



Million Stars
萬星控股

MILLION STARS HOLDINGS LIMITED 萬星控股有限公司

(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：8093

2020-21

1st Quarterly Report
第一季度報告

For the period ended 30 September, 2020
截至2020年9月30日止



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.

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

香港聯合交易所有限公司(「聯交所」) GEM 特色

GEM 的地位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。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 上市公司一般為中小型公司，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。

本報告的資料乃遵照《聯交所 GEM 證券上市規則》(「GEM 上市規則」)而刊載，旨在提供有關萬星控股有限公司(「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，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，且並無遺漏任何其他事項，足以令致本報告所載任何陳述或本報告產生誤導。

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FIRST QUARTERLY RESULTS

第一季季度業績

FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2020 (UNAUDITED)

截至二零二零年九月三十日止三個月(未經審核)

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the three months ended 30 September 2020, together with the unaudited comparative figures for the corresponding period in 2019 as follows:

本公司董事會(「董事會」)欣然宣佈本公司及其附屬公司(「本集團」)截至二零二零年九月三十日止三個月之未經審核簡明綜合業績連同二零一九年同期之未經審核比較數字如下：

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

未經審核簡明綜合損益及其他全面收益表

		Notes 附註	Three months ended 30 September 截至九月三十日止三個月	
			2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
REVENUE	收入	2	47,924	132,989
Cost of sales	銷售成本		(45,201)	(126,892)
Gross profit	毛利		2,723	6,097
Other income, gains and losses, net	其他收入、收益及虧損淨額		6	(100)
Selling and distribution expenses	銷售及分銷開支		(690)	(437)
Administrative expenses	行政開支		(5,803)	(10,751)
Reversal of impairment losses on amount due from an associate, trade and other receivables	撥回應收一間聯營公司款項、貿易及其他應收款項的減值虧損		1,923	2,911
Loss from operations	經營虧損		(1,841)	(2,280)
Finance costs	財務成本	3	(360)	(508)
Share of results of associates	應佔聯營公司業績		(1,624)	64
Loss before tax	除稅前虧損	4	(3,825)	(2,724)
Income tax expenses	所得稅開支	5	-	-
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損		(3,825)	(2,724)
Other comprehensive income	其他全面收益			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：			
Exchange differences on translation of foreign operations	換算境外業務之匯兌差額		3,684	(10,394)
Share of exchange differences of associates	應佔聯營公司匯兌差額		1,457	-
Other comprehensive income for the period	期內其他全面收益		5,141	(10,394)
Total comprehensive income for the period attributable to owners of the Company	本公司擁有人應佔期內全面收益總額		1,316	(13,118)
Loss per Share attributable to owners of the Company	本公司擁有人應佔每股虧損			
Basic and Diluted (HK cents)	基本及攤薄(港仙)	6	(0.91)	(0.68)

FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2020
截至二零二零年九月三十日止三個月

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Statutory reserve 法定儲備 HK\$'000 千港元 (note i) (附註 i)	Exchange reserve 匯兌儲備 HK\$'000 千港元 (note ii) (附註 ii)	Other reserve 其他儲備 HK\$'000 千港元 (note iii) (附註 iii)	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 July 2020	於二零二零年七月一日	4,200	44,582	1,806	(17,297)	–	131,543	164,834
Loss for the period	期內虧損	–	–	–	–	–	(3,825)	(3,825)
Other comprehensive income for the period	期內其他全面收益	–	–	–	5,141	–	–	5,141
Total comprehensive income for the period	期內全面收益總額	–	–	–	5,141	–	(3,825)	1,316
As at 30 September 2020	於二零二零年九月三十日	4,200	44,582	1,806	(12,156)	–	127,718	166,150
As at 1 July 2019	於二零一九年七月一日	4,000	39,782	1,806	(11,305)	–	175,582	209,865
Loss for the period	期內虧損	–	–	–	–	–	(2,724)	(2,724)
Other comprehensive income for the period	期內其他全面收益	–	–	–	(10,394)	–	–	(10,394)
Total comprehensive income for the period	期內全面收益總額	–	–	–	(10,394)	–	(2,724)	(13,118)
As at 30 September 2019	於二零一九年九月三十日	4,000	39,782	1,806	(21,699)	–	172,858	196,747

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2020
截至二零二零年九月三十日止三個月

Notes:

附註：

(i) STATUTORY RESERVE

Pursuant to the relevant laws and regulations for business enterprises in the PRC, a portion of the profits of the entities which are registered in the PRC have been transferred to the statutory reserve which is restricted as to use. When the balance of such reserve reaches 50% of the capital of that entity, any further appropriation is optional. The statutory reserve can be utilised, upon approval of the relevant authority, to offset prior years' losses or to increase capital. However, the balance of the statutory reserve must be maintained at a minimum 25% of capital after such usage.

(i) 法定儲備

根據中國的相關企業法律及法規，於中國註冊之實體之部分溢利已轉撥至有限定用途之法定儲備。當該等儲備結餘達該實體資本之50%時，可選擇是否作出任何進一步劃撥。法定儲備在獲得相關部門批准後方可動用，以抵銷過往年度之虧損或增資。然而，運用法定儲備後之結餘須維持在資本之最低25%。

(ii) EXCHANGE FLUCTUATION RESERVE

Exchange fluctuation reserve represents exchange differences relating to the translation of the net assets of foreign operations of the Group from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollar) that are recognised directly in other comprehensive income and accumulated in the exchange fluctuation reserve. Such exchange differences accumulated in the exchange fluctuation reserve are reclassified to profit or loss on the disposal of the foreign operations.

(ii) 匯兌波動儲備

匯兌波動儲備指有關本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣（即港元）產生之匯兌差額，其直接於其他全面收益中確認及於匯兌波動儲備中累計。該等於匯兌波動儲備累計之匯兌差額於出售海外業務時重新分類至損益。

(iii) OTHER RESERVE

Other reserve represents the difference between the nominal value of the shares issued by the Company in exchange for the nominal value of the share capital of its subsidiary arising from the Reorganisation.

(iii) 其他儲備

其他儲備指本公司為換取因重組而產生之其附屬公司的股本面值而發行之股份面值間之差額。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

1. GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements for the three months ended 30 September 2020 have been prepared in accordance with the accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosures by the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements for the three months ended 30 September 2020 are consistent with those adopted in the annual report for the year ended 30 June 2020 except for the adoption of the new and revised Hong Kong Financial Reporting Standards (the “**New and Revised HKFRSs**”) (which include all HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) issued by the HKICPA that are adopted for the first time for the current periods financial statements.

The adoption of the New and Revised HKFRSs has had no significant effect on the unaudited condensed consolidated financial statements for the three months ended 30 September 2020 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the three months ended 30 September 2020.

1. 一般資料、編製基準及會計政策

截至二零二零年九月三十日止三個月的未經審核簡明綜合財務報表乃根據香港公認會計原則以及遵照香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)及GEM上市規則規定的適用披露條文編製。

編製截至二零二零年九月三十日止三個月的未經審核簡明綜合財務報表所用的會計政策及計算方法與截至二零二零年六月三十日止年度的年報所採用者貫徹一致，惟採納本期間財務報表首次採納由香港會計師公會頒佈的新訂及經修訂香港財務報告準則(「**新訂及經修訂香港財務報告準則**」，包括所有香港財務報告準則、香港會計準則(「**香港會計準則**」)及詮釋)則除外。

採納新訂及經修訂香港財務報告準則對截至二零二零年九月三十日止三個月的未經審核簡明綜合財務報表並無重大影響，而該等截至二零二零年九月三十日止三個月的未經審核簡明綜合財務報表所採用的會計政策亦無重大變動。



NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

1. GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

The Group has not applied any new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations to the Group but is yet to be in a position to state whether they would have any material financial impact on the Group's results of operations and financial position.

The unaudited condensed consolidated financial statements for the three months ended 30 September 2020 have been prepared on the historical cost basis.

The unaudited condensed consolidated financial statements have not been audited by the Company's auditors, but have been reviewed by the audit committee of the Company.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

1. 一般資料、編製基準及會計政策 (續)

本集團並未採用已頒佈但尚未生效的任何新訂及經修訂準則、修訂本或詮釋。本集團現正評估採納該等新訂及經修訂準則、修訂本或詮釋對本集團的影響，惟尚未能確定其會否對本集團的經營業績及財務狀況造成任何重大財務影響。

截至二零二零年九月三十日止三個月的未經審核簡明綜合財務報表乃按歷史成本基準編製。

未經審核簡明綜合財務報表尚未經本公司核數師審核，惟已由本公司審核委員會審閱。

未經審核簡明綜合財務報表以港元(「港元」)呈列，而港元亦為本公司之功能貨幣。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

2. REVENUE

Revenue principally represents income from provision of internet advertising agency services.

