



恆泰裕集團控股有限公司

HANG TAI YUE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code 股份代號: 8081)

THIRD QUARTERLY REPORT 第三季度報告 2021



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This report will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the Company’s website at <http://www.hangtaiyue.com>.

香港聯合交易所有限公司（「聯交所」）GEM 的特色

GEM 之定位，乃為中小型公司提供一個上市之市場，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。有意投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

由於在 GEM 上市的公司普遍為中小型公司，在 GEM 買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在 GEM 買賣之證券會有高流通量之市場。

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*本報告之資料乃遵照《GEM 證券上市規則》（「**GEM 上市規則**」）而刊載，旨在提供有關恆泰裕集團控股有限公司（「**本公司**」）之資料；本公司之董事（「**董事**」，及各為一名「**董事**」）願就本報告之資料共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信，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，亦無遺漏其他事項，足以令致本報告或其所載任何陳述產生誤導。*

本報告將自其刊發日期起計最少七天載於 GEM 網站 <http://www.hkgem.com> 「最新公司公告」網頁及本公司網站 <http://www.hangtaiyue.com>。

THIRD QUARTERLY RESULTS

The board of Directors (the “Board”) of the Company announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the nine months and three months ended 30 September 2021 (the “Results”), together with the unaudited comparative figures for the corresponding period of 2020 as follows:

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

For the nine months and three months ended 30 September 2021

第三季度業績

本公司董事會（「董事會」）謹此公佈本公司及其附屬公司（統稱「本集團」）截至二零二一年九月三十日止九個月及三個月之未經審核簡明綜合業績（「本業績」），連同二零二零年同期之未經審核比較數字如下：

未經審核簡明綜合損益及其他全面收益表

截至二零二一年九月三十日止九個月及三個月

	Notes 附註	Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	2	1,335,991	607,292	479,359	255,456
Cost of sales		(1,207,222)	(549,452)	(437,547)	(226,815)
Other income and gains	2	11,384	11,271	3,384	4,305
Administrative expenses		(212,603)	(140,871)	(73,563)	(45,760)
(Impairment loss)/reversal of impairment loss on contract assets, accounts receivable and loan and interest receivables		(147)	139	1,231	16
Fair value (losses)/gains on financial assets at fair value through profit or loss (“FVTPL”)		(9,675)	-	72	(95)
Share of results of associates		10,485	324	6,420	3,547
Finance costs		(21,637)	(13,719)	(8,279)	(4,973)
Loss before tax		(93,424)	(85,016)	(28,923)	(14,319)
Income tax (expense)/credit	3	-	(131)	-	39
Loss for the period		(93,424)	(85,147)	(28,923)	(14,280)

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月		
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	
		Note 附註				
Other comprehensive (expense)/income	其他全面(開支)/收益					
Items that may be reclassified subsequently to profit or loss in subsequent periods:	其後於其後期間可能重新分類至損益的項目:					
Exchange differences arising on translation of:	換算產生之匯兌差額:					
– Financial statements of overseas subsidiaries	– 海外附屬公司之財務報表					
		5,938	(722)	(979)	(994)	
Item that will not be reclassified to profit or loss:	將不會重新分類至損益的項目:					
Fair value (losses)/gains on financial assets at fair value through other comprehensive income (“FVTOCI”)	按公平值透過其他全面收益列賬(「按公平值透過其他全面收益列賬」)之金融資產公平值(虧損)/收益					
		(33,179)	(4,969)	8,675	(49,064)	
Other comprehensive (expense)/income for the period	期內其他全面(開支)/收益	(27,241)	(5,691)	7,696	(50,058)	
Total comprehensive expense for the period	期內全面開支總額	(120,665)	(90,838)	(21,227)	(64,338)	
Loss for the period attributable to:	下列人士應佔期內虧損:					
The shareholders of the Company (the “Shareholders”)	本公司股東(「股東」)	(63,649)	(56,005)	(18,117)	(10,110)	
Non-controlling interests	非控股權益	(29,775)	(29,142)	(10,806)	(4,170)	
		(93,424)	(85,147)	(28,923)	(14,280)	
Total comprehensive expense for the period attributable to:	下列人士應佔期內全面開支總額:					
The Shareholders	股東	(91,634)	(61,734)	(10,303)	(58,936)	
Non-controlling interests	非控股權益	(29,031)	(29,104)	(10,924)	(5,402)	
		(120,665)	(90,838)	(21,227)	(64,338)	
Loss per share	每股虧損					
– Basic and diluted (HK cents)	– 基本及攤薄(港仙)	5	(1.19)	(1.05)	(0.34)	(0.19)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS:

1. BASIS OF PREPARATION

The Results have been prepared in accordance with Hong Kong Financial Reporting Standards (the “HKFRSs”), Hong Kong Accounting Standards (the “HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the GEM Listing Rules.

The Results have been prepared under the historical cost basis, except for certain financial instruments which are measured at fair values. The principal accounting policies used in the preparation of the Results are consistent with those applied in the preparation of the audited annual financial statements for the year ended 31 December 2020.

In the current period, the Group has applied the following new and revised HKFRSs issued by the HKICPA which are mandatorily effective for the annual period beginning on or after 1 January 2021 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKFRS 16	COVID-19-Related Rent Concessions
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2

The Directors do not expect that the amendments listed above will have a material impact on the Group’s condensed consolidated financial statements upon application.

The Group has not early adopted the new and revised HKFRSs that have been issued but are not yet effective.

2. REVENUE, OTHER INCOME AND GAINS

The principal activities of the Group consisted of (i) mobile internet cultural business and provision of IT contract services and maintenance services; (ii) provision of hospitality and related services in Australia; (iii) money lending business; and (iv) assets investments business.

未經審核簡明綜合財務報表附註：

1. 編製基準

本業績乃根據香港會計師公會（「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」）、香港會計準則（「香港會計準則」）及詮釋以及GEM上市規則之披露規定而編製。

本業績乃按歷史成本法編製，惟若干按公平值計量之金融工具除外。編製本業績時所採用主要會計政策與編製截至二零二零年十二月三十一日止年度之經審核全年財務報表所應用者一致。

於本期間，本集團已就編製本集團的簡明綜合財務報表應用以下由香港會計師公會頒佈於自二零二一年一月一日或之後開始的年度期間強制生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第16號之修訂	新型冠狀病毒疫情相關租金寬減
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂	利率基準改革—第二階段

董事預期上述修訂於獲應用後將不會對本集團的簡明綜合財務報表造成重大影響。

本集團並無提早採納已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

2. 收入、其他收入及收益

本集團之主要業務活動包括：(i) 移動互聯網文化業務及提供資訊科技合約服務及維護服務；(ii) 於澳洲提供酒店及相關服務；(iii) 借貸業務；及(iv) 資產投資業務。

2. REVENUE, OTHER INCOME AND GAINS (CONT'D)

Revenue represents the aggregate of the net invoiced value of goods sold and net amounts received and receivable from third parties for the services rendered by the Group during the period. An analysis of the Group's revenue, other income and gains is as follows:

2. 收入、其他收入及收益（續）

收入指期內本集團已售貨品的發票淨值與就本集團所提供服務已收及應收第三方的款項淨額之總和。本集團之收入、其他收入及收益分析如下：

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue from contracts with customers:	客戶合約收入：				
Provision of IT contract services and maintenance services	提供資訊科技合約服務及維護服務	1,206,212	580,694	426,215	252,439
Retail commerce through network media	透過網絡媒體進行零售商務	95,917	-	47,942	-
Provision of hospitality and related services	提供酒店及相關服務	13,978	10,838	1,321	788
Sales of food and beverage in hotel business	於酒店業務銷售餐飲	14,489	14,701	2,031	2,027
		1,330,596	606,233	477,509	255,254
Revenue from other sources:	來自其他來源的收入：				
Loan interest income	借貸利息收入	5,395	757	1,850	202
Dividend income	股息收入	-	302	-	-
		5,395	1,059	1,850	202
		1,335,991	607,292	479,359	255,456
Other income and gains:	其他收入及收益：				
Bank interest income	銀行利息收入	181	2,267	27	465
Other income	其他收入	11,203	9,004	3,357	3,840
		11,384	11,271	3,384	4,305
Total revenue, other income and gains	收入、其他收入及收益總額	1,347,375	618,563	482,743	259,761

3. INCOME TAX (EXPENSE)/CREDIT

3. 所得稅(開支)／抵免

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current tax:	即期稅項：				
- Hong Kong Profits Tax	- 香港利得稅	-	-	-	-
- People's Republic of China (the "PRC") Enterprise Income Tax	- 中華人民共和國 (「中國」)企業 所得稅	-	44	-	44
- Australia Company Tax	- 澳洲企業所得稅	-	-	-	-
- Indonesia Corporate Income Tax	- 印尼企業所得稅	-	-	-	-
		-	44	-	44
Write-off of deferred tax assets	撇銷遞延稅項資產	-	(175)	-	(5)
Income tax (expense)/credit	所得稅(開支)／抵免	-	(131)	-	39

The Company's subsidiaries and associates operating in Hong Kong, the PRC, Australia and Indonesia are subject to the tax rates at 16.5% (2020: 16.5%) in Hong Kong, 15% or 25% (2020: 15% or 25%) in the PRC, 30% (2020: 30%) in Australia and 22% (2020: N/A) in Indonesia, respectively.

本公司於香港、中國、澳洲及印尼經營之附屬公司及聯營公司分別須按香港16.5% (二零二零年：16.5%)、中國15%或25% (二零二零年：15%或25%)、澳洲30% (二零二零年：30%)及印尼22% (二零二零年：不適用)的稅率繳稅。

4. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2021 (2020: Nil).

4. 中期股息

董事會不建議就截至二零二一年九月三十日止九個月派發中期股息 (二零二零年：無)。

5. LOSS PER SHARE

The calculation of basic and diluted losses per share attributable to the Shareholders is based on the following data:

	Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss: Loss for the period attributable to the Shareholders	虧損： 股東應佔期內虧損			
	(63,649)	(56,005)	(18,117)	(10,110)

	Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
	2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年
Number of shares: Weighted average number of ordinary shares in issue	股份數目： 已發行普通股之加權平均數			
	5,336,235,108	5,336,235,108	5,336,235,108	5,336,235,108
Effect of diluted potential ordinary shares as a result of the share options granted (Note)	因授出購股權之攤薄潛在普通股之影響 (附註)			
	-	-	-	-
Weighted average number of ordinary shares in issue for the purpose of calculation of diluted loss per share	就計算每股攤薄虧損而言之已發行普通股之加權平均數			
	5,336,235,108	5,336,235,108	5,336,235,108	5,336,235,108

Note:

No adjustment has been made to the basic loss per share amount for both periods in respect of any dilution because there was no potentially dilutive ordinary share in issue during both periods.

附註：

並無對兩個期間的每股基本虧損金額作出任何有關攤薄的調整，因為兩個期間並無已發行潛在攤薄普通股。

6. UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2021

6. 未經審核簡明綜合權益變動表

截至二零二一年九月三十日止九個月

Attributable to the Shareholders of the Company
本公司股東應佔

		Share capital	Share premium	Contributed surplus	Translation reserve	Other reserve	Fair value reserve of financial assets at FVTOCI (non-recycling) 按公平值透過其他全面收益列賬之金融資產之公平值儲備 (不可撥回)	Accumulated losses	Total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	公平值儲備 (不可撥回) HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	總權益 HK\$'000 千港元
At 1 January 2020 (audited)	於二零二零年一月一日 (經審核)	53,362	510,233	693,308	(11,176)	7,304	(191,615)	(689,080)	372,336	(4,239)	368,097
Loss for the period	期內虧損	-	-	-	-	-	-	(56,005)	(56,005)	(29,142)	(85,147)
Other comprehensive (expense)/ income for the period:	期內其他全面(開支)/收益:										
Exchange differences related to overseas subsidiaries	與海外附屬公司有關的匯兌差額	-	-	-	(760)	-	-	-	(760)	38	(722)
Fair value losses on financial assets at FVTOCI	按公平值透過其他全面收益列賬之金融資產的公平值虧損	-	-	-	-	-	(4,969)	-	(4,969)	-	(4,969)
Disposal of financial assets at FVTOCI	出售按公平值透過其他全面收益列賬之金融資產	-	-	-	-	-	14,905	(14,905)	-	-	-
Total comprehensive (expense)/ income for the period	期內全面(開支)/收益總額	-	-	-	(760)	-	9,936	(70,910)	(61,734)	(29,104)	(90,838)
At 30 September 2020 (unaudited)	於二零二零年九月三十日 (未經審核)	53,362	510,233	693,308	(11,936)	7,304	(181,679)	(759,990)	310,602	(33,343)	277,259
At 1 January 2021 (audited)	於二零二一年一月一日 (經審核)	53,362	510,233	693,308	(13,617)	7,304	(175,050)	(776,682)	298,858	(38,813)	260,045
Loss for the period	期內虧損	-	-	-	-	-	-	(63,649)	(63,649)	(29,775)	(93,424)
Other comprehensive income/ (expenses) for the period:	期內其他全面收益/(開支):										
Exchange differences related to overseas subsidiaries	與海外附屬公司有關的匯兌差額	-	-	-	5,194	-	-	-	5,194	744	5,938
Fair value loss on financial assets at FVTOCI	按公平值透過其他全面收益列賬之金融資產的公平值虧損	-	-	-	-	-	(33,179)	-	(33,179)	-	(33,179)
Total comprehensive income/ (expenses) for the period	期內全面收益/(開支)總額	-	-	-	5,194	-	(33,179)	(63,649)	(91,634)	(29,031)	(120,665)
Disposal of a subsidiary	出售一間附屬公司	-	-	-	1,374	-	-	(1,374)	-	-	-
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	(5,347)	(5,347)
At 30 September 2021 (unaudited)	於二零二一年九月三十日 (未經審核)	53,362	510,233	693,308	(7,049)	7,304	(208,229)	(841,705)	207,224	(73,191)	134,033

MANAGEMENT DISCUSSION AND ANALYSIS

Business and Financial Review

During the nine months ended 30 September 2021, the principal activities of the Group were (i) mobile internet cultural business and provision of IT services; (ii) provision of hospitality and related services in Australia; (iii) money lending business; and (iv) assets investments business.

The loss of the Group during the period under review was approximately HK\$93,424,000 (2020: HK\$85,147,000), and such increase in the loss was mainly due to the combined effects of (i) the increase in the Group's revenue net of cost of sales from approximately HK\$57,840,000 for the nine months ended 30 September 2020 to approximately HK\$128,769,000 for the nine months ended 30 September 2021, representing an increase of approximately 123%; (ii) the increase in the Group's administrative expenses from approximately HK\$140,871,000 for the nine months ended 30 September 2020 to approximately HK\$212,603,000 for the nine months ended 30 September 2021; and (iii) the loss of approximately HK\$9,034,000 in aggregate arising from the disposals of 81,378,000 shares in Town Health International Medical Group Limited ("Town Health") (the shares of which are listed on the Main Board of the Stock Exchange, with stock code: 3886) in March 2021, which was absent during the nine months ended 30 September 2020.

Mobile Internet Cultural Business and Provision of IT Services

During the period under review, the Group's mobile internet cultural business and provision of IT services recorded a revenue of approximately HK\$1,206,212,000 (2020: HK\$580,694,000), representing a growth of approximately 108%. The core IT businesses of the Group include enterprise software applications, mobile internet applications, mainframe downsizing, application localisation and systems integration. The Group has experienced a significant growth in its provision of IT services business during the nine months ended 30 September 2021, as compared to the corresponding period in 2020, mainly due to the increase in the demand for the Group's IT services. In light of the outbreak of Coronavirus Disease 2019 (the "COVID-19") in the PRC in the first two months of 2020, the operation efficiency of the Group's provision of IT services business had been adversely affected given that some of its staff had been put under quarantine in their hometowns in the PRC and could not return to the office to work or needed to work from home which adversely affected the ability of the Group to deliver its services to meet with its customers' orders during the three months ended 31 March 2020. However, with the COVID-19 pandemic under control in the PRC after the first quarter of 2020, the operation efficiency of the Group's provision of IT service business had resumed to normal in April 2020, which allowed the Group to meet the growth in the demand for its IT services.

管理層討論及分析

業務及財務回顧

截至二零二一年九月三十日止九個月，本集團之主要業務為：(i) 移動互聯網文化業務及提供資訊科技服務；(ii) 於澳洲提供酒店及相關服務；(iii) 借貸業務；及(iv) 資產投資業務。

本集團於回顧期間的虧損約為93,424,000港元（二零二零年：85,147,000港元），虧損增加主要是由於以下綜合影響所致：(i) 本集團收入（扣除銷售成本）由截至二零二零年九月三十日止九個月約57,840,000港元增加至截至二零二一年九月三十日止九個月約128,769,000港元，增幅約為123%；(ii) 本集團行政開支由截至二零二零年九月三十日止九個月約140,871,000港元增加至截至二零二一年九月三十日止九個月約212,603,000港元；及(iii) 於二零二一年三月出售康健國際醫療集團有限公司（「康健」）（其股份於聯交所主板上市，股份代號：3886）81,378,000股股份產生之虧損合共約9,034,000港元，而截至二零二零年九月三十日止九個月並無相關虧損。

移動互聯網文化業務及提供資訊科技服務

於回顧期間，本集團自其移動互聯網文化業務及提供資訊科技服務錄得收入約1,206,212,000港元（二零二零年：580,694,000港元），增幅為約108%。本集團的核心資訊科技業務包括企業級應用軟件、移動互聯網應用軟件、大型機小型化、應用本地化及系統集成。截至二零二一年九月三十日止九個月，本集團提供資訊科技服務業務較二零二零年同期大幅增長，主要由於對本集團資訊科技服務的需求增加。鑒於二零二零年首兩個月中中國爆發新冠病毒疫情，本集團部分國內員工須接受居家隔離，無法返回辦公室辦公或需在家辦公，對本集團於截至二零二零年三月三十一日止三個月提供資訊科技服務以滿足客戶訂單的能力造成不利影響，本集團提供資訊科技服務業務的經營效益因而受到不利影響。然而，隨著二零二零年第一季度後中國的新型冠狀病毒疫情得到控制，本集團提供資訊科技服務業務的經營效益已於二零二零年四月恢復正常，使本集團能夠滿足其資訊科技服務需求的增長。

On the other hand, in order to meet the increase in its service demand as well as the new service requirements from its customers (including the customers' demand for more staff to be assigned to the jobs), the Group had incurred substantial costs on human resources during the period under review to retain its existing employees and recruit new staff, while the salaries of experienced IT professionals had already been driven up by the strong demand in the market. As a result, the growth in the revenue generated by the Group during the period under review was outpaced by the increase in the aggregate salaries and benefits of the technical staff incurred by the Group to cope with the growth in the demand for its IT services.

The Group commenced the operation of the retail commerce through network media business after the completion of its subscription for 10,200 ordinary shares of TNG Indonesia Holdings Limited ("**TNG Holdings**"), representing 51% of the issued share capital of TNG Holdings upon completion as enlarged by the allotment and issue of such shares, at the subscription price of US\$1,000,000 (equivalent to HK\$7,800,000) on 9 March 2021. TNG Holdings holds 79% of the issued shares of a company incorporated in Singapore, which holds 99% of the issued shares of PT TNG Wallet Indonesia ("**TNG Indonesia**"), which is a company incorporated in Indonesia with limited liability and an investment holding company and 1% of the issued shares of TNG Indonesia is held by TNG Holdings. TNG Indonesia holds 49% of the issued shares of PT Walletku Indompot Indonesia ("**TNG Indompot**"), which is a company incorporated in Indonesia with limited liability. As disclosed in the Company's announcement dated 9 March 2021, 51% of the issued shares of TNG Indompot was held by an individual (the "**Indonesian Investor**") who had pledged such interest in favour of TNG Indonesia pursuant to the contractual arrangements (the "**Contractual Arrangements**"), which were put in place as a result of certain foreign ownership restrictions in connection with the business activity of TNG Indompot under the Indonesian laws and regulations.

