對本集團之財務狀況或表現造成任何影響。

**NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS
簡明綜合財務報表附註**

**2. BASIS OF PREPARATION AND
SIGNIFICANT ACCOUNTING
POLICIES (Continued)**

**2.2 Changes in accounting policies and
disclosures (Continued)**

Amendments to HKAS 37

Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 April 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.

**2. 編製基準及重大會計政
策 (續)**

**2.2 會計政策及披露之變動
(續)**

**香港會計準則第37號修
訂本**

香港會計準則第37號修訂本澄清，就根據香港會計準則第37號評估合約是否屬繁重而言，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(如直接勞工及材料)及與履行該合約直接相關的其他成本分配(如履行合約所用物業、廠房及設備項目的折舊費用以及合約管理及監督成本分配)。一般及行政成本與合約並無直接關係，除非根據合約可明確向交易對手收取，否則不予計入。本集團已按未來適用法將該等修訂本應用於在2022年4月1日尚未履行其全部責任之合約，且概無識別任何虧損性合約。因此，該等修訂本並無對本集團之財務狀況或表現造成任何影響。

**NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**
簡明綜合財務報表附註

**2. BASIS OF PREPARATION AND
SIGNIFICANT ACCOUNTING
POLICIES (Continued)**

**2.2 Changes in accounting policies and
disclosures (Continued)**

Annual Improvements to HKFRSs 2018–2020 sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

Details of the amendment that is applicable to the Group are as follows:

HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 April 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

**2. 編製基準及重大會計政
策 (續)**

**2.2 會計政策及披露之變動
(續)**

香港財務報告準則2018年至2020年的年度改進載列香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附說明示例及香港會計準則第41號修訂本

適用於本集團的修訂本詳情如下：

香港財務報告準則第9號金融工具：澄清實體於評估一項新訂或經修訂金融負債的條款是否與原有金融負債的條款重大不同時包括的費用。該等費用僅包括借貸人與貸款人之間已付或已收的費用，當中包括借貸人或貸款人代表對方支付或收取的費用。本集團已於2022年4月1日提前應用修訂。由於年內本集團金融負債不存在修改或交換，故該修訂對本集團的財務狀況及業績並無任何影響。

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective HKFRSs

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to HKFRS 16	<i>Lease liability in a Sale and Leaseback</i> ²
HKFRS 17	<i>Insurance Contracts</i> ¹
Amendments to HKFRS 17	<i>Insurance Contracts</i> ^{1,5}
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information</i> ⁶
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current (the “2020 Amendments”)</i> ^{2,4}
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants (the “2022 Amendments”)</i> ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> ¹
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i> ¹
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ¹

2. 編製基準及重大會計政策 (續)

2.3 已頒佈但尚未生效的香港財務報告準則

本集團於該等財務報表中並無應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第10號及香港會計準則第28號(2011年)修訂本	投資者與其聯營公司或合營公司之間的資產出售或注資 ³
香港財務報告準則第16號修訂本	出售及租回中的租賃負債 ²
香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第17號修訂本	保險合約 ^{1,5}
香港財務報告準則第17號修訂本	首次應用香港財務報告準則第17號及香港財務報告準則第9號—比較資料 ⁶
香港會計準則第1號修訂本	將負債分類為流動或非流動 (「2020年修訂本」) ^{2,4}
香港會計準則第1號修訂本	具契諾之非流動負債 (「2022年修訂本」) ²
香港會計準則第1號修訂本及香港財務報告準則實務說明第2號	會計政策披露 ¹
香港會計準則第8號修訂本	會計估計的定義 ¹
香港會計準則第12號修訂本	與單一交易產生的資產及負債相關的遞延稅項 ¹

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective HKFRSs (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2023
- ² Effective for annual periods beginning on or after 1 January 2024
- ³ No mandatory effective date yet determined but available for adoption
- ⁴ As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion
- ⁵ As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023
- ⁶ An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

2. 編製基準及重大會計政 策 (續)

2.3 已頒佈但尚未生效的香 港財務報告準則 (續)

- ¹ 於2023年1月1日或之後開始的年度期間生效
- ² 於2024年1月1日或之後開始的年度期間生效
- ³ 強制生效日期尚未釐定，但可供採納
- ⁴ 由於2022年修訂本，2020年修訂本的生效日期被推遲到2024年1月1日或之後開始的年度期間。此外，由於2020年修訂本和2022年修訂本，故已修訂香港詮釋第5號財務報表呈列方式—借貸人對包含按的要求償還款條的定期貸款進行的分類方法，以使相應辭彙一致而結論不變
- ⁵ 由於2020年10月頒佈香港財務報告準則第17號修訂本，故香港財務報告準則第4號已予以修訂，以延長暫時豁免期間，允許承保人於2023年1月1日前開始的年度期間應用香港會計準則第39號而非香港財務報告準則第9號
- ⁶ 選擇應用本修訂本所載有關分類重疊的過渡性選擇的實體須在首次應用香港財務報告準則第17號時應用

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**2. BASIS OF PREPARATION AND
SIGNIFICANT ACCOUNTING
POLICIES (Continued)**