2. 收入

收入主要指提供互聯網廣告代理服務所得的收入。

3. FINANCE COSTS

3. 財務成本

		Three months ended 30 September 截至九月三十日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on bank and other loans	銀行及其他貸款利息	212	508
Interest on lease liabilities	租賃負債利息	148	—
		360	508

4. LOSS BEFORE TAX

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

4. 除稅前虧損

本集團的除稅前虧損乃經扣除／(計入)下列各項後達致：

		Three months ended 30 September 截至九月三十日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Amortisation of intangible assets	無形資產攤銷	1,522	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	269	494
Depreciation of right-of-use assets	使用權資產折舊	1,130	—
Reversal of impairment losses on amount due from an associate, trade and other receivables	撥回應收一間聯營公司款項、貿易及其他應收款項的減值虧損	(1,923)	(2,911)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

5. INCOME TAX EXPENSE

Pursuant to the rules and regulations of the Cayman Islands and the Seychelles, the Group is not subject to any income tax in the Cayman Islands and the Seychelles for both years.

Hong Kong Profits Tax has been provided at a rate of 16.5% (2019: 16.5%) on the estimated assessable profit for the year ended 30 June 2020. No provision has been made for Hong Kong Profits Tax as there are no assessable profits generated for the year ended 30 June 2020.

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

The provision for PRC EIT is based on the respective applicable rates on the estimated assessable profit of the Company's subsidiaries in the PRC as determined in accordance with the relevant income tax rules and regulations of the PRC for both years. PRC EIT has been provided at a rate of 25% (2019: 25%).

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

5. 所得稅開支

根據開曼群島及塞舌爾的規則及規例，本集團於兩個年度毋須繳納開曼群島及塞舌爾的任何所得稅。

香港利得稅乃就截至二零二零年六月三十日止年度的估計應課稅溢利按16.5%（二零一九年：16.5%）之稅率計提撥備。由於截至二零二零年六月三十日止年度內並無產生應課稅溢利，因此並無計提香港利得稅撥備。

《二零一七年稅務（修訂）（第7號）條例草案》於二零一八年三月二十一日實質上制定，並據此引入利得稅兩級制。根據利得稅兩級制，由二零一八年／二零一九年課稅年度開始，合資格公司首2,000,000港元應課稅溢利之稅率為8.25%，而超過2,000,000港元之溢利將仍按16.5%之稅率繳稅。

兩個年度的中國企業所得稅撥備乃按照根據中國相關所得稅規則及規例釐定的本公司中國附屬公司的估計應課稅溢利的各適用稅率計算。中國企業所得稅按25%（二零一九年：25%）之稅率計提撥備。

於其他地區的應課稅溢利已根據本集團營運所在國家的現行法例、詮釋及慣例，按當地的現行稅率計算稅項支出。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

5. INCOME TAX EXPENSE (Continued)

5. 所得稅開支(續)

		Three months ended 30 September 截至九月三十日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Current income tax:	當期所得稅：		
Hong Kong Profits Tax	香港利得稅	—	—
PRC Enterprise Income Tax	中國企業所得稅	—	—
Total income tax expense for the period	期間所得稅開支總額	—	—

6. LOSS PER SHARE

The calculation of the basic earnings per Share attributable to owners of the Company was based on (i) the loss attributable to owners of the Company for the period of approximately HK\$3,825,000 (2019: loss of HK\$2,724,000) and (ii) the number of 420,000,000 (2019: 400,000,000) shares in issue during the period.

The diluted earnings per Share for the three months ended 30 September 2020 and 2019 are equal to the basic earnings per Share as there were no dilutive potential ordinary shares in issue during the period.

7. DIVIDEND

The Board does not recommend the payment of a dividend for the three months ended 30 September 2020 (2019: nil).

6. 每股虧損

本公司擁有人應佔每股基本盈利乃根據(i)本公司擁有人應佔有關期間虧損約3,825,000港元(二零一九年：虧損2,724,000港元)及(ii)期內已發行股份數目為420,000,000股(二零一九年：400,000,000股)計算。

由於期內概無已發行之具攤薄效應的潛在普通股，截至二零二零年及二零一九年九月三十日止三個月之每股攤薄盈利與每股基本盈利相同。

7. 股息

董事會不建議就截至二零二零年九月三十日止三個月派付股息(二零一九年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INTRODUCTION

The Group is an integrated group specialising in internet advertising agency services.

BUSINESS REVIEW

Internet Advertising Agency Services

The Group provides internet advertising agency services through its wholly-owned subsidiaries, Beijing Dongrun Hudong Technology Company Limited* (北京東潤互動科技有限公司) and Horgos Dongrun Network Technology Company Limited* (霍爾果斯東潤網絡科技有限公司) (collectively, referred as “Dongrun Network”) in the PRC. Dongrun Network provides internet advertising agency services covering streaming advertising, search engine advertising, and applied marketing and navigation advertising. After nearly two years’ efforts, Dongrun Network has currently become the exclusive advertising agent of All Football APP* (懂球帝) gaming industry, core advertising agent of Cheetah Mobile, Yidian Zixun* (一點資訊) and WiFi Master Key, and advertising agent of Jinri Toutiao* (今日頭條). Dongrun Network, whose customers are principally engaged in the internet industry, covers industries such as e-commerce, online tourism, game, video, dating and automobiles.

During the period, the Group developed its overseas internet advertising market through its wholly-owned subsidiary, Million Stars Internet Media Limited (“MSIM”). Through a global mainstream online platform, namely Facebook, MSIM provides customers with access to global advertising, including big data support, integrated marketing solutions, local language support and account stabilisation services.

簡介

本集團是一間專門從事互聯網廣告代理服務的綜合集團。

業務回顧

互聯網廣告代理服務

本集團通過全資附屬公司北京東潤互動科技有限公司及霍爾果斯東潤網絡科技有限公司(以下合稱「東潤網絡」)，在國內提供互聯網廣告代理服務。東潤網絡提供的互聯網廣告代理服務涵蓋資訊流廣告、搜尋引擎廣告、應用行銷和導航廣告等類別。經過近兩年的努力，東潤網絡目前已成為懂球帝遊戲行業廣告獨家代理商、獵豹移動廣告核心代理商、一點資訊廣告核心代理商、WiFi萬能鑰匙廣告核心代理商、今日頭條廣告代理商。東潤網絡的客戶以互聯網行業為主，覆蓋電子商務、在線旅遊、遊戲、視頻、交友、汽車等行業。

期內，本集團通過全資附屬公司萬星網絡傳媒有限公司(「萬星網絡」)發展海外互聯網廣告市場。萬星網絡通過全球主流網絡平台Facebook為客戶提供覆蓋全球的廣告投放服務，包括為客戶提供大數據支援、整合營銷方案、當地語系化支持、穩定賬號等服務。

* for identification purpose only

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTLOOK

Looking ahead, the Group will seize the opportunities in the booming internet advertising sector to step up investments in the internet advertising market, seeking to tap on new customers, businesses and revenue streams for delivering better returns to its shareholders.

The outbreak of the Epidemic has caused disruptions to many industries in the PRC as well as other countries and regions. Despite the challenges, governments and international organisations have implemented a series of measures to contain the Epidemic. The Group will closely monitor the development of the Epidemic and assess its impact on its operations.

FINANCIAL REVIEW

Overview

Revenue of the Group for the three months ended 30 September 2020 amounted to approximately HK\$47.9 million, representing a significant decrease of approximately 64.0% as compared to the corresponding period in the previous financial year.

The Group's gross profit for the three months ended 30 September 2020 was approximately HK\$2.7 million, decreased by approximately HK\$3.4 million compared with the same period of last year.

Loss attributable to equity holders of the Company for the three months ended 30 September 2020 amounted to approximately HK\$3.8 million, which is comparable with loss of HK\$2.7 million for the three months ended 30 September 2019.

Revenue

The Group's revenue principally represented income derived from provision of internet advertising agency services.

展望

本集團未來會抓住互聯網廣告行業飛速發展的機會，加大在互聯網廣告市場的投資力度，努力拓展新的客戶、業務與收入來源，為股東帶來更高回報。

疫情爆發對中國以及其他國家及地區的不少行業造成影響。儘管面臨挑戰，政府及國際組織已實施一系列措施遏制疫情。本集團將密切監察疫情發展及評估其對業務產生的影響。

財務回顧

概覽

本集團於截至二零二零年九月三十日止三個月的收入約為47.9百萬港元，較上一個財年同期大幅減少約64.0%。

本集團於截至二零二零年九月三十日止三個月的毛利約為2.7百萬港元，較去年同期減少約3.4百萬港元。

本公司權益持有人於截至二零二零年九月三十日止三個月應佔虧損約為3.8百萬港元，與截至二零一九年九月三十日止三個月的虧損2.7百萬港元相若。

收入

本集團的收入主要指提供互聯網廣告代理服務所產生的收入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group's revenue for the three months ended 30 September 2020 was approximately HK\$47.9 million, recorded a drop of approximately 64.0% from that of approximately HK\$133.0 million for the three months ended 30 September 2019.

Cost of Sales

Cost of sales mainly represents costs incurred for the provision of internet advertising agency services.

The Group's cost of sales for the three months ended 30 September 2020 was approximately HK\$45.2 million, representing an decrease of approximately 64.4% from that for the three months ended 30 September 2019 mainly due to the decrease in revenue during the period.

Other Income, Gains and Losses, net

Other income, gains and losses, net mainly represents sundry income incidental to our business, principally including interest income and subsidy received during the period.

Other income, gains and losses, net amounted to net gains of approximately HK\$6,000 for the three months ended 30 September 2020 compared to net losses of approximately HK\$100,000 with the three months ended 30 September 2019.

Selling and Distribution Expenses

Selling and distribution expenses comprised mainly payroll expenses and marketing expenses. The selling and distribution expenses for the three months ended 30 September 2020 were approximately HK\$0.7 million (2019: HK\$0.4 million). The slight increase in selling and distribution expenses was mainly due to the net effect of increase in salaries expenses of approximately HK\$0.5 million and decrease in business entertainment expenses of approximately HK\$0.3 million during the period.

本集團於截至二零二零年九月三十日止三個月的收入約為47.9百萬港元，較截至二零一九年九月三十日止三個月約133.0百萬港元減少約64.0%。

銷售成本

銷售成本主要指提供互聯網廣告代理服務產生的成本。

本集團於截至二零二零年九月三十日止三個月的銷售成本約為45.2百萬港元，較截至二零一九年九月三十日止三個月下跌約64.4%，主要由於期內收入下降所致。

其他收入、收益及虧損淨額

於期內，其他收入、收益及虧損淨額主要指與我們業務相關的雜項收入，主要包括利息收入及獲授補貼。

截至二零二零年九月三十日止三個月，其他收入、收益及虧損淨額為淨收益約6,000港元，而截至二零一九年九月三十日止三個月則為淨虧損約100,000港元。

銷售及分銷開支

銷售及分銷開支主要包括薪金開支及營銷開支。截至二零二零年九月三十日止三個月的銷售及分銷開支約為0.7百萬港元（二零一九年：0.4百萬港元）。銷售及分銷開支略微增加乃主要由於期內工資費用增加約0.5百萬港元及業務招待費減少約0.3百萬港元的淨影響所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Administrative Expenses

Administrative expenses comprised mainly payroll expenses, rent and rates and other office administrative expenses. Administrative expenses were decreased from approximately HK\$10.8 million for the three months ended 30 September 2019 to approximately HK\$5.8 million for the three months ended 30 September 2020, representing an decrease of approximately 46.3%.

The lower administrative expenses for the three months ended 30 September 2020 were recorded mainly due to decrease in salaries expenses and rental expenses of approximately HK\$1.5 million and HK\$2.3 million respectively.

Taxation

Income tax represents Hong Kong Profits Tax at 16.5% for the Company's subsidiaries in Hong Kong and the PRC Corporate Income Tax at 25% for the Company's subsidiaries in the PRC. Some subsidiaries of the Company, which are incorporated in the Horgos Economic Development Zone and engaged in industries particularly encouraged by the local government, are entitled to a preferential tax treatment of five years exemption from enterprise income tax.

Loss for the Period

The Group recorded a loss for the period of approximately HK\$3.8 million and HK\$2.7 million for the three months ended 30 September 2020 and for the three months ended 30 September 2019, respectively. The loss for the period was a result of narrow profit margin of provision of internet advertising agency services and a decrease in the revenue.

行政開支

行政開支主要包括薪金開支、租金及差餉以及其他辦公室行政開支。行政開支由截至二零一九年九月三十日止三個月的約10.8百萬港元減少至截至二零二零年九月三十日止三個月的約5.8百萬港元，減幅約為46.3%。

截至二零二零年九月三十日止三個月錄得較低行政開支，乃主要由於工資費用及租賃費用分別減少約1.5百萬港元及2.3百萬港元所致。

稅項

所得稅指本公司香港附屬公司按16.5%的稅率繳納之香港利得稅及本公司中國附屬公司按25%的稅率繳納的中國企業所得稅。本公司多間附屬公司註冊於霍爾果斯市經濟開發區，主營業務屬於當地政府重點鼓勵發展的產業，享受五年內免徵企業所得稅的稅收優惠政策。

期內虧損

本集團於截至二零二零年九月三十日止三個月及截至二零一九年九月三十日止三個月分別錄得期內虧損約3.8百萬港元及2.7百萬港元。期內虧損乃由於提供互聯網廣告代理服務的溢利率降低及收入減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial Position, Liquidity and Financial Resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the cost of funds, the Group's treasury activities are centralised and cash is generally deposited with banks in Hong Kong and the Mainland China.

The Group has maintained its funds at a sound and healthy financial resource level during the period under review. As at 30 September 2020, included in net current assets were cash and bank balances (including pledged bank deposits) totally approximately HK\$6.7 million (30 June 2020: HK\$55.8 million), the decrease in which was mainly attributable to the repayment of borrowings and increase in deposit, prepayments and other receivables.

The Group's outstanding borrowings as at 30 September 2020 amounting to HK\$6.4 million (30 June 2020: HK\$30.8 million) were principally denominated in United States dollar and HK\$ and carried at floating interest rate and fixed interest rates. The Group monitored capital using gearing ratio, which is total debt of the Group divided by total equity of the Group. Total debt to equity ratio of the Group expressed as a percentage of interest bearing borrowings over the total equity was approximately 3.85% as at 30 September 2020 (30 June 2020: 18.7%).

As at 30 September 2020 and 30 June 2020, there was no seasonality as to the Group's borrowing requirements and no committed borrowing facilities.

The Company has adequate internal financial resource to support the development of the Group in the coming year.

財務狀況、流動資金及財務資源

本集團採取審慎的現金及財務管理政策。為求能夠更好地控制成本及盡量降低資金成本，本集團的財資活動均為集中管理，而現金一般會存放於香港和中國內地的銀行。

於回顧期間內，本集團維持穩健的財務資源水平。於二零二零年九月三十日，計入流動資產淨值的現金及銀行結餘（包括已抵押銀行存款）總額約為6.7百萬港元（二零二零年六月三十日：55.8百萬港元），有關減少乃主要由於償還借貸及按金、預付款項及其他應收款項增加所致。

於二零二零年九月三十日，本集團的尚未償還借貸6.4百萬港元（二零二零年六月三十日：30.8百萬港元）主要以美元及港元計值，並以浮動利率計息及固定利率計息。本集團採用資本負債比率（按本集團債務總額除以本集團權益總額計算）監控資本。於二零二零年九月三十日，本集團的債務總額對權益比率（按計息借貸除以權益總額計算）約為3.85%（二零二零年六月三十日：18.7%）。

於二零二零年九月三十日及二零二零年六月三十日，本集團的借貸需求無季節性，本集團亦無承擔借貸融資。

本公司擁有的內部財務資源足以支持本集團於下一年度的發展。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial Management Policies

The Group in its ordinary course of business is exposed to market risks such as foreign currency risk and interest rate risk. The Group's risk management strategy aims to minimise the adverse effects of these risks on its financial performance.

Cash is generally deposited at banks in Hong Kong and Mainland China and denominated mostly in HK\$, United States dollar and Renminbi. As at 30 September 2020, no related hedges were made by the Group (30 June 2020: nil).

As most of the Group's trading transactions, monetary assets and liabilities are denominated in United States dollar, Renminbi and HK\$, the impact of foreign exchange exposure to the Group during the three months ended 30 September 2020 was minimal and there was no significant adverse effect on normal operations.

Charge Over Assets of the Group

As at 30 September 2020, the Group's banking facilities were supported by pledged bank deposits of the Group of approximately HK\$3.5 million (30 June 2020: HK\$5.9 million).

Capital Commitments and Contingent Liabilities

As at 30 September 2020, the Group did not have any significant capital commitment (30 June 2020: nil) and any significant contingent liability (30 June 2020: nil).

MATERIAL ACQUISITION AND DISPOSAL

During the three months ended 30 September 2020, the Group did not have any material acquisition and disposal.

財務管理政策

本集團於其一般業務過程中面臨外幣風險及利率風險等市場風險。本集團的風險管理政策旨在將該等風險對其財務表現的不利影響降至最低。

現金一般存放於香港及中國內地之銀行且大部分以港元、美元及人民幣計值。於二零二零年九月三十日，本集團概無作出相關對沖(二零二零年六月三十日：無)。

截至二零二零年九月三十日止三個月，由於本集團的大部分買賣交易、貨幣資產及負債以美元、人民幣及港元計值，故外匯風險對本集團所構成之影響甚微，對日常營運亦無任何重大不利影響。

本集團之資產質押

本集團於二零二零年九月三十日的銀行融資由本集團之已抵押銀行存款約3.5百萬港元(二零二零年六月三十日：5.9百萬港元)提供擔保。

資本承擔及或然負債

於二零二零年九月三十日，本集團並無任何重大資本承擔(二零二零年六月三十日：無)及任何重大或然負債(二零二零年六月三十日：無)。

重大收購及出售事項

截至二零二零年九月三十日止三個月，本集團並無任何重大收購及出售事項。

OTHER INFORMATION 其他資料

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

As at 30 September 2020, the interests and short positions of the Directors and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, required to be notified to the Company and the Stock Exchange, were as follows:

董事及主要行政人員於股份、相關 股份及債券中的權益及淡倉

於二零二零年九月三十日，董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中，擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例的該等條文被當作或視作擁有的權益或淡倉），或登記於本公司根據證券及期貨條例第352條須予存置之登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

Interests in Shares of the Company

於本公司股份的權益

Name of Director	Capacity	Interests in Shares	Approximate Percentage of Issued Share Capital of the Company 佔本公司已發行 股本的 概約百分比	Note
董事姓名	身份	於股份之權益	約百分比	附註
Mr. Zhu Yongjun 朱勇軍先生	Beneficial owner 實益擁有人	38,398,786 (L)	9.14%	

Note:

附註：

- As at 30 September 2020, the Company had 420,000,000 shares in issue.

- 於二零二零年九月三十日，本公司有420,000,000股已發行股份。

Abbreviation: "L" stands for long position.

縮寫：「L」為好倉。

OTHER INFORMATION

其他資料

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 September 2020, so far as is known to the Directors of the Company, persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東的權益及淡倉

於二零二零年九月三十日，就本公司董事所知，除本公司董事或主要行政人員外，下列人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露或登記於本公司根據證券及期貨條例第336條須予存置之登記冊內的權益或淡倉：

Name of Shareholders	Capacity	Interests in Shares	Approximate Percentage of Issued Share Capital of the Company 佔本公司已發行股本的 概約百分比	Note
股東名稱	身份	於股份之權益		附註
7Road Holdings Limited 第七大道控股有限公司	Beneficial owner 實益擁有人	54,000,000 (L)	12.86%	
United Conquer Limited	Beneficial owner 實益擁有人	22,497,169 (L)	5.36%	
Shanghai Hutong Investments Centre (Limited Partnership)* ("SHIC")	Beneficial owner 實益擁有人	50,000,000 (L)	11.9%	
上海胡桐投資中心(有限合夥) (「上海胡桐」)	Interest of controlled corporation 受控法團權益	22,497,169 (L)	5.36%	2
BOC-HFT-BOC-Overseas No.1 QDII Segregated Account ("BOC Account")	Investment manager 投資經理	50,000,000 (L)	11.9%	3
海富通 — 中國銀行海外1號QDII 資產管理計劃(「中銀管理計劃」)				
Shanghai Angell Asset Management Company Limited* ("Shanghai Angell")	Interest of controlled corporation	72,497,169 (L)	17.26%	4
上海昂巨資產管理有限公司 (「上海昂巨」)	受控法團權益			
Jilin Province Investment Group 吉林省投資集團	Interest of controlled corporation 受控法團權益	72,497,169 (L)	17.26%	5
Yao Ligang 姚立剛	Interest of controlled corporation 受控法團權益	72,497,169 (L)	17.26%	6
Jiang Peijie 蔣培潔	Beneficial Owner 實益擁有人	29,150,000 (L)	6.94%	
Wang Fei 王菲	Beneficial Owner 實益擁有人	40,000,000 (L)	9.52%	

OTHER INFORMATION 其他資料

Notes:

1. As at 30 September 2020, the Company had 420,000,000 Shares in issue.
2. SHIC's deemed shareholdings stated above were held by virtue of its 100% shareholding interests in UCL.
3. BOC Account's deemed shareholdings stated above were held as a trustee of a discretionary trust of which SHIC was the founder.
4. Shanghai Angell's deemed shareholdings stated above were held by virtue of its 1% capital commitment in SHIC's contribution through general partnership.
5. Jilin Province Investment Group's deemed shareholdings stated above were held by virtue of its 37.03% capital commitment in SHIC's contribution through limited partnership.
6. Yao Ligang's deemed shareholdings stated above were held by virtue of its 43.20% capital commitment in SHIC's contribution through limited partnership.

Abbreviation: "L" stands for long position

* for identification purpose only

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

During the three months ended 30 September 2020, the Directors are not aware of any business or interest of the Directors or the controlling shareholders of the Company that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with Group.

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

During the three months ended 30 September 2020, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

附註：

1. 於二零二零年九月三十日，本公司有420,000,000股已發行股份。
2. 上述上海胡桐之視為股權乃透過其於UCL之100%股權持有。
3. 上述中銀管理計劃之視為股權乃持作全權信託受託人，而上海胡桐為該全權信託創始人。
4. 上述上海昂巨之視為股權乃根據其透過普通合夥關係於上海胡桐供款之1%資本承擔持有。
5. 上述吉林省投資集團之視為股權乃根據其透過有限合夥關係於上海胡桐供款之37.03%資本承擔持有。
6. 上述姚立剛之視為股權乃根據其透過有限合夥關係於上海胡桐供款之43.20%資本承擔持有。

縮寫：「L」為好倉

* 僅供識別

董事及控股股東於競爭業務之權益

截至二零二零年九月三十日止三個月，董事並無知悉董事或本公司控股股東擁有與本集團業務構成競爭或可能構成競爭之任何業務或權益，亦不知悉任何有關人士與或可能與本集團存在任何其他利益衝突。

購買、出售或贖回本公司的上市證券

於截至二零二零年九月三十日止三個月，本公司及其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

OTHER INFORMATION

其他資料

CHANGE OF DIRECTORS' INFORMATION

Upon specific enquiry by the Company and following confirmations from the Directors, save as disclosed hereunder, there is no change in the information of the Directors required to be disclosed pursuant to GEM Listing Rules since the Company's last published annual report. The change of Directors' information is set out below:

Directors 董事	Change of particulars 資料變更
Mr. Zhu Yongjun 朱勇軍先生	Appointed as Chief Executive Officer of the Company with effect from 11 November 2020 獲委任為本公司行政總裁，自二零二零年十一月十一日起生效

AUDIT COMMITTEE AND REVIEW OF FINANCIAL RESULTS

The audit committee of the Company ("Audit Committee") has been established in accordance with the GEM Listing Rules and comprises Mr. Chen Ce (chairman of the Audit Committee), Ms. Ji Fang and Mr. Gao Shuo, all of them are independent non-executive Directors.

The Audit Committee has reviewed with the management this quarterly results report, including the unaudited consolidated results of the Group for the three months ended 30 September 2020, prior to recommending them to the Board for approval.

The consolidated results of the Group for the three months ended 30 September 2020 have not been audited by the auditors of the Company.

By Order of the Board
Million Stars Holdings Limited
Zhu Yongjun
Chairman and Chief Executive Officer

Hong Kong, 11 November 2020

As at the date hereof, the Board comprises Mr. Zhu Yongjun and Ms. Tian Yuan as executive Directors; and Mr. Chen Ce, Ms. Ji Fang and Mr. Gao Shuo as independent non-executive Directors.

董事資料變更

經本公司作出具體查詢後及據董事作出以下確認，除下文所披露者外，自本公司上一份刊發的年度報告以來，概無董事資料變更須根據GEM上市規則的規定予以披露。董事資料變更載列如下：

審核委員會及財務業績之審閱

本公司審核委員會（「**審核委員會**」）已根據GEM上市規則成立，由陳策先生（審核委員會主席）、計芳女士及高碩先生組成，彼等均為獨立非執行董事

於向董事會作出建議以供批准前，審核委員會已與管理層審閱本季度業績報告（包括本集團截至二零二零年九月三十日止三個月之未經審核綜合業績）。

本集團截至二零二零年九月三十日止三個月之綜合業績尚未經本公司核數師審核。

承董事會命
萬星控股有限公司
主席兼行政總裁
朱勇軍

香港，二零二零年十一月十一日

於本報告日期，董事會包括：執行董事朱勇軍先生及田園女士；及獨立非執行董事陳策先生、計芳女士及高碩先生。



Million Stars
萬星控股

MILLION STARS HOLDINGS LIMITED

萬星控股有限公司