另一方面，為滿足其服務需求的增加以及客戶的新服務要求（包括客戶要求分配更多員工為其處理工作），本集團於回顧期間產生大量人力資源成本用以挽留現有僱員及招聘新員工，而經驗豐富的資訊科技專業人士的薪金因市場需求強勁而攀升。因此，本集團為應付其資訊科技服務需求增長而產生的技術人員薪金及福利總額增幅超過本集團於回顧期間產生的收入增長。

本集團於二零二一年三月九日完成按認購價1,000,000美元（相當於7,800,000港元）認購TNG Indonesia Holdings Limited（「**TNG Holdings**」）之10,200股普通股（相當於TNG Holdings於完成後經配發及發行有關股份擴大之已發行股本之51%）後，開始透過網絡媒體進行零售商務業務。TNG Holdings持有一間於新加坡註冊成立之公司之79%已發行股份，該公司持有PT TNG Wallet Indonesia（「**TNG Indonesia**」）之99%已發行股份，TNG Indonesia為一間於印尼註冊成立之有限公司，屬投資控股公司，其餘下之1%已發行股份由TNG Holdings持有。TNG Indonesia持有PT Walletku Indompot Indonesia（「**TNG Indompot**」，一間於印尼註冊成立之有限公司）之49%已發行股份。誠如本公司日期為二零二一年三月九日之公佈所披露，TNG Indompot之51%已發行股份曾由一名個人（「**印尼投資者**」）持有，而印尼投資者已根據合約安排（「**合約安排**」，乃根據印尼法律法規，因應有關TNG Indompot業務活動之若干外資所有權限制而設立）以TNG Indonesia為受益人質押相關股權。

Following changes in the laws in Indonesia under which the relevant foreign restriction applicable to TNG Indompet having been removed and foreign shareholders are allowed to directly hold 100% of the interest in an Indonesian company that is engaged in the business field of digital platform and/or web portal/site with commercial purposes, provided that such company shall have at least two or more shareholders and the minimum paid-up capital to be held by the second largest shareholder in such company shall be 10,000,000 Indonesian Rupiahs, the respective parties to the Contractual Arrangements had entered into a number of agreements to (i) change the shareholding structure of TNG Indompet to the effect that the Indonesian Investor shall transfer his 1,571 shares in TNG Indompet to TNG Indonesia and 10 shares in TNG Indompet to TNG Holdings (collectively, the “**Share Transfers**”); and (ii) unwind the Contractual Arrangements. As at 3 June 2021, the Share Transfers had been completed and the Contractual Arrangements had been terminated and unwound. Following the completion of the Share Transfers and as at the date of this report, TNG Indonesia holds 3,090 shares of TNG Indompet, representing approximately 99.68% of the equity interests of TNG Indompet, and TNG Holdings holds 10 shares of TNG Indompet, representing approximately 0.32% of the equity interests of TNG Indompet. Further details of the Share Transfers and the termination of the Contractual Arrangements are set out in the Company’s announcement dated 3 June 2021.

TNG Indompet is principally engaged in (i) the Indosat mobile top-up distribution business; (ii) the cobranding of the “W-Cash” electronic wallet with a licensed e-money issuer in Indonesia pursuant to the cooperation between TNG Indompet and such e-money issuer; and (iii) the selling of digital products through online platform.

From 10 March 2021 to 30 September 2021, the Group recorded a revenue of approximately HK\$95,917,000 (2020: Nil) from its new retail commerce through network media business.

Hospitality and Related Services in Australia

During the period under review, the Group was engaged in the hospitality business mainly through its two venues located in Victoria, Australia, namely the Balgownie Estate Vineyard Resort & Spa Yarra Valley (“**Balgownie**”) and Cleveland Winery Resort & Events (“**Cleveland**”), until Cleveland was disposed of by the Group in May 2021.

印尼此前已對有關法律作出修訂，據此，適用於TNG Indompet的外資所有權限制已予取消，同時外國股東獲准直接持有從事商業性數字平台及／或門戶網站／網站業務領域之印尼公司之100%股權，前提是該公司至少須有兩名或以上股東且其第二大股東持有的繳足股本最少須達致10,000,000印尼盾。繼相關法律條文修訂後，合約安排的各方已就以下事項訂立若干協議：(i)變更TNG Indompet的股權結構，即由印尼投資者將其於TNG Indompet的1,571股股份及10股股份分別轉讓予TNG Indonesia及TNG Holdings（統稱「**股份轉讓**」）；及(ii)解除合約安排。於二零二一年六月三日，股份轉讓已經完成且合約安排已經終止及解除。於股份轉讓完成後及截至本報告日期，TNG Indonesia及TNG Holdings分別持有3,090股及10股TNG Indompet股份，約佔TNG Indompet股權的99.68%及0.32%。有關股份轉讓及終止合約安排的進一步詳情載於本公司日期為二零二一年六月三日之公佈。

TNG Indompet主要(i)從事Indosat移動充值卡分銷業務；(ii)根據TNG Indompet與一名持牌電子貨幣發行人協定的合作事項，與該電子貨幣發行人於印尼推出聯合品牌「W-Cash」電子錢包；及(iii)透過線上平台銷售數碼產品。

自二零二一年三月十日至二零二一年九月三十日，本集團就透過網絡媒體進行零售商務這一新業務錄得收入約95,917,000港元（二零二零年：無）。

於澳洲提供酒店及相關服務

於回顧期間，於二零二一年五月出售克里夫蘭酒莊度假村（「**克里夫蘭**」）之前，本集團主要通過其於澳洲維多利亞的兩處物業從事酒店業務，即博爾基尼酒莊水療度假村（「**博爾基尼**」）及克里夫蘭。

Balgownie, which is located in the Yarra Valley, is a popular winery and tourism destination in Victoria, Australia. It is a 4.5-star rated resort and the winner of Tourism Accommodation Australia (TAA) for Best Resort Style Accommodation four years in a row from 2016 to 2019. It consists of a piece of freehold land of approximately 29 hectares with a 7-hectare vineyard growing Pinot and Chardonnay wine grapes, and offers 70 luxury accommodation rooms, day spa, health club facilities, cellar door, restaurant and conference facilities. The resort is one of the few in the Yarra Valley region offering such comprehensive services and facilities, which give it a strong competitive advantage.

Cleveland is located in Lancefield, Macedon Ranges. The resort includes a piece of freehold land of approximately 40 hectares comprising a 3-hectare vineyard growing cool climate Pinot, Chardonnay and a sparkling wine grape, 50 ensuite rooms, a restaurant and extensive conference facilities, including several lounges and breakout areas.

During the period under review, the Group recorded a revenue of approximately HK\$28,467,000 (2020: HK\$25,539,000) from its segment of provision of hospitality and related services in Australia. Such increase in revenue was mainly caused by the closure of the resorts of the Group from March 2020 to September 2020 during the first nine months of 2020 as a result of the COVID-19 lockdown, whereas during the period under review, Balgownie stayed open for most of the time except for several lockdown periods (i.e. five days in February 2021; 21 days from May to June 2021; 12 days in July 2021; and 56 days from August 2021 to September 2021) and Cleveland was only closed during the first lockdown period in February 2021 before its disposal by the Group in May 2021.

Since the outbreak of COVID-19, the federal, state and territory governments of Australia have introduced various COVID-19 control measures, and tightened and eased them from time to time in accordance with the development of the pandemic. In response to the restrictions then implemented, the Group suspended the operation of its resorts for the first time on 30 March 2020. After the government of the state of Victoria announced the gradual easing of the restrictions throughout Victoria with effect from 11:59 p.m. on 31 May 2020, the operation of the resorts of the Group was partially resumed in June 2020. However, the resurgence of new COVID-19 cases on 7 July 2020 prompted the government of the state of Victoria to reintroduce Stage 3 Stay at Home restrictions across the state of Victoria to help slow the spread of COVID-19. In view of these new restrictions, the Group temporarily suspended the operation of its resorts again with effect from 9 July 2020 until further notice, subject to the development of COVID-19 in Australia and the policies of the Australian government. With effect from 11:59 p.m. on 27 October 2020, the government of the state of Victoria introduced stage 3 easing of restrictions for Melbourne, under which restaurants and cafes were allowed to open for outdoor and indoor seated service of food or drink, subject

博爾基尼位於亞拉河谷，該地區為澳洲維多利亞受人青睞之釀酒廠及旅遊勝地。博爾基尼是4.5星級的度假村，於二零一六年至二零一九年連續四年獲澳洲旅遊住宿協會頒授「年度度假村住宿獎」。其包括一幅面積約為29公頃之永久業權土地，擁有種植比諾及霞多麗葡萄酒葡萄的7公頃葡萄園，並提供70間豪華客房、水療、健身俱樂部設施、酒窖、餐廳及會議設施。該度假村是亞拉河谷地區少數幾個擁有如此全面的服務及設施的度假村之一，具有強大的競爭優勢。

克里夫蘭位於馬其頓山脈的蘭斯菲爾德，包括一幅面積約為40公頃之永久業權土地，擁有種植涼爽氣候下的比諾、霞多麗和起泡葡萄酒葡萄的3公頃葡萄園、50間套房、餐廳及寬敞的會議設施（包括幾個休息室及休息區）。

於回顧期間，本集團就於澳洲提供酒店及相關服務分部錄得收入約28,467,000港元（二零二零年：25,539,000港元）。收入增加乃主要由於在二零二零年首九個月期間當中的二零二零年三月至二零二零年九月，本集團因當地實施遏制新型冠狀病毒疫情的封鎖措施而關閉度假村，而於回顧期間，除了幾個相對短暫的封鎖期（即二零二一年二月期間五天；二零二一年五月至六月期間二十一天；二零二一年七月期間十二天及二零二一年八月至九月期間五十六天），博爾基尼大部分時間保持營業，而克里夫蘭於二零二一年五月被本集團出售前，僅於二零二一年二月首個封鎖期間關閉。

自新型冠狀病毒疫情爆發以來，澳洲聯邦、州及領地政府出台了多項新型冠狀病毒疫情防控措施，並因應疫情發展而不時收緊及放寬該等防控措施。為應對當時實施的限制措施，本集團自二零二零年三月三十日起首次暫停其度假村之營運。維多利亞州政府宣佈逐步放寬維多利亞州全境的限制措施，自二零二零年五月三十一日午夜十一時五十九分起生效。本集團隨後於二零二零年六月恢復部分度假村營運。然而，於二零二零年七月七日，新增新型冠狀病毒病例再度飆升，促使維多利亞州政府在維多利亞州全境重新實施三級居家限制令，以減緩新型冠狀病毒傳播。鑒於實施新限制措施，本集團自二零二零年七月九日起再度暫停度假村之營運直至另行通知為止，恢復營運時間取決於澳洲境內新型冠狀病毒疫情進展及澳洲政府的政策。自二零二零年十月二十七日午夜十一時五十九分起，維多利亞州政府對墨爾本放寬第三階段限制，允許餐廳及咖啡店提供室外及室內餐飲服務，但須限制顧客人數及餐桌間距離。因此，本集團於二零二零年十一月開始根據政府解除限制的進度分階段逐步

to limits on the number of customers and distance between tables. As such, the Group resumed the operations of Balgownie and Cleveland in November 2020 in stages, in line with the progress of the lifting of the restrictions by the government. In addition, to provide dining and wine tasting to its in-house guests, the Group set up a temporary restaurant and cellar door at Balgownie in November 2020 in place of the one previously destroyed by fire, while reconstruction of the restaurant and cellar door was underway. The rebuilding of the restaurant and cellar door which was covered by insurance was still in progress during the period under review, with completion expected to take place in the fourth quarter of 2021. On 13 February 2021, the Group closed Balgownie and Cleveland temporarily for five days in response to the announcement of a five-day lockdown by the state government of Victoria commencing from 11:59 p.m. on 12 February 2021, as a result of the resurgence of new COVID-19 cases. Taking into consideration the relaxation of the COVID-19 restrictions and international border closures, there has been an increased demand for domestic tourism in Regional Victoria since the first quarter of 2021 in spite of the five-day lockdown in February 2021, until the state of Victoria was locked down for two weeks with effect from 11:59 p.m. on 27 May 2021 due to a new outbreak of COVID-19 cases. The Group suspended the operation of Balgownie for three weeks from 27 May 2021 to 17 June 2021, given that the government of the state of Victoria had imposed further ongoing restrictions besides the lockdown, including a 25 km travel limit which resulted in the cancellation of the majority of the bookings at Balgownie. After reopening Balgownie on 18 June 2021, the Group closed it again for twelve days from 16 July 2021 to 27 July 2021 as the state of Victoria had to be locked down again with effect from 11:59 p.m. on 15 July 2021 to combat the spread of the Delta variant of COVID-19. On 5 August 2021, the Group closed Balgownie as the government of the state of Victoria announced its sixth lockdown, commencing that evening at 8:00 p.m.. As Regional Victoria was placed into its seventh lockdown from 1:00 p.m. on 21 August 2021, restrictions were further tightened, such as the imposition of the 5 km travel limit for essential shopping and exercise activities and hospitality venues being limited to provide takeaway meals only. After the lockdown restrictions in the state of Victoria were eased from 6:00 p.m. on 29 October 2021 as the state reached an 80% vaccination rate, under which (i) the restrictions on travel around the state of Victoria were lifted; (ii) outdoor public gatherings of 30 people were allowed; and (iii) the limits for indoor and outdoor hospitality venues were increased, with as many as 500 patrons being allowed for outdoor venues, the Group reopened Balgownie on 30 October 2021. The state of Victoria also announced that it will abandon almost all restrictions from about 24 November 2021, when it reaches the vaccination rate of 90% for people aged 12 and older; however, restrictions on those who are unvaccinated are expected to continue throughout 2022.

恢復博爾基尼及克里夫蘭的營運。此外，本集團於二零二零年十一月在博爾基尼遭火災破壞的原址開設臨時餐廳及酒窖，為入住賓客提供餐飲及品酒服務，同時推進餐廳及酒窖的重建工作。於回顧期間，餐廳及酒窖的重建仍在進行中，重建成本將由保險公司承擔，預計將於二零二一年第四季度竣工。由於新型冠狀病毒病例再度激增，維多利亞州政府宣佈自二零二一年二月十二日午夜十一時五十九分起實行為期五天的封鎖，本集團隨即自二零二一年二月十三日起關閉博爾基尼及克里夫蘭，暫停營運為期五天。儘管二零二一年二月有五天處於疫情封鎖期，但由於新型冠狀病毒疫情限制措施放寬及國際邊境關閉，自二零二一年第一季度以來，維多利亞州境內的旅遊需求增加，然而，由於新型冠狀病毒疫情再度爆發，自二零二一年五月二十七日午夜十一時五十九分起，維多利亞州又陷入為期兩週的封鎖狀態。除實施封鎖外，維多利亞州政府亦持續實施既有限制措施（包括25公里的旅行限制），導致博爾基尼的大部分預訂被取消，本集團因此將博爾基尼的營運暫停三週，自二零二一年五月二十七日至二零二一年六月十七日止。儘管博爾基尼於二零二一年六月十八日重新開放，但為阻止新型冠狀病毒Delta變種蔓延，維多利亞州於二零二一年七月十五日午夜十一時五十九分起再次實行封鎖，本集團亦於二零二一年七月十六日至二零二一年七月二十七再次關閉博爾基尼，為期十二天。於二零二一年八月五日，維多利亞州政府宣佈實施第六次封鎖，由當天晚上八時開始，故本集團再次關閉博爾基尼。於二零二一年八月二十一日下午一時起，由於維多利亞州鄉鎮地區實施第七次封鎖並進一步收緊限制措施，例如必需品採購及運動活動限於5公里範圍內，而餐飲場所僅可提供外賣。由於維多利亞州的全面疫苗接種率達到80%，維多利亞州的封鎖措施自二零二一年十月二十九日下午六時起有所放寬，於限制措施放寬後，(i) 維多利亞州境內旅遊限制解除；(ii) 容許30人的戶外聚會；及(iii) 放寬室內及戶外餐飲場所的人數限制，容許戶外場所接納不超過500名顧客。本集團於二零二一年十月三十日重新開放博爾基尼。維多利亞州亦宣佈，於二零二一年十一月二十四日前後，當境內12歲及以上人口的疫苗接種率達到90%時，將會取消絕大部分限制措施。然而，對未接種疫苗者的限制措施預期將於二零二二年持續。

In spite of the recovery of domestic tourism in Regional Victoria since the first quarter of 2021 until the region went into several lockdown periods from time to time from May 2021 to October 2021, the Group was not able to capture the potential revenue to be generated from occupancy and the ancillary sale of food and beverage through Balgownie due to the limited capacity of Balgownie's temporary restaurant and cellar door, as compared to the original facility through which the Group was able to host large conferences and events and provide a full menu service.

On 8 February 2021, the Group entered into two sale and purchase agreements with certain independent third parties in respect of (i) the business of Cleveland (the "**Cleveland Business**"); (ii) the assets used in the Cleveland Business (except for the stocks of wine); and (iii) the site at which the Cleveland Business operated (collectively, the "**Cleveland Disposals**"), at an aggregate consideration of AUD4,000,000 (equivalent to approximately HK\$23,803,000). In light of the declining economic growth in Australia and the global outbreak of COVID-19, the demand for the services of Cleveland had decreased since the first quarter of 2020, and such decrease was expected to continue until the first quarter of 2021. In view of the above and taking into account that, Cleveland had not been performing well over the past two years, the Directors considered that the Cleveland Disposals would provide a good opportunity for the Group to re-allocate its resources to the development of Balgownie, which was likely to achieve a more rapid recovery due to its competitive advantages, including its geographical location, which is in an area popular among tourists.

The Cleveland Disposals were completed on 5 May 2021, upon which the assets and the financial results of Cleveland ceased to be accounted for in the consolidated financial statements of the Group. Details of the Cleveland Disposals are set out in the announcement of the Company dated 8 February 2021.

Money Lending Business

The Group is engaged in the money lending business in Hong Kong through its wholly-owned subsidiary, Mark Profit Finance Limited, which is a holder of a money lender's licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). During the period under review, the Group recorded interest income of approximately HK\$5,395,000 (2020: HK\$757,000) from its money lending business. The increase in the revenue generated from this business segment, was mainly due to the increase in the loans granted by the Group during the nine months ended 30 September 2021, as compared to those in the nine months ended 30 September 2020. The Group has been paying close attention to the market conditions and will continue to monitor its resources to strive for the development of its money lending business with prudent credit procedures in accepting customers.

於二零二一年五月至二零二一年十月不時實施封鎖前，儘管維多利亞州鄉鎮地區的旅遊業自二零二一年第一季度起有所復甦，但由於博爾基尼的臨時餐廳及酒窖的容納能力有限（而原有設施可供本集團舉辦大型會議及活動並提供全面餐飲服務），本集團未能透過博爾基尼獲得住宿及配套餐飲銷售可能產生潛在的收入。

於二零二一年二月八日，本集團與若干獨立第三方就下列事項訂立兩份買賣協議：(i) 克里夫蘭業務（「**克里夫蘭業務**」）；(ii) 克里夫蘭業務所用資產（葡萄酒庫存除外）；及(iii) 克里夫蘭業務經營地點（統稱「**克里夫蘭出售事項**」），總代價為4,000,000澳元（相當於約23,803,000港元）。由於澳洲經濟增長下滑及全球爆發新型冠狀病毒疫情，克里夫蘭的服務需求自二零二零年第一季度以來有所下降，且下降趨勢預期將持續至二零二一年第一季度。鑒於上文所述及考慮到克里夫蘭於過去兩年表現欠佳，董事認為，克里夫蘭出售事項對本集團而言實屬良機，本集團可藉此重新分配資源以發展博爾基尼。博爾基尼具有競爭優勢（包括位於遊客熱門地區的地理位置優勢），更有望快速實現復甦。

克里夫蘭出售事項於二零二一年五月五日完成，其後克里夫蘭之資產及財務業績將不再計入本集團之綜合財務報表。克里夫蘭出售事項之詳情載於本公司日期為二零二一年二月八日之公佈。

借貸業務

本集團透過其全資附屬公司百利財務有限公司在香港從事借貸業務。該公司乃根據放債人條例（香港法例第163章）持有放債人牌照。於回顧期間，本集團自借貸業務錄得利息收入約5,395,000港元（二零二零年：757,000港元）。此業務分部產生的收入增加乃主要由於本集團於截至二零二一年九月三十日止九個月發放的貸款較截至二零二零年九月三十日止九個月增加。本集團一直密切關注市場狀況及持續監控其資源，致力發展借貸業務，同時會對客戶採用審慎的信貸程序。

Assets Investments Business

As at 30 September 2021, the Group's investment portfolio in relation to its assets investments business mainly comprised securities issued by listed companies. During the nine months ended 30 September 2021, the Group recorded fair value losses on financial assets at FVTPL of approximately HK\$9,675,000 (2020: Nil), which were mainly attributable to the loss of approximately HK\$9,034,000 resulted from the Group's disposals of 81,378,000 shares in Town Health in aggregate in March 2021. In addition, the Group recorded fair value losses on financial assets at FVTOCI of approximately HK\$33,179,000 (2020: HK\$4,969,000) for the nine months ended 30 September 2021, of which approximately HK\$28,444,000 represented the unrealised loss on investment in equity instrument designated at FVTOCI in relation to the 45,779,220 shares held by the Group in LEO Group Co., Ltd ("LEO"), a company whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 002131).

On 3 March 2021 and 10 March 2021, the Group disposed of 4,000 shares and 81,374,000 shares in Town Health for an aggregate cash consideration (excluding transaction costs) of approximately HK\$3,000 and HK\$22,886,000, respectively, on the open market of the Stock Exchange via Southbound Trading of Shanghai-Hong Kong Stock Connect (the "TH Disposals").

Details of the TH Disposals are set out in the announcement of the Company dated 10 March 2021.

The Group will continue to hold the investments in its portfolio, unless there are changes in its investment strategy or potential opportunities in realising its existing investments in securities arise, taking into account the prospects of the issuers of the securities investments, and the Group's objective to optimise the returns from its investment portfolios and create value for the Shareholders.

資產投資業務

於二零二一年九月三十日，本集團資產投資業務之投資主要包括上市公司發行的證券。於截至二零二一年九月三十日止九個月，本集團錄得按公平值透過損益列賬之金融資產之公平值虧損約9,675,000港元（二零二零年：無），此乃主要由於本集團於二零二一年三月出售合共81,378,000股康健股份導致虧損約9,034,000港元。此外，本集團於截至二零二一年九月三十日止九個月錄得按公平值透過其他全面收益列賬之金融資產之公平值虧損約33,179,000港元（二零二零年：4,969,000港元），其中約28,444,000港元指有關本集團持有之利歐集團有限公司（「利歐」，其股份於深圳證券交易所上市（股份代號：002131））45,779,220股股份之指定為按公平值透過其他全面收益列賬之股本工具投資之未變現虧損。

於二零二一年三月三日及於二零二一年三月十日，本集團透過滬港通下之港股通於聯交所公開市場分別出售4,000股及81,374,000股康健股份，總現金代價（不包括交易成本）分別約為3,000港元及22,886,000港元（「康健出售事項」）。

有關康健出售事項之詳情載於本公司日期為二零二一年三月十日之公佈。

經計及證券投資發行公司的前景以及本集團優化其投資組合回報及為股東創造價值的目標，除非其投資策略有變或出現變現其現有證券投資的潛在機會，否則本集團將繼續維持其現有投資組合。



LOAN TO JIXIANG

During the years ended 31 December 2018 and 2019, Jixiang Information Technology (Shanghai) Co., Ltd.* (迹象信息技术(上海)有限公司), a wholly-owned subsidiary of the Company (the “**Borrower**” or “**Jixiang**”) had breached the covenant of a loan (the “**Loan**”) in the original principal amount of RMB79,868,600 extended by Essence Securities Co., Limited (the “**Lender**”), which is secured by certain listed securities. On 17 January 2020, the Borrower received the summons (the “**Summons**”) issued by the Lender, as plaintiff, in Shenzhen Intermediate People’s Court (the “**SZ Court**”) against the Borrower as defendant. Pursuant to the Summons, the Lender demands the SZ Court to order the Borrower to: (i) repay to the Lender the outstanding principal amount of the Loan in the sum of approximately RMB70,893,000 (equivalent to approximately HK\$79,216,000); (ii) pay to the Lender interest at the rate of 6% per annum accrued on the outstanding principal amount of the Loan in the sum of approximately RMB70,893,000 (equivalent to approximately HK\$79,216,000) from 20 June 2019 to the date of repayment; (iii) pay to the Lender liquidated damages at the daily rate of 0.03%, including liquidated damages on the outstanding interest in the sum of approximately RMB1,042,000 (equivalent to approximately HK\$1,164,000) from 16 September 2019 to the date of repayment and liquidated damages on the principal from 19 June 2018 to the date of repayment; (iv) pay to the Lender its legal costs in making the claims in the sum of RMB76,000 (equivalent to approximately HK\$85,000); (v) use the proceeds from the realisation of certain of the listed securities pledged by the Borrower (the “**Pledged Assets**”) through discounting, sale or auction firstly to repay to the Lender the outstanding amount of the Loan, the interest, the liquidated damages and the legal costs; and (vi) bear all the litigation costs such as case acceptance fees and security fee of this case. As per the Summons, the aggregate amount of the claims under (i) to (iv) up to 18 November 2019 amounted to approximately RMB85,186,000 (equivalent to approximately HK\$95,187,000).

向迹象貸款

於截至二零一八年及二零一九年十二月三十一日止年度，本公司全資附屬公司迹象信息技术(上海)有限公司(「**借款人**」或「**迹象**」)違反安信證券股份有限公司(「**貸款人**」)提供的原本金額為人民幣79,868,600元由若干上市證券作抵押的貸款(「**貸款**」)的契諾。於二零二零年一月十七日，借款人已接獲深圳市中級人民法院(「**深圳法院**」)發出的由貸款人(作為原告)針對借款人(作為被告)的傳票(「**傳票**」)。根據傳票，貸款人要求深圳法院向借款人頒令：(i)向貸款人償還未償還貸款本金總額約人民幣70,893,000元(相當於約79,216,000港元)；(ii)自二零一九年六月二十日起至償還日期，向貸款人支付未償還貸款本金總額約人民幣70,893,000元(相當於約79,216,000港元)按年利率6%計算的利息；(iii)向貸款人支付按日利率0.03%計算的違約賠償金，包括自二零一九年九月十六日起至償還日期的總額約人民幣1,042,000元(相當於約1,164,000港元)未償還利息的違約賠償金及自二零一八年六月十九日起至償還日期的本金違約賠償金；(iv)向貸款人支付其於作出申索產生的法律費用人民幣76,000元(相當於約85,000港元)；(v)使用由借款人抵押的若干上市證券(「**抵押資產**」)經折現、變賣或拍賣變現的所得款項，優先向貸款人償還未償還貸款金額、利息、違約賠償金及法律費用；及(vi)承擔本案的受理費及保證金等所有訴訟費用。根據該傳票，(i)至(iv)項下的申索總金額直至二零一九年十一月十八日為約人民幣85,186,000元(相當於約95,187,000港元)。

* For identification purpose only

On or around 20 November 2020, the Borrower received the judgement (the “**Judgement**”) issued by the SZ Court in relation to the Summons, pursuant to which:

- (1) the Borrower shall within ten days after the Judgement becoming effective, repay to the Lender (a) the outstanding principal amount of the Loan in the sum of approximately RMB71 million and interest on the outstanding principal amount of the Loan (consisting of (i) interest in the amount of approximately RMB1 million accrued from 20 June 2019 to 16 September 2019; and (ii) interest at the rate of 6% per annum accrued on the outstanding principal amount of the Loan in the sum of approximately RMB71 million from 16 September 2019 to the date of repayment); (b) liquidated damages at the daily rate of 3/10,000 on the outstanding interest in the sum of approximately RMB1 million payable from 16 September 2019 to the date of repayment; and (c) liquidated damages at the daily rate of 3/10,000 on the outstanding principal amount of the Loan (consisting of (i) liquidated damages in the amount of approximately RMB1 million payable from 19 June 2019 to 19 August 2019; and (ii) liquidated damages on the outstanding principal amount of the Loan in the sum of approximately RMB71 million payable from 19 August 2019 to the date of repayment);
- (2) the Lender shall have the right to the Pledged Assets as a chargee and the priority to be compensated with the proceeds from the realisation of the Pledged Assets through discounting, auction or sale; and
- (3) out of the litigation costs (consisting of case acceptance fees and security fee) in the aggregate amount of approximately RMB473,000, approximately RMB465,000 and approximately RMB8,000 shall be borne by the Borrower and the Lender, respectively.

Save for the above, the orders the Lender demanded the SZ Court to make against the Borrower in the Summons were rejected by the SZ Court.

Further details of the Summons and the Judgment are set out in the Company’s announcements dated 18 January 2020 and 20 November 2020.

於二零二零年十一月二十日或前後，借款人收到深圳法院就傳票發出之判決（「**判決**」），據此：

- (1) 借款人須於判決生效後十日內向貸款人償還 (a) 未償還貸款本金總額約人民幣71,000,000元及未償還貸款本金額之利息（包括(i)自二零一九年六月二十日至二零一九年九月十六日之累計之利息約人民幣1,000,000元；及(ii)自二零一九年九月十六日起至還款日期期間未償還貸款本金總額約人民幣71,000,000元按年利率6%計算的利息）；(b)自二零一九年九月十六日起至償還日期期間未償還利息總額約人民幣1,000,000元按日利率3/10,000計算的違約賠償金；及(c)按日利率3/10,000計算的未償還貸款本金總額違約賠償金（包括(i)自二零一九年六月十九日起至二零一九年八月十九日應付的違約賠償金約人民幣1,000,000元；及(ii)自二零一九年八月十九日起至償還日期就未償還貸款本金總額約人民幣71,000,000元應付的違約賠償金）；
- (2) 貸款人有權作為抵押資產的承押人，並就以折現、拍賣或出售方式變現抵押資產的所得款項優先獲得賠償；及
- (3) 訴訟費用總額為約人民幣473,000元（包括案件受理費及保證金），其中約人民幣465,000元由借款人承擔，約人民幣8,000元由貸款人承擔。

除上述者外，貸款人於傳票中要求深圳法院對借款人作出之命令均被法院駁回。

有關傳票及判決的進一步詳情載於本公司日期為二零二零年一月十八日及二零二零年十一月二十日之公佈。

As set out in the paragraph headed “Assets Investments Business” above, on 3 March 2021 and 10 March 2021, the Group disposed of 4,000 shares and 81,374,000 shares in Town Health, respectively, to partially repay the loan and the liabilities owed to the Lender under the Loan as required by the Judgment.

The 45,779,220 shares in LEO held by the Group (constituting part of the Pledged Assets) have been frozen by the court in the PRC and would be realised to repay the amounts owed under the Loan as required under the Judgment.

A provision for litigation of approximately RMB30,426,000 (equivalent to approximately HK\$36,679,000) (2020: provision of approximately RMB20,453,000 (equivalent to approximately HK\$23,292,000)) was made by the Group as at 30 September 2021 and such increase was mainly attributable to the liquidated damages at the daily rate of 3/10,000 on the outstanding principal amount of the Loan under the Judgment, together with a provision for interest accrual of approximately RMB9,207,000 (equivalent to approximately HK\$11,100,000) (2020: RMB5,531,000 (equivalent to approximately HK\$6,299,000)) being made by the Group in relation to this litigation as at 30 September 2021.

The Company will keep the Shareholders informed of any further material developments in connection with the above matter by way of further announcement(s) as and when appropriate.

誠如上文「資產投資業務」一段所載，本集團於二零二一年三月三日及二零二一年三月十日分別出售4,000股及81,374,000股康健股份，以按判決規定償還部分貸款及貸款項下結欠貸款人之負債。

根據判決之規定，本集團持有之利歐45,779,220股股份（構成抵押資產之一部分）被中國法院凍結並將變現以償還貸款項下結欠之部分款項。

於二零二一年九月三十日，本集團就此宗訴訟計提訴訟撥備約人民幣30,426,000元（相當於約36,679,000港元）（二零二零年：計提撥備約人民幣20,453,000元（相當於約23,292,000港元）），以及應計利息撥備約人民幣9,207,000元（相當於約11,100,000港元）（二零二零年：人民幣5,531,000元（相當於約6,299,000港元））。上述計提的訴訟撥備較去年增加，主要是歸因於根據判決就未償還貸款本金額按日利率3/10,000計算的違約賠償金。

本公司將於適當時候另行刊發公佈，以知會股東有關上述事宜的任何進一步重大發展。

DISPOSAL OF ZHIQU

With respect to the claims made by LEO against the Group in relation to the adjustments (the “**Consideration Adjustments**”) to the total consideration for LEO’s acquisition of the entire interest of Shanghai Zhiqu Advertisement Co., Ltd.* (上海智趣廣告有限公司) (“**Zhiqu**”) pursuant to the sale and purchase agreement (as amended and supplemented by a supplemental agreement dated 11 January 2016) entered into between Jixiang, Mr. Xu Jialiang, Mr. Xu Xiaofeng, Zhiqu and LEO on 7 December 2015 (further details of which are set out in the paragraph headed “Disposal of Zhiqu” under the section headed “Management Discussion and Analysis” on pages 26 to 32 of the Company’s annual report for the year ended 31 December 2020 and paragraph (c) under the section headed “Litigation and Claims” on page 44 of the Company’s interim report for the six months ended 30 June 2021), there has been no further material update on such claims during the period under review except that on 20 October 2021, the Shenzhen Stock Exchange issued a disciplinary action advance notification (the “**Notification**”) to Jixiang, Mr. Xu Jialiang and Mr. Xu Xiaofeng, indicating that (i) Jixiang, Mr. Xu Jialiang and Mr. Xu Xiaofeng had breached Rules 1.4, 2.3 and 11.11.1 of the Rules Governing the Listing of Shares on the Shenzhen Stock Exchange (November 2018 Revision)* (深圳證券交易所股票上市規則(2018年11月修訂)) (the “**Shenzhen Listing Rules**”) and Rule 1.3 of the Guidelines of the Shenzhen Stock Exchange for the Standard Operation of Listed Companies on the Small and Medium-sized Enterprise Board (2015 Revision)* (深圳證券交易所中小企業板上市公司規範運作指引(2015年修訂)), given that (a) Mr. Xu Jialiang and Mr. Xu Xiaofeng failed to fully compensate LEO in accordance with the performance compensation agreement dated 7 December 2015 and entered into between Jixiang, Mr. Xu Jialiang, Mr. Xu Xiaofeng and LEO in relation to the Consideration Adjustments; and (b) Jixiang did not pay the compensation of RMB221 million to LEO in accordance with the arbitration judgement made by the Shanghai International Economic and Trade Arbitration Commission, whereas Zhiqu’s audited net operating profit after tax and other prescribed adjustments for the financial years ended 31 December 2016, 2017 and 2018 were less than RMB58,000,000, RMB75,400,000 and RMB98,020,000, respectively; and (ii) the Shenzhen Stock Exchange intends to impose the disciplinary action of the circulation of a criticism notice on Jixiang, Mr. Xu Jialiang and Mr. Xu Xiaofeng, pursuant to Rule 17.2 of the Shenzhen Listing Rules and Rule 27 of the Standards of the Shenzhen Stock Exchange for Imposition of Disciplinary Action on Listed Companies (for Trial Implementation)* (深圳證券交易所上市公司紀律處分實施標準(試行)).

* For identification purpose only

出售智趣

就利歐就其根據迹象、徐佳亮先生、徐曉峰先生、智趣與利歐於二零一五年十二月七日訂立之買賣協議(經日期為二零一六年一月十一日之補充協議修訂及補充)收購上海智趣廣告有限公司(「智趣」)全部股權(進一步詳情載於本公司截至二零二零年十二月三十一日止年度之年報第26至32頁「管理層討論及分析」一節「出售智趣」一段及本公司截至二零二一年六月三十日止六個月之中期報告第44頁「訴訟及申索」一節(c)段)之總代價有關調整(「代價調整」)向本集團提出之申索而言,於回顧期間並無有關該等申索之進一步重大進展,惟於二零二一年十月二十日,深圳證券交易所向迹象、徐佳亮先生及徐曉峰先生發出紀律處分事先告知書(「告知書」),表示(i)鑒於(a)徐佳亮先生及徐曉峰先生未能根據迹象、徐佳亮先生、徐曉峰先生與利歐就代價調整所訂立的日期為二零一五年十二月七日之表現補償協議悉數補償利歐;及(b)智趣截至二零一六年、二零一七年及二零一八年十二月三十一日止財政年度之經審核除稅後經營溢利淨額及其他規定調整低於人民幣58,000,000元、人民幣75,400,000元及人民幣98,020,000元,但迹象並無根據上海國際經濟貿易仲裁委員會作出之仲裁裁決向利歐支付補償人民幣221,000,000元,故迹象、徐佳亮先生及徐曉峰先生已違反深圳證券交易所股票上市規則(2018年11月修訂)(「深圳上市規則」)第1.4、2.3及11.11.1條以及深圳證券交易所中小企業板上市公司規範運作指引(2015年修訂)第1.3條;及(ii)深圳證券交易所擬根據深圳上市規則第17.2條及深圳證券交易所上市公司紀律處分實施標準(試行)第27條,對迹象、徐佳亮先生及徐曉峰先生實施通報批評的紀律處分。

According to the Notification, if Jixiang, Mr. Xu Jialiang and Mr. Xu Xiaofeng fail to submit their statements and pleadings in writing and evidence in relation to the matters set out in the Notification to the Shenzhen Stock Exchange by 27 October 2021, they would be deemed to have waived their rights to make their statements and pleadings. As at the date of this report, no such written statements and pleadings and evidence have been submitted by Jixiang to the Shenzhen Stock Exchange.

Details of the Notification are set out in the announcement of the Company dated 21 October 2021.

The Company will keep the Shareholders informed of any further material developments in connection with the above matter by way of further announcement(s) as and when appropriate.

LOAN TO CONCORD-LINKED LIMITED

On 4 September 2020, (i) Concord-Linked Limited (the “**CL Borrower**”), a company which is owned as to 51% by the Company and 49% by Mr. Wong Jing Shong (the “**CL Lender**”), a director of the CL Borrower and a number of its subsidiaries; and (ii) the CL Lender, entered into a loan agreement (the “**CL Loan Agreement**”), pursuant to which the CL Lender shall advance to the CL Borrower a one-year loan (the “**CL Loan**”) in the principal amount of HK\$30,000,000, bearing interest at a rate of 5% per annum, to be secured by a share mortgage (the “**CL Share Mortgage**”) granted by the Company in favour of the CL Lender over 51 ordinary shares (the “**CL Mortgaged Shares**”) in the CL Borrower (representing 51% interest in the CL Borrower) held by the Company, for securing the repayment obligations of the CL Borrower under the CL Loan Agreement. If the CL Borrower defaults in repaying the CL loan, the CL Lender shall be entitled to enforce the CL Share Mortgage, upon which, the CL Borrower may cease to be a subsidiary of the Company (i.e. its consolidated assets and liabilities may no longer be consolidated into those of the Group).

On 27 September 2021, the Group received letters from the legal representatives of the CL Lender that owing to the CL Borrower’s failure to repay the CL Loan and the interest accrued thereon, the CL Lender has initiated legal proceedings (the “**CL Litigation**”) (i) against the CL Borrower and the Company for, among other things, repayment of the CL Loan and the interest accrued thereon; and (ii) to obtain the court order/judgment for transfer of the CL Mortgaged Shares to the CL Lender or the buyer nominated by the CL Lender pursuant to the CL Share Mortgage.

根據告知書，倘迹象、徐佳亮先生及徐曉峰先生未能於二零二一年十月二十七日前就告知書所載事宜向深圳證券交易所提交其聲明及申訴書以及證據，彼等將被視為已放棄其作出聲明及申訴的權利。於本報告日期，迹象並無向深圳證券交易所提交有關書面聲明、申訴書及證據。

告知書詳情載於本公司日期為二零二一年十月二十一日的公告。

本公司將於適當時候另行刊發公佈，以知會股東有關上述事宜的任何進一步重大發展。

向CONCORD-LINKED LIMITED (協盟有限公司)提供貸款

於二零二零年九月四日，(i) Concord-linked Limited (協盟有限公司) (「**協盟借款人**」，一間由本公司及黃靖淳先生 (「**協盟貸款人**」，為協盟借款人及其多間附屬公司之董事) 分別擁有51%及49%權益之公司)；及(ii) 協盟貸款人訂立一份貸款協議 (「**協盟貸款協議**」)，據此，協盟貸款人將向協盟借款人發放一筆本金額為30,000,000港元之一年期貸款 (「**協盟貸款**」)，按年利率5%計息，該筆貸款由本公司以協盟貸款人為受益人就本公司持有之51股協盟借款人普通股 (相當於協盟借款人之51%權益) (「**協盟押記股份**」) 作出的股份押記 (「**協盟股份押記**」) 作擔保，以保證協盟借款人於協盟貸款協議項下之還款責任。倘協盟借款人未能如約償還該筆貸款，協盟貸款人將有權強制執行協盟股份押記，於該情況下，協盟借款人可能不再為本公司的附屬公司 (即其綜合資產及負債可能不再綜合計入本集團的綜合資產及負債)。

於二零二一年九月二十七日，本集團接獲協盟貸款人之法定代表發出之函件，稱由於協盟借款人未能償還協盟貸款及其應計利息，協盟貸款人已向借款人及本公司提起法律訴訟 (「**協盟訴訟**」)，(i) 要求 (其中包括) 償還協盟貸款及其應計利息；及(ii) 就根據協盟股份押記向協盟貸款人或協盟貸款人指定之買方轉讓協盟押記股份取得法院命令/判決。

On 3 November 2021, the Company received a letter from the legal representatives of the CL Lender that a hearing in relation to the CL Litigation is scheduled to be heard by the High Court of Hong Kong on 10 December 2021 (the “**CL Hearing**”) and the orders or directions the CL Lender intends to seek at the CL Hearing include, among others, (i) the CL Borrower do pay the CL Lender the sum of HK\$31,541,095.89, being the outstanding principal and interest calculated up to 20 September 2021 and interest on the sum of HK\$30,000,000.00 at the rate of 5% per annum from 21 September 2021 until payment; and (ii) the CL Lender is at liberty to sell the CL Mortgaged Shares and apply the sales proceeds towards satisfaction and/or reduction of the sums due under the CL Loan.

Details of the CL Loan and the CL Litigation are set out in the announcements of the Company dated 4 September 2020, 27 September 2021 and 3 November 2021 and the circular of the Company dated 24 September 2020.

The Company will keep the Shareholders informed of any further material developments in connection with the above matter by way of further announcement(s) as and when appropriate.

PROSPECTS

Looking ahead, the global economy is expected to remain volatile and uncertain amid the continuing US-China trade disputes and the COVID-19 pandemic. It is vital for the Group to maintain its financial health and resilience to overcome any challenges that may arise in the future. In order to improve its financial performance and generate greater value for the Shareholders, the Group had completed the Cleveland Disposals in May 2021, which would not only allow the Group to reduce the costs required for it to run its provision of hospitality and related services in Australia business, but also enable it to redirect its resources to the development of Balgownie, which is expected to achieve a more rapid recovery due to its competitive advantages, such as its geographical location, which is in an area popular among tourists.

於二零二一年十一月三日，本公司接獲協盟貸款人之法定代表之函件，當中告知香港高等法院定於二零二一年十二月十日就協盟訴訟進行聆訊（「**協盟聆訊**」），而協盟貸款人擬於協盟聆訊上尋求之命令或指示包括（其中包括）(i) 協盟借款人向協盟貸款人支付31,541,095.89港元（即未償還本金及截至二零二一年九月二十日止之利息）以及金額30,000,000.00港元自二零二一年九月二十一日起直至還款當日按年利率5%計算之利息；及(ii) 協盟貸款人可自由出售協盟押記股份，並將出售所得款項用於償還及／或抵減協盟貸款項下之到期款項。

協盟貸款及協盟訴訟之詳情載於本公司日期為二零二零年九月四日、二零二一年九月二十七日及二零二一年十一月三日之公佈以及本公司日期為二零二零年九月二十四日之通函。

本公司將於適當時候另行刊發公佈，以知會股東有關上述事宜的任何進一步重大發展。

前景

展望未來，在中美貿易糾紛及新型冠狀病毒疫情持續的背景之下，預期全球經濟仍將繼續波動及具有不確定性。為應對日後可能出現的挑戰，本集團維持其財務穩健及韌性至關重要。為改善其財務表現及為股東創造更大價值，本集團已於二零二一年五月完成出售克里夫蘭出售事項，不僅有助本集團減少其於澳洲業務中經營酒店及提供相關服務所需的成本，亦可將其資源重新調配至發展博爾基尼。博爾基尼具有競爭優勢（包括位於遊客熱門地區的地理位置優勢），更有望快速實現復甦。

Going forward, the Group will continue to closely monitor the development of the global economy and the COVID-19 pandemic and their potential impacts on the Group's businesses, so that the Group will be able to take mitigation measures proactively. In particular, the Group has been identifying investment opportunities to diversify its businesses. In March 2021, the Group commenced the operation of retail commerce through network media under its mobile internet cultural business, after it completed its subscription for 51% of the issued share capital of TNG Holdings, which holds interest in TNG Indompet, a company principally engaged in (i) the Indosat mobile top-up distribution business; (ii) the cobranding of the "W-Cash" electronic wallet with a licensed e-money issuer in Indonesia pursuant to the cooperation between TNG Indompet and such e-money issuer; and (iii) the selling of digital products through online platform. Following its investment in TNG Holdings, the Group is also exploring business opportunities in the development and operation of FinTech platforms for microlending in Hong Kong and countries in Southeast Asia, such as Indonesia.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 30 September 2021, none of the Director or chief executive of the Company had, or was deemed to have, any interests or short positions in any shares (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 (Cap 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules.

未來，本集團將持續密切關注全球經濟及新型冠狀病毒疫情的發展及其對本集團業務的潛在影響，以便能夠主動採取緩解措施。尤其是，本集團一直在物色投資良機，以實現業務多元化。於二零二一年三月，本集團於完成認購TNG Holdings 51%已發行股本後，開始經營本集團移動互聯網文化業務項下透過網絡媒體進行零售商務業務。TNG Holdings於TNG Indompet持有權益，而TNG Indompet主要(i)從事Indosat移動充值卡分銷業務；(ii)根據TNG Indompet與一名持牌電子貨幣發行人協定的合作事項，與該電子貨幣發行人於印尼推出聯合品牌「W-Cash」電子錢包；及(iii)透過線上平台銷售數碼產品。繼投資TNG Holdings之後，本集團亦正探索於香港及東南亞國家（如印尼）發展及營運小額貸款金融科技平台的商機。

董事及最高行政人員於證券之權益

於二零二一年九月三十日，董事及本公司最高行政人員概無於本公司或其任何相聯法團（按香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部之涵義）之任何股份（「股份」）、相關股份及債券中，擁有或被視為擁有記載於根據證券及期貨條例第352條須存置之登記冊之任何權益或淡倉；或根據GEM上市規則第5.48至5.67條所指的董事進行交易之規定準則另行知會本公司及聯交所之任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 September 2021, the following persons (other than the Directors or the chief executive of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Substantial Shareholders – long position in the Shares

Name of Shareholder	Capacity	Number of ordinary Shares	Approximate percentage (Note 1) 概約百分比 (附註1)
股東姓名	身份	普通股數目	
Ng Ting Kit (“Mr. Ng”) 吳廷傑 (「吳先生」)	Beneficial owner 實益擁有人	763,780,000	14.31%
	Interest of a controlled corporation (Note 2) 於受控法團之權益 (附註2)	345,660,000	6.48%
King’s Group Capital Limited (“KGCL”) 深盛控股有限公司 (「深盛控股」)	Beneficial owner (Note 2) 實益擁有人 (附註2)	345,660,000	6.48%

Notes:

1. This is based on the total issued Shares as at 30 September 2021, i.e. 5,336,235,108 Shares.
2. Based on the notices of disclosure of interests of Mr. Ng and KGCL filed with the Stock Exchange on 6 July 2021, such Shares were held by KGCL, which is a company wholly-owned by Mr. Ng. As such, Mr. Ng is deemed to be interested in the Shares held by KGCL by virtue of the SFO.

Save as disclosed above, as at 30 September 2021, there were no Shareholders or other persons (other than the Directors or the chief executive of the Company) who had, or were deemed to have, interests or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company and recorded in the register as required to be kept under Section 336 of the SFO.

主要股東之權益

於二零二一年九月三十日，下列人士（董事及本公司最高行政人員除外）於股份或相關股份中擁有或被視作擁有載於本公司根據證券及期貨條例第336條規定須存置之登記冊之權益或淡倉：

主要股東 – 於股份之好倉

Name of Shareholder	Capacity	Number of ordinary Shares	Approximate percentage (Note 1) 概約百分比 (附註1)
股東姓名	身份	普通股數目	
Ng Ting Kit (“Mr. Ng”) 吳廷傑 (「吳先生」)	Beneficial owner 實益擁有人	763,780,000	14.31%
	Interest of a controlled corporation (Note 2) 於受控法團之權益 (附註2)	345,660,000	6.48%
King’s Group Capital Limited (“KGCL”) 深盛控股有限公司 (「深盛控股」)	Beneficial owner (Note 2) 實益擁有人 (附註2)	345,660,000	6.48%

附註：

1. 此乃根據於二零二一年九月三十日之已發行股份總數（即5,336,235,108股股份）計算。
2. 根據本公司於二零二一年七月六日向聯交所呈報有關吳先生及深盛控股權益披露的通告，該等股份由深盛控股（由吳先生全資擁有）持有。因此，根據證券及期貨條例，吳先生被視為於深盛控股持有之股份中擁有權益。

除上文所披露者外，於二零二一年九月三十日，概無股東或其他人士（董事及本公司最高行政人員除外）於股份或相關股份中擁有或被視作擁有須向本公司披露及記錄於根據證券及期貨條例第336條規定須予存置之登記冊之權益或淡倉。

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Scheme”) pursuant to an ordinary resolution of all the then Shareholders passed on 4 June 2020, under which the Board is authorised, at its absolute discretion, to grant options to eligible participants including any eligible employee, any directors (including nonexecutive directors and independent non-executive directors) of the Company, any subsidiary of the Company or any invested entity; any supplier of goods or services to any member of the Group or any invested entity, any customer of any member of the Group or any invested entity, any person or entity that provides research, development or other technological support to any member of the Group or any invested entity, any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity, any professional adviser, consultant, individual or entity who in the opinion of the Directors has contributed or will contribute to the growth and development of the Group, and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

The purpose of the Scheme is to provide incentives or rewards for eligible participants’ contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any invested entity.

The maximum entitlement of each participant under the Scheme would not exceed 1% of the aggregate number of shares for the time being issued and issuable in any 12-month period under the Scheme.

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

The exercise price will be determined by the Directors, but may not be less than the highest of the closing price of the shares on the GEM on the date of the grant of the option or the average of the closing price of the shares on the GEM for the five trading days immediately preceding the date of the offer of grant of the option or the nominal value of the shares.

The Scheme shall remain in force for the period of 10 years commencing on the adoption date of the Scheme which was 9 June 2020.

購股權計劃

本公司根據其時全體股東於二零二零年六月四日通過之一項普通決議案採納購股權計劃（「該計劃」），據此，董事會獲授權全權酌情向以下合資格參與人士授出購股權：本公司、本公司任何附屬公司或任何投資實體之任何合資格僱員、任何董事（包括非執行董事及獨立非執行董事）；向本集團任何成員公司或任何投資實體提供貨品或服務之任何供應商、本集團任何成員公司或任何投資實體之任何客戶、向本集團任何成員公司或任何投資實體提供研究、開發或其他技術支援之任何個人或實體、本集團任何成員公司或任何投資實體之任何股東或本集團任何成員公司或任何投資實體所發行任何證券之任何持有人、董事認為曾經或將會對本集團之增長及發展作出貢獻之任何專業顧問、諮詢人、個人或實體，以及透過合營企業、業務聯盟或其他業務安排對本集團之發展及增長作出貢獻或可能作出貢獻之任何其他組別或類別的參與人士。

該計劃之目的旨在激勵或獎勵為本集團作出貢獻的合資格參與人士及／或使本集團能夠招聘及留聘優秀僱員及吸引對本集團及任何投資實體有價值的人力資源。

根據該計劃，各參與人士在任何十二個月期間可享有之最高股份數目不得超過當時已發行及可發行之股份總數1%。

於接納所授出之購股權時，承授人須支付1港元之象徵式代價。

行使價將由董事釐定，但不可以低於在授出購股權當日股份在GEM所報收市價或於緊接建議授出購股權當日前五個交易日股份在GEM所報平均收市價或股份面值三者中之最高者。

該計劃由採納該計劃日期（即二零二零年六月九日）起計10年期間內維持有效。

The maximum number of shares of the Company which may be issued upon exercise of all options that may be granted under the existing Scheme limit is 533,623,510 shares of HK\$0.01 each (representing approximately 10% of the issued share capital of the Company as at the date of this report). During the nine months ended 30 September 2021, no options have been granted under the existing Scheme limit.

An option may be exercised at any time during the period to be determined and identified by the Board to each grantee at the time of making an offer for the grant of an option, but in any event no later than 10 years from the date of grant but subject to the early termination of the Scheme.

There is no minimum period for which an option must be held or no performance target which must be achieved before any of the options can be exercised.

As at 1 January 2021 and 30 September 2021, there were no share options outstanding, granted, exercised, cancelled or lapsed under the Scheme.

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, there were no changes in the information required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules in the course of the term of office of the Directors during the period under review and up to the date of this report.

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

There was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities during the nine months ended 30 September 2021.

於根據現有計劃上限可授出之購股權獲悉數行使後可予發行之本公司股份數目上限為533,623,510股每股0.01港元之股份（佔本公司於本報告日期之已發行股本約10%）。於截至二零二一年九月三十日止九個月，概無根據現有計劃上限授出購股權。

購股權可於董事會向各承授人提呈授出購股權時所釐定及確定之期間內隨時行使，惟無論如何不遲於授出日期起計10年，但可提早終止該計劃。

於任何購股權可獲行使前，並無任何必須持有購股權的最短期限或必須達致之表現目標。

於二零二一年一月一日及二零二一年九月三十日，該計劃項下概無尚未行使、已授出、已行使、已註銷或已失效之購股權。

董事資料變更

根據GEM上市規則第17.50A(1)條，於回顧期間及直至本報告日期，董事於任期內根據GEM上市規則第17.50(2)條第(a)至(e)及(g)段須予以披露的資料概無變動。

購買、出售或贖回本公司之上市證券

截至二零二一年九月三十日止九個月，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。



DIRECTORS' INTERESTS IN COMPETING INTERESTS

Mr. Hui Chun Sum, an executive Director until 2 September 2021, is the ultimate sole shareholder of Chinese Financial Limited, which is a company principally engaged in the money lending business in Hong Kong.

Ms. Pauline Lam, an executive Director until 19 August 2021, is the sole director and the sole shareholder of Jin Li Da Limited, which is a company principally engaged in the money lending business in Hong Kong.

Mr. Ng Ting Ho, a non-executive Director since 17 September 2021, is a director of each of Way Union Finance Limited and Delight Sky Finance Limited, which are principally engaged in the money lending business in Hong Kong, that are wholly-owned subsidiaries of China Demeter Financial Investments Limited, a company whose shares are listed on GEM (Stock Code: 8120).

Save as disclosed above, none of the Directors, controlling Shareholder or their respective close associates had an interest in any business, apart from the businesses of the Group, which competes or may compete either directly or indirectly, with the businesses of the Group during the period under review.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the nine months ended 30 September 2021, the Company has adopted a code of conduct regarding the Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding Directors' securities transactions during the period under review.

董事於競爭權益之權益

任職至二零二一年九月二日之執行董事許峻森先生為華人金融信貸有限公司(一間主要於香港從事借貸業務之公司)之最終唯一股東。

任職至二零二一年八月十九日之執行董事林佳慧女士為金力達有限公司(一間主要於香港從事借貸業務之公司)之唯一董事及唯一股東。

自二零二一年九月十七日開始任職之非執行董事吳廷浩先生分別擔任國農金融投資有限公司之全資附屬公司偉聯財務有限公司及喜天財務有限公司(主要於香港從事於債業務)之董事,國農金融投資有限公司之股份於GEM上市(股份代號:8120)。

除上文所披露者外,於回顧期間,概無董事、控股股東或彼等各自之緊密聯繫人於與本集團之業務構成或可能構成直接或間接競爭之任何業務(本集團業務以外)中擁有權益。

有關董事進行證券交易的操守守則

於截至二零二一年九月三十日止九個月,本公司已採納有關董事進行證券交易的操守守則,其條款不遜於GEM上市規則第5.48至5.67條所載的買賣標準規定。本公司亦已向所有董事作出具體查詢,而據本公司所知,就董事進行的證券交易而言,於回顧期間,並無任何有關該買賣標準規定及其操守守則的違規事項。

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving and upholding good corporate governance practices that promote greater transparency and quality of disclosure, as well as more effective internal control.

The Company has complied with the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules (the “**Code Provisions**”) during the nine months ended 30 September 2021.

AUDIT COMMITTEE

An audit committee of the Company (the “**Audit Committee**”) was established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and Code Provision C.3.3. The Audit Committee must consist of a minimum of three members, all of whom must be non-executive Directors, at least one of whom must have appropriate professional qualification or accounting or related financial management expertise. From 1 January 2021 to 1 September 2021, the Audit Committee comprised three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Professor Tsui Ka Kin Kevin and Mr. Mui Wai Lun. From 2 September 2021 to 9 September 2021, the Audit Committee comprised three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Mui Wai Lun and Mr. Chan Ming Kit. From 10 September 2021 to the date of this report, the Audit Committee comprised four independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Mui Wai Lun, Mr. Chan Ming Kit and Mr. Tong Hin Sum Paul. Mr. Wong Siu Keung, Joe, has been the chairman of the Audit Committee during the period under review and as at the date of this report. The primary duties of the Audit Committee are to review the Company’s financial information, reporting process, internal control procedures, risk management system, audit plan and relationship with external auditors, and to review arrangements to enable employees of the Company, in confidence, to raise concerns about possible improprieties in financial reporting, internal control and other matters of the Company.

企業管治常規守則

本公司致力達致及確保良好的企業管治常規，藉以提升更大透明度及披露質素以及更有效的內部監控。

截至二零二一年九月三十日止九個月，本公司已遵守GEM上市規則附錄十五所載企業管治守則及企業管治報告所列之守則條文（「守則條文」）。

審核委員會

本公司審核委員會（「**審核委員會**」）已告成立，其書面職權範圍符合GEM上市規則第5.28及5.29條以及守則條文C.3.3。審核委員會必須最少包括三名成員，而全部成員均須為非執行董事，當中最少一名成員須具備合適專業資格或會計或相關財務管理專長。於二零二一年一月一日至二零二一年九月一日，審核委員會包括三名獨立非執行董事，即黃兆強先生、徐家健教授及梅威倫先生。於二零二一年九月二日至二零二一年九月九日，審核委員會包括三名獨立非執行董事，即黃兆強先生、梅威倫先生及陳銘傑先生。於二零二一年九月十日至本報告日期，審核委員會包括四名獨立非執行董事，即黃兆強先生、梅威倫先生、陳銘傑先生及湯顯森先生。於回顧期間及於本報告日期，黃兆強先生為審核委員會主席。審核委員會之主要職責為審閱本公司財務資料、申報程序、內部監控程序、風險管理制度、審核計劃、與外聘核數師之關係，以及檢討可供本公司僱員在保密情況下就本公司財務報告、內部監控及其他方面可能發生之不當行為提出關注的相關安排。



The Group's unaudited condensed consolidated results for the nine months ended 30 September 2021 and this report have been reviewed by the Audit Committee, which is of the opinion that the preparation of such results and report complied with the applicable accounting standards and the GEM Listing Rules and that adequate disclosure has been made.

On behalf of the Board
Hang Tai Yue Group Holdings Limited
Lam Ching Yee
Chief Executive Officer and Executive Director

10 November 2021

As at the date of this report, the Board comprises (i) one non-executive Director, namely Mr. Ng Ting Ho; (ii) two executive Directors, namely Ms. Lam Ching Yee and Mr. Fong Chak Kiu; and (iii) four independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Mui Wai Lun, Mr. Chan Ming Kit and Mr. Tong Hin Sum Paul.

審核委員會已審閱本集團截至二零二一年九月三十日止九個月之未經審核簡明綜合業績及本報告，認為該等業績及報告乃遵照適用會計準則及GEM上市規則編製，且已作出充分披露。

代表董事會
恆泰裕集團控股有限公司
行政總裁兼執行董事
林靜儀

二零二一年十一月十日

於本報告日期，董事會成員包括(i)一名非執行董事，即吳廷浩先生；(ii)兩名執行董事，即林靜儀女士及方澤翹先生；及(iii)四名獨立非執行董事，即黃兆強先生、梅威倫先生、陳銘傑先生及湯顯森先生。



恆泰裕集團控股
HANG TAI YUE GROUP HOLDINGS