



2023/24

INTERIM REPORT 中期報告



兆邦基生活
Zhaobangji Lifestyle

ZHAOBANGJI LIFESTYLE HOLDINGS LIMITED

兆邦基生活控股有限公司

(formerly known as Zhaobangji Properties Holdings Limited 兆邦基地產控股有限公司)
(前稱 Zhaobangji Properties Holdings Limited 兆邦基地產控股有限公司)

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

Stock Code 股份代號: 1660



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Xu Chujiia (*Chairman*)

Mr. Xu Chusheng

Mr. Xu Zhicong

(appointed with effect from 8 September 2023)

Mr. Kwan Kin Man Keith

Ms. Zhang Yu

(appointed with effect from 8 September 2023)

Non-executive Director

Ms. Zhan Meiqing

Independent Non-executive Directors

Mr. Hui Chin Tong Godfrey

Mr. Wong Chun Man

Mr. Ye Longfei

AUDIT COMMITTEE

Mr. Wong Chun Man (*Chairman*)

Mr. Hui Chin Tong Godfrey

Mr. Ye Longfei

REMUNERATION COMMITTEE

Mr. Hui Chin Tong Godfrey (*Chairman*)

Mr. Ye Longfei

Ms. Zhan Meiqing

NOMINATION COMMITTEE

Mr. Ye Longfei (*Chairman*)

Mr. Wong Chun Man

Ms. Zhan Meiqing

董事會

執行董事

許楚家先生(*主席*)

許楚勝先生

許志聰先生

(自二零二三年九月八日起獲委任)

關建文先生

章彀女士

(自二零二三年九月八日起獲委任)

非執行董事

詹美清女士

獨立非執行董事

許展堂先生

王俊文先生

叶龍蜚先生

審核委員會

王俊文先生(*主席*)

許展堂先生

叶龍蜚先生

薪酬委員會

許展堂先生(*主席*)

叶龍蜚先生

詹美清女士

提名委員會

叶龍蜚先生(*主席*)

王俊文先生

詹美清女士

INVESTMENT COMMITTEE

Mr. Xu Chujia (*Chairman*)

Mr. Xu Chusheng

COMPANY SECRETARY

Mr. Kwan Kin Man Keith

LEGAL ADVISERS

As to Hong Kong law:

LI & PARTNERS

AUTHORISED REPRESENTATIVES

Mr. Kwan Kin Man Keith

Ms. Zhan Meiqing

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
P.O. Box 1093
Boundary Hall, Cricket Square KY1-1102
Cayman Islands

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

投資委員會

許楚家先生(主席)

許楚勝先生

公司秘書

關建文先生

法律顧問

有關香港法例：

李偉斌律師行

授權代表

關建文先生

詹美清女士

股份過戶登記總處

Maples Fund Services (Cayman) Limited
P.O. Box 1093
Boundary Hall, Cricket Square KY1-1102
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

PRINCIPAL BANKER

OCBC Wing Hang Bank Limited

REGISTERED OFFICE

Maples Corporate Services Limited
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 13-15, 11/F
China Merchants Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

STOCK CODE

1660

WEBSITE

www.szzhaobangji.com

主要往來銀行

華僑永亨銀行有限公司

註冊辦事處

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Ugland House
Grand Cayman
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總部及主要營業地點

香港
干諾道中168-200號
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股份代號

1660

網址

www.szzhaobangji.com

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND MARKET PROSPECT

Zhaobangji Lifestyle Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is principally engaged in trading of machinery and spare parts, leasing of machinery and the provision of related services in the Hong Kong S.A.R. region, and the provision of property management services, leasing of machinery, property leasing, subletting, retail and other businesses in the Mainland region of the People’s Republic of China (the “**PRC**”).

During the six months ended 30 September 2023 (the “**Period**”), the overall market conditions in Hong Kong and the PRC were challenging as affected by the higher interest rate environment, a stagnant real-estate market and geo-political tensions. The Group will continue to employ low leverage to weather these difficult conditions. The Board believes that the long-term prospect of the Greater Bay Area will continue to be positive driven by robust demand from a sizable population and friendly policies from the government.

FINANCIAL REVIEW

Revenue

Our total revenue increased by approximately HK\$24.2 million, or approximately 18.8%, from approximately HK\$128.8 million for the six months ended 30 September 2022 (the “**Previous Period**”) to approximately HK\$153.0 million for the Period. Such increase was mainly due to the increase in retail business income.

Leasing of construction machinery

Our Group’s revenue generated from leasing of construction machinery recorded a decrease by approximately HK\$15.8 million, or approximately 25.7%, from approximately HK\$61.4 million for the Previous Period to approximately HK\$45.6 million for the Period. Such decrease was mainly due to the overall stagnant real estate market in Hong Kong and PRC during the Period.

業務回顧及市場前景

兆邦基生活控股有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**」)主要在香港特別行政區地區(「**香港**」)從事機械及配件貿易、機械租賃及提供相關服務，以及在中華人民共和國內地地區(「**中國**」)提供物業管理服務、機械租賃、物業租賃、轉租、零售及其他業務。

截至二零二三年九月三十日止六個月(「**本期**」)，香港及中國的整體市場狀況由於受較高利率環境、停滯的地產市場和地緣政治緊張局勢的影響而具有挑戰性。集團將繼續使用低槓桿來應對這些困難的條件。董事會認為，受大量人口的強勁需求和來自政府友好的政策的推動，大灣區長期前景將繼續向好。

財務回顧

收益

我們的收益總額由截至二零二二年九月三十日止六個月(「**上一期間**」)約128.8百萬港元增加約24.2百萬港元或約18.8%至本期間約153.0百萬港元。有關增加乃主要由於零售業務收入的增加所導致。

建築機械租賃

本集團建築機械租賃所產生收益由上一期間約61.4百萬港元減少約15.8百萬港元或約25.7%至本期間約45.6百萬港元。有關減少乃主要由於期內香港及中國房地產市場停滯所導致。

Management Discussion and Analysis 管理層討論及分析

Trading of construction machinery

Our Group's revenue generated from trading of construction machinery recorded an increase by approximately HK\$10.1 million, or approximately 280.4%, from approximately HK\$5.6 million for the Previous Period to approximately HK\$15.7 million for the Period. Such increase was due to a higher demand in trailers, foundation machines and drilling accessories during the Period.

Property management services

Our Group's revenue generated from property management services decreased by approximately HK\$5.6 million, or 16.2%, from approximately HK\$34.3 million for the Previous Period to approximately HK\$28.7 million for the Period. The decrease was mainly due to the certain property management fee concessions provided to tenants as a result of the poor operating environment in the PRC.

Property Leasing, Subletting, Retail and Other Businesses

Our Group's revenue generated from property leasing, subletting, retail and other businesses increased by approximately HK\$35.4 million, or 129%, from approximately HK\$27.5 million for the Previous Period to approximately HK\$62.9 million for the Period. The increase was mainly due to the increase in business activities in the indoor amusement arcade retail business after the effects of COVID lockdowns in the previous Period.

Cost of Sales and Services

Our Group's cost of sales and services amounted to approximately HK\$125.6 million for the Period (Previous Period: approximately HK\$112.6 million), representing an increase of approximately 12.6%. Cost of sales and services mainly comprised of costs of machinery and equipment and spare parts, rental cost, staff costs and depreciation.

The increase in cost of sales and services was due to increase in revenue for the Period.

建築機械貿易

本集團建築機械貿易所產生收益由上一期間約5.6百萬港元增加約10.1百萬港元或280.4%至本期間約15.7百萬港元。有關增加是期內拖車、地基及地鑽配件的需求增加所導致。

物業管理服務

本集團物業管理服務所產生收益由上一期間約34.3百萬港元減少約5.6百萬港元或16.2%至本期間約28.7百萬港元。有關減少主要是由於集團向部分租戶提供管理費優惠，這與中國較差的經營環境有關。

物業租賃、轉租、零售及其他業務

本集團物業租賃、轉租、零售及其他業務所產生收益由上一期間約27.5百萬港元增加約35.4百萬港元或129%至本期間約62.9百萬港元。有關增加主要是由於室內樂園零售業務在上一期間疫情後的業務增加所導致。

銷售及服務成本

本集團於本期間的銷售及服務成本約為125.6百萬港元(上一期間：約112.6百萬港元)，增加約12.6%。銷售及服務成本主要包括機械、設備及備用零件成本、租金成本、員工成本以及折舊。

銷售及服務成本的增加主要由於收入的增加所致。

Gross Profit and Gross Profit Margin

Our Group's gross profit recorded HK\$27.4 million for the Period, compared to HK\$17.2 million for the Previous Period. Our gross profit margin increased to approximately 17.9% for the Period from approximately 13.3% for the Previous Period. The increase in gross profit margin was mainly attributable to the reduced effect in this Period from certain one off depreciation charges due to obsolete equipment in the Previous Period.

Other Income and Gains

Our Group's other income and gains increased by approximately HK\$0.2 million, from approximately HK\$2.3 million for the Previous Period to approximately HK\$2.5 million for the Period.

Selling Expenses

Our Group's selling expenses for the Period was less than HK\$0.1 million, as compared to approximately HK\$3.2 million for the Previous Period, mainly because staff in the selling department of the leasing business was restructured to the administrative department.

Administrative Expenses

Our Group's administrative expenses decreased by approximately HK\$19.1 million, or 48.4%, from approximately HK\$39.5 million for the Previous Period to approximately HK\$20.4 million for the Period. The decrease was mainly due to the reduced effect of certain one off depreciation charges due to obsolete equipments in the Previous Period and cost-cutting measures taken as a result of the challenging market conditions.

Finance Income

Our Group's finance income decreased by approximately HK\$3.6 million from approximately HK\$4.0 million for the Previous Period to approximately HK\$0.4 million for the Period, which was mainly attributable to the repayment of certain trade receivables since the Previous Period so less finance income was generated.

Finance Costs

Our Group's finance costs decreased by approximately HK\$0.3 million, or 24.5%, from approximately HK\$1.1 million for the Previous Period to approximately HK\$0.8 million for the Period. The decrease in finance costs was due to lower interest environment in the PRC.

毛利及毛利率

本集團本期間錄得毛利27.4百萬港元，而上一期間則為17.2百萬港元。毛利率由上一期間約13.3%增加至本期間約17.9%。毛利率增加乃主要由於上一期間針對一些過時的機器產生了一次性折舊成本而有關影響在本期間內有所減少。

其他收入及收益

本集團的其他收入及收益由上一期間收益約2.3百萬港元增加約0.2百萬港元至本期間約2.5百萬港元。

銷售開支

本集團的銷售開支由上一期間約3.2百萬港元減少至少於0.1百萬港元，乃主要由於銷售部門的員工重組至行政部分所致。

行政開支

本集團的行政開支由上一期間約39.5百萬港元減少約19.1百萬港元或48.4%至本期間約20.4百萬港元。行政開支減少主要由於上一期間針對一些過時的機器產生了一次性折舊成本而有關影響在本期間內有所減少及市場情況具有挑戰性從而採取了成本節約所致。

財務收入

本集團的財務收入由上一期間約4.0百萬港元減少約3.6百萬港元至本期間約0.4百萬港元，乃主要由於某些貿易應收款已經被償還所以對應的利息有所下跌所致。

財務成本

本集團的財務成本由上一期間約1.1百萬港元減少約0.3百萬港元或24.5%至本期間約0.8百萬港元。財務成本減少乃主要由於中國內地的利息降低所致。

Management Discussion and Analysis 管理層討論及分析

Income Tax Expense and Effective Tax Rate

Our Group generated income tax expense of HK\$3.4 million during the Period, as compared to approximately HK\$6.2 million for the Previous Period, which was mainly attributable to the loss making position of certain PRC subsidiaries for the Period.

Our Group's effective tax rate was 37.3% for the Period. The calculation was not applicable during the Previous Period as the Group incurred a loss before tax.

Net Profit and Net Profit Margin

Our Group generated net profit of HK\$5.7 million for the Period for the reasons described above. The net profit margin was 3.7%. The calculation was not applicable during the Previous Period as the Group incurred net loss.

LIQUIDITY AND FINANCIAL RESOURCES REVIEW

The Group financed its operations through a combination of cash flow from operations and borrowings. As at 30 September 2023, the Group had cash and cash equivalents of approximately HK\$45.9 million (31 March 2023: approximately HK\$43.2 million) which were mainly denominated in HK\$ and RMB, and had borrowings of approximately HK\$22.5 million (31 March 2023: approximately HK\$26.0 million) that were mainly denominated in HK\$ and RMB.

Gearing ratio is calculated as net debt divided by total equity at the end of the reporting period. Net debt is calculated as total borrowings and total obligations under finance leases less cash and cash equivalents and restricted cash. At 30 September 2023, the gearing ratio was not applicable due to the net cash position (31 March 2023: Same).

As at 30 September 2023, our Group's total current assets and current liabilities were approximately HK\$280.2 million (31 March 2023: approximately HK\$232.3 million) and approximately HK\$98.5 million (31 March 2023: approximately HK\$97.4 million), respectively. Our Group's current ratio increased to approximately 2.8 times as at 30 September 2023 (31 March 2023: 2.4 times). The current ratio increased mainly due to the disposal of certain property, plant and equipment during the Period.

所得稅開支及實際稅率

本集團的所得稅開支由上一期間約6.2百萬港元減少至少於約3.4百萬港元，乃主要由於本期間我們中國子公司的虧損狀況所致。

本集團的實際稅率為37.3%。本集團於上一期間產生稅前虧損，故於上一期間不適用計算。

純利及純利率

如上所述，本集團本期間的淨利潤為5.7百萬港元。純利率為3.7%。本集團上一期間產生淨虧損，因此，上一期間不適用純利率計算。

流動資金及財務資源回顧

本集團透過來自經營活動的現金流量、借款及融資租賃負債相結合的方式為其營運撥付資金。於二零二三年九月三十日，本集團現金及現金等價物約為45.9百萬港元(二零二三年三月三十一日：約43.2百萬港元)主要以港元及人民幣計值，以及有借款約22.5百萬港元(二零二三年三月三十一日：約26.0百萬港元)主要以港元及人民幣計值。

於報告期末的資產負債比率以負債淨額除以權益總額計算。負債淨額以總借款及融資租賃負債總額減現金及現金等價物以及受限制現金計算。於二零二三年九月三十日，由於錄得淨現金(二零二三年三月三十一日：相同)，故資產負債比率並不適用。

於二零二三年九月三十日，本集團的流動資產及流動負債總額分別約為280.2百萬港元(二零二三年三月三十一日：約232.3百萬港元)及約98.5百萬港元(二零二三年三月三十一日：約97.4百萬港元)。本集團的流動比率於二零二三年九月三十日增加至約2.8倍(二零二三年三月三十一日：2.4倍)。流動比率減少主要是由於本期間出售部分物業、廠房及設備所致。

PLEDGE OF ASSETS

As at 30 September 2023, our borrowings were not secured by property, plant and equipment (31 March 2023: nil).

CAPITAL STRUCTURE

As at 30 September 2023, the total issued share capital of the Company was approximately HK\$12.4 million representing 6,195,000,000 ordinary shares of HK\$0.002 each.

CAPITAL EXPENDITURE

The total capital expenditure incurred for the Period settled by cash was nil. The reduction was the result of a cautious investment approach in light of the current challenging market condition (Previous Period: approximately HK\$30.1 million).

CURRENCY RISK

Certain transactions of the Group are denominated in currencies which are different from the functional currency of the Group, namely, HK\$, and therefore the Group is exposed to foreign exchange risk. Payments made by the Group for the settlement of its purchases from suppliers are generally denominated in HK\$, RMB, JPY, USD and EUR. Payments received by the Group from its customers are mainly denominated in HK\$ and RMB.

The Group does not have a foreign currency hedging policy. However, the Group will continue to monitor closely its exposure to currency movement and take proactive measures.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at the end of the reporting period (31 March 2023: nil).

CAPITAL COMMITMENTS

Our capital commitments consist primarily of purchase of construction machinery for leasing purpose. As at 30 September 2023, there were no capital commitments of machinery and equipment contracted but not provided for (31 March 2023: HK\$1.3 million).

資產抵押

於二零二三年九月三十日，我們的借款及融資租賃負債沒有以物業、廠房及設備作抵押(二零二三年三月三十一日：零)。

資本結構

於二零二三年九月三十日，本公司全部已發行股本約為12.4百萬港元，相當於6,195,000,000股每股面值為0.002港元的普通股。

資本開支

以現金結算本期間產生的資本開支總額約為零，減少主要由於目前市場具有挑戰性，所以採取了保守的投資態度(上一期間：約30.1百萬港元)。

貨幣風險

本集團若干交易以有別於本集團功能貨幣(即港元)的貨幣計值，因此，本集團面臨外匯風險。本集團為結算其向供應商的採購款而支付的款項一般以港元、人民幣、日圓、美元及歐元計值。本集團自其客戶收取的付款主要以港元及人民幣計值。

本集團並無外幣對沖政策。然而，本集團將繼續密切監察其面臨的貨幣變動風險及採取積極措施。

或然負債

於報告期末日，本集團並無任何重大或然負債(二零二三年三月三十一日：無)

資本承擔

我們的資本承擔主要包括購買作租賃用途的建築機械。於二零二三年九月三十日，有關機械及設備的已訂約但尚未撥備的資本承擔約為零(二零二三年三月三十一日：1.3百萬港元)。

Management Discussion and Analysis 管理層討論及分析

OTHER DISCLOSURE

Save as disclosed in this interim results announcement, since the publication of the 2023 annual report, there have been no material changes in the likely future business development of the Group, including the Company's prospects for the current financial year.

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2023, our Group had 507 staff (31 March 2023: 498). The total staff costs incurred by our Group for the Period were approximately HK\$27.9 million (Previous Period: approximately HK\$30.9 million).

Employees' remuneration packages are determined with reference to the market information and individual performance and will be reviewed on a regular basis. The remuneration policy will be reviewed by the Board from time to time. In addition to basic remuneration, the Group also makes contributions to mandatory provident funds scheme.

IMPORTANT EVENTS AFTER THE END OF THE FINANCIAL PERIOD, SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, AND PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSET

On 26 October 2023, the Company issued an announcement to effect the change of company name from Zhaobangji Properties Holdings Limited to Zhaobangji Lifestyle Holdings Limited following the passing of a special resolution on 23 August 2023 to approve the change of company name and the issuance of the certificate of incorporation on change of name of the company by the Registrar of Companies in the Cayman Islands on 20 September 2023.

其他披露事項

除本中期報告中披露的內容外，自二零二三年年報刊發以來，本集團可能的未來業務發展(包括本公司本財政年度的前景)並無重大變動。

僱員及薪酬政策

於二零二三年九月三十日，本集團擁有507名(二零二三年三月三十一日：498名)員工。本集團於本期間產生的員工成本總額約為27.9百萬港元(上一期間：約30.9百萬港元)。

僱員的薪酬待遇經參考市場資料及個人表現釐定，並會定期檢討。董事會將不時檢討薪酬政策。除基本薪酬外，本集團亦向強制性公積金計劃供款。

財務期末後重大事項、持有的重大投資、重大收購或出售附屬公司、聯營公司及合營企業以及重大投資或資本資產計劃

於二零二三年十月二十六日，本公司刊登了公告來生效更改公司名稱，由兆邦基地產控股有限公司更改為兆邦基生活控股有限公司，隨著於二零二三年八月二十三日通過批准更改公司名稱的特別決議案，及開曼群島公司註冊處處長已於二零二三年九月二十日發出更改公司名稱註冊證書後。

On 8 September 2022, the Group entered into an assignment agreement under which the Group as assignee shall, at the cash consideration of RM B65,000,000 (equivalent to approximately HK\$74,100,000), accept the assignment of all the assignor's rights, titles and interests in a loan with outstanding principal amount of RMB80,000,000 (equivalent to approximately HK\$91,200,000) secured by, among others, two temporary use rights for commercial use purpose located in Shenzhen, PRC. Details of this transaction were disclosed in the Company's announcements published on 8 and 28 September 2022 respectively, and in note 17 of this report.

Saved as disclosed, the Group did not have any important events after the end of the Period, significant investments, material acquisitions or disposal of subsidiaries, associates and joint ventures, and plans for material investments or capital asset.

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend to shareholders of the Company for the Period.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

There were no purchase, redemption or sale by the Company or any of its subsidiaries of the listed securities of the Company during the Period.

於二零二二年九月八日，本集團簽訂了一份轉讓協議，當中本集團，作為受讓方，同意以現金價格人民幣65,000,000(相當於約港幣74,100,000)接受出讓方一筆本金為人民幣80,000,000(相當於約港幣91,200,000)的貸款，包括其權利、所有權及利益。貸款以包括兩個位於中國深圳的商業用途代用證擔保。有關交易的詳情分別於本公司於二零二二年九月八日及二十八日發佈的公告中及本報告附註17中披露。

除已披露之外，本集團並無本期間後重大事項、重大投資、重大收購或出售附屬公司、聯營公司及合營企業以及重大投資或資本資產計劃。

中期股息

董事會不建議就本期間向本公司股東派付中期股息。

購買、贖回或出售本公司的上市證券

於本期間，本公司或其任何附屬公司概無出售、購買或贖回本公司任何上市證券。

Other Information

其他資料

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintain high standards of corporate governance to safeguard the interests of the shareholders of the Company and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as our corporate governance practices. The Company has complied with the applicable code provisions under the CG Code during the Period.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

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 transactions by the Directors. The Company has made enquiries to all Directors regarding any non-compliance with the Model Code.

All the Directors confirmed that they have fully complied with the required standard set out in the Model Code during the Period.

AUDIT COMMITTEE

The Audit Committee was established on 23 January 2017, with specific written terms of references in accordance with rule 3.22 of the Listing Rules and paragraph C.3 of the CG Code. As at the date of approval of this interim report, the Audit Committee comprises three members, namely Mr. Wong Chun Man (Chairman), Mr. Hui Chin Tong Godfrey, and Mr. Ye Longfei, all of whom are independent non-executive Directors.

The unaudited interim condensed consolidated financial statements of the Group for the Period have been reviewed by the Audit Committee.

企業管治常規

本集團致力於維持高水平的企業管治，以保障本公司股東的權益及提升企業價值及問責性。本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載的企業管治守則（「企業管治守則」）作為其企業管治常規。本公司於本期間已遵守企業管治守則的適用守則條文。

遵守證券交易的標準守則

本公司已就董事進行證券交易採納上市規則附錄十所載有關上市發行人董事進行證券交易的標準守則（「標準守則」）作為其自身的行為守則。本公司已就標準守則的任何不合規情況向全體董事作出查詢。

全體董事確認彼等已於本期間全面遵守標準守則所載的規定標準。

審核委員會

審核委員會於二零一七年一月二十三日設立，並遵照上市規則第3.22條及企業管治守則第C.3段制定明確書面職權範圍。於本中期報告批准日期，審核委員會由三名成員組成，即王俊文先生（主席）、許展堂先生及叶龍蜚先生，彼等均為獨立非執行董事。

本集團於本期間的未經審核中期簡明綜合財務報表已經審核委員會審閱。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2023, the interests of the Directors and the chief executive of the Company in the shares of the Company (the "Shares") or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long Positions in the Shares

Name of director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 持有股份數目	Percentage of shareholding ^(note 1) 股權百分比 ^(附註1)
Mr. Xu Chujia ^(note 2) 許楚家先生 ^(附註二)	Interest of a controlled corporation 受控制法團權益	3,804,096,000	61.41%

Notes:

- The percentage of shareholding is calculated on the basis of the number of issued Shares as at 30 September 2023 of 6,195,000,000.
- Mr. Xu Chujia owned 58.53% of the issued share capital of Boardwin Resources Limited, which beneficially owned 3,804,096,000 Shares, representing approximately 61.41% of the issued share capital of the Company. By virtue of the SFO, Mr. Xu Chujia is deemed to be interested in the Shares in which Boardwin Resources Limited were interested.

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零二三年九月三十日，本公司董事及本公司最高行政人員於根據證券及期貨條例第352條予以存置於登記名冊內或依據標準守則向本公司及聯交所具報的本公司股份（「股份」）或任何相關法團（定義見證券及期貨條例第XV部）內的權益如下：

於股份中的好倉

附註：

- 權益比例基於二零二三年九月三十日已發行6,195,000,000股股份計算。
- 許楚家先生擁有Boardwin Resources Limited 58.53%已發行股本，而Boardwin Resources Limited實益擁有3,804,096,000股股份，佔本公司已發行股本約61.41%。根據證券及期貨條例，許楚家先生被視為於Boardwin Resources Limited擁有權益的股份中擁有權益。

Other Information 其他資料

Long position in the shares of Boardwin Resources Limited, an associated corporation ^(note 1)

於相聯法團Boardwin Resources Limited股份中的好倉 ^(附註1)

Name of director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 持有股份數目	Percentage of shareholding ^(note 2) 股權百分比 ^(附註2)
Mr. Xu Chujia 許楚家先生	Beneficial owner 實益擁有人	183,053,003	58.53%
Mr. Xu Chusheng 許楚勝先生	Beneficial owner 實益擁有人	25,018,920	8%
Ms. Zhan Meiqing 詹美清女士	Beneficial owner 實益擁有人	3,127,365	1%

Notes:

- Boardwin Resources Limited beneficially owned 3,804,096,000 Shares, representing approximately 61.41% of the total issued Shares as at 30 September 2023. As such, Boardwin Resources Limited was an associated corporation of the Company within the meaning of Part XV of the SFO.
- The percentage of shareholding is calculated on the basis of the number of issued shares of Boardwin Resources Limited as at 30 September 2023 of 312,736,500 shares.

Save as disclosed above, as at 30 September 2023, none of the Directors or the chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the registered required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- Boardwin Resources Limited實益擁有3,804,096,000股本公司股份，佔本公司於二零二三年九月三十日已發行股本約61.41%。因此，Boardwin Resources Limited為證券及期貨條例第XV部所界定的本公司的相聯法團。
- 權益比例基於Boardwin Resources Limited於二零二三年九月三十日已發行312,736,500股股份計算。

除上文所披露者外，於二零二三年九月三十日，概無本公司董事或最高行政人員擁有於本公司於根據證券及期貨條例第352條予以存置於登記名冊內或依據標準守則向本公司及聯交所具報的本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中的權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 September 2023, the interests of persons, other than Directors or the chief executive of the Company, in the Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

Name 姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 持有股份數目	Percentage of shareholding ^(note 1) 股權百分比 ^(附註1)
Boardwin Resources Limited	Beneficial owner 實益擁有人	3,804,096,000	61.41%
Ms. Zhang Meijuan ^(note 2) 張美娟女士 ^(附註2)	Interest of spouse 配偶權利	3,804,096,000	61.41%

Notes:

- The percentage of shareholding is calculated on the basis of the number of issued Shares as at 30 September 2023 of 6,195,000,000.
- Ms. Zhang Meijuan is the spouse of Mr. Xu Chujiu, who owned 58.53% of the issued share capital of Boardwin Resources Limited, which in turn beneficially owned 3,804,096,000 Shares, representing approximately 61.41% of the issued share capital of the Company. By virtue of the SFO, Ms. Zhang Meijuan was deemed to be interested in the Shares in which Mr. Xu Chujiu was interested.

Save as disclosed above, as at 30 September 2023, no persons, other than the Directors and the chief executive of the Company, had any interest or short position in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

主要股東於股份及相關股份之權益

於二零二三年九月三十日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士(本公司董事或最高行政人員除外)於本公司股份之權益如下：

附註：

- 權益比例基於本公司於二零二三年九月三十日已發行6,195,000,000股股份計算。
- 張美娟女士為許楚家先生之配偶，其持有Boardwin Resources Limited 58.53%已發行股本，該公司實益擁有3,804,096,000股股份，佔本公司已發行股本約61.41%。根據證券及期貨條例，張美娟女士被當作於許楚家先生擁有權益的股份中擁有權益。

除上文所披露者外，於二零二三年九月三十日，沒有人士(董事或本公司最高行政人員除外)於本公司股份或相關股份中，擁有根據證券及期貨條例第336條須登記於該條所述登記冊的權益或淡倉。

Other Information 其他資料

SHARE OPTION SCHEME

The Company's share option scheme ("**Share Option Scheme**") was adopted pursuant to a shareholder's resolution passed on 23 January 2017. From the date of the adoption of the Share Option Scheme and up to the end of the reporting period, no share option has been granted, or agreed to be granted, under the Share Option Scheme.

By order of the Board

Xu Chujia

Zhaobangji Lifestyle Holdings Limited
Chairman and Executive Director

Hong Kong, 29 November 2023

購股權計劃

本公司根據於二零一七年一月二十三日通過的股東決議案採納購股權計劃(「**購股權計劃**」)。自購股權計劃採納日期起及直至報告期末日，並無購股權根據購股權計劃已授出或已同意授出。

承董事會命

許楚家

兆邦基生活控股有限公司
主席兼執行董事

香港，二零二三年十一月二十九日

Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

中期簡明綜合損益及其他全面收益表

For the period ended 30 September 2023 截至二零二三年九月三十日止期間

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
	Notes 附註		
Revenue	6	152,965	128,790
Cost of sales and services	7	(125,615)	(111,608)
Gross profit		27,350	17,182
Other gains and losses		2,545	2,348
Selling expenses	7	(24)	(3,175)
Administrative expenses	7	(20,385)	(39,525)
Profit/(loss) from operations		9,486	(23,170)
Finance income		405	4,001
Finance costs		(810)	(1,084)
Finance income/(costs), net		(405)	2,917
Fair value changes on financial assets at fair value through profit or loss	17	2,096	(3,002)
Profit/(loss) before tax		9,081	(23,255)
Income tax expense	8	(3,389)	(6,191)
Profit/(loss) for the period		5,692	(29,446)
Profit/(loss) attributable to equity holders of the Company		5,962	(29,446)
Other comprehensive income/(loss) Items that may be reclassified to profit or loss:			
Exchange differences on translating foreign operations		(7,182)	114
Total comprehensive loss for the period, net of tax		(1,490)	(29,332)

Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 中期簡明綜合損益及其他全面收益表

For the period ended 30 September 2023 截至二零二三年九月三十日止期間

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
Total comprehensive loss for the year attributable to:	本年度全面虧損總額		
Owners of the Company	歸屬於： 本公司擁有人	(1,490)	(29,332)
Non-controlling interests	非控股權益	-	-
Earnings/(loss) per share for profit attributable to equity holders of the Company:	本公司權益持有人應佔溢利／(虧損)之每股盈利：		
		HK cent 港仙	HK cent 港仙
Basic and diluted	基本及攤薄	0.09	(0.47)
		10	

The above interim condensed consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

上述中期簡明綜合損益及其他全面收益表應與附註一併閱讀。

Interim Condensed Consolidated Statement of Financial Position

中期簡明綜合財務狀況表

As at 30 September 2023 於二零二三年九月三十日

			Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
		Notes 附註		
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	116,750	150,577
Right-of-use assets	使用權資產	3	6,336	26,450
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產		4,611	4,855
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產		81,375	-
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	12	9,740	11,936
Loan receivable	應收貸款		46,203	46,203
			265,015	325,701
Current assets	流動資產			
Inventories	存貨		7,443	7,460
Trade receivables	貿易應收款項	12	142,239	114,219
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	12	50,924	37,722
Loans receivable	應收貸款		1,724	284
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	17	17,146	17,149
Current tax assets	即期稅項資產		1,421	-
Amount due from related companies	應收關聯公司款項		13,458	12,189
Bank and cash balances	銀行及現金結餘		45,866	43,2454
			280,211	232,265
Total assets	總資產		545,236	557,966

Interim Condensed Consolidated Statement of Financial Position 中期簡明綜合財務狀況表

As at 30 September 2023 於二零二三年九月三十日

			Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
		Notes 附註		
EQUITY	權益			
Capital and reserves attributable to the owners of the Company	本公司擁有人應佔股本及儲備			
Share capital	股本	13	12,390	12,390
Reserves	儲備		420,592	422,085
			432,982	434,475
Non-controlling interest	非控股權益		(49)	(52)
Total equity	權益總額		432,933	434,423
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Borrowings	借款		-	9,710
Lease liabilities	租賃負債		-	2,599
Deferred tax liabilities	遞延稅項負債		13,848	13,876
			13,848	26,185
Current liabilities	流動負債			
Contract liabilities	合約負債		3,505	5,071
Borrowings	借款		22,520	16,317
Lease liabilities	租賃負債	3	12,672	22,374
Trade and bills payables	貿易應付款項及應付票據	14	28,104	18,045
Accruals and other payables	應計費用及其他應付款項	14	24,218	25,184
Amounts due to related companies	應付關聯公司款項		20	6,115
Current tax liabilities	即期稅項負債		7,415	4,252
			98,454	97,358
Total liabilities	總負債		112,302	123,543
Total equity and liabilities	權益及負債總額		545,236	557,966

The above interim condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述中期簡明綜合財務狀況表應與附註一併閱讀。

Interim Condensed Consolidated Statement of Changes in Equity

中期簡明綜合權益變動表

For the period ended 30 September 2023 截至二零二三年九月三十日止期間

		Unaudited 未經審核									
		Attributable to the equity holders of the Company 本公司權益持有人應佔									
		Share capital 股本 (Note 13) (附註13)	Share premium 股份溢價	Foreign currency translation reserve 外幣換算儲備	Merger Reserve 合併儲備	Statutory Reserve 法定儲備	Financial assets at fair value through other comprehensive income reserve 按公平值計入其他全面收益之金融資產儲備	Retained earnings 保留盈利	Total 總計	Non-controlling interests 非控股權益	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1 April 2022	於二零二二年四月一日的結餘	12,390	116,347	11,603	2,500	17,287	2,785	325,065	487,977	(55)	487,922
Comprehensive income	全面收益										
Profit for the period	期內溢利	-	-	-	-	-	-	(29,446)	(29,446)	-	(29,446)
Other comprehensive loss	其他全面虧損										
Foreign exchange differences	外匯匯兌差額	-	-	(23,093)	177	-	55	5,100	(17,761)	(279)	(18,040)
Transfer to statutory reserve	撥至法定儲備	-	-	-	-	(2,008)	-	2,008	-	-	-
Total comprehensive (loss)/income	全面(虧損)/收益總額	-	-	(23,093)	-	(2,008)	55	(22,338)	(47,207)	(279)	(47,486)
Balance at 30 September 2022	於二零二二年九月三十日的結餘	12,390	116,347	(11,490)	2,677	15,279	2,730	302,727	440,770	(334)	440,436
Balance at 1 April 2023	於二零二三年四月一日的結餘	12,390	116,347	(2,147)	2,500	23,015	4,018	278,352	434,475	(52)	434,423
Comprehensive income	全面收益										
Profit for the period	期內溢利	-	-	-	-	-	-	5,692	5,692	-	5,692
Other comprehensive loss	其他全面虧損										
Foreign exchange differences	外匯匯兌差額	-	-	(9,934)	(1,055)	-	(115)	3,919	(7,185)	3	(7,182)
Transfer to statutory reserve	撥至法定儲備	-	-	-	-	-	-	-	-	-	-
Total comprehensive (loss)/income for the period	期內全面(虧損)/收益總額	-	-	(9,934)	(1,055)	-	(115)	9,611	(1,493)	3	(1,490)
Balance at 30 September 2023	於二零二三年九月三十日的結餘	12,390	116,347	(12,081)	1,445	23,015	3,903	287,963	432,982	(49)	432,933

The above interim condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述中期簡明綜合權益變動表應與附註一併閱讀。

Interim Condensed Consolidated Cash Flow Statement

中期簡明綜合現金流量表

For the period ended 30 September 2023 截至二零二三年九月三十日止期間

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
Net cash generated from operating activities	經營活動所得現金淨額	762	120,425
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額	12,066	(96,058)
Net cash used in financing activities	融資活動所用現金淨額	(14,525)	(14,480)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	(1,697)	9,887
Effect of foreign exchange rate changes	匯率變動的影響	4,318	(13,219)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	43,245	44,751
Cash and cash equivalents at end of the period	期末現金及現金等價物	45,866	41,419

The above interim condensed consolidated statement of cash flow should be read in conjunction with the accompanying notes.

上述中期簡明綜合現金流量表應與附註一併閱讀。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

1 GENERAL INFORMATION

Zhaobangji Lifestyle Holdings Limited (the “Company”) is an investment holding company and its subsidiaries are principally engaged in trading of machinery and spare parts, leasing of machinery and the provision of related services in the Hong Kong S.A.R. region, and the provision of property management services, leasing of machinery, property leasing, subletting, retail and other businesses in the Mainland region of the People’s Republic of China (“PRC”).

The Company is a limited liability company incorporated in the Cayman Islands. The address of the its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The interim condensed consolidated financial information are presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

2 BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 September 2023 has been prepared in accordance with Hong Kong Accounting Standard 34 “Interim financial reporting”. The interim condensed consolidated financial information does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the consolidated financial statements for the year ended 31 March 2023 and any public announcements made by the Group during the interim reporting period.

1 一般資料

兆邦基生活控股有限公司(「本公司」)為投資控股公司，及其附屬公司主要在香港特別行政區地區(「香港」)從事機械及配件貿易、機械租賃及提供相關服務，以及在中華人民共和國內地地區(「中國」)業管理服務、機械租賃、物業租賃、轉租、零售及其他業務。

本公司為在開曼群島註冊成立的有限責任公司，其註冊辦事處地址為P.O. Box 309 · Ugland House, Grand Cayman, KY1-1104 · Cayman Islands。

除另有說明者外，中期簡明綜合財務資料以港元(「港元」)呈列。

2 編製基準

截至二零二三年九月三十日止六個月的中期簡明綜合財務資料乃根據香港會計準則第34號「中期財務報告」而編製。中期簡明綜合財務資料並不包括年度財務報告中通常包含的所有附註。因此，本報告應與截至二零二三年三月三十一日止年度的綜合財務報表及本集團於中期報告期間作出的任何公告一併閱讀。

3 ACCOUNTING POLICIES

(a) Changes in accounting policy and disclosures

The Group has adopted the following amendments to HKFRSs, which included HKFRSs, HKAS and Interpretations issued by the HKICPA relevant to the Group's accounting policies and business operations adopted for the first time prepared and presented on the consolidated financial statements for the annual period beginning on or after 1 April 2022:

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

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

3 會計政策

(a) 會計政策及披露變更

本集團已採納以下由香港會計師公會頒佈與本集團會計政策及業務營運相關的香港財務報告準則(包括香港財務報告準則、香港會計準則及詮釋)修訂本，而該等修訂本就首次編製及呈報在二零二二年四月一日或之後開始的年度期間的綜合財務報表而採納：

香港財務報告準則第3號(修訂本)	概念框架之提述
香港會計準則第16號(修訂本)	物業、廠房及設備：於作擬定用途前之所得款項
香港會計準則第37號(修訂本)	有償合約－履行合約之成本
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號及香港會計準則第41號(修訂本)	香港財務報告準則二零一八年至二零二零年週期之年度改進

於期內採納香港財務報告準則之修訂本並無對本集團於期內及過往年度的表現及財務狀況及／或該等綜合財務報表所載的披露造成任何重大影響。

3 ACCOUNTING POLICIES (Continued)

(a) Changes in accounting policy and disclosures (Continued)

Amendments to HKFRS 3, Reference to the Conceptual Framework

The amendments update HKFRS 3 “Business Combinations” (“HKFRS 3”) so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to HKFRS 3 a requirement that, for obligations within the scope of HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” (“HKAS 37”), an acquirer applies HKAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of HK(IFRIC)-Int 21 “Levies” (“HK(IFRIC)-Int 21”), the acquirer applies HK(IFRIC)-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

These amendments had no impact on the consolidated financial statements of the Group.

3 會計政策(續)

(a) 會計政策及披露變更(續)

香港財務報告準則第3號(修訂本)， 概念框架之提述

該等修訂本更新了香港財務報告準則第3號「業務合併」(「香港財務報告準則第3號」)，使其參考經修訂二零一八年財務報告的概念框架而非二零一零年頒佈的版本。該等修訂本在香港財務報告準則第3號中增添一項規定，即就香港會計準則第37號「撥備、或然負債及或然資產」(「香港會計準則第37號」)範圍內的責任而言，收購方應用香港會計準則第37號釐定於收購日期是否因過往事件而存在現有責任。對於香港(國際財務報告詮釋委員會)– 詮釋第21號「徵費」(「香港(國際財務報告詮釋委員會)– 詮釋第21號」)範圍內的徵款而言，收購方應用香港(國際財務報告詮釋委員會)– 詮釋第21號以釐定導致出現支付徵費責任的責任事件是否已於收購日期發生。該等修訂本亦增添一項明確聲明，即收購方不會確認在業務合併中收購的或然資產。

此等修訂本並無對本集團之綜合財務報表造成任何影響。

3 ACCOUNTING POLICIES (Continued)

(a) Changes in accounting policy and disclosures (Continued)

Amendments to HKAS 16, Property, Plant and Equipment: Proceeds before Intended Use

The amendments prohibit 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, the proceeds from selling such items, and the cost of producing those items, is recognised in profit or loss.

These amendments had no impact on the consolidated financial statements of the Group.

Amendments to HKAS 37, Onerous Contracts – Cost of Fulfilling a Contract

The amendments specify that the ‘cost of fulfilling a contract’ comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

These amendments had no impact on the consolidated financial statements of the Group.

Annual Improvements to HKFRSs 2018–2020

- HKFRS 1, First-time Adoption of Hong Kong Financial Reporting Standards (“HKFRS 1”), which permit a subsidiary that applies paragraph D16(a) of HKFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent’s date of transition to HKFRSs.

3 會計政策(續)

(a) 會計政策及披露變更(續)

香港會計準則第16號(修訂本)物業、廠房及設備 – 作擬定用途前之所得款項

該等修訂本禁止從物業、廠房及設備項目成本中扣除出售使資產達到管理層擬定的營運方式所需的地點及狀況時所產生項目的任何所得款項。相反，出售該等項目的所得款項及生產該等項目的成本則於損益中確認。

此等修訂本並無對本集團之綜合財務報表造成任何影響。

香港會計準則第37號(修訂本)有償合約 – 履行合約之成本

該等修訂本訂明，「履行合約的成本」包括「與合約直接有關的成本」。與合約直接有關的成本可以是履行該合約的增量成本(如直接勞工及材料)或與履行合約直接有關的其他成本的分配(如履行合約所使用的物業、廠房及設備項目的折舊費用的分配)。

此等修訂本並無對本集團之綜合財務報表造成任何影響。

香港財務報告準則二零一八年至二零二零年週期之年度改進

- 香港財務報告準則第1號首次採納香港財務報告準則(「香港財務報告準則第1號」)，允許應用香港財務報告準則第1號第D16(a)段的附屬公司根據母公司過渡至香港財務報告準則的日期，使用母公司呈報的金額計量累計匯兌差額。

3 ACCOUNTING POLICIES (Continued)

(a) Changes in accounting policy and disclosures (Continued)

Annual Improvements to HKFRSs 2018–2020 (Continued)

- HKFRS 9, Financial Instruments (“HKFRS 9”), which clarify the fees included in the ‘10 per cent’ test in paragraph B3.3.6 of HKFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other’s behalf are included.
- HKFRS 16, Leases, which amend Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.
- HKAS 41, Agriculture, which remove the requirement to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

These amendments had no impact on the consolidated financial statements of the Group.

3 會計政策(續)

(a) 會計政策及披露變更(續)

香港財務報告準則二零一八年至二零二零年週期之年度改進(續)

- 香港財務報告準則第9號財務工具(「香港財務報告準則第9號」)，釐清香港財務報告準則第9號第B3.3.6段所載，在評估是否終止確認金融負債時的「10%」測試所包括的費用，並解釋其僅包括實體與貸款人之間所支付或收取的費用，包括實體或貸款人代表其他人士支付或收取的費用。
- 香港財務報告準則第16號租賃，修訂第13項範例以刪除由出租人償付租賃裝修的說明，進而解決因該示例中租賃優惠的說明方式而可能產生的任何有關租賃優惠處理的潛在混淆。
- 香港會計準則第41號農業，該修訂已剔除在使用現值技術計量生物資產的公平價值時排除稅項現金流量的要求。

此等修訂本並無對本集團之綜合財務報表造成任何影響。

3 ACCOUNTING POLICIES (Continued)

(b) New or amendments to HKFRSs that have been issued but not yet effective

The following new or amendments to HKFRSs, have been issued, but are not yet effective and have not been early adopted by the Group.

HKFRS 17	Insurance Contracts and the related Amendments ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 16	Lease liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current (the "2020 Amendments") ^{2, 4}
Amendments to HKAS 1	Non-current liabilities with Covenants (the "2022 Amendments") ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

¹ Effective for the annual period beginning on or after 1 January 2023

² Effective for the annual period beginning on or after 1 January 2024

³ Effective for the annual period beginning on or after a date to be determined

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.

Except for as described below, the directors of the Company do not anticipate that the adoption of these new or amendments to HKFRSs that have been issued but not yet effective will have any material impact on these consolidated financial statements.

3 會計政策(續)

(b) 已頒佈但尚未生效的新訂香港財務報告準則或修訂本

本集團並無提前採用下列已頒佈但尚未生效的新訂香港財務報告準則或修訂本。

香港財務報告準則第17號	保險合約及相關修訂本 ¹
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業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)	售後租回的租賃負債 ²
香港會計準則第1號(修訂本)	負債分類為流動或非流動(「二零二零年修訂本」) ^{2, 4}
香港會計準則第1號(修訂本)	附帶契諾的非流動負債(「二零二二年修訂本」) ²
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策的披露 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和負債相關的遞延稅項 ¹

¹ 於二零二三年一月一日或之後開始之年度期間生效

² 於二零二四年一月一日或之後開始之年度期間生效

³ 在待定日期或之後開始的年度期間生效

⁴ 作為二零二二年修訂本的結果，二零二零年修訂本的生效日期推遲至二零二四年一月一日或之後開始之年度期間。此外，作為二零二零年修訂本及二零二二年修訂本的結果，香港詮釋第5號財務報表呈報－借款人對載有按求償還條款的有期貨款的分類已修訂以調整相應措辭，結論不變。

除下文所述者外，本公司董事預期，採納此等已頒佈但尚未生效之新訂香港財務報告準則或修訂本將不會對綜合財務報表造成任何重大影響。

3 ACCOUNTING POLICIES (Continued)

(b) New or amendments to HKFRSs that have been issued but not yet effective (Continued)

Amendments to HKFRS 16, Lease Liability in a Sale and Leaseback

The amendments add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements of HKFRS 15 to be accounted for as a sale. The amendments require a seller lessee to determine “lease payments” or “revised lease payments” such that the seller-lessee would not recognise a gain or loss that relates to the right of use retained by the seller-lessee. The amendments also clarify that applying the requirements does not prevent the seller-lessee from recognising in profit or loss any gain or loss relating to subsequent partial or full termination of a lease.

As part of the amendments, Illustrative Example 25 accompanying HKFRS 16 is added to illustrate the application of the requirements in a sale and leaseback transaction with variable lease payments that do not depend on an index or rate.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

3 會計政策(續)

(b) 已頒佈但尚未生效的新訂香港財務報告準則或修訂本(續) 香港財務報告準則第16號(修訂本)，售後租回的租賃負債

該修訂本就符合香港財務報告準則第15號規定將予入賬列作出售的售後回租交易增加了後續計量規定。該修訂本要求賣方 – 承租人釐定「租賃付款」或「經修訂的租賃付款」，以致賣方 – 承租人不會確認與賣方 – 承租人保留的使用權有關的收益或虧損。該修訂本亦澄清，應用有關規定並不妨礙賣方 – 承租人於損益中確認與隨後部分或全部終止租賃有關的任何收益或虧損。

作為該修訂本的一部分，增加香港財務報告準則第16號隨附說明性示例第25號以說明於不取決於一項指數或比率的可變租賃付款的售後回租交易中應用有關規定。

該修訂本於二零二四年一月一日或之後開始之年度報告期間生效，並可提早應用。應用該修訂本預期不會對本集團的財務狀況及表現造成重大影響。

3 ACCOUNTING POLICIES (Continued)

(b) New or amendments to HKFRSs that have been issued but not yet effective (Continued)

Amendments to HKAS 1, Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)

The amendments provide clarification and additional guidance on the assessment of right to defer settlement or at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 Financial Instruments: Presentation.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Based on the Group's outstanding liabilities as at 30 September 2023, the application of the amendments will not result in reclassification of the Group's liabilities.

3 會計政策(續)

(b) 已頒佈但尚未生效的新訂香港財務報告準則或修訂本(續)

香港會計準則第1號(修訂本)，負債分類為流動或非流動及香港詮釋第5號(二零二零年)的相關修訂本

該等修訂本就評估自報告日期起至少十二個月的延遲結付權利提供澄清及額外指引，以將負債分類為流動或非流動，當中包括：

- 訂明負債分類為流動或非流動應基於報告期末存在的權利。具體而言，該等修訂本澄清：
 - (i) 分類不應受管理層在十二個月內結清負債的意圖或預期所影響；及
 - (ii) 倘若該權利以遵守契諾為條件，即使貸款人在較後日期才測試是否符合條件，該權利在報告期末符合條件的情況下仍然存在；及
- 澄清倘若負債具有條款，可由對手方選擇透過轉讓實體本身的股本工具進行結清，僅當實體應用香港會計準則第32號「金融工具：呈列」將選擇權單獨確認為股本工具時，該等條款則不影響將其分類為流動或非流動。

此外，香港詮釋第5號因香港會計準則第1號(修訂本)而修改，以統一相應的措辭，而結論並無變動。

基於本集團於二零二三年九月三十日的未償還負債，應用該等修訂本將不會導致對本集團的負債進行重新分類。

3 ACCOUNTING POLICIES (Continued)

(b) New or amendments to HKFRSs that have been issued but not yet effective (Continued)

Amendments to HKAS 1, Non-current Liabilities with Covenants (2022)

The 2022 Amendments clarify how to treat liabilities that are subject to covenants to be complied with, at a date subsequent to the reporting period. The 2022 Amendments improve the information an entity provides when its right to defer settlement of a liability for at least twelve months is subject to compliance with covenants. The 2022 Amendments clarify that only covenants with which an entity must comply on or before the reporting date will affect a liability's classification as current or noncurrent. The 2022 Amendments are effective for annual periods beginning on or after 1 April 2024 and shall be applied retrospectively. Earlier application of the 2022 Amendments is permitted.

Based on the Group's outstanding liabilities as at 30 September 2023, the application of the amendments will not result in reclassification of the Group's liabilities.

Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term "significant accounting policies" with "material accounting policy information". 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.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

3 會計政策(續)

(b) 已頒佈但尚未生效的新訂香港財務報告準則或修訂本(續) 香港會計準則第1號(修訂本)，附帶契諾的非流動負債(二零二二年)

二零二二年修訂本澄清如何處理於報告期之後的日期必須遵守契諾的負債。二零二二年修訂本完善了實體在遵守契諾的前提下，將清償負債的權利延遲至少十二個月所提供的信息。二零二二年修訂本澄清，只有實體於報告日或之前必須遵守的契諾才會影響負債分類為流動或非流動。二零二二年修訂本於二零二四年四月一日或之後開始之年度期間生效，並應追溯應用。允許提前應用二零二二年修訂本。

基於本集團於二零二三年九月三十日的未償還負債，應用該等修訂本將不會導致對本集團的負債進行重新分類。

香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)，會計政策的披露

香港會計準則第1號的修訂本以「重大會計政策資料」取代「重大會計政策」一詞的所有情況。倘連同實體財務報表內其他資料一併考慮，會計政策資料可合理預期將影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。

香港會計準則第1號的修訂本以「重大會計政策資料」取代「重大會計政策」一詞的所有情況。倘連同實體財務報表內其他資料一併考慮，會計政策資料可合理預期將影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。

3 ACCOUNTING POLICIES (Continued)

(b) New or amendments to HKFRSs that have been issued but not yet effective (Continued)

Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies (Continued)

HKFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

Amendments to HKAS 8, Definition of Accounting Estimates

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

3 會計政策(續)

(b) 已頒佈但尚未生效的新訂香港財務報告準則或修訂本(續)

香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)，會計政策的披露(續)

香港會計準則第1號的修訂本以「重大會計政策資料」取代「重大會計政策」一詞的所有情況。倘連同實體財務報表內其他資料一併考慮，會計政策資料可合理預期將影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。

應用該等修訂本預期不會對本集團財務狀況或表現產生重大影響，但可能影響本集團主要會計政策之披露。有關應用影響(如有)將於日後本集團的綜合財務報表中予以披露。

香港會計準則第8號(修訂本)，會計估計的定義

該修訂本定義會計估計為「存在計量不明朗因素的財務報表之貨幣金額」。會計政策可能規定對計量不明朗因素的財務報表的項目進行計量 – 即會計政策可能規定將按貨幣金額計量的有關項目不可直接觀察而須予以估計。於此情況下，一間實體應編製會計估計，旨在達到會計政策載列的目標。編製會計估計涉及使用根據最新可得可靠的資料作出的判斷或假設。

此外，香港會計準則第8號的會計估計變更的概念予以保留，惟有進一步澄清。

應用該修訂本預期不會對本集團的綜合財務報表造成重大影響。

3 ACCOUNTING POLICIES (Continued)

(b) New or amendments to HKFRSs that have been issued but not yet effective (Continued)

Amendments to HKAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 Income Taxes so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the relevant assets and liabilities separately. Temporary differences on initial recognition of the relevant assets and liabilities are not recognised due to application of the initial recognition exemption.

Upon the application of the amendments, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

The amendments are effective for the Group's annual reporting period beginning on 1 January 2023.

4 ESTIMATES

The preparation of interim financial information requires the management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2023.

3 會計政策(續)

(b) 已頒佈但尚未生效的新訂香港財務報告準則或修訂本(續) 香港會計準則第12號(修訂本)，與單一交易產生的資產和負債相關的遞延稅項

該等修訂本縮小香港會計準則第12號所得稅第15段及第24段中遞延稅項負債及遞延稅項資產確認豁免之適用範圍，使其不再適用於初次確認時產生相等應課稅及可扣減暫時性差額之交易。

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團將香港會計準則第12號之規定分別應用於相關資產及負債。相關資產與負債初步確認時之暫時差額因應用初始確認豁免而未確認。

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團將香港會計準則第12號之規定分別應用於相關資產及負債。相關資產與負債初步確認時之暫時差額因應用初始確認豁免而未確認。

該修訂本於本集團於二零二三年一月一日開始之年度報告期間生效。

4 估計

編製中期財務資料需要管理層作出影響會計政策應用及資產及負債以及收支所呈報金額的判斷、估計及假設。實際結果可能與該等估計有所不同。

編製本中期簡明綜合財務資料時，管理層所作出有關應用本集團會計政策的重重大判斷以及估計不確定性的主要來源與截至二零二三年三月三十一日止年度綜合財務報表所應用者相同。

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk.

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the consolidated financial statements, and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 March 2023.

There have been no significant changes in the financial risk management policies of the Group.

5.2 Fair value of financial assets and liabilities measured at amortised cost

The fair values of the following financial assets and liabilities approximate their carrying values:

- Trade receivables
- Deposits and other receivables
- Amounts due from related companies
- Cash and cash equivalents
- Trade and bills payables
- Accruals and other payables

5 財務風險管理及金融工具

5.1 財務風險因素

本集團的業務使其面對多種財務風險：外幣風險、信用風險、流動資金風險及利率風險。

中期簡明綜合財務資料並不包括綜合財務報表所需的一切財務風險管理資料及披露，並應與本集團截至二零二三年三月三十一日止年度綜合財務報表一併閱讀。

本集團的財務風險管理政策並無重大變動。

5.2 按攤銷成本計量的金融資產及負債公平值

下列金融資產及負債的公平值與其賬面值相若：

- 貿易應收款項
- 按金及其他應收款項
- 應收關聯公司款項
- 現金及現金等價物
- 貿易應付款項及應付票據
- 應計費用及其他應付款項

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6 REVENUE AND SEGMENT INFORMATION

Revenue represents gross receipts on leasing of machinery and the provision of related services, sales of machinery and spare parts and the provision of related services, the provision of property management services, property leasing, subletting, retail and others in the ordinary course of business. Revenue recognised for the periods are as follows:

6 收益及分部資料

收益指於日常業務過程中租賃機械及提供相關服務、銷售機械及備用零件及提供相關服務、提供物業管理服務、提供物業租賃及轉租服務、提供零售及其他服務的收款總額。期內確認的收益如下：

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
Revenue	收益		
Leasing of machinery and provision of related services	租賃機械及提供相關服務	45,602	61,417
Sales of machinery and spare parts and provision of related services	銷售機械及備用零件以及提供相關服務	15,706	5,592
Property management services	物業管理服務	28,724	34,285
Property leasing, subletting, retail and others	物業租賃、轉租、零售及其他	62,933	27,496
		152,965	128,790

6 REVENUE AND SEGMENT INFORMATION (Continued)

The chief operating decision-maker has been identified as the executive directors of the Company. Information is reported to the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's reportable segments are as follows:

1. Leasing – Leasing of machinery and provision of related services
2. Trading – Sales of machinery and spare parts and provision of related services
3. Property management – Provision of property management services
4. Property leasing, subletting, retail and others – Provision of property leasing, subletting, retail and other businesses

6 收益及分部資料(續)

本公司的執行董事被確定為其主要營運決策人。就調配資源及評估分部表現而向主要營運決策人呈報的資料着重於所交付或提供的貨品或服務類型。

具體來說，本集團的可報告分部如下：

1. 租賃 – 租賃機械及提供相關服務
2. 貿易 – 銷售機械及備用零件以及提供相關服務
3. 物業管理 – 提供物業管理服務
4. 物業租賃、轉租、零售及其他 – 提供物業租賃、轉租、零售及其他業務

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6 REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment.

For the six months ended 30 September 2023

6 收益及分部資料(續)

分部收益及業績

以下為按可報告及經營分部劃分的本集團收益及業績分析。

截至二零二三年九月三十日止六個月

		Unaudited 未經審計				
		Trading	Leasing	Property Management	Property leasing, subletting, retail and others	Total
		貿易	租賃	物業管理	物業租賃、 轉租、零售 及其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益					
Segment revenue from external customers	來自外部客戶的分部收益					
Timing of revenue recognition	收入確認之時間					
- At a point in time	- 於一個時間點	15,706	-	-	59,297	75,004
- Over time	- 於一段時間內	-	45,602	28,724	3,635	77,961
Results	業績					
Segment profit/(loss)	分部溢利/(損失)	(1,759)	19,028	(5,705)	10,509	22,073
Unallocated corporate income	未分配公司收入					-
Unallocated corporate expenses	未分配公司支出					(12,991)
Profit/(loss) before tax	稅前溢利/(損失)					9,082

6 REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the six months ended 30 September 2022

6 收益及分部資料(續)

分部收益及業績(續)

截至二零二二年九月三十日止六個月

		Unaudited 未經審計				
		Trading	Leasing	Property Management	Property leasing, subletting, retail and others 物業租賃、 轉租、零售 及其他	Total
		貿易 HK\$'000 千港元	租賃 HK\$'000 千港元	物業管理 HK\$'000 千港元	及其他 HK\$'000 千港元	總計 HK\$'000 千港元
Revenue	收益					
Segment revenue from external customers	來自外部客戶的分部收益					
Timing of revenue recognition	收入確認之時間					
- At a point in time	- 於一個時間點	5,592	-	-	-	5,592
- Over time	- 於一段時間內	-	61,417	34,285	23,585	123,198
Results	業績					
Segment profit/(loss)	分部溢利/(損失)	(8,226)	(6,962)	10,978	(14,164)	(18,374)
Unallocated corporate income	未分配公司收入					4,366
Unallocated corporate expenses	未分配公司支出					(9,247)
Profit/(loss) before tax	稅前溢利/(損失)					(23,255)

Segment profit represents the profit before tax earned by each segment without allocation of central administration costs, exchange differences, finance income and finance cost. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

No segment assets and liabilities are presented as the information is not regularly reported to the chief operating decision maker for the purpose of resource allocation and assessment of performance.

分部溢利指各分部所賺取的除稅前溢利而未分配中央行政成本、匯兌差額、財務收入及財務成本。此乃就資源調配及表現評估而向主要營運決策人匯報的計量方式。

由於有關資料毋須就資源調配及表現評估而定期向主要營運決策人報告，故並無呈列分部資產及負債。

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6 REVENUE AND SEGMENT INFORMATION
(Continued)

Other segment information

For the six months ended 30 September 2023

6 收益及分部資料(續)

其他分部資料

截至二零二三年九月三十日止六個月

		Unaudited 未經審計				
		Trading	Leasing	Property Management	Property leasing, subletting, retail and others	Total
		貿易	租賃	物業管理	物業租賃、 轉租、零售 及其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment results:	計量分部業績時計入的款項：					
Depreciation	折舊	1,145	16,680	899	133	18,857
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	-	2,067	-	-	2,067

6 REVENUE AND SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the six months ended 30 September 2022

6 收益及分部資料(續)

其他分部資料(續)

截至二零二二年九月三十日止六個月

		Unaudited 未經審計				
		Trading	Leasing	Property Management	Property leasing, subletting, retail and others	Total
		貿易	租賃	物業管理	物業租賃、 轉租、零售 及其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment results:	計量分部業績時計入的 款項：					
Depreciation	折舊	103	45,406	3,438	384	49,331
Gain on disposal of property, plant and equipment	出售物業、廠房及設備 的收益	712	630	-	-	1,342

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7 EXPENSES BY NATURE

Expenses included in cost of sales and services, selling and administrative expenses are analysed as follows:

7 按性質劃分的開支

計入銷售及服務成本、銷售及行政開支的開支分析如下：

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cost of machinery and equipment and spare parts sold	銷售機械、設備及備用零件的成本	20,120	14,274
Cost of rent and management and office expenses	租金成本以及管理及辦公室開支	38,118	25,478
Staff costs, including directors' emoluments	員工成本(包括董事酬金)	27,918	30,920
Leasing expense of machinery and equipment	機械及設備租賃開支	1,599	1,524
Operating lease rental in respect of office and storage premises	有關辦公室及儲存場所的經營租賃租金	8,321	22,913
Legal and professional fee	律師及專業費用	1,863	1,139
Amortization on intangible assets	無形資產攤銷	21,965	21
Depreciation	折舊	18,857	52,415
Others	其他	7,263	5,626
Total cost of sales and services, selling and administrative expenses	銷售及服務成本、銷售及行政開支總額	146,025	154,309

Notes to the Interim Condensed Consolidated Financial Information
 中期簡明綜合財務資料附註

8 INCOME TAX EXPENSES

The amount of income tax charged to profit or loss represents:

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	3,407	–
– Mainland China taxes	– 中國內地稅	18	6,191
Income tax expenses	所得稅開支	3,389	6,191

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the six months ended 30 September 2023 (six months ended 30 September 2022: 16.5%).

Mainland China Corporate Income Tax (“CIT”) has been provided at the rate of 25% (six months ended 30 September 2022: 25%) on the estimated assessable profits which are subject to CIT.

9 DIVIDENDS

The Board of Directors does not recommend the payment of any interim dividend for the six months ended 30 September 2023.

8 所得稅開支

於損益扣除的所得稅款項指：

截至二零二三年九月三十日止六個月，已就估計應課稅溢利按16.5%(截至二零二二年九月三十日止六個月：16.5%)稅率計提香港利得稅撥備。

中國內地企業所得稅(「企業所得稅」)按估計應課稅溢利按25%(截至二零二二年九月三十日止六個月：25%)計算。

9 股息

董事會不建議就截至二零二三年九月三十日止六個月派付任何中期股息。

Notes to the Interim Condensed Consolidated Financial Information
 中期簡明綜合財務資料附註

10 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

10 每股盈利

(a) 基本

每股基本盈利由本公司權益持有人應佔溢利除以於期內已發行普通股的加權平均數計算。

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
Profit attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利 (千港元)	5,692	(29,446)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (千股)	6,195,000	6,195,000
Basic earnings per share (HK cents)	每股基本盈利(港仙)	0.09	(0.47)

(b) Diluted

Diluted earnings per share is of the same amount as the basic earnings per share as there were no potential dilutive ordinary share outstanding as at 30 September 2023 (30 September 2022: same).

(b) 攤薄

由於在二零二三年九月三十日並無具攤薄潛力的已發行普通股(於二零二二年九月三十日：相同)，因此每股攤薄盈利金額與每股基本盈利相同。

11 PROPERTY, PLANT AND EQUIPMENT

11 物業、廠房及設備

		Unaudited 未經審核 HK\$'000 千港元
Net book value as at 1 April 2022	於二零二二年四月一日的賬面淨額	192,648
Additions	添置	32,898
Disposals	出售	(6,198)
Depreciation	折舊	(39,319)
Exchange differences	匯兌差額	(4,524)
Net book value as at 30 September 2022	於二零二二年九月三十日的賬面淨額	175,505
Net book value as at 1 April 2023	於二零二三年四月一日的賬面淨額	150,577
Additions	添置	-
Disposals	出售	(13,291)
Depreciation	折舊	(18,857)
Exchange differences	匯兌差額	(1,679)
Net book value as at 30 September 2023	於二零二三年九月三十日的賬面淨額	116,750

Notes to the Interim Condensed Consolidated Financial Information
 中期簡明綜合財務資料附註

12 TRADE RECEIVABLES, DEPOSITS,
 PREPAYMENTS AND OTHER RECEIVABLES

12 貿易應收款項、按金、預
 付款項及其他應收款項

		Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Trade receivables	貿易應收款項	155,645	128,117
Allowance for doubtful debts	呆賬撥備	(13,407)	(13,898)
		142,239	114,219
Deposits, prepayments and other receivables	按金、預付款項及其他應收款	60,664	49,658
Less: non-current portion	減：非即期部分	(9,740)	(11,936)
Current portion	即期部分	50,924	37,722

The credit period granted to trade customers was generally between 30 to 60 days. The Group does not hold any collateral as security.

授予貿易客戶的信用期一般為30至60天。本集團未持有任何抵押品作為擔保。

12 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

As at 30 September 2023, the ageing analysis of the trade receivables based on invoice date was as follows:

		Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
0 to 30 days	0至30天	41,259	51,820
31 to 60 days	31至60天	5,386	11,210
61 to 90 days	61至90天	6,868	10,160
More than 90 days	90天以上	102,132	54,927
		155,645	128,117

12 貿易應收款項、按金、預 付款項及其他應收款項 (續)

於二零二三年九月三十日，貿易應收款項按發票日期作出的賬齡分析如下：

13 SHARE CAPITAL

13 股本

		No. of shares 股份數目	HK\$'000 千港元
Authorised: Ordinary shares at HK\$0.002 each At 31 March 2023, 1 April 2023 and 30 September 2023	法定： 每股面值0.002港元之普通股 於二零二三年三月三十一日、 二零二三年四月一日及 二零二三年九月三十日	10,000,000,000	20,000
Issued and fully paid : Ordinary shares of HK\$0.002 each At 31 March 2023, 1 April 2023 and 30 September 2023	已發行及繳足： 每股面值0.002港元之普通股 於二零二三年三月三十一日、 二零二三年四月一日及 二零二三年九月三十日	6,195,000,000	12,390

Notes to the Interim Condensed Consolidated Financial Information
中期簡明綜合財務資料附註

14 TRADE AND BILLS PAYABLES, ACCRUALS
AND OTHER PAYABLES

14 貿易應付款項及應付票
據、應計費用及其他應付
款項

		Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Trade and bills payables	貿易應付款項及應付票據	28,104	18,045
Accruals and other payables (Note i)	應計費用及其他應付款項(附註i)	24,218	25,184
		52,322	43,229

Note i: The amounts mainly represent advances from customers, accruals and other payables for wages, legal and professional fees and transportation costs.

附註i：該等款項主要指客戶墊款以及工資、法律及專業費用的應計費用及其他應付款項以及運輸成本。

The ageing analysis of the trade and bills payables based on invoice date was as follows:

貿易應付款項及應付票據按發票日期作出的賬齡分析如下：

		Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
0 to 30 days	0至30天	6,724	3,537
31 to 60 days	31至60天	2,762	2,605
61 to 90 days	61至90天	2,508	867
More than 90 days	90天以上	16,110	11,036
		28,104	18,045

Notes to the Interim Condensed Consolidated Financial Information
 中期簡明綜合財務資料附註

15 COMMITMENTS

(a) Capital commitments

Capital expenditure committed at the balance sheet date but not yet incurred is as follows:

	Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Leasehold improvements, machinery and equipment	-	5,292

(b) Operating lease commitments – as lessee

The Group leases machinery, offices and warehouse under non-cancellable operating lease agreements. The lease agreements are renewable at the end of the lease period at market rate. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Within 1 year	10,217	4,000
In the second to fifth years inclusive	1,750	-
	11,967	4,000

15 承擔

(a) 資本承擔

於結算日已承擔但尚未產生的資本開支如下：

(b) 經營租賃承擔 – 作為承租人

本集團根據不可撤銷經營租賃協議租賃機械、辦公室及貨倉。租賃協議於租期結束時可按市場費率重續。根據不可撤銷經營租賃承擔的未來最低租賃付款總額如下：

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15 COMMITMENTS (Continued)

(c) Operating lease commitments – as lessor

The Group had contracted with lessees for leasing machinery under non-cancellable operating lease agreements. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

		Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Within 1 year	一年內	-	16,157
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	-	2,061
		-	18,218

15 承擔(續)

(c) 經營租賃承擔 – 作為出租人

本集團根據不可撤銷經營租賃協議與承租人訂約以出租機械。根據不可撤銷經營租賃應收的未來最低租賃付款總額如下：

Notes to the Interim Condensed Consolidated Financial Information
 中期簡明綜合財務資料附註

16 RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had entered into the following transactions and balances with its related parties during the Period.

(a) Transactions with related parties

Name of related parties 關聯方名稱	Relationship 關係	Nature of transaction 交易性質	Unaudited 未淨審核	
			Six months ended 30 September 截止九月三十日止六個月	
			2023 二零二三年	2022 二零二二年
			HK\$'000 千港元	HK\$'000 千港元
Shenzhen Zhaobangji Group Limited* and its certain subsidiaries 深圳兆邦基集團有限公司及其若干附屬公司	An entity controlled by certain director of the Company 本公司若干董事控制的實體	Building management fee income (note (i)) 大廈管理費收入(附註(i))	4,311	8,259
		Rental expense (note (i)) 租金開支(附註(i))	3,920	2,632

(b) Balances with related parties

Name of related parties 關聯方名稱	Relationship 關係	Nature of transaction 交易性質	Unaudited 未經審計	Audited 經審計
			30 September 2023 二零二三年 九月三十日	31 March 2023 二零二三年 三月三十一日
			HK\$'000 千港元	HK\$'000 千港元
Shenzhen Zhaobangji Group Limited* 深圳兆邦基集團有限公司	An entity controlled by certain director of the Company 本公司若干董事控制的實體	Amounts due from related companies (note (i)) 應收關聯公司款項(附註(i))	12,812	9,694

16 關聯方交易

除綜合財務報表其他部分披露之關聯方交易及結餘外，本集團本期間內已與其關聯方訂立以下交易及結餘。

(a) 與關聯方的交易

(b) 與關聯方的結餘

16 RELATED PARTY TRANSACTIONS (Continued)

(b) Balances with related parties (Continued)

Note:

- (i) Details of this transaction are disclosed in the sections headed "Continuing Connected Transactions in relation to the Renewed Property Management Framework Agreements" and "Connected Transactions in relation to the Renewed Tenancy Agreements" in the Annual Report of the Company for the year ended 31 March 2023.

* English names for identification purpose

(c) Key management compensation

Key management compensation amounted to HK\$780,006 for six months ended 30 September 2023 (six months ended 30 September 2022: HK\$1,340,006).

16 關聯方交易(續)

(b) 與關聯方的結餘(續)

附註：

- (i) 該交易詳情於本公司二零二三年三月三十一日年報中的董事會報告「有關重續物業管理框架協議之持續關連交易」及「有關重續租賃協議的關連交易」兩節披露。

* 英文名稱僅供識別

(c) 主要管理層的薪酬

截至二零二三年九月三十日止六個月，主要管理層的薪酬為780,006港元(截至二零二二年九月三十日止六個月：1,340,006港元)。

17 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

17 透過損益按公平值列賬之金融資產

		Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Distressed asset	不良資產	81,375	85,680
Equity securities, at fair value listed in Hong Kong	香港上市的股本證券	7,958	7,957
Unlisted fund investment	非上市基金投資	3,719	3,719
Derivative financial instruments call options	衍生金融工具	5,470	5,470
		98,522	102,826

17 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

The equity securities listed in Hong Kong, the unlisted fund investment and the call options are denominated in HK\$. The distressed asset is denominated in RMB.

Note:

Distressed asset

In 2022, an assignment agreement into by the Group with the assignor, agreed to accept the assignment of, all the assignor's rights, title and interests in relation to the secured loan and all the assignor's rights to the collaterals and securities for or in respect of the Secured Loan (i.e. the Mortgage over the Property and the Guarantee), at the cash consideration of RMB65,000,000 (equivalent to approximately HK\$74,100,000). For details, please refer to the Company's announcement dated 8 September 2022 and 28 September 2022. The valuation of the distressed asset was performed by an independent qualified valuation firm.

17 透過損益按公平值列賬之 金融資產(續)

香港上市的股本證券、非上市基金投資及認購期權乃以港元計值。不良資產乃以人民幣計值。

附註：

不良資產

於二零二二年，本集團與出讓方簽訂了一份轉讓協議，同意接受轉讓所有出讓方就有抵押貸款的權利、所有權及利益，以及出讓方對有抵押貸款的抵押物及保證(當中包括物業按揭及擔保)，現金價格為人民幣65,000,000元(相當於約74,100,000港元)。詳情請參閱本公司日期為二零二二年九月八日及二零二二年九月二十八日的公告。本公司聘請了獨立的合資格專業評估師來確定認購期權的公平值。

ZHAOBANGJI LIFESTYLE HOLDINGS LIMITED

兆邦基生活控股有限公司