



BINGO GROUP HOLDINGS LIMITED
比高集團控股有限公司

(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: 8220

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

CHIAU Sing Chi
CHOW Man Ki Kelly
LAU Man Kit
CHOW Nga Chee Alice
YIP Yiu Bong

Independent Non-Executive Directors

CHOI Mei Ping
ONG King Keung
TSUI Wing Tak

COMPANY SECRETARY

CHAN Ka Yin

COMPLIANCE OFFICER

CHOW Man Ki Kelly

AUDIT COMMITTEE

ONG King Keung (*Chairman*)
CHOI Mei Ping
TSUI Wing Tak

REMUNERATION COMMITTEE

CHOI Mei Ping (*Chairman*)
CHOW Man Ki Kelly
ONG King Keung
TSUI Wing Tak

董事會

執行董事

周星馳
周文姬
劉文傑
周雅緻
葉耀邦

獨立非執行董事

蔡美平
王競強
徐永得

公司秘書

陳家賢

監察主任

周文姬

審核委員會

王競強 (*主席*)
蔡美平
徐永得

薪酬委員會

蔡美平 (*主席*)
周文姬
王競強
徐永得

CORPORATE INFORMATION

公司資料

NOMINATION COMMITTEE

CHOW Man Ki Kelly (*Chairman*)
CHOI Mei Ping
ONG King Keung
TSUI Wing Tak

AUTHORIZED REPRESENTATIVES

CHOW Man Ki Kelly
CHAN Ka Yin

AUDITORS

CHENG & CHENG LIMITED
Certified Public Accountants

PRINCIPAL BANKERS

Fubon Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
Dah Sing Bank, Limited

REGISTERED OFFICE

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P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 202, 2/F, Chinaweal Centre
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Hong Kong

提名委員會

周文姬 (主席)
蔡美平
王競強
徐永得

授權代表

周文姬
陳家賢

核數師

鄭鄭會計師事務所有限公司
執業會計師

主要往來銀行

富邦銀行有限公司
香港上海滙豐銀行有限公司
大新銀行有限公司

註冊辦事處

Cricket Square, Hutchins Drive
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KY1-1111, Cayman Islands

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CORPORATE INFORMATION

公司資料

SHARE REGISTRARS AND TRANSFER OFFICES

Principal Registrar

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Branch Registrar

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STOCK CODE

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MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

GENERAL

During the six months ended 30 September 2021 (the “Period”), Bingo Group Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) was principally engaged in movie production, licensing and derivatives, crossover marketing and provision of interactive contents (“Filmed Entertainment, New Media Exploitations and Licensing Businesses”) and cinema investment and management (“Cinema Business”).

OPERATION REVIEW

During the Period, the Group continues to focus on Filmed Entertainment, New Media Exploitations and Licensing Businesses and Cinema Business.

In view of the on-going development of the Cinema Business, this segment has become the prime revenue generator of the Group in the Period. Approximately revenue of HK\$3.4 million and gross profit of HK\$1.9 million were generated during the Period. The Group’s revenue and gross profit from the Cinema Business for the Period increased as compared to revenue of HK\$1.3 million and gross profit of HK\$0.7 million generated in the six month ended 30 September 2020 (the “Corresponding Period”). Due to outbreak of COVID-19 in the very beginning of Year 2020, all cinemas in Hangzhou and Shanghai could not open since late January 2020. In July 2020, cinemas in certain low risk areas of the PRC were allowed to re-commence their businesses. The Group’s cinemas in Shanghai and Hangzhou were just re-opened in August 2020. Therefore, the turnover for the Period increased as compared to that for the Corresponding Period.

In the segment of Filmed Entertainment Business, the Group continued to locate suitable business opportunities. However, no appropriate target was spotted in the Period. Accordingly, no revenue was generated in this sector during the Period.

總覽

於截至二零二一年九月三十日止六個月（「本期間」），比高集團控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）主要從事電影製作、特許權及衍生作品權、跨界市場推廣及提供互動內容（「電影娛樂、新媒體開發及特許權業務」）以及影院投資及管理（「影院業務」）。

經營回顧

於本期間，本集團繼續專注於電影娛樂、新媒體開發及特許權業務以及影院業務。

鑒於影院業務持續發展，此分部已成為本集團本期間之最主要收益來源。本期間所產生收益及毛利分別約為3,400,000港元及1,900,000港元。與截至二零二零年九月三十日止六個月（「去年同期」）之收益及毛利分別為1,300,000港元及700,000港元相比，本期間本集團來自影院業務之收益及毛利錄得增長。由於新冠狀病毒於二零二零年甫一開始爆發，自二零二零年一月下旬以來，杭州和上海的所有電影院無法營業。於二零二零年七月，中國若干低風險地區的電影院獲准重新開業。本集團於上海及杭州的電影院剛好於二零二零年八月重新開放。因此，本期間的營業額較去年同期增加。

就電影娛樂業務分部而言，本集團不斷物色合適商機，惟本期間內並未鎖定合適目標。因此，本期間此分部並未帶來任何收益。

MANAGEMENT DISCUSSION AND ANALYSIS

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On 9 February 2018, Bingo Movie Development Limited (“Bingo Movie”), a wholly owned subsidiary of the Company and Lechuang Holdings (HK) Limited (“Lechuang”), an independent third party, entered into an agreement (the “JV Agreement”) in relation to the formation of the joint venture company (“JV Company”). The issued share capital of the JV Company will be owned as to 49% by Bingo Movie and as to 51% by Lechuang. The JV Company will be principally engaged in investment and development of VR (Virtual Reality) and MR (Mixed Reality) projects. Pursuant to the JV Agreement, Bingo Movie will enter into of a loan agreement with the JV Company, pursuant to which Bingo Movie will advance the loan of not less than HK\$25 million and not more than HK\$35 million to the JV Company for investment and development of relevant VR and MR projects. In September 2018, the loan agreement has been signed and RMB29 million (equivalent to HK\$33.4 million) was lent to the JV Company. Another loan of RMB16 million (equivalent to HK\$18.2 million) with a term of three years was granted to the JV Company on 30 September 2019. The difference between the new loan and old loan of RMB13 million with the accrued interest has been repaid to the Bingo Movie during the Period. No appropriate VR or MR projects were located as at the date of this interim report. In September 2021, the Group has confirmed with the JV Company that the JV Company allowed the Group to withdraw the loan partially up to RMB5,000,000 (equivalent to approximately HK\$6,002,000) on demand and the remaining RMB11,000,000 (equivalent to approximately HK\$13,204,000) remained to be repayable in September 2022. For further details, please refer to the Company’s announcement dated 30 September 2019 and 7 November 2019.

於二零一八年二月九日，本公司全資附屬公司比高電影發展有限公司（「比高電影」）與獨立第三方樂創控股（香港）有限公司（「樂創」）訂立內容有關成立合營公司（「合營公司」）之協議（「合營協議」）。比高電影及樂創將分別擁有合營公司49%及51%已發行股本。合營公司將主要從事投資及開發虛擬實境及混合實境項目。根據合營協議，比高電影將與合營公司訂立貸款協議，據此，比高電影將向合營公司墊付為數不少於25,000,000港元但不多於35,000,000港元之貸款，以作投資及發展相關虛擬實境及混合實境項目之用。於二零一八年九月，貸款協議已簽署並已向合營公司借出人民幣29,000,000元（相當於33,400,000港元）。於二零一九年九月三十日，合營公司獲授另一筆人民幣16,000,000元（相當於18,200,000港元）為期三年的貸款。新貸款與舊貸款之間的差額人民幣13,000,000元及應計利息已於本期間向比高電影作出償還。於本中期報告日期，並無找到合適的虛擬實境或混合實境項目。於二零二一年九月，本集團已向合營公司確認，合營公司允許本集團按要求部分提取最多人民幣5,000,000元（相當於約6,002,000港元）的貸款，以及餘下人民幣11,000,000元（相當於約13,204,000港元）仍須於二零二二年九月償還。有關進一步詳情，請參閱本公司日期為二零一九年九月三十日及二零一九年十一月七日之公告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

During the Period, the Group recorded a total turnover of approximately HK\$3.4 million, representing an increase of approximately HK\$2.1 million compared with that of approximately HK\$1.3 million in the Corresponding Period. The turnover of the Group for the Period and the Corresponding Period principally represented revenue from Cinema Business. Loss for the Period of approximately HK\$8.2 million was recorded. As compared with the loss of HK\$15.8 million for the Corresponding Period, the loss decreased by approximately HK\$7.6 million. The decrease in loss for the Period was mainly attributable to the tightened cost control measures implemented during the Period to react the severe business environment. Administrative expenses decreased from approximately HK\$13.7 million for the Corresponding Period to approximately HK\$8.4 million for the Period.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 September 2021, the Group had total assets of approximately HK\$36.5 million (31 March 2021: HK\$43.9 million), including cash and cash equivalents of approximately HK\$8.6 million (31 March 2021: HK\$15.3 million). There was no pledged bank deposit as at 30 September 2021 and 31 March 2021. During the Period, the Group financed its operations with its own working capital. As at 30 September 2021 and 31 March 2021, the Group did not have any bank overdraft. As at 30 September 2021, the debt ratio (defined as the ratio between total liabilities over total assets) was approximately 0.94 (31 March 2021: approximately 0.80). In view of the strong cash position and other current assets of the Group which are adequate to cover all current liabilities of the Group as at 30 September 2021, the Board believes that the Group has sufficient resources to satisfy its working capital requirements.

財務回顧

於本期間，本集團錄得總營業額約3,400,000港元，較去年同期約1,300,000港元增加約2,100,000港元。本集團於本期間及去年同期之營業額主要指影院業務之收益。本期間虧損約為8,200,000港元。與去年同期之虧損15,800,000港元比較，虧損減少約7,600,000港元。本期間虧損減少主要由於本期間實施緊縮的成本控制措施，以應對嚴峻的營商環境。行政開支由去年同期的約13,700,000港元減少至本期間的約8,400,000港元。

流動資金、財政資源及資本結構

於二零二一年九月三十日，本集團之資產總值約為36,500,000港元（二零二一年三月三十一日：43,900,000港元），包括現金及現金等值物約8,600,000港元（二零二一年三月三十一日：15,300,000港元）。於二零二一年九月三十日及二零二一年三月三十一日，本集團並無已抵押銀行存款。於本期間，本集團以其營運資金撥付經營業務之資金。於二零二一年九月三十日及二零二一年三月三十一日，本集團並無任何銀行透支。於二零二一年九月三十日，負債比率（為負債總額除資產總值之比率）約為0.94（二零二一年三月三十一日：約0.80）。鑒於本集團現金狀況及其他流動資產穩健，足夠抵償本集團於二零二一年九月三十日之全部流動負債，董事會相信本集團有足夠資源應付其營運資金需求。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

In August 2021, the Group disposed of its 51% equity stake in Zhejiang Bingo Family Brand Management Company Limited at a consideration of RMB1 (equivalent to HK\$1). Gain on disposal of the aforesaid subsidiary of approximately HK\$311,000 was recognised during the Period.

Save as disclosed above, the Group had no material acquisition or disposal of subsidiaries and affiliated companies during the Period.

FOREIGN EXCHANGE EXPOSURE

The Group's exposures to foreign currencies mainly arises from receivables from PRC customers and its investment in foreign subsidiaries which are financed internally, and payables to PRC suppliers. In order to mitigate the potential impact of currency fluctuations, the Group closely monitors its foreign currency exposures and will use suitable hedging instruments against significant foreign currency exposures, where necessary. