



WUXI LIFE
悟喜生活

STOCK CODE 8148.HK

Wuxi Life International Holdings Group Limited

悟喜生活國際控股集團有限公司

(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：8148

(formerly known as Aurum Pacific (China) Group Limited)

(前稱奧柏中國集團有限公司)

INTERIM
REPORT
2024
中期報告



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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

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

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This report, for which the directors (the “Directors”) of Wuxi Life International Holdings Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, (2) there are no other matters the omission of which would make any statement herein or this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

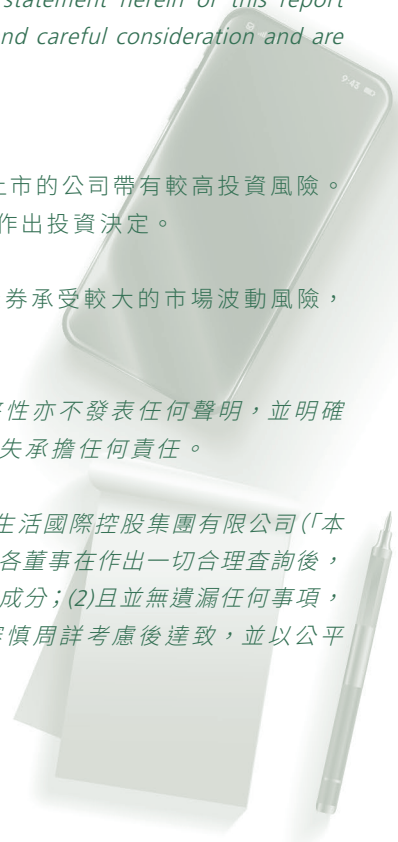
香港聯合交易所有限公司(「聯交所」) GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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

本報告乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關悟喜生活國際控股集團有限公司(「本公司」)的資料，本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信：(1)本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分；(2)且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導；及(3)本報告所表達之一切意見乃經審慎周詳考慮後達致，並以公平合理之基準及假設為依據。



RESULTS

業績

The board of Directors (the “Board”) of the Company announces the condensed consolidated interim results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 June 2024, together with the comparative figures for the corresponding periods in 2023. The Group’s interim results for the six months ended 30 June 2024 are unaudited, but have been reviewed and approved by the audit committee of the Company (the “Audit Committee”)

本公司董事會(「董事會」)公佈本公司及其附屬公司(統稱「本集團」)截至二零二四年六月三十日止六個月之簡明綜合中期業績及二零二三年同期之比較數字。本集團截至二零二四年六月三十日止六個月之中期業績為未經審核，惟已獲本公司審核委員會(「審核委員會」)審閱及批准。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

For the six months ended 30 June 2024
(Expressed in Hong Kong dollars)

截至二零二四年六月三十日止六個月
(以港元列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
		Note 附註	
Continuing operations	持續經營業務		
Revenue	收益	2	36,749
Cost of sales	銷售成本		(20,471)
			13,331
			(5,113)
Gross profit	毛利		16,278
Other income	其他收入	4	1
Administrative expenses	行政開支		(5,769)
Research and development expenses	研發開支		(5,954)
Selling and distribution expenses	銷售及分銷開支		(1,402)
			8,218
			36
			(3,385)
			(5,500)
			(1,022)
Profit/(loss) from operations	經營溢利/(虧損)		3,154
Finance costs	融資成本	5(a)	(119)
			(1,653)
			(250)
Profit/(loss) before taxation	除稅前溢利/(虧損)	5	3,035
Income tax	所得稅	6	(81)
			(1,903)
			-
Profit/(loss) for the period from continuing operations	持續經營業務之期內溢利/(虧損)		2,954
			(1,903)
Discontinued operation	已終止經營業務		
Loss for the period from discontinued operation	已終止經營業務之期內虧損	7	-
			(548)
Profit/(loss) for the period	期內溢利/(虧損)		2,954
			(2,451)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

For the six months ended 30 June 2024
(Expressed in Hong Kong dollars)

截至二零二四年六月三十日止六個月
(以港元列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
		Note 附註	
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人		
– From continuing operations	– 來自持續經營業務	2,957	(1,893)
– From discontinued operation	– 來自已終止經營業務	–	(548)
		2,957	(2,441)
Non-controlling interests	非控股權益		
– From continuing operations	– 來自持續經營業務	(3)	(10)
– From discontinued operation	– 來自已終止經營業務	–	–
		(3)	(10)
Profit/(loss) for the period	期內溢利／(虧損)	2,954	(2,451)
		HK cents 港仙 (Unaudited) (未經審核)	HK cents 港仙 (Unaudited) (未經審核)
Earnings/(loss) per share	每股盈利／(虧損)		
Basic and diluted (HK cents)	基本及攤薄(港仙)		
– From continuing operations	– 來自持續經營業務	9	0.23
– From discontinued operation	– 來自已終止經營業務	9	–
		0.23	(0.19)

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 June 2024
(Expressed in Hong Kong dollars)

截至二零二四年六月三十日止六個月
(以港元列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit/(loss) for the period	期內溢利／(虧損)	2,954	(2,451)
Other comprehensive income/(expense) for the period, net of nil tax	期內其他全面收益／(開支)， 經扣除零稅項		
Item that may be classified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
Exchange differences on translation of financial statements of foreign operations	換算外國業務財務報表之匯兌差額	-	1
		-	1
Total comprehensive income/(expense) for the period	期內全面收益／(開支)總額	2,954	(2,450)
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人		
- From continuing operations	- 來自持續經營業務	2,957	(1,862)
- From discontinued operation	- 來自已終止經營業務	-	(578)
		2,957	(2,440)
Non-controlling interests	非控股權益		
- From continuing operations	- 來自持續經營業務	(3)	(10)
- From discontinued operation	- 來自已終止經營業務	-	-
		(3)	(10)
Total comprehensive income/(expense) for the period	期內全面收益／(開支)總額	2,954	(2,450)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2024
(Expressed in Hong Kong dollars)

於二零二四年六月三十日
(以港元列示)

			At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 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		435	-
Intangible assets	無形資產		-	-
Goodwill	商譽		-	-
Right-of-use assets	使用權資產		-	-
Loans receivable	應收貸款	10	-	-
			435	-
Current assets	流動資產			
Inventories	存貨		6,073	-
Trade and other receivables	應收賬款及其他應收款	11	21,110	5,505
Loans receivable	應收貸款	10	-	-
Interest receivables	應收利息	10	-	-
Cash and cash equivalents	現金及現金等值物		10,210	3,198
			37,393	8,703
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	12	22,133	846
Contract liabilities	合約負債	13	10,651	6,641
Interest-bearing borrowing	付息借款	14	740	790
Amount due to a director	應付一位董事往來款	15	4,069	2,852
Lease liabilities	租賃負債		776	757
Current tax payable	應付即期稅項		81	-
			38,450	11,886
Net current liabilities	流動負債淨值		(1,057)	(3,183)
Total assets less current liabilities	資產總值減流動負債		(622)	(3,183)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2024
(Expressed in Hong Kong dollars)

於二零二四年六月三十日
(以港元列示)

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current liabilities	非流動負債		
Defined benefit plan obligations	設定受益計劃義務	852	852
Lease liabilities	租賃負債	133	526
		985	1,378
NET LIABILITIES	負債淨額	(1,607)	(4,561)
Capital and reserves	資本及儲備		
Share capital	股本	50,906	50,906
Reserves	儲備	(47,145)	(50,102)
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額	3,761	804
Non-controlling interests	非控股權益	(5,368)	(5,365)
TOTAL CAPITAL DEFICIENCY	資本虧絀	(1,607)	(4,561)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2024
(Expressed in Hong Kong dollars)

截至二零二四年六月三十日止六個月
(以港元列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash generated/(used in) from operating activities	經營活動所得／(所用)現金淨額	6,791	(4,595)
Net cash used in investing activities	投資活動所用現金淨額	(453)	(91)
Net cash generated from financing activities	融資活動所得現金淨額	674	1,610
Net increase/(decrease) in cash and cash equivalents	現金及現金等值物增加／(減少)淨額	7,012	(3,076)
Cash and cash equivalents at beginning of the period	於期初之現金及現金等值物	3,198	4,445
Effect of foreign exchange rate changes	匯率變動影響	-	-
Cash and cash equivalents at end of the period	於期終之現金及現金等值物	10,210	1,369

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The Group's unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and complied with accounting standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The unaudited condensed consolidated financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinances and GEM Listing Rules. They are prepared under the historical cost convention.

The accounting policies adopted in preparation of the unaudited condensed consolidated financial statements are consistent with those used in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2023, except for the adoption of the new and revised HKFRSs.

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2024. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies and amounts reported for the current and prior periods.

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

The unaudited condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2023.

1. 編製基準及會計政策

本集團未經審核簡明綜合財務報表乃根據香港公認會計原則及遵照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)而編製。未經審核簡明綜合財務報表亦包括香港公司條例及GEM上市規則之適用披露規定。未經審核簡明綜合財務報表乃按歷史成本慣例編製。

編製未經審核簡明綜合財務報表所採納之會計政策與編製本集團截至二零二三年十二月三十一日止年度之年度綜合財務報表所使用者一致，惟採納該等新訂及經修訂香港財務報告準則除外。

於本期間內，本集團已採納香港會計師公會所頒佈與其經營相關，並於二零二四年一月一日開始之會計期間生效之所有新訂及經修訂香港財務報告準則。採納該等新訂及經修訂香港財務報告準則並無對本集團之會計政策及本期間及過往期間所呈報之金額造成重大變動。

本集團尚未應用已頒佈但尚未生效的新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂香港財務報告準則的影響，但仍未能指出該等新訂香港財務報告準則會否對其經營及財務狀況造成重大影響。

本未經審核簡明綜合財務報表並無包括年度財務報表所規定之所有資料及披露事項，故應與本集團截至二零二三年十二月三十一日止年度之年度財務報表一併閱讀。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2. REVENUE

Revenue represents the sales value of goods and services supplied to customers from the provision of software platform services and advertising e-commerce platform, and revenue generated from mobile games and applications development. An analysis of the Group's revenue within the scope of HKFRS 15 "Revenue from Contracts with Customers" disaggregated by major products or service lines is as follows:

2. 收益

收益指透過提供軟件平台服務及廣告電子商務平台而供應予客戶之貨品及服務之銷售價值，以及開發手機遊戲及應用所產生之收益。香港財務報告準則第15號「客戶合約收益」範圍內本集團收益按主要產品或服務線劃分之分析如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
From continuing operations	來自持續經營業務		
Provision of software platform services	提供軟件平台服務	17,925	13,331
Provision of advertising e-commerce platform services	提供廣告電子商務平台服務	15,647	—
Sales of products	產品銷售	3,177	—
Mobile games and applications	手機遊戲及應用	—	—
		36,749	13,331

3. SEGMENT REPORTING

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker, which are used to make strategic decisions.

The Group has four (2023: two) reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. No operating segments identified by the chief operating decision-maker have been aggregated in arriving at the reportable segments of the Group. The following summary describes the operations in each of the Group's reportable segments:

3. 分部報告

本集團根據主要營運決策者用作制定決策之審閱報告釐定其營運分部。

本集團有四個(二零二三年：兩個)可報告分部。由於各業務提供不同產品及服務，所需業務策略有所不同，故分部作個別管理。在設定本集團之可報告分部時，主要營運決策者並無將所識別之營運分部彙合。本集團各可報告分部之業務概述如下：

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

3. SEGMENT REPORTING (CONTINUED)

Continuing operations

- i) Software platform : Developing and marketing of patented server based technology and the provision of communications software platform and software related services;
- ii) Advertising e-commerce platform “紫紅盒子” : a combination of social media and sales channel which aim to develop an interactive application to foster franchising and brand development. The platform provides a tailored product recommendations and incentives in the form of advertising rewards or discounts;
- iii) Sales of products : sales of a wide spectrum of product categories, mainly including skin care products, agricultural products, gold jewelry, daily necessities, etc., in the platform “紫紅盒子” through content writing, platform promotion, short videos, live streaming and natural traffic, etc; and
- iv) Mobile games and applications : Game publishing, development of mobile games and related intellectual property and platform, mobile applications and data solutions and provision of IT related solutions.

Discontinued operation

- Money lending (“Money Lending Business”) : Provision of money lending business through Aurum Pacific Finance Limited (“AP Finance”), a wholly-owned subsidiary of the Company which was a money lender licensed in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) up to 2 June 2021. AP Finance ceased to be a subsidiary of the Company on 14 December, 2023.

3. 分部報告(續)

持續經營業務

- i) 軟件平台 : 開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台及軟件相關服務;
- ii) 「紫紅盒子」廣告電子商務平台 : 結合了社交媒體及銷售渠道,旨在開發一個互動應用,以促進特許經營及品牌發展。該平台以廣告獎勵或折扣的形式提供量身定制的產品推薦及激勵措施;
- iii) 產品銷售 : 通過內容描述、平臺推廣、短視頻、直播、自然流量等方式,在「紫紅盒子」平台銷售廣泛的產品類別,主要包括護膚品,農產品,金飾,日用品等;及
- iv) 手機遊戲及應用 : 發行遊戲、開發手機遊戲和相關知識產權與平臺、手機應用及數據解決方案,並提供資訊科技相關解決方案。

已終止經營業務

- 放債(「放債業務」) : 直至二零二一年六月二日,透過奧栢財務有限公司(「奧栢財務」)為放債人條例(香港法例第163章)項下之香港持牌放債人之全資附屬公司提供放債服務。奧栢財務於二零二三年十二月十四日不再為本公司的附屬公司。

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(以港元列示)

3. SEGMENT REPORTING (CONTINUED)

(a) Business segments

3. 分部報告(續)

(a) 業務分部

		2024 二零二四年						
		Continuing operations 持續經營業務				Discontinued operation 已終止 經營業務		
		Advertising e-commerce	Sales of products	Mobile games and applications	Sub-total	Money lending	Total	
		Software platform						
		廣告電子 平台	產品銷售	手機遊戲 及應用	小計	放債	總計	
		軟件平台	商務平台	廣告電子 平台	商務平台	產品銷售	及應用	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	
For the six months ended 30 June	截至六月三十日止六個月							
Disaggregated by timing of revenue recognition	按收益確認時間劃分							
Point in time	於某一時間點	6,087	-	3,177	-	9,264	9,264	
Over time	隨著時間	11,838	15,647	-	-	27,485	27,485	
Revenue from external customers	來自外界客戶之收益	17,925	15,647	3,177	-	36,749	36,749	
Reportable segment profit/(loss) ("adjusted EBITDA")	可報告分部溢利/(虧損) ("經調整EBITDA")	4,523	1,158	17	(7)	5,691	5,691	
As at 30 June	於六月三十日							
Reportable segment assets	可報告分部資產	15,958	7,290	14,416	5	37,669	37,669	
Additions to non-current assets	非流動資產增加	12	423	-	-	435	435	
Reportable segment liabilities	可報告分部負債	(12,549)	(5,733)	(14,899)	(179)	(33,360)	(33,360)	

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(以港元列示)

3. SEGMENT REPORTING (CONTINUED)

(a) Business segments (Continued)

3. 分部報告(續)

(a) 業務分部(續)

		2023 二零二三年				
		Continuing operations 持續經營業務			Discontinued operation 已終止經營業務	
		Mobile			Money	
		Software platform 軟件平台	games and applications 及應用 手機遊戲	Sub-total 小計	lending 放債	Total 總計
		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
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
For the six months ended 30 June	截至六月三十日止六個月					
Disaggregated by timing of revenue recognition	按收益確認時間劃分					
Point in time	於某一時間點	4,427	-	4,427	-	4,427
Over time	隨著時間	8,904	-	8,904	-	8,904
Revenue from external customers	來自外界客戶之收益	13,331	-	13,331	-	13,331
Reportable segment profit/(loss) ("adjusted EBITDA")	可報告分部溢利/(虧損) ("經調整EBITDA")	619	(24)	595	(548)	47
As at 30 June	於六月三十日					
Reportable segment assets	可報告分部資產	10,130	1,974	12,104	5,114	17,218
Additions to non-current assets	非流動資產增加	39	-	39	-	39
Reportable segment liabilities	可報告分部負債	(7,714)	(178)	(7,892)	(38)	(7,930)

The measure used for reporting segment result is "adjusted EBITDA", i.e., "adjusted earnings before interest, taxes, depreciation and amortisation", where "depreciation and amortisation" is regarded as including impairment losses on non-current assets.

匯報分部業績而採用之計量為「經調整EBITDA」，即「經調整除利息、稅項、折舊及攤銷前溢利」，而「折舊及攤銷」被視作包括非流動資產之減值虧損。

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3. SEGMENT REPORTING (CONTINUED)

(b) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

3. 分部報告(續)

(b) 可報告分部收益、損益、資產及負債之對賬

Six months ended 30 June
截至六月三十日止六個月

		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益		
Reportable segment revenue from continuing operations	來自持續經營業務的可呈報分部收益	36,749	13,331
Reportable segment revenue from discontinued operation	來自已終止經營業務的可呈報分部收益	-	-
		36,749	13,331
Profit/(loss) for the period	期內溢利／(虧損)		
Reportable segment profit from continuing operations	來自持續經營業務的可呈報分部溢利	5,691	595
Reportable segment profit from discontinued operation	來自已終止經營業務的可呈報分部溢利	-	(548)
Unallocated corporate income and expenses	未分配企業收入及開支	(2,737)	(2,498)
		2,954	(2,451)
Total assets	資產總值		
Reportable segment assets from continuing operations	來自持續經營業務的可呈報分部資產	37,669	12,104
Reportable segment assets from discontinued operation	來自已終止經營業務的可呈報分部資產	-	5,114
Unallocated corporate assets	未分配企業資產	159	1,897
		37,828	19,115
Total liabilities	負債總額		
Reportable segment liabilities from continuing operations	來自持續經營業務的可呈報分部負債	33,360	7,892
Reportable segment liabilities from discontinued operation	來自已終止經營業務的可呈報分部負債	-	38
Unallocated corporate liabilities	未分配企業負債	6,075	8,010
		39,435	15,940

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3. SEGMENT REPORTING (CONTINUED)

(b) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities (Continued)

The unallocated corporate income and expenses mainly include depreciation and amortisation, finance costs, impairment loss on goodwill, staff costs and legal and professional fees of head office. The unallocated corporate assets and liabilities mainly include goodwill, property, plant and equipment, right-of-use assets, prepayments, lease liabilities and interest-bearing borrowings. This is the measure reported to the chief operating decision-maker for the purposes of performance assessment and resource allocation.

4. OTHER INCOME

3. 分部報告(續)

(b) 可報告分部收益、損益、資產及負債之對賬(續)

未分配企業收入及開支主要包括折舊及攤銷、融資成本、商譽減值虧損、總辦事處員工成本以及法律及專業費用。未分配企業資產及負債則主要包括商譽、物業、廠房及設備、使用權資產、預付款項、租賃負債及付息借款。此乃就表現評估及資源分配向主要營運決策者之匯報方式。

4. 其他收入

Six months ended 30 June
截至六月三十日止六個月

		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Reversal of impairment loss on trade receivables	應收賬款之減值虧損撥回	-	-
Gain on disposal of a subsidiary	出售一附屬公司的溢利	-	6
Sundry income	雜項收入	1	30
		1	36

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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5. PROFIT/(LOSS) BEFORE TAXATION FROM CONTINUING OPERATIONS

Profit/(loss) before taxation from continuing operations is arrived at after charging/(crediting):

5. 來自持續經營業務之除稅前溢利／（虧損）

來自持續經營業務之除稅前溢利／（虧損）已扣除／（計入）下列各項：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
(a) Finance costs:	(a) 融資成本：		
Interest on lease liabilities	租賃負債利息	29	9
Interest on other borrowings	其他借款利息	90	241
		119	250
(b) Staff costs (including directors' remuneration):	(b) 員工成本(包括董事酬金)：		
Salaries, wages and other benefits	薪金、工資及其他福利	9,720	8,265
Contributions to defined contribution retirement plan	固定供款退休計劃供款	451	347
		10,171	8,612
(c) Other items:	(c) 其他項目：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	18	83
Depreciation of right-of-use assets	使用權資產折舊	–	421
Reversal of impairment on trade receivables	應收賬款撥回減值	–	–
Loss of disposal of property, plant and equipment	出售物業、廠房及設備之虧損	–	3

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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6. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS RELATING TO CONTINUING OPERATIONS

Taxation in the condensed consolidated statement of profit or loss represents:

(i) Hong Kong Profits Tax

No provision for Hong Kong Profits Tax has been made for both periods as the subsidiaries incorporated in Hong Kong have no assessable profits for 2023, and the subsidiaries have tax losses carried forward which exceed assessable profits, or have no assessable profits for 2024.

(ii) PRC Enterprise Income Tax

The subsidiary incorporated in the People's Republic of China ("PRC") are subject to the PRC Enterprise Income Tax rate of 25% (2023: 25%), except for certain subsidiaries which are eligible for the tax rate of 5% in Zhejiang Province, the PRC, for the period.

Income tax represents PRC Enterprise Income Tax provided based on the assessable profit of PRC subsidiaries for the period. No provision for the PRC Enterprise Income Tax has been made for 2023 as the subsidiary incorporated in the PRC have estimated tax losses for 2023.

(iii) Income tax from other tax jurisdictions

Pursuant to the income tax rules and regulations, the Group is not subject to income tax in Cayman Islands and the British Virgin Islands.

6. 與持續經營業務有關之綜合損益表所得稅

簡明綜合損益表之稅項指：

(i) 香港利得稅

由於在香港註冊成立之附屬公司於二零二三年並無任何應課稅溢利，且於二零二四年有結轉的稅項虧損超過應課稅溢利或無任何應課稅溢利，故該兩個期間並無作出香港利得稅撥備。

(ii) 中國企業所得稅

於期內，於中華人民共和國（「中國」）註冊成立之附屬公司須按稅率25%繳納中國企業所得稅（二零二三年：25%），惟於中國浙江省所設立符合資格按稅率5%納稅的若干附屬公司除外。

所得稅指按中國附屬公司於期內應課稅溢利計提撥備之中國企業所得稅。由於在中國註冊成立之附屬公司於二零二三估計將錄得稅項虧損，故並無於該期間就中國企業所得稅作出撥備。

(iii) 其他稅務司法權區之所得稅

根據所得稅規則及規例，本集團毋須繳納開曼群島及英屬處女群島所得稅。

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7. DISCONTINUED OPERATION

The Group's loans and interest receivables arose from the Money Lending Business of providing loans in Hong Kong with the money lenders licence granted under Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) held by a wholly-owned subsidiary of the Company.

Due to keen market competition, and the challenging environment together with the consideration of the risks associated with the possible default by the loan borrowers, owing to prolonged impact of COVID-19 pandemic, the Group did not renew its money lender licence after the licence expiration on 2 June 2021 and decided to cease the operation of the Money Lending Business in September 2021.

As the business operation of the Money Lending Business was considered as a separate major line of business segment of the Group, it was accounted for as a discontinued operation for the year ended 31 December 2021.

On 14 December, 2023, the Group entered into a sale and purchase agreement to dispose of a wholly-owned subsidiary, Major Worldwide Holdings Limited ("**Major Worldwide**") which held the entire interest in AP Finance. The disposal was effected in order to generate cash flows for the expansion of the Group's other businesses. The disposal was completed on 14 December, 2023, on which date control of Major Worldwide passed to the acquirer.

7. 已終止經營業務

本集團的應收貸款及利息於由本公司一間全資附屬公司(為香港法例第163章放債人條例項下之香港持牌放債人)提供放債服務的放債業務所產生。

由於激烈的市場競爭及具有挑戰性的環境以及考慮到貸款借款人可能違約的相關風險，因COVID-19疫情之持續影響，於二零二一年六月二日牌照屆滿後，本集團並無重續其放債人牌照，並決定在二零二一年九月停止放債業務營運。

由於放債業務的業務營運被視為本集團一個獨立業務分部，於截至二零二一年十二月三十一日止年度，其已入賬列作已終止經營業務。

於二零二三年十二月十四日，本集團訂立買賣協議，以出售持有奧栢財務全部權益的全資附屬公司Major Worldwide Holdings Limited (「**Major Worldwide**」)。進行出售事項乃為產生現金流量以擴展本集團的其他業務。出售事項於二零二三年十二月十四日(Major Worldwide的控制權移交至買方當日)完成。

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7. DISCONTINUED OPERATION (CONTINUED) 7. 已終止經營業務(續)

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
(a) Results of discontinued operation:	(a) 已終止經營業務業績：		
Revenue	收益	-	-
Other income, net	其他收入淨額	-	23
Administrative expenses	行政開支	-	(571)
Loss from operation	經營虧損	-	(548)
Finance costs	融資成本	-	-
Loss before taxation	除稅前虧損	-	(548)
Income tax	所得稅	-	-
Loss for the period	期內虧損	-	(548)
(b) Loss for the period from discontinued operation is arrived at after charging/(crediting):	(b) 來自已終止經營業務的期內虧損已扣除/ (計入)：		
Reversal of impairment on loans and interest receivables	應收貸款及利息撥回減值	-	(23)

8. INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2024 (2023: Nil).

8. 中期股息

董事會不建議就截至二零二四年六月三十日止六個月派付任何中期股息(二零二三年：無)。

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9. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the following profit/(loss) attributable to owners of the Company and the weighted average number of ordinary shares in issue during the periods:

9. 每股盈利／（虧損）

(a) 每股基本盈利／（虧損）

每股基本盈利／（虧損）乃按以下本公司擁有人應佔期間溢利／（虧損）及期內已發行普通股之加權平均數計算：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit/(loss) for the period attributable to owners of the Company	本公司擁有人應佔期內溢利／（虧損）		
– From continuing operations	– 來自持續經營業務	2,957	(1,893)
– From discontinued operations	– 來自已終止經營業務	–	(548)
		2,957	(2,441)

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 Number of shares 股份數目 '000 千股 (Unaudited) (未經審核)	2023 二零二三年 Number of shares 股份數目 '000 千股 (Unaudited) (未經審核)
Weighted average number of ordinary shares in issue during the period	期內已發行普通股之加權平均數	1,272,640	1,272,640

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9. EARNINGS/(LOSS) PER SHARE (CONTINUED)

(b) Diluted earnings/(loss) per share

The diluted earnings/(loss) per share for the periods ended 30 June 2024 and 2023 is the same as the basic earnings/(loss) per share as there were no potentially dilutive ordinary shares in issue.

10. LOANS AND INTEREST RECEIVABLES

The Group's loans and interest receivables arose from the Money Lending Business which has been classified as discontinued operation in September 2021 as a result of the Group's decision to cease the operation.

During the year ended 31 December, 2023, the balances were derecognised upon the completion of disposal of subsidiaries. Under the terms set out in the disposal agreement, a loan receivable of principal amount of HK\$3,841,000 was assigned to the Group upon the completion of the disposal.

9. 每股盈利／（虧損）（續）

(b) 每股攤薄盈利／（虧損）

由於概無任何潛在攤薄已發行普通股，截至二零二四年及二零二三年六月三十日止期間之每股攤薄盈利／（虧損）與每股基本盈利／（虧損）相同。

10. 應收貸款及利息

本集團之應收貸款及利息產生自放債業務，於二零二一年九月已分類為已終止經營業務，原因為本集團決定終止其營運。

於截至二零二三年十二月三十一日止年度，結餘於完成出售附屬公司後終止確認。根據出售協議所載條款，於出售事項完成後本集團獲得轉讓一筆本金額為3,841,000港元的應收貸款。

		At 30 June 2024 於二零二四年六月三十日			At 31 December 2023 於二零二三年十二月三十一日		
		Loan portion	Interest portion	Total	Loan portion	Interest portion	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)	(Audited)
		(未經審核)	(未經審核)	(未經審核)	(經審核)	(經審核)	(經審核)
Secured loans by mortgage	按揭抵押貸款	-	-	-	-	-	-
Personal guaranteed loans	個人擔保貸款	-	-	-	-	-	-
Unsecured loans	無抵押貸款	3,841	-	3,841	3,841	-	3,841
		3,841	-	3,841	3,841	-	3,841
Less: loss allowance	減：虧損撥備	(3,841)	-	(3,841)	(3,841)	-	(3,841)
		-	-	-	-	-	-

Loans receivable were interest-bearing at rates ranging from 10.0% to 58.9% (2023: 10.0% to 58.9%) per annum and repayable on maturity date under the terms in contractual agreements or on demand in writing by the Group.

應收貸款按年利率介乎10.0%至58.9%（二零二三年：10.0%至58.9%）計息，並須根據合同協議條款於到期日或按本集團書面要求償還。

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(Expressed in Hong Kong dollars)
(以港元列示)

10. LOANS AND INTEREST RECEIVABLES (CONTINUED)

Ageing analysis

Ageing analysis was prepared based on contractual due date:

		At 30 June 2024 於二零二四年六月三十日			At 31 December 2023 於二零二三年十二月三十一日		
		Loan portion 貸款部分 HK\$'000 千港元 (Unaudited) (未經審核)	Interest portion 利息部分 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)	Loan portion 貸款部分 HK\$'000 千港元 (Audited) (經審核)	Interest portion 利息部分 HK\$'000 千港元 (Audited) (經審核)	Total 總計 HK\$'000 千港元 (Audited) (經審核)
Current (not past due)	即期(未逾期)	-	-	-	-	-	-
Less than 3 months past due	逾期少於三個月	-	-	-	-	-	-
3 to 6 months past due	逾期三至六個月	-	-	-	-	-	-
Over 6 months past due	逾期六個月以上	-	-	-	-	-	-
		-	-	-	-	-	-

The credit quality of loans and interest receivables that are neither past due nor impaired was assessed by reference to historical information about counterparty default rates.

10. 應收貸款及利息(續)

賬齡分析

賬齡分析根據合同到期日編製：

無逾期或減值之應收貸款及利息之信貸質素參考有關交易方過往違約比率之資料作評估。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

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(以港元列示)

11. TRADE AND OTHER RECEIVABLES

11. 應收賬款及其他應收款

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Gross amount of trade receivables	應收賬款總額	8,692	6,535
Less: Loss allowance	減：虧損撥備	(3,958)	(3,958)
		4,734	2,577
Deposits and other receivables	按金及其他應收款	882	545
Prepayments	預付款	15,494	2,383
		21,110	5,505

All of the Group's trade and other receivables, apart from certain deposits and prepayments of HK\$222,000 (2023: HK\$216,000), are expected to be recovered or recognised as expenses within one year.

除金額為222,000港元(二零二三年：216,000港元)之若干按金及預付款外，本集團預期所有應收賬款及其他應收款可於一年內收回或確認為支出。

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11. TRADE AND OTHER RECEIVABLES (CONTINUED)

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of loss allowance, is as follows:

11. 應收賬款及其他應收款(續)

賬齡分析

於報告期末，應收賬款根據發票日期及扣除虧損撥備之賬齡分析如下：

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 1 month	少於一個月	2,053	987
More than 1 but less than 3 months	超過一個月但少於三個月	1,238	988
More than 3 but less than 6 months	超過三個月但少於六個月	793	331
More than 6 but less than 12 months	超過六個月但少於 十二個月	650	271
		4,734	2,577

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(以港元列示)

12. TRADE AND OTHER PAYABLES

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade payables	應付賬款	589	-
Receipts in advance	預收賬款	19,605	-
Other payables	其他應付款	1,939	846
		22,133	846

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 1 month	少於一個月	479	-
More than 1 but less than 3 months	超過一個月但少於三個月	-	-
More than 3 but less than 6 months	超過三個月但少於六個月	110	-
More than 6 but less than 12 months	超過六個月但少於 十二個月	-	-
		589	-

The credit period granted by suppliers is normally within 30 days as at 30 June 2024.

12. 應付賬款及其他應付款

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade payables	應付賬款	589	-
Receipts in advance	預收賬款	19,605	-
Other payables	其他應付款	1,939	846
		22,133	846

賬齡分析

於報告期末，應付賬款根據發票日期之賬齡分析如下：

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 1 month	少於一個月	479	-
More than 1 but less than 3 months	超過一個月但少於三個月	-	-
More than 3 but less than 6 months	超過三個月但少於六個月	110	-
More than 6 but less than 12 months	超過六個月但少於 十二個月	-	-
		589	-

於二零二四年六月三十日，供應商給予之信貸期通常為30日內。

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(以港元列示)

13. CONTRACT LIABILITIES

These represent billings in advance of performance under IT service contracts with customers.

When the Group receives a deposit before the service commences, this will give rise to contract liabilities at the start of a contract until the revenue recognised on the project exceeds the amount of the deposits. The Group typically receives a certain deposit, which is negotiated on case by case basis with customers, on acceptance of IT service contracts.

13. 合約負債

該等金額為與客戶訂立之資訊科技服務合約項下履約預收款項。

倘本集團於服務開始前收取按金，有關按金會於合約開始時產生合約負債，直至有關項目確認收益超過按金金額為止。本集團一般會收取若干按金，有關按金在接納資訊科技服務合約時會根據個別情況與客戶協商。

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
At 1 January	於一月一日	6,641	7,361
Decrease in contract liabilities as a result of recognising revenue during the period/year that was included in the contract liabilities at the beginning of the year	由於在期／年內確認之收益計入於期／年初之合約負債導致合約負債減少	(4,300)	(6,138)
Increase in contract liabilities as a result of billing in advance of performance under IT service contracts	由於資訊科技服務合約項下履約預收款項導致合約負債增加	12,654	14,428
Decrease in contract liabilities as a result of recognising revenue in respect of the new contract liabilities entitled during the period/year	由於在期／年內確認新合約負債相關收益導致合約負債減少	(4,344)	(9,010)
At period/year end	於期／年末	10,651	6,641

The amount of billings in advance of performance expected to be recognised as revenue after more than one year is HK\$71,000 (2023: HK\$48,000).

預期將於逾一年後確認為收益之履約預收款項金額為71,000港元(二零二三年：48,000港元)。

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14. INTEREST-BEARING BORROWING

The interest-bearing borrowing is unsecured, repayable within one year or on demand (including those with repayable on demand clause).

14. 附息借款

附息借款為無抵押、須於一年內償還或按要求償還(包括設有按要求償還條款之借款)。

	At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Loan from a third party	740	790
來自一名第三方之貸款		

15. AMOUNT DUE TO A DIRECTOR

The amount due to a director, Mr. Liu Guanzhou, is interest free, unsecured and repayable on demand.

15. 應付一位董事往來款

應付一位董事，劉冠州先生，的往來款是免息，無擔保，以及按要求償還。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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16. SHARE CAPITAL

Authorised and issued share capital

16. 股本

法定及已發行股本

	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:		
Ordinary shares		
At 1 January 2023, 30 June 2023, 1 January 2024 and 30 June 2024 of HK\$0.04 each	3,000,000	120,000
Issued and fully paid:		
Ordinary shares		
At 1 January 2023, 30 June 2023, 1 January 2024 and 30 June 2024 of HK\$0.04 each	1,272,640	50,906

17. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 30 June 2024 and 31 December 2023.

17. 金融工具之公平值計量

本集團按成本或攤銷成本列值之金融工具之賬面值與其於二零二四年六月三十日及二零二三年十二月三十一日之公平值並無重大差異。

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18. RELATED PARTY TRANSACTIONS

Save as disclosed in this report, the Group had the following significant transactions with related parties during the period:

Compensation of key management personnel

The remuneration of directors and other members of key management of the Group during the period was as follows:

18. 關連方交易

除本報告所披露外，本集團期內與關連方擁有以下重大交易：

主要管理人員薪酬

期內本集團董事及主要管理層其他成員的酬金如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Short term employee benefits	短期僱員福利	1,003	628



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

FINANCIAL REVIEW

Revenue

For the six months ended 30 June 2024 (the “Period”), the Group recorded a total revenue of approximately HK\$36,749,000, representing an increase of approximately HK\$23,418,000 or 175.7% as compared with that of approximately HK\$13,331,000 for the same period in 2023. The revenue of the Group was derived from continuing operations as follow:

- the developing and marketing of the patented server-based technology and the provision of communications software platform, software related services and the custom-made software development services (the “**Software Platform Business**”);
- Advertising e-commerce platform “紫紅盒子”, a combination of social media and sales channel which aim to develop an interactive application to foster franchising and brand development, which provides a tailored product recommendations and incentives in the form of advertising rewards or discounts (the “**Advertising E-commerce Platform Business**”);
- sales of a wide spectrum of product categories, mainly including skin care products, agricultural products, gold jewelry, daily necessities, etc., in the platform “紫紅盒子” (the “**Sales of Products Business**”); and
- the game publishing, development of mobile game and related intellectual property and platform, mobile application and data solutions and provision of IT related solutions (the “**Mobile Games and Applications Business**”).

The increment in the Group’s revenue was attributed by the increase in segment revenue from the Software Platform Business by approximately HK\$4,594,000, which recorded a segment revenue of approximately HK\$17,925,000 for the Period as compared with that of approximately HK\$13,331,000 in 2023, and new segment revenue from the Advertising E-commerce Platform Business and the Sales of Products Business of approximately HK\$15,647,000 and HK\$3,177,000 respectively.

The obsolescence of the current mobile games and the postponement of its mobile game development plan as a result of the reassessment of the Group’s strategy led to the segment revenue from the Mobile Games and Applications Business to be nil for the Period (2023: HK\$ nil).

財務回顧

收益

截至二零二四年六月三十日止六個月(「**本期間**」)，本集團錄得總收益約36,749,000港元，較二零二三年同期約13,331,000港元增加約23,418,000港元或175.7%。本集團的收益來自如下的持續經營業務：

- 開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台、軟件相關服務及定制軟件開發服務(「**軟件平台業務**」)；
- 「紫紅盒子」廣告電子商務平台，結合了社交媒體及銷售渠道，旨在開發一個互動應用，以促進特許經營及品牌發展，該平台以廣告獎勵或折扣的形式提供量身定制的產品推薦及激勵措施(「**廣告電子商務平台業務**」)；
- 在「紫紅盒子」平台銷售廣泛的產品類別，主要包括護膚品，農產品，金飾，日用品等(「**產品銷售業務**」)；及
- 發行遊戲、開發手機遊戲及相關知識產權與平台、手機應用及數據解決方案並提供資訊科技相關解決方案(「**手機遊戲及應用業務**」)。

本集團收益之增加歸因於軟件平台業務之分部收益增加約4,594,000港元至期內約17,925,000港元，而二零二三年同期則約13,331,000港元，及於新分部收益廣告電子商務平台業務及產品銷售業務分別約15,647,000港元及3,177,000港元。

由於現有手機遊戲過時，以及本集團重新評估策略而導致其手機遊戲開發計劃推遲，導致本期間來自手機遊戲及應用業務的分部收入為零(二零二三年：零)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Cost of Sales

For the Period, the cost of sales of the Group Period, which mainly comprised of purchases and staff costs, increased by approximately HK\$15,358,000 or 300.4% to approximately HK\$20,471,000 (2023: approximately HK\$5,113,000), mainly due to the increase in purchases.

Gross Profit

As a result of the aforementioned increase in revenue, gross profit of the Group for the Period increased by approximately HK\$8,060,000 or approximately 98.1% to approximately HK\$16,278,000 (2023: approximately HK\$8,218,000).

Administrative and other operating expenses

The administrative and other operating expenses of the Group for the Period increased by approximately HK\$3,218,000 or 32.5% to approximately HK\$13,125,000 (2023: approximately HK\$9,907,000), which comprised of administrative expenses, research and development expenses and selling and distribution expenses. The increase in overall expenses was mainly due to the increase in staff costs and administrative expenses incurred for the new business operation in the PRC for the Period.

Finance Costs

Finance costs was approximately HK\$119,000 for the Period (2023: approximately HK\$250,000), which mainly comprised of interest on other borrowings and interest on lease liabilities.

Profit/(loss) for the Period

The consolidated net profit attributable to owners of the Company for the Period amounted to approximately HK\$2,957,000, compared with that of a net loss of approximately HK\$2,441,000 for the same period in 2023. The significant change in results was mainly due to the increase in gross profit as a result of the increase in sales of the Software Platform Business and the revenue from new segments, the Advertising E-commerce Platform Business and the Sales of Products Business, and partly set off by the increase in the administrative and other operating expenses, during the Period.

Dividend

The Board does not recommend the payment of any interim dividend for the Period (2023: Nil).

銷售成本

於本期間，本集團之銷售成本，主要包括採購及員工成本，增加約15,358,000港元或300.4%至約20,471,000港元(二零二三年：約5,113,000港元)，主要由於採購的增加。

毛利

由於上述收益的增加，期內本集團之毛利增加約8,060,000港元或98.1%至約16,278,000港元(二零二三年：約8,218,000港元)。

行政及其他經營開支

於本期間，本集團之行政及其他經營開支增加約3,218,000港元或32.5%至約13,125,000港元(二零二三年：約9,907,000港元)，其包括行政開支、研發開支和銷售及分銷開支。整體開支之增加主要由於本期間員工成本及用於在中國的新業務的行政開支增加所致。

融資成本

本期間之融資成本約119,000港元(二零二三年：約250,000港元)，主要包括其他借款之利息及租賃負債之利息。

本期間溢利／(虧損)

本期間本公司擁有人應佔綜合溢利淨額約為2,957,000港元，二零二三年同期為虧損淨額約2,441,000港元。業績重大之轉變主要由於本期間內軟件平台業務的銷售增加以及新分部，廣告電子商務平台業務及產品銷售業務，的收入導致毛利有所增加，以及部分被行政及其他經營開支增加所抵消。

股息

董事會不建議就本期間派付任何中期股息(二零二三年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Financial Resource and Liquidity

The Group's main business operations and investments are in Hong Kong and the PRC. At 30 June 2024, the Group had cash and cash equivalents of approximately HK\$10,210,000 (as at 31 December 2023: approximately HK\$3,198,000). Most of the cash and cash equivalents are denominated in Hong Kong dollars. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

Gearing Ratio

At 30 June 2024, total assets of the Group were approximately HK\$37,828,000 (as at 31 December 2023: approximately HK\$8,703,000) whereas total liabilities were approximately HK\$39,435,000 (as at 31 December 2023: approximately HK\$13,264,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was approximately 104.2% (as at 31 December 2023: approximately 152.4%) and the current ratio, calculated as current assets over current liabilities, was approximately 0.97 (as at 31 December 2023: approximately 0.73). The Directors will continue to take measures to further improve the liquidity and gearing position of the Group.

Capital Structure

As at 30 June 2024, the authorised share capital of the Company was HK\$120,000,000 divided into 3,000,000,000 shares of HK\$0.04 each, of which 1,272,640,000 ordinary shares were in issue and fully paid.

Funding and Treasury Policies

The Group consistently adopts a conservative treasury policy during its development and generally finances its operations and business development with internally generated resources and equity and/or debt financing activities in order to maintain a healthy liquidity position. To manage liquidity risk, the Board closely monitors the financial position of the Group to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements from time to time.

Foreign Exchange Exposure

The Directors consider that the Group had no material foreign exchange exposure.

財務資源及流動資金

本集團之主要業務經營及投資於香港及中國進行。於二零二四年六月三十日，本集團之現金及現金等值物約為10,210,000港元（於二零二三年十二月三十一日：約3,198,000港元）。大部分現金及現金等值物乃以港元計值。本集團將密切留意匯率變動及採取適當措施降低外匯風險。

負債比率

於二零二四年六月三十日，本集團總資產約為37,828,000港元（於二零二三年十二月三十一日：約8,703,000港元），而總負債則約為39,435,000港元（於二零二三年十二月三十一日：約13,264,000港元）。本集團之負債比率（按總負債除以總資產計算）約為104.2%（於二零二三年十二月三十一日：約152.4%），流動比率（按流動資產除以流動負債計算）約為0.97（於二零二三年十二月三十一日：約0.73）。董事將繼續採取多項措施以進一步改善本集團之流動資金及負債狀況。

資本架構

於二零二四年六月三十日，本公司法定股本為120,000,000港元，分為3,000,000,000股每股面值0.04港元之股份，其中1,272,640,000股普通股為已發行及繳足。

資金及庫務政策

本集團在發展過程中一直採取審慎的庫務政策，一般以內部產生的資源及股權及／或債務融資活動為其經營及業務發展提供資金，以維持穩健的流動資金狀況。為管理流動資金風險，董事會密切監察本集團的財務狀況，以確保本集團資產、負債及承擔的流動資金結構能夠滿足其不時的資金所需。

外匯風險

董事認為本集團並無承擔任何重大外匯風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Pledge of Assets

The Group did not have any pledge of assets as at 30 June 2024.

Contingent Liabilities

The Group did not have any significant contingent liabilities as at 30 June 2024.

Employees and Remuneration Policies

As at 30 June 2024, the Group had approximately 76 employees (as at 30 June 2023: 55 employees). The staff costs (including directors' remuneration) were approximately HK\$10,171,000 (2023: approximately HK\$8,612,000) for the Period.

The Group's remuneration policy is revised periodically and determined by reference to market terms, company performance, individual qualifications and performance, and in accordance with the statutory requirements of the respective jurisdiction where the employees are employed.

BUSINESS REVIEW AND PROSPECT

For the Period, the Group focuses on four principal businesses, they are (i) Software Platform Business (ii) Advertising E-commerce Platform Business, (iii) Sales of Products Business, and (iv) Mobile Games and Applications Business.

Software Platform Business

During the Period, with the lifting of COVID-19 related quarantine measures, life gradually returned to normal, and our project progress gradually returned to normal. In addition, the Hong Kong Government promulgated the Hong Kong Innovation and Technology Development Blueprint at the end of 2022 and is determined to allocate resources for developing Hong Kong into an international information and technology centre, which are reflected in both the Chief Executive 2023 Policy Address and the 2023-24 Budget. As a result, the Group's business has been positively impacted by the gradual recovery of the economy and the increased investment in technology by the Hong Kong government, which is considered as the major customer of the Company.

資產抵押

於二零二四年六月三十日，本集團並無任何資產抵押。

或然負債

於二零二四年六月三十日，本集團並無任何重大或然負債。

僱員及薪酬政策

於二零二四年六月三十日，本集團僱用約76名(於二零二三年六月三十日：55名)員工。於本期間，員工成本(包括董事酬金)約10,171,000港元(二零二三：年約8,612,000港元)。

本集團之薪酬政策定期修訂及參考市場情況、公司表現及個人資歷及表現釐定，並符合僱員受僱所在之各自司法管轄區之法定要求。

業務回顧及展望

於本期間，本集團繼續專注於兩類主要業務，即：(i)軟件平台業務；(ii)廣告電子商務平台業務；(iii)產品銷售業務及(iv)手機遊戲及應用業務。

軟件平台業務

於本期間，隨著COVID-19相關隔離措施的解除，生活逐步恢復正常，我們的項目進度逐步恢復正常。此外，香港政府於二零二二年底頒佈《香港創新科技發展藍圖》，並決心配置資源以將香港打造成國際資訊科技中心，這點在《行政長官二零二三年施政報告》及《二零二三至二四年度財政預算案》中得到體現。因此，本集團的業務受到經濟逐漸復甦及香港政府增加對科技投資的積極影響，本公司視後者為主要客戶。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

The Software Platform Business performed satisfactorily and achieved the increase of the segment revenue by approximately 34.5% (2023: approximately 8.5%), and accounted for 48.8% (2023: 100%) of the Group's total revenue for the Period. Facing the competition in the fiercely competitive and ever-changing market, the Group will continue to put in enough resources to meet the increasingly innovative industry standards for customer's demand.

Advertising E-commerce Platform Business

Recognising the growing significance of advertising e-commerce, the Company decided to launch its own advertising e-commerce platform which targets active online shoppers with personalized advertisements. The advertising e-commerce platform “紫紅盒子” has been launched in late 2023 which is a combination of social media and sales channel which aim to develop an interactive application to foster franchising and brand development. The platform offers customers a wide spectrum of product categories such as fashion and beauty products, household necessities and home appliances, apparel and accessories. The platform provides a tailored product recommendations and incentives in the form of advertising rewards or discounts. The Company believes that by capitalising on the precise marketing capabilities and the potential for increased profitability, the advertising e-commerce platform will contribute significantly to its overall business growth and success. The Group will continue to focus on its two principal business, namely the Software Platform Business and the Mobile Games and Applications Business, while diversifying its revenue stream by developing the advertising e-commerce platform.

The advertising e-commerce platform generates revenue primarily from price differences between purchase and retail prices of products sold, as well as slotting fees from brand owners. The platform incentivizes customers to earn loyalty points by making purchases and engaging in activities like watching advertisements, short dramas, and mini-games. These activities leverage the Company's expertise in developing successful mobile games, as both utilize similar mobile app development processes.

Given typically low user retention rates for mobile games, the Directors believe that focusing the platform on lifestyle, cosmetic, and female-focused products aligned with market trends and consumer behaviour to build sustainable revenue streams. The e-commerce market for lifestyle and cosmetics is rapidly expanding due to higher demand for quality and customized online shopping experiences for women.

軟件平台業務之表現令人滿意，並於本期間實現分部收益增加約34.5%（二零二三年：約8.5%）及於本期間佔本集團總收益48.8%（二零二三年：100%）。面對競爭持續激烈且瞬息萬變之市場，本集團將繼續投放足夠資源，以符合日益革新之行業標準來滿足客戶需要。

廣告電子商務平台業務

考慮到廣告電子商務的重要性日益增長，本公司決定推出自己的針對活躍線上購物者投放個性化廣告的廣告電子商務平台。「紫紅盒子」廣告電子商務平台於二零二三年底推出，結合了社交媒體及銷售渠道，旨在開發一個互動應用，以促進特許經營及品牌發展。該平台為客戶提供廣泛的產品類別，例如時尚及美容產品、家庭必需品及家用電器、服裝及配件等。該平台將以廣告獎勵或折扣的形式提供量身定制的產品推薦及激勵措施。本公司相信，透過發揮精準營銷的能力及提升獲利能力的潛力，廣告電子商務平台將為其整體業務增長及成功作出重大貢獻。本集團將持續專注於兩大主營業務，即軟件平台業務及手機遊戲及應用業務，同時透過開發廣告電商平台實現收入來源的多元化。

該廣告電子商務平台主要透過已售產品的入貨價與零售價之間的價差以及向品牌所有者收取的上架費賺取收入。平台激勵客戶參與購物及觀看廣告、短劇以及小遊戲等活動，從而賺取用戶積分。該等活動充分利用本公司在開發成功的手機遊戲方面的專業知識，因為兩者均採用類似的手機應用開發流程。

考慮到手機遊戲的用戶留存率通常較低，董事認為將平台的焦點放在契合市場趨勢及消費者行為的生活方式、化妝品及女性產品上，有助於建立可持續的收入來源。由於女性消費者對品質及個性化線上購物體驗的需求增加，生活方式及化妝品電子商務市場正在快速擴張。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

By offering curated content and products tailored to the target demographic's values and interests, the platform is uniquely positioned to capitalize on this market opportunity. Thorough big data analysis tracks user behaviour patterns to adjust strategies as needed. The platform adopts data-driven marketing, leveraging analytics to optimize customer engagement and retention. The Group regularly analyses core customer preferences to enhance advertising effectiveness.

The Advertising E-commerce Platform Business performed satisfactorily and achieved the segment revenue of HK\$15,647,000, and accounted for 42.6% of the Group's total revenue for the Period.

Sales of Products Business

During the Period, the Company commenced the business of sales of a wide spectrum of product categories, mainly including skin care products, agricultural products, gold jewelry, daily necessities, etc., in the platform “紫紅盒子” through content writing, platform promotion, short videos, live streaming and natural traffic, etc.

The Sales of Products Business achieved the segment revenue of HK\$3,177,000, and accounted for 8.6% of the Group's total revenue for the Period.

Mobile Games and Applications Business

The Group has never planned to cease to develop and publish its own mobile game. The postponement of its previous mobile game development plan is only the result of the reassessment of the Group's strategy.

Discontinued Operation

The Directors, upon their appointment, had reviewed the operation of the Money Lending Business and obtained relevant documents to assess its performance. On 14 December, 2023, the Money Lending Business was disposed of to an independent third party in order to generate cash flows for the expansion of the Group's other businesses. The Board shall take all necessary measures to protect the interest of the Company and the shareholders of the Company as a whole.

通過根據目標群體的價值觀及興趣量身定製的精選內容和產品，該平台採取獨特的定位，充分利用市場機遇。透過深入的大數據分析追蹤用戶行為模式，以根據需要調整策略。該平台採用數據驅動的營銷策略，利用分析來優化客戶參與度及留存率。本集團定期分析核心客戶偏好，以提升廣告成效。

廣告電子商務平台業務之表現令人滿意，並於本期間實現分部收益約15,647,000港元及於本期間佔本集團總收益42.6%。

產品銷售業務

於本期間，本公司開始通過內容描述、平臺推廣、短視頻、直播、自然流量等方式，在「紫紅盒子」平台銷售廣泛的產品類別，主要包括護膚品，農產品，金飾，日用品等的業務。

於本期間實現分部收益約3,177,000港元及於本期間佔本集團總收益8.6%。

手機遊戲及應用業務

本集團從未計劃停止開發及發行其自己的手機遊戲。此前手機遊戲發展計劃的推遲只是集團戰略重新評估的結果。

已終止經營業務

董事於獲委任後已審閱放債業務的營運並取得相關文件以評估其表現。於二零二三年十二月十四日，放債業務已出售予一名獨立第三方，以為本集團其他業務的擴張提供現金流量。董事會將採取一切必要措施保障本公司及本公司股東的整體利益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

OUTLOOK

The information technology (“IT”) market in Hong Kong has been experiencing robust growth. Despite the Hong Kong economy fluctuates in the past decade, according to Census and Statistics Department, the real gross domestic product of information and communications sector, as adjusted for inflation, has been experiencing year-on-year growth for 15 consecutive years, increasing from approximately HK\$66.2 million in 2008 to approximately HK\$101.0 million in 2023. Fueled by small and medium enterprises (“SMEs”) rapidly adopting advanced IT solutions, it enhances operational efficiency and spurs growth through resources management software that strengthens customer engagement and loyalty. SMEs leverage IT services to streamline operations, driving increased IT investments.

The Group will continue to strengthen its competitiveness and develop its software platform in the context of the advancement in technology. The Group will also continue to maintain a long-term relationship with the existing clients while actively participate in tendering for different projects with an aim of expanding its customer base as well as securing more sales orders from existing customers. On the other hand, as the result of the Group’s strategic review, the management of the Company temporarily postponed the development of the Group’s mobile games business and will prudently allocate the existing resources to expand its software platform business.

However, facing the conditions in the fiercely competitive and ever-changing market, the Group will continue to put in enough resources to meet the increasingly innovative industry standards for customer’s demand. In navigating the post-pandemic landscape, the Company’s strategy concentrates on expanding in high-growth sectors while maintaining presence in slower growth areas.

展望

香港資訊科技(「資訊科技」)市場持續強勁增長。根據香港政府統計處的數據，儘管過去十年香港經濟一直處於波動，資訊及通訊部門的實質本地生產總值(經通脹調整後)連續15年呈現按年增長，從二零零八年的約66.2百萬港元增加至二零二三年的約101.0百萬港元。隨著中小型企業(「中小企」)迅速應用先進的資訊科技解決方案，藉助資源管理軟件，這一趨勢提升運營效率，促進增長，提高客戶參與度及忠誠度。中小企利用資訊科技服務精簡營運，推動資訊科技投資的增加。

本集團將在科技不斷進步的情況下持續加強競爭力，並發展其軟件平台。同時，本集團將繼續與現有客戶保持長期關係，並積極參與不同項目的招標，以擴大客戶基礎並從現有客戶中獲得更多銷售訂單。另一方面，經過本集團戰略審查，本公司管理層暫時延後本集團手機遊戲業務的發展，並謹慎分配現有資源擴大其軟件平台業務。

然而，在競爭激烈且瞬息萬變的市場環境下，本集團將持續投入充足資源，以滿足針對客戶需求日益創新的產業標準。為應對後疫情時代的挑戰，本公司的策略重點是擴張高增長領域，並保持在增長較緩慢領域的業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Further, the surge in Big Data adoption is a pivotal trend in Hong Kong's IT landscape. Enterprises utilize Big Data analytics to refine production and sales strategies, aiding expansion into global markets. Startups also harness analytics to help established companies with data-driven decision-making, optimizing efficiency and enhancing consumer experiences. This growing Big Data reliance underpins the market's expansion.

The newly launched advertising e-commerce platform “紫紅盒子” is well-positioned to benefit from these IT market dynamics in Hong Kong and the PRC. It strategically enables SMEs to expand their reach and efficiency in advertising. By providing a centralized digital marketplace, the platform can potentially lower marketing costs and increase rate of return for SMEs through targeted advertising and analytics. Aligning with current IT trends, the platform could also offer innovative data-driven advertising solutions, tapping into the widespread use of data analytics and AI to enhance ad relevance and engagement. This aligns with digital transformation, giving SMEs a resilient and forward-thinking advertising channel amid the evolving economic climate.

此外，大數據應用崛起亦為香港資訊科技領域的一大重要趨勢。企業利用大數據分析，完善生產及銷售策略，助力進軍全球市場。初創企業亦利用分析技術，幫助老牌企業進行數據驅動決策、優化效率、提升消費者體驗。對大數據的日漸依賴支撐市場的擴張。

全新推出的廣告電商平台「紫紅盒子」已準備就緒，順應香港和中國資訊科技市場發展動態並從中獲益。平台戰略性地助力中小企擴大廣告覆蓋面，提高廣告效率。該平台提供一個集中式數字平台，可降低營銷成本，透過精準廣告投放及分析，提高中小企回報率。該平台緊貼當今資訊科技趨勢，亦可提供創新數據驅動廣告解決方案，利用數據分析及人工智能的廣泛應用，提高廣告相關性及參與度。此舉貼合數字化轉型，在不斷變化的經濟環境中為中小企提供了一個兼具韌性及前瞻性的廣告渠道。



OTHER INFORMATION 其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2024, the interests and short positions of the Directors, in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") (Chapter 571 under the laws of Hong Kong)) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

董事於股份、相關股份及債券 之權益及淡倉

於二零二四年六月三十日日，董事於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)(香港法例第571章)第XV部)之股份、相關股份或債券中，擁有或被視為擁有任何(i)須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例該等條文彼等被當作或視為擁有之權益或淡倉)；或(ii)須根據證券及期貨條例第352條記錄於該條所述的登記冊內之權益及淡倉；或(iii)須根據GEM上市規則第5.46至5.67條知會本公司及聯交所之權益及淡倉，如下：

Name of director 董事姓名	Capacity 身份	Number of shares (Note 1) 股份數目 (附註1)	Approximate percentage of shareholding (Note 2) 概約股權百分比 (附註2)
Mr. Liu Guanzhou 劉冠州先生	Beneficial owner 實益擁有人	370,000,000 (L)	29.07%

Notes:

- The letter "L" denotes a long position in the shares of the Company.
- The total number of 1,272,640,000 shares in issue as at 30 June 2024 has been used for the calculation for the approximately percentage.

附註：

- 「L」指於本公司股份的好倉。
- 於二零二四年六月三十日已發行股份總數1,272,640,000股已用於計算概約百分比。

OTHER INFORMATION 其他資料

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in this report, at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable any of the Directors and chief executive, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES OF THE COMPANY

Substantial Shareholders

To the best knowledge of Directors, as at 30 June 2024, the interests and short positions of the persons, other than Directors, in the shares or underlying shares as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

Name of substantial shareholder 主要股東姓名	Capacity 身份	Number of shares (Note 1) 股份數目 (附註1)	Approximate percentage of shareholding (Note 2) 概約股權百分比 (附註2)
Mr. Zhang Dong 張東先生	Beneficial owner 實益擁有人	143,565,955 (L)	11.28%
Ms. Zhang Jiahui (Note 3) 張佳慧女士(附註3)	Interest of Spouse 配偶權益	370,000,000 (L)	29.07%

Notes:

- The letter "L" denotes a long position in the shares of the Company.
- The total number of 1,272,640,000 shares in issue as at 30 June 2024 has been used for the calculation for the approximately percentage.
- Ms. Zhang Jiahui is the spouse of Mr. Liu Guanzhou. Under the SFO, Ms. Zhang is deemed to be interested in all the Company's shares in which Mr. Liu is interested.

Save as disclosed above, as at 30 June 2024, the Company had not been notified of other interests or short positions of any other person (other than the Directors, chief executives and the substantial shareholders of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

董事及主要行政人員購買股份或債務證券之權利

除於本報告所披露者外，本公司或其任何附屬公司於本期間任何時間概無訂立任何安排，致使任何董事及主要行政人員、彼等各自之配偶或未滿18歲之子女可藉購入本公司或任何其他法人團體之股份或債務證券(包括債券)而獲益。

主要股東須披露其於本公司證券之權益

主要股東

據董事所深知，於二零二四年六月三十日，除董事外之人士於股份或相關股份中擁有記入本公司根據證券及期貨條例第336條須備存之登記冊內之權益及淡倉如下：

附註：

- 「L」指於本公司股份的好倉。
- 於二零二四年六月三十日已發行股份總數1,272,640,000股已用於計算概約百分比。
- 張佳慧女士為劉冠州先生的配偶。根據證券及期貨條例，張女士被視為於劉先生擁有權益的所有股份中擁有權益。

除上文所披露者外，於二零二四年六月三十日，本公司並無獲通知有任何其他人士(董事、本公司主要行政人員及主要股東除外)於本公司股份或相關股份中擁有記錄於須根據證券及期貨條例第336條存置之登記冊內之其他權益或淡倉。

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SHARE OPTION SCHEME

On 8 May 2013, the Company passed an ordinary resolution at the annual general meeting to adopt a new share option scheme (the “**Share Option Scheme**”) whereby the Board may grant share options to employees, directors, suppliers, consultants, agents and advisers or any person, at its discretion, for the primary purpose to recognise and motivate their contributions to the Group. The Share Option Scheme is valid for a period of 10 years commencing from 8 May 2013. Details of the Share Option Scheme were set out in the circular of the Company dated 27 March 2013.

On 29 April 2016, the Company passed an ordinary resolution at the extraordinary general meeting to amend the definition of “Eligible Participant” of the Share Option Scheme and the definition of “Invested Entity” be added to the Share Option Scheme (“**Amendments to the Share Option Scheme**”). Details of the Amendments to the Share Option Scheme are set out in the Company’s announcement dated 29 April 2016 and the Company’s circular dated 13 April 2016.

At the annual general meeting of the Company held on 25 June 2018, shareholders approved the refreshment of the maximum number of shares which may be allotted and issued upon the exercise of all share options under the Share Option Scheme to a total of 127,264,000 shares, representing 10% of the shares of the Company in issue on that date.

During the Period and up to date of this interim report, the Company had not granted any options and there were no outstanding options under the Share Option Scheme. As at the date of this interim report, the total number of options available for granting by the Company under the Share Option Scheme was 127,264,000, representing 10% of the shares of the Company in issue.

IMPORTANT EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, on 9 July 2024, a Capital Reorganisation became effective:

The Capital Reorganisation involving:

- (i) the Share Consolidation whereby every ten (10) issued and unissued Existing Shares of par value of HK\$0.04 each will be consolidated into one (1) Consolidated Share of par value of HK\$0.4 each;

購股權計劃

於二零一三年五月八日，本公司於股東週年大會通過採納新購股權計劃（「**購股權計劃**」）之普通決議案，據此，董事會可酌情向僱員、董事、供應商、諮詢人、代理及顧問或任何人士授出購股權，其主要目的為懿同及鼓勵彼等對本集團作出之貢獻。購股權計劃之有效期由二零一三年五月八日起計為期十年。購股權計劃之詳情載於本公司日期為二零一三年三月二十七日之通函。

二零一六年四月二十九日，本公司於股東特別大會通過普通決議案，修改購股權計劃「合資格參與者」之定義及將「投資實體」之定義加入至購股權計劃（「**購股權計劃修訂**」）。購股權計劃修訂詳情載於本公司日期為二零一六年四月二十九日之公告及本公司日期為二零一六年四月十三日之通函。

於二零一八年六月二十五日舉行之本公司股東週年大會上，股東批准更新根據購股權計劃行使所有購股權時可配發及發行股份之最高數目合共127,264,000股股份，佔本公司於該日期之已發行股份之10%。

於本期間內及截至本中期報告日期，本公司概無授出任何購股權，亦無購股權計劃下之未行使購股權。於本中期報告日期，本公司根據購股權計劃可予授出之購股權總數為127,264,000份，佔本公司之已發行股份之10%。

報告期間後重要事項

在報告期結束後，於二零二四年七月九日，資本重組生效：

資本重組，涉及

- (i) 股份合併，據此，將每十(10)股每股面值0.04港元之已發行及未發行現有股份合併為一(1)股每股面值0.4港元之合併股份；

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- (ii) the Capital Reduction whereby (a) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be cancelled, and (b) the par value of each issued Consolidated Share will be reduced from HK\$0.4 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.39 on each issued Consolidated Share;
- (iii) the Share Subdivision whereby immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$0.4 each will be subdivided into 40 Adjusted Shares of par value of HK\$0.01 each; and
- (iv) the credit arising from the Capital Reduction will be applied towards offsetting the Accumulated Losses. The balance of the credit (if any) after offsetting the Accumulated Losses will be transferred to a distributable reserve account of the Company which may be applied by the Company in any manner as permitted by all applicable laws and the Memorandum and Articles and as the Board considers appropriate. Each of the Adjusted Shares arising from the Capital Reorganisation shall rank pari passu in all respects with each other in accordance with the Memorandum and Articles.
- (ii) 削減資本，據此，(a)本公司已發行股本中因股份合併而產生之任何零碎合併股份將被註銷，及(b)透過註銷每股已發行合併股份0.39港元之繳足股本而將每股已發行合併股份面值由每股0.4港元削減至0.01港元；
- (iii) 股份分拆，據此，於緊隨削減資本後，將每股面值0.4港元之法定但未發行合併股份分拆為40股每股面值0.01港元之經調整股份；及
- (iv) 削減資本產生之進賬將用於抵銷累計虧損。於抵銷累計虧損後，進賬結餘(如有)將轉撥至本公司之可供分派儲備賬，並可由本公司按所有適用法例及章程大綱及細則所准許且董事會認為適當之任何方式動用。根據章程大綱及細則，因資本重組而產生之各股經調整股份彼此之間在各方面將享有同地位。

After the Capital Reorganisation, the Rights Issue on the basis of two (2) Rights Shares for every one (1) Adjusted Share held on the Record Date at the Subscription Price of HK\$0.12 per Rights Share, to raise up to approximately HK\$30.54 million before expenses by way of the rights issuing up to 254,528,000 Rights Shares, will be implemented and completed in August 2024.

Details of the above Capital Reorganization and Rights Issue are set forth in the circular of the Company dated 9 April 2024, and the prospectus of the Company dated 24 July 2024 respectively.

Save as disclosed above, there was no important events affecting the Group which have occurred since the end of the Period.

資本重組生效後，以認購價每股供股股份0.12港元按於記錄日期每持有一(1)股經調整股份獲發兩(2)股供股股份之基準實施供股，通過發行最多254,528,000股供股股份之供股方式，籌集至多約30.54百萬港元(扣除開支前)，該供股將於二零二四年八月完成。

上述資本重組及供股的詳情分別載列於日期為二零二四年四月九日的本公司通函，及日期為二零二四年七月二十四日的本公司供股章程。

除上文所披露者外，自本期間結束以來，並無發生任何影響本集團的重要事項。

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DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Period and up to the date of this report, as far as the Directors are aware of, none of the Directors has an interest in any business which competes or may compete with the business in which the Group is engaged.

CORPORATE GOVERNANCE CODE

The Company is committed to maintain corporate governance of high standards and quality procedures. The Company has put in place governance practices with emphasis on the integrity to shareholders and quality of disclosure, transparency and accountability to shareholders for the sake of maximising returns to shareholders.

The Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules throughout the Period except the CG Code provisions A.2.1.

The chairman is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda while the chief executive officer (the "CEO") is responsible for the day-to-day management of the Group's business.

Under the Code provision A.2.1 of the CG Code, the roles of chairman and CEO should be separate and should not be performed by the same individual.

The Company does not have a CEO. The role of CEO is currently shared by the executive directors, who are collectively responsible for management of the business operations of the Group. The Board is of the view that the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who will from time to time discuss issues affecting operations of the Company and the Group. This arrangement can still enable the Company to make and implement decisions promptly, and thus achieve the Company's objectives efficiently and effectively. The Company will, at the time when it thinks fit, arrange for new appointment of the CEO.

董事於競爭業務中之權益

於本期間內及截至本報告日期，據董事所知，董事概無於任何與本集團所從事業務構成或可能構成競爭之業務中擁有權益。

企業管治守則

本公司致力維持高水準及具質素程序之企業管治。本公司已推行企業管治措施，著重對股東之誠信、資料披露之質素、透明度及對股東之問責性，藉以盡量提高股東回報。

本公司於本期間一直遵守GEM上市規則附錄十五所載企業管治守則(「企業管治守則」)之守則條文，惟企業管治守則條文A.2.1除外。

主席負責領導董事會，以確保董事會於制訂議程的角色之所有方面具效率，並考慮由其他董事提呈以納入議程之任何事項，而行行政總裁(「行政總裁」)負責本集團業務之日常管理。

根據企業管治守則條文A.2.1，主席與行政總裁之角色應有區別，並不應由一人同時兼任。

本公司並沒有行政總裁。行政總裁的角色目前由執行董事共同擔任，彼等共同負責本集團業務營運之管理。董事會認為權力及職權可透過董事會的運作保持平衡，而董事會由具經驗的人員組成，且彼等會不時討論對本公司及本集團運作有影響的議題。該安排仍可確保本公司能迅速作出及推行決策，繼而有效率及有效地達致本公司的目標。本公司將於其認為恰當時安排委任新行政總裁。

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CHANGES OF DIRECTORS' INFORMATION

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, changes in the information of the Directors subsequent to the date of the annual report 2023 are as follows:

Mr. Tai Chin Ho (“**Mr. Tai**”) has tendered his resignation as independent non-executive Director and the chairman of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 14 June 2024.

Following the resignation of Mr. Tai, Mr. Liu Guanzhou (“**Mr. Liu**”) has been appointed as the chairman of each of the remuneration committee and the nomination committee of the Company, and Mr. Fu Yan Ming (“**Mr. Fu**”), has been appointed as the chairman of the audit committee of the Company, all with effect from 14 June 2024.

Following the resignation of Mr. Tai and the appointment of Mr. Liu and Mr. Fu, the Company does not have at least three independent non-executive Directors under Rule 5.05 of the GEM Listing Rules and the audit committee of the Company does not comprise a minimum of three members under Rule 5.28 of the GEM Listing Rules, the remuneration committee of the Company is not chaired by an independent non-executive Director under Rule 5.34 of the GEM Listing Rules, and the nomination committee of the Company does not comprise a majority of independent non-executive Directors under Rule 5.36A of the GEM Listing Rules.

The Company is endeavouring to identify suitable candidate to meet the requirement under the GEM Listing Rules as soon as practicable, with the relevant appointment to be made within three months from the effective date of Mr. Tai's resignation and the appointment of Mr. Liu and Mr. Fu as required under Rule 5.06, 5.33 and 5.36 of the GEM Listing Rules. Further announcement will be made by the Company in relation to such appointment as and when appropriate.

Ms. Lam Yuen Man Maria was appointed as a non-executive director of PanAsialum Holdings Company Limited (stock code: 2078), the shares of which are listed on the Stock Exchange, on 1 July 2024.

董事資料變動

根據GEM上市規則第17.50A(1)條，於二零二三年報刊發日期後之董事資料變動如下：

戴千皓先生(「**戴先生**」)已辭任本公司獨立非執行董事及本公司審核委員會，提名委員會以及薪酬委員會各自之主席，自二零二四年六月十四日起生效。

戴先生辭任後，劉冠州先生(「**劉先生**」)已委任為本公司薪酬委員會及提名委員會各自之主席，及符恩明先生(「**符先生**」)已委任為本公司審核委員會之主席，全部自二零二四年六月十四日起生效。

戴先生辭任及劉先生和符先生委任後，根據GEM上市規則第5.05條，本公司沒有至少三名獨立非執行董事，根據GEM上市規則第5.28條，本公司的審核委員會沒有由最少三名成員組成，根據GEM上市規則第5.34條，本公司的薪酬委員會沒有由獨立非執行董事擔任主席，及根據GEM上市規則第5.36A條，本公司的提名委員會沒有由大多數獨立非執行董事組成。

本公司正努力盡快物色合適的人選，以符合GEM上市規則的規定，並根據第5.06, 5.33及5.36條的規定，自戴先生辭職及劉先生和符先生委任生效之日起三個月內作出有關委任。本公司將於適當時候就該委任作出進一步公佈。

林婉雯女士於二零二四年七月一日獲委任為榮陽實業集團有限公司(其股份於聯交所上市之公司，股份代號：2078)非執行董事。

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AUDIT COMMITTEE

The primary duties of the Audit Committee are to review, in draft form, the Company's annual report and accounts, half-year report, quarterly reports and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process, risk management and internal control of the Group. As at the date of this interim report, the Audit Committee comprises two independent non-executive Directors, namely Mr. Fu Yan Ming and Ms. Lam Yuen Man Maria. Mr. Fu Yan Ming is the chairman of the Audit Committee.

The Audit Committee has reviewed the accounting principles and practices adopted by the Company and discussed with the Board about the internal controls and financial reporting matters, including a review of the unaudited interim report for the Period.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all the Directors, the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors during the Period.

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

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

On behalf of the Board
Wuxi Life International Holdings Group Limited
Liu Guanzhou
Chairman

Hong Kong, 1 August 2024

As at the date of this report, the Board comprises three executive Directors, namely Mr. Liu Guanzhou (Chairman), Mr. Liu Xingmei and Mr. Choi Pun Lap, one non-executive Director Ms. Li Hui Ling and two independent non-executive Directors, namely Mr. Fu Yan Ming and Ms. Lam Yuen Man Maria.

審核委員會

審核委員會之主要職責為審閱本公司之年報與賬目、半年報告及季度報告之初稿，並就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團之財務申報程序、風險管理及內部監控。於本中期報告日期，審核委員會由二名獨立非執行董事符恩明先生及林婉雯女士組成。符恩明先生為審核委員會主席。

審核委員會已檢討本公司所採納之會計原則及實務，並與董事會討論內部監控及財務申報事宜，包括審閱本期間之未經審核中期報告。

董事進行證券交易的行為守則

本公司已採納有關董事進行證券交易的行為守則，其條款之嚴謹度不遜於GEM上市規則第5.48至5.67條所載之交易必守標準。經向全體董事作出具體查詢後，本公司並不知悉於本期間有任何違反交易必守標準及其有關董事進行證券交易的行為守則之情況。

購買、出售或贖回本公司上市證券

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。

代表董事會
悟喜生活國際控股集團有限公司
主席
劉冠州

香港，二零二四年八月一日

於本報告日期，董事會成員包括三名執行董事劉冠州先生(主席)、劉興美女士及蔡本立先生、一名非執行董事黎惠玲女士、及二名獨立非執行董事符恩明先生及林婉雯女士。

Wuxi Life International Holdings Group Limited
悟喜生活國際控股集團有限公司