**2.3 Issued but not yet effective HKFRSs
(Continued)**

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

**2. 編製基準及重大會計政
策 (續)**

**2.3 已頒佈但尚未生效的香
港財務報告準則 (續)**

預期適用於本集團有關該等香港財務報告準則的進一步資料載述如下。

香港財務報告準則第10號及香港會計準則第28號(2011年)修訂本解決香港財務報告準則第10號與香港會計準則第28號(2011年)之間有關處理投資者與其聯營公司或合營公司之間的資產出售或注資兩者規定的不一致性。該等修訂本規定，當投資者與其聯營公司或合營公司之間的資產出售或注資構成一項業務時，須全數確認下游交易收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營公司的權益為限。該等修訂本將按前瞻基準應用。香港會計師公會已於2016年1月剔除香港財務報告準則第10號及香港會計準則第28號(2011年)修訂本的以往強制生效日期，而新的強制生效日期將於對聯營公司及合營公司的會計處理完成更廣泛的檢討後釐定。然而，該等修訂本可於現時採納。

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**2. BASIS OF PREPARATION AND
SIGNIFICANT ACCOUNTING
POLICIES (Continued)**

**2.3 Issued but not yet effective HKFRSs
(Continued)**

Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

**2. 編製基準及重大會計政
策 (續)**

**2.3 已頒佈但尚未生效的香
港財務報告準則 (續)**

香港財務報告準則第16號之修訂本訂明賣方一承租人於計量售後回租交易中產生的租賃負債時所採用的規定，以確保賣方一承租人不確認與其保留的使用權有關的任何損益。該等修訂本自2024年1月1日或之後開始的年度期間生效，並將追溯應用於香港財務報告準則第16號首次應用日期(即2019年1月1日)之後簽訂的售後回租交易。允許提早應用。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

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2. BASIS OF PREPARATION AND
SIGNIFICANT ACCOUNTING
POLICIES (Continued)

2.3 Issued but not yet effective HKFRSs
(Continued)

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

2. 編製基準及重大會計政
策 (續)

2.3 已頒佈但尚未生效的香
港財務報告準則 (續)

香港會計準則第1號修訂本將負債分類為流動或非流動澄清將負債分類為流動或非流動的規定，特別是確定實體是否有權將負債延至報告期後至少12個月後清償。負債分類不受實體將行使其權利延遲清償的可能性影響。該等修訂本亦澄清被視為清償負債的情況。於2022年，香港會計師公會發佈2022年修訂本以進一步澄清，在貸款安排產生的負債契約中，只有實體必須在報告期或之前遵守的契約才會影響該負債分類為流動或非流動的。此外，2022年修訂本要求將貸款安排產生的負債分類為非流動負債的實體進行額外披露，前提是該實體有權在報告期後12個月內延遲清算該實體遵守未來契約的負債時期。該等修訂本於2024年1月1日或之後開始的年度期間生效，並須追溯應用。允許提早應用。提早應用2020年修訂本的實體必須同時應用2022年修訂本，反之亦然。本集團目前正在評估該等修訂本的影響以及現有貸款協議是否需要修訂。根據初步評估，該等修訂本預期不會對本集團的財務報表產生任何重大影響。

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**2. BASIS OF PREPARATION AND
SIGNIFICANT ACCOUNTING
POLICIES (Continued)**

**2.3 Issued but not yet effective HKFRSs
(Continued)**

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.

**2. 編製基準及重大會計政
策 (續)**

**2.3 已頒佈但尚未生效的香
港財務報告準則 (續)**

香港會計準則第1號修訂本會計政策披露，規定實體披露其重大會計政策資料，而非其重大會計政策。倘會計政策資料與實體財務報表所載其他資料一併考慮時，可合理預期會影響一般用途財務報表主要使用者根據該等財務報表作出的決策，則有關資料屬重大。香港財務報告準則實務說明第2號修訂本，就如何將重要性概念應用於會計政策披露提供非強制指引。香港會計準則第1號修訂本於2023年1月1日或之後開始的年度期間生效，並允許提前應用。由於香港財務報告準則實務說明第2號修訂本所提供指引並非強制，故該等修訂本的生效日期並非必要。本集團目前正在重新審查會計政策披露，以確保與修訂本的一致性。

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**2. BASIS OF PREPARATION AND
SIGNIFICANT ACCOUNTING
POLICIES (Continued)**

**2.3 Issued but not yet effective HKFRSs
(Continued)**

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

**2. 編製基準及重大會計政
策 (續)**

**2.3 已頒佈但尚未生效的香
港財務報告準則 (續)**

香港會計準則第8號修訂本澄清會計估計變動與會計政策變動之間的區別。會計估計界定為財務報表中受計量不確定性限制的貨幣金額。有關修訂本亦澄清實體如何使用計量技術及輸入數據得出會計估計。有關修訂本於2023年1月1日或之後開始的年度報告期間生效，並適用於該期間開始時或之後發生的會計政策變動及會計估計變動。允許提前應用。預期有關修訂本不會對本集團的財務報表產生任何重大影響。

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**2. BASIS OF PREPARATION AND
SIGNIFICANT ACCOUNTING
POLICIES (Continued)**

**2.3 Issued but not yet effective HKFRSs
(Continued)**

Amendments to HKAS 12 narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

**2. 編製基準及重大會計政
策 (續)**

**2.3 已頒佈但尚未生效的香
港財務報告準則 (續)**

香港會計準則第12號修訂本縮小初始確認的香港會計準則第12號例外情況範圍，使其不再適用於產生相等應課稅及可扣除暫時差異的交易，例如租賃及停用義務。因此，實體需要就有關交易產生的暫時差異，確認遞延稅項資產（前提是有足夠的所得稅溢利）及遞延稅項負債。有關修訂本於2023年1月1日或之後開始的年度報告期間生效，並應適用於在呈列的最早比較期初與租賃及停用義務相關的交易，任何累計影響確認為對該日期適用的保留溢利或其他組成部分期初結餘作出的調整。此外，有關修訂本應於日後適用於租賃及停用義務以外的交易。允許提前應用。預計有關修訂本不會對本集團的財務報表產生任何重大影響。

**NOTES TO CONDENSED CONSOLIDATED
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**3. OPERATING SEGMENT
INFORMATION**

The Group is primarily engaged in the manufacture and sale of jewellery products, trading of precious metals and other raw jewellery materials during the reporting period. Management has determined the operating segments based on the reports reviewed by the chief operating decision makers, who have been identified as the executive Directors of the Company. Information reported to the Group's chief operating decision makers, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole as the Group's resources are integrated. Accordingly, the Group has identified one reportable operating segment, i.e. manufacture and sales of jewellery products, sales of precious metals and other raw jewellery materials and sales of luxury watches, and no further analysis thereof is presented.

3. 經營分部資料

於報告期內，本集團主要從事珠寶產品的製造及銷售、買賣貴金屬及其他珠寶原材料。管理層已根據首席營運決策者（已獲確定為本公司的執行董事）審閱的報告釐定經營分部。就資源分配及業績評估向本集團首席營運決策者報告的資料著重本集團的整體經營業績，原因在於本集團的資源已整合。因此，本集團已確定一個可報告經營分部，即珠寶產品的製造及銷售、銷售貴金屬及其他珠寶原材料及銷售奢侈品手錶，且並無呈列有關進一步分析。

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3. OPERATING SEGMENT INFORMATION (Continued)

Geographical segment

Information about the Group's revenue by geographical locations is presented based on the jurisdiction or country in which external customers are operated.

(a) Revenue from external customers

3. 經營分部資料(續)

地域分部

本集團地域性收益的資料乃根據外部客戶經營業務所在司法權區或國家呈列。

(a) 來自外部客戶的收益

Six months ended 30 September
截至9月30日止六個月

		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Hong Kong	香港	59,244	86,825
Mainland China	中國內地	71,200	—
		130,444	86,825

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**3. OPERATING SEGMENT
INFORMATION (Continued)**

Geographical segment (Continued)

(b) Non-current assets excluding financial assets at fair value through profit or loss

Information about the Group's non-current assets, excluding financial asset at fair value through profit or loss, is presented based on the locations of the assets.

		At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Hong Kong	香港	3,072	3,407
Mainland China	中國內地	308	3
		3,380	3,410

The Company is domiciled in the Cayman Islands while the Group operates its business in Hong Kong and Mainland China. During the Period, no revenue was generated from any customer in the Cayman Islands and no assets were located in the Cayman Islands.

本公司的原駐地為開曼群島，而本集團於香港及中國內地經營其業務。於本期間，並無任何來自開曼群島客戶的收益，且並無任何資產位於開曼群島。

3. 經營分部資料 (續)

地域分部 (續)

(b) 非流動資產 (不包括按公允值計入損益的金融資產)

本集團非流動資產 (不包括按公允值計入損益之金融資產) 的資料乃根據資產所在地區呈列。

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4. REVENUE

Revenue represents the net amounts received and receivable arising from sales of jewellery products, sales of precious metals and other raw jewellery materials and sales of luxury watches during the Period.

4. 收益

收益指本期間銷售珠寶產品、銷售貴金屬及其他珠寶原材料及銷售奢侈品手錶所產生的已收及應收款項淨額。

Six months ended 30 September
截至9月30日止六個月

		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue recognised at a point in time	於時間點確認的收益		
— Sales of jewellery products	— 銷售珠寶產品	76,641	10,200
— Sales of precious metals and other raw jewellery materials	— 銷售貴金屬及其他珠寶原材料	53,803	76,625
		130,444	86,825

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**5. OTHER GAINS, NET AND OTHER
LOSSES, NET**

Other gains, net

		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Six months ended 30 September 截至9月30日止六個月			
Gains from lease termination	租賃終止收益	–	132
Foreign exchange differences, net	外幣換算差額， 淨額	353	929
		353	1,061

**5. 其他收益，淨額或其他
虧損，淨額**

其他收益，淨額

Six months ended 30 September
截至9月30日止六個月

Other losses, net

		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Six months ended 30 September 截至9月30日止六個月			
Fair value losses on financial assets at fair value through profit or loss	按公允值計入損益 的金融資產公允 值虧損	468	7,634
Losses on disposal of property, plant and equipment	處置物業、廠房及 設備的虧損	–	4
Losses on disposal of intangible assets	處置無形資產的 虧損	–	209
Loss on lease termination	租賃終止虧損	44	–
		512	7,847

其他虧損，淨額

Six months ended 30 September
截至9月30日止六個月

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6. FINANCE COSTS

An analysis of finance costs is as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Interest on lease liabilities	租賃負債利息	29	48
		29	48

6. 財務成本

財務成本分析如下：

Six months ended 30 September
截至9月30日止六個月

		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Interest on lease liabilities	租賃負債利息	29	48
		29	48

7. LOSS BEFORE TAX

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

		Six months ended 30 September 截至9月30日止六個月	
		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Cost of inventories sold*	已售存貨成本*	129,358	84,988
Depreciation	折舊	477	508
Write-down/(write-back) of inventories to net realisable value	撇減/(撥回)存貨至可變現淨值	(567)	-
Minimum lease payments under operating lease	經營租賃最低租賃款項	140	223

7. 除稅前虧損

本集團的除稅前虧損已扣除/(計入)下列各項：

Six months ended 30 September
截至9月30日止六個月

		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Cost of inventories sold*	已售存貨成本*	129,358	84,988
Depreciation	折舊	477	508
Write-down/(write-back) of inventories to net realisable value	撇減/(撥回)存貨至可變現淨值	(567)	-
Minimum lease payments under operating lease	經營租賃最低租賃款項	140	223

* These items are included in "Cost of sales" on the face of the condensed consolidated statement of profit or loss and other comprehensive income.

* 該等項目計入簡明綜合損益及其他全面收益表「銷售成本」內。

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8. INCOME TAX EXPENSE

The statutory income tax rates for Hong Kong and Mainland China are 16.5% and 25.0%, respectively. A subsidiary of the Group enjoyed a lower profit tax rate during the Period as further explained below. The Group had no income tax expenses in Hong Kong and Mainland China during the Period (six months ended 30 September 2022: nil).

In relation to the Departmental Interpretation and Practice Notes No. 21 (Revised) (apportionment under a 50:50 basis) of the Inland Revenue Department Hong Kong, a portion of profits from KTL Jewellery Trading Limited (“KTL Trading”), a wholly-owned subsidiary of the Company, is considered neither arisen in, nor derived from Hong Kong. Accordingly, that portion of KTL Trading’s profit is not subject to Hong Kong Profits Tax. Further, in the opinion of the Directors that portion of KTL Trading’s profit is not subject to taxation in any other jurisdiction in which KTL Trading operates during the Period.

9. INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the Period (six months ended 30 September 2022: nil).

8. 所得稅開支

香港與中國內地的法定所得稅率分別為16.5%及25.0%。誠如下文詳述，本集團一家附屬公司於本期間享有較低利得稅率。於本期間，本集團於香港和中國內地並無所得稅開支（截至2022年9月30日止六個月：無）。

就香港稅務局《稅務條例釋義及執行指引第21號》（經修訂）（按50：50基準攤分）而言，本公司全資附屬公司三和珠寶貿易有限公司（「三和珠寶貿易」）的部分溢利被視為既不產生於亦非得自香港。因此，三和珠寶貿易的該部分溢利毋須繳納香港利得稅。此外，董事認為，本期間三和珠寶貿易的該部分溢利毋須就三和珠寶貿易經營所在的任何其他司法權區繳納稅項。

9. 中期股息

董事不建議於本期間派付中期股息（截至2022年9月30日止六個月：無）。

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**10. LOSSES PER SHARE
ATTRIBUTABLE TO ORDINARY
EQUITY HOLDERS OF THE
COMPANY**

The calculation of the basic losses per share amounts is based on the loss for the Period attributable to ordinary equity holders of the Company of approximately HK\$9,143,000 (2022: losses of approximately HK\$14,976,000), and the weighted average number of ordinary shares in issue of 172,600,000 (2022: 172,600,000). The Group has no potentially dilutive ordinary shares in issue during the periods ended 30 September 2023 and 2022.

**10. 本公司普通股權益持有
人應佔每股虧損**

每股基本虧損金額乃根據本公司普通股權益持有人應佔本期間虧損約9,143,000港元(2022年：虧損約14,976,000港元)及已發行普通股的加權平均數172,600,000股(2022年：172,600,000股)計算。截至2023年及2022年9月30日止各期間，本集團並無具有潛在攤薄效應的已發行普通股。

Six months ended 30 September
截至9月30日止六個月

		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Losses	虧損		
Losses attributable to ordinary equity holders of the Company used in the basic losses per share calculation	計算每股基本虧損時使用的本公司普通股權益持有人應佔虧損	(9,143)	(14,976)

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**10. LOSSES PER SHARE
ATTRIBUTABLE TO ORDINARY
EQUITY HOLDERS OF THE
COMPANY (Continued)**

**10. 本公司普通股權益持有
人應佔每股虧損(續)**

		Number of shares 股份數目	
		Six months ended 30 September 截至9月30日止六個月	
		2023 2023年 (unaudited) (未經審核)	2022 2022年 (unaudited) (未經審核)
Issued Shares	已發行股份		
Weighted average number of ordinary shares in issue during the period used in the basic losses per share calculation	計算每股基本虧損 時使用的期內 已發行普通股 加權平均數	172,600,000	172,600,000

**11. PROPERTY, PLANT AND
EQUIPMENT**

During the Period, the Group acquired items of property, plant and equipment with an aggregate cost of approximately HK\$437,000 (six months ended 30 September 2022: approximately HK\$264,000). During the Period, the Group did not dispose of any property, plant and equipment (six months ended 30 September 2022: approximately HK\$18,000).

11. 物業、廠房及設備

於本期間，本集團收購物業、廠房及設備項目之成本合共約437,000港元(截至2022年9月30日止六個月：約264,000港元)。於本期間，本集團並無出售任何物業、廠房及設備項目(截至2022年9月30日止六個月：約18,000港元)。

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**12. FINANCIAL ASSET AT FAIR VALUE
THROUGH PROFIT OR LOSS**

**(i) Classification of financial assets at
fair value through profit or loss**

The Group classifies the following financial assets at FVPL:

- debt instruments that do not qualify for measurement at either amortised cost or at FVOCI;
- equity investments that are held for trading; and
- equity investments for which the entity has not elected to recognise fair value gains or losses through other comprehensive income.

Financial assets measured at FVPL include the following:

12. 按公允價值計入損益之金融資產

(i) 按公允價值計入損益的金融資產分類

本集團將以下金融資產分類為按公允價值計入損益：

- 不符合按攤銷成本或按公允價值計入其他全面收益計量的債務工具；
- 持作買賣的股本投資；及
- 實體並無選擇透過其他全面收益確認公允價值收益或虧損的股本投資。

按公允價值計入損益的金融資產包括以下各項：

	At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Included in non-current assets: 計入非流動資產：		
Life insurance policy (a) 人壽保險保單(a)	18,515	18,096
Hong Kong listed equity securities (b) 香港上市股權證券(b)	7,202	8,089
	25,717	26,185

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**12. FINANCIAL ASSET AT FAIR VALUE
THROUGH PROFIT OR LOSS
(Continued)**

**(i) Classification of financial assets at
fair value through profit or loss
(Continued)**

- (a) The fair values of Hong Kong listed equity securities are determined based on quoted market closing prices available on the Stock Exchange or a valuation under the asset approach when the trading of listed shares is suspended at the end of the reporting period.

The movements in fair value measurement within Level 3 for the Hong Kong listed equity security without active market during the period are as follows:

	At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
At the beginning of the year 於年初	–	–
Transfer from Level 1 轉撥自第一級	–	–
Change in fair value 公允值變動	–	–
At the end of the period 於期末	–	–

12. 按公允值計入損益之金融資產(續)

(i) 按公允值計入損益的金融資產分類(續)

- (a) 於報告期末，香港上市股權證券的公允值按照聯交所報收市價或上市股份暫停買賣時根據資產法作出的估值釐定。

期內公允值計量第三級(並無活躍市場的香港上市股權證券)的變動如下：

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**12. FINANCIAL ASSET AT FAIR VALUE
THROUGH PROFIT OR LOSS**
(Continued)

(i) **Classification of financial assets at
fair value through profit or loss**
(Continued)

(a) (Continued)

The fair values of Hong Kong listed equity securities and their respective percentages to the Group's total assets are as follows:

	Fair value		Percentage to the Group's total assets %	
	At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)	At 30 September 2023 於2023年 9月30日 %	At 31 March 2023 於2023年 3月31日 %
Hong Kong listed equity securities				
Lisi Group	2,699	3,252	2.71	2.94
CN Anchu Energy	3,978	3,699	3.99	3.34
Redsun	525	1,138	0.53	1.03
	7,202	8,089	7.23	7.31

12. 按公允值計入損益之金融資產(續)

(i) **按公允值計入損益的
金融資產分類(續)**

(a) (續)

香港上市股權證券的公允值及分別佔本集團資產總值之百分比列示如下：

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**12. FINANCIAL ASSET AT FAIR VALUE
THROUGH PROFIT OR LOSS**

(Continued)

**(i) Classification of financial assets at
fair value through profit or loss
(Continued)**

- (b) Under the life insurance policy (the “Policy”), the beneficiary and policy holder is KTL Trading and the total insured sum is approximately US\$6,500,000 (equivalent to HK\$50,375,000). The Group paid an upfront premium for the Policy of approximately US\$2,325,000 (equivalent to HK\$18,020,000) and may surrender any time by filing a written request and receive cash based on the surrender value of the Policy at the date of withdrawal, which is calculated by the insurer. In the opinion of the directors, the surrender value of the Policy provided by the insurance company is the best approximation of its fair value, which is categorised within Level 3 of the fair value hierarchy.

**12. 按公允值計入損益之金
融資產(續)**

**(i) 按公允值計入損益的
金融資產分類(續)**

- (b) 根據人壽保險保單(「該保單」)，受益人及保單持有人為三和珠寶貿易，且承保總金額約為6,500,000美元(相當於50,375,000港元)。本集團為該保單預付保費約2,325,000美元(相當於18,020,000港元)及可能透過提交書面請求隨時退保，並根據該保單於撤回日期的退保價值(由承保人計算)收取現金。董事認為，保險公司規定的該保單退保價值與其公允值相若，歸類為公允值架構的第三級。

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**12. FINANCIAL ASSET AT FAIR VALUE
THROUGH PROFIT OR LOSS**
(Continued)

(i) **Classification of financial assets at
fair value through profit or loss**
(Continued)

(b) (Continued)

The movements in fair value measurement within Level 3 (life insurance policy) during the period are as follows:

		At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
At the beginning of the period	於期初	18,096	17,575
Change in fair value	公允值變動	419	272
At the end of the period	於期末	18,515	17,847

12. 按公允值計入損益之金融資產(續)

(i) **按公允值計入損益的金融資產分類(續)**

(b) (續)

期內公允值計量第三級(人壽保險保單)的變動如下:

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**12. FINANCIAL ASSET AT FAIR VALUE
THROUGH PROFIT OR LOSS**
(Continued)

(ii) Amounts recognised in profit or loss

During the period, the following (losses)/gains were recognised in profit or loss:

12. 按公允值計入損益之金融資產(續)

(ii) 於損益確認的金額

期內，下列(虧損)/收益在損益中確認：

Six months ended 30 September
截至9月30日止六個月

		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Fair value (losses)/gains on financial assets at FVPL	按公允值計入 損益的金融 資產公允 價值(虧損)/ 收益		
— Life insurance policy	— 人壽保險 保單	419	272
— Hong Kong listed equity securities:	— 香港上市 股權證券：		
Lisi Group	利時集團	(553)	(1,257)
CN Anchu Energy	中國安儲 能源	279	(419)
Redsun PPT	弘陽地產	(613)	(6,230)
		(468)	(7,634)

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13. INVENTORIES

13. 存貨

		At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Raw materials	原材料	9,049	1,942
Finished goods	製成品	3,280	8,435
		12,329	10,377

14. TRADE RECEIVABLES

14. 貿易應收款項

		At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Trade receivables	貿易應收款項	11,644	609
Less: Allowance for doubtful debts	減：呆賬撥備	-	-
		11,644	609

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14. TRADE RECEIVABLES (Continued)

The Group's trading terms with its customers are mainly on credit, except for new customers. Before accepting any new customer, the Group will apply an internal credit assessment policy to assess the potential customer's credit quality and define credit limits by customer. The credit period is generally for a period of 120 days for major customers. The Group seeks to maintain strict control over its outstanding receivables and has a treasury department to minimise the credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables at the end of the reporting period, based on the invoice date is as follows:

14. 貿易應收款項(續)

本集團與其客戶的貿易條款主要為信貸，惟新客戶除外。於接納任何新客戶之前，本集團將採用內部信貸評估政策以評估潛在客戶的信貸質素並確定客戶的信貸額度。主要客戶的信貸期一般為120天。本集團致力就未清償應收款項進行嚴格控制，並設立庫務部以降低信貸風險。逾期結餘由高級管理層定期審閱。貿易應收款項不計利息。

於報告期末按發票日期呈列的貿易應收款項的賬齡分析如下：

		At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Within 1 month	一個月內	11,644	609
1 to 2 months	一至兩個月	-	-
2 to 3 months	兩至三個月	-	-
Over 3 months	超過三個月	-	-
		11,644	609

**NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**
簡明綜合財務報表附註

**15. PREPAYMENT, DEPOSIT AND
OTHER RECEIVABLES**

**15. 預付款項、按金及其他
應收款項**

		At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Deposits	按金	239	244
Prepayment	預付款項	695	2,321
Other receivables	其他應收款項	2,104	6,753
		3,038	9,318
Impairment allowance	減值撥備	-	(1,891)
		3,038	7,427
Portion classified as non-current assets	分類為非流動資產 部分	(1,335)	(1,375)
		1,703	6,052

**NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS
簡明綜合財務報表附註**

**16. TRADE AND OTHER PAYABLES
AND ACCRUALS**

**16. 貿易及其他應付款項及
應計費用**

		At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Trade payables	貿易應付款項	25	22
Other payables and accruals:	其他應付款項及 應計費用：		
Salaries and bonus payables	應付薪金及花紅	58	59
Other taxes payables	其他應付稅項	4,293	4,291
Auditor's remuneration	核數師酬金	897	1,612
Others	其他	990	833
		6,263	6,817

**NOTES TO CONDENSED CONSOLIDATED
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**16. TRADE AND OTHER PAYABLES
AND ACCRUALS (Continued)**

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Within 1 month	一個月內	–	–
1 to 2 months	一至兩個月	–	–
2 to 3 months	兩至三個月	–	–
Over 3 months	超過三個月	22	22
		22	22

The trade payables are non-interest-bearing and the credit period of purchases ranges from 30 to 180 days. Other payables are non-interest-bearing and have an average term of one to three months. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

**16. 貿易及其他應付款項及
應計費用(續)**

於報告期末按發票日期呈列的貿易應付款項的賬齡分析如下：

貿易應付款項乃不計息且採購的信貸期介乎30至180天。其他應付款項乃不計息且平均期限為一至三個月。本集團已實施財務風險管理政策，以確保全部應付款項於信貸期間內償付。

**NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS
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17. SHARE CAPITAL

17. 股本

		At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Authorised: 2,000,000,000 ordinary shares of HK\$0.005 each	法定： 2,000,000,000 股每 股面值0.005 港元 的普通股	10,000	10,000
Issued and fully paid: 172,600,000 ordinary shares of HK\$0.005 each	已發行及繳足： 172,600,000 股每股 面值0.005 港元的 普通股	863	863

18. COMMITMENTS

18. 承擔

At 30 September 2023 (2022: Nil), the Group had no capital commitments.

於2023年9月30日(2022年：無)，本集團概無資本承擔。

**NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**
簡明綜合財務報表附註

19. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in the unaudited condensed consolidated interim financial statements, the Group had no related parties transactions during the six months ended 30 September 2023 (2022: Nil).
- (b) Compensation of key management personnel of the Group:

19. 關聯方交易

- (a) 除該未經審核簡明綜合中期財務報表詳述的交易外，於截至2023年9月30日止六個月，本集團概無關聯方交易（2022年：無）。
- (b) 本集團主要管理人員的薪酬：

Six months ended 30 September
截至9月30日止六個月

		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Short-term employee benefits	短期僱員福利	2,406	2,575
Mandatory Provident Fund	強積金計劃 供款	9	15
Total compensation paid to key management personnel	支付予主要管理人員的薪酬 總額	2,415	2,590

**NOTES TO CONDENSED CONSOLIDATED
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**20. FAIR VALUE AND FAIR VALUE
HIERARCHY OF FINANCIAL
INSTRUMENTS**

The carrying amount and fair value of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

**20. 金融工具公允值及公允
值層級**

本集團金融工具的賬面值及公允值(賬面值與公允值合理地相若的金融工具除外)載列如下：

		Carrying amount 賬面值		Fair value 公允值	
		At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)	At 30 September 2023 於2023年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2023 於2023年 3月31日 HK\$'000 千港元 (audited) (經審核)
Financial asset	金融資產				
Hong Kong listed equity securities (i)	香港上市股權證券(i)	7,202	8,089	7,202	8,089
Life insurance policy (ii)	人壽保險保單(ii)	18,515	18,096	18,515	18,096
		25,717	26,185	25,717	26,185

**NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**
簡明綜合財務報表附註

**20. FAIR VALUE AND FAIR VALUE
HIERARCHY OF FINANCIAL
INSTRUMENTS (Continued)**

- (i) The fair value of Hong Kong listed equity securities is based on the quoted market closing prices available on the stock exchange at the end of the reporting period. These instruments are included in Level 1 of the fair value hierarchy.
- (ii) The fair value of the Policy is estimated at the surrender value of the Policy as disclosed in Note 12 as at the end of reporting period. As there is no active market to demonstrate the fair value of FVPL, and the potential exit price in a hypothetical transfer of the life insurance policy to another market participant cannot be reliably estimated, the directors believe that the estimated fair value resulting from the surrender value is reasonable and is the most appropriate value at the end of the reporting period. This instrument is included in Level 3 of the fair value hierarchy.

Management has assessed that the fair values of cash and bank balances, trade receivables, financial assets included in other receivables, trade payables and financial liabilities included in other payables approximate to their carrying amounts largely due to the short term maturities of these instruments.

**20. 金融工具公允值及公允
值層級(續)**

- (i) 香港上市的股本證券的公允值根據於報告期末於聯交所所報的市場收市價釐定。該等工具計入第一級公允值層級。
- (ii) 誠如附註12所披露，於報告期末該保單之公允值已根據該保單的退保價值估算。由於沒有活躍市場展示按公允值計入損益之金融資產的公允值，且無法可靠地估計假設將人壽保險保單轉讓予另一個市場參與者的潛在脫售價格，董事認為根據退保價值所得出的估計公允值屬合理，而且為於報告期末最恰當的價值。此工具計入第三級公允值層級。

管理層已評估現金及銀行結餘、貿易應收款項、計入其他應收款項的金融資產、貿易應付款項及計入其他應付款項的金融負債的公允值與賬面值相若，主要由於該等工具於短期內到期。

**NOTES TO CONDENSED CONSOLIDATED
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20. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

20. 金融工具公允值及公允值層級(續)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments: As at 30 September 2023, the financial assets measured at fair value are as follows:

公允值層級

下表說明本集團的金融工具的公允值計量層級：於2023年9月30日，以公允值計量的金融資產如下：

		Fair value measurement using 採用公允值計量			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
				重大	
		活躍市場中 報價 (第一級)	重大可觀察 輸入數據 (第二級)	不可觀察 輸入數據 (第三級)	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)
At 30 September 2023	於2023年9月30日				
Hong Kong listed equity securities	香港上市的股本 證券	7,202	-	-	7,202
Life insurance policy	人壽保險保單	-	-	18,515	18,515
		7,202	-	18,515	25,717
At 31 March 2023	於2023年3月31日				
Hong Kong listed equity securities	香港上市的股本 證券	8,089	-	-	8,089
Life insurance policy	人壽保險保單	-	-	18,096	18,096
		8,089	-	18,096	26,185

**NOTES TO CONDENSED CONSOLIDATED
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簡明綜合財務報表附註

**20. FAIR VALUE AND FAIR VALUE
HIERARCHY OF FINANCIAL
INSTRUMENTS (Continued)**

The Group did not have any financial liabilities measured at fair value as at 30 September 2023 and 31 March 2023.

During the Period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

**21. APPROVAL OF INTERIM
FINANCIAL REPORT**

The interim financial report was approved and authorised for issue by the Board on 30 November 2023.

**20. 金融工具公允值及公允
值層級(續)**

本集團在2023年9月30日及2023年3月31日並無任何按公允值計值的金融負債。

於期內，就金融資產及金融負債而言，第一級和第二級的公允值計量之間並無轉移及並無轉入第三級或自第三級轉出。

21. 批准中期財務報告

董事會已於2023年11月30日批准及授權刊發本中期財務報告。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES AND INTEREST IN ASSOCIATED CORPORATION

董事及主要行政人員於股份、相關股份及債券中之權益及淡倉及於相聯法團之權益

At as 30 September 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (“SFO”)), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, as set out in Appendix 10 to the Listing Rules were as follows:

於2023年9月30日，本公司董事及主要行政人員於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例第XV部（證券及期貨條例））之股份、相關股份或債券中擁有記錄於按本公司根據證券及期貨條例第352條規定存置的登記冊的權益及淡倉，或根據上市規則附錄十所載的標準守則知會本公司及聯交所的權益及淡倉如下：

Name of Director 董事姓名	Capacity/ nature of interest 身份／權益性質	Number of shares 股份數目	Approximate percentage of shareholding in our Company 佔本公司股權 的概約百分比
Dr. So Shu Fai (Note 1) 蘇樹輝博士（附註1）	Interest of a controlled corporation 受控制法團權益	129,449,494 (long position) 129,449,494股 (好倉)	75%

Note:

附註：

- Perfect Gain Group Limited is solely owned by Dr. So Shu Fai which in turn owns 129,449,494 shares of the Company. By virtue of the SFO, Dr. So Shu Fai is deemed or taken to be interested in all the shares which are beneficially owned by Perfect Gain Group Limited.

- 精益集團有限公司由蘇樹輝博士全資擁有，因而，蘇樹輝博士擁有本公司129,449,494股股份。根據證券及期貨條例，蘇樹輝博士被視為或當作於精益集團有限公司實益擁有的所有股份中擁有權益。

OTHER INFORMATION 其他資料

Save as disclosed above, as at 30 September 2023, none of the Directors and chief executives of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which was required to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or which was required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於2023年9月30日，本公司董事及主要行政人員在本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中概無擁有或被視為擁有記錄於按本公司根據證券及期貨條例第352條規定存置的登記冊的權益及淡倉，或根據標準守則須知會本公司及聯交所或根據標準守則其他規定須知會本公司及聯交所的任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

主要股東及其他人士於本公司股份及相關股份中之權益及／或淡倉

As at 30 September 2023, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

於2023年9月30日，就董事所知，以下人士／實體(董事或本公司主要行政人員除外)於本公司股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露的權益或淡倉，或已錄入根據證券及期貨條例第336條本公司須存置的股東名冊內的權益或淡倉如下：

Name of Shareholder 股東名稱／姓名	Capacity/ nature of interest 身份／權益性質	Number of shares 股份數目	Approximate percentage of shareholding in our Company 佔本公司股權 的概約百分比
Perfect Gain Group Limited (Note 1) 精益集團有限公司 (附註1)	Beneficial owner 實益擁有人	129,449,494 (long position) 129,449,494股 (好倉)	75%
Ms. Cheng Miu Bing Christina (Note 2) 鄭妙冰女士(附註2)	Interest of spouse 配偶權益	129,449,494 (long position) 129,449,494股 (好倉)	75%

Notes:

1. Dr. So Shu Fai beneficially owns 100% of the issued share capital of Perfect Gain Group Limited. By virtue of the SFO, Dr. So Shu Fai is deemed to be interested in 129,449,494 shares held by Perfect Gain Group Limited.
2. Ms. Cheng Miu Bing Christina is the spouse of Dr. So Shu Fai. By virtue of the SFO, Ms. Cheng Miu Bing is deemed to be interested in the shares of the Company held by Dr. So Shu Fai.

Save as disclosed above, as at 30 September 2023, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests and short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

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

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

BOARD OF DIRECTORS

As at the date of this report, the Board comprises two executive Directors, namely Dr. So Shu Fai and Mr. Tom Xie, one non-executive Director, Mr. Chan Wai Dune and three independent non-executive Directors, namely Mr. Yau Pak Yue, Mr. Chung Wai Man and Mr. Ning Rui.

附註：

1. 蘇樹輝博士實益擁有精益集團有限公司100%已發行股本。根據證券及期貨條例，蘇樹輝博士被視為於精益集團有限公司持有的129,449,494股股份中擁有權益。
2. 鄭妙冰女士為蘇樹輝博士的配偶。根據證券及期貨條例，鄭妙冰女士被視為於蘇樹輝博士所持有的本公司股份中擁有權益。

除上文所披露者外，於2023年9月30日，董事並不知悉有任何其他人士／實體（本公司董事及主要行政人員除外）於本公司股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露之權益及淡倉，或根據證券及期貨條例第336條記入本公司規定存置的股東名冊之權益及淡倉。

購買、出售或贖回本公司的上市證券

於本期間，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

董事會

於本報告日期，董事會由兩名執行董事，即蘇樹輝博士及謝祺祥先生，一名非執行董事陳維端先生以及三名獨立非執行董事，即邱伯瑜先生、鍾衛民先生及寧睿先生組成。

OTHER INFORMATION 其他資料

AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) consists of three independent non-executive Directors, namely Mr. Yau Pak Yue (Chairman of the Audit Committee), Mr. Chung Wai Man and Mr. Ning Rui.

The Audit Committee has reviewed the Company’s unaudited interim report (containing the unaudited condensed consolidated interim financial statements) for the Period, including the accounting principles and practices adopted by the Group, and discussed with management regarding internal control and financial reporting matters.

By order of the Board
Domaine Power Holdings Limited
Dr. So Shu Fai
Chairman and Executive Director

Hong Kong, 29 November 2023

審核委員會

本公司的審核委員會（「審核委員會」）由三名獨立非執行董事組成，即邱伯瑜先生（審核委員會主席）、鍾衛民先生及寧睿先生。

審核委員會已審閱本公司於本期間的未經審核中期報告（載有未經審核簡明綜合中期財務報表），包括本集團採納的會計原則及準則，並與管理層討論有關內部監控及財務報告事宜。

承董事會命
域能控股有限公司
蘇樹輝博士
主席兼執行董事

香港，2023年11月29日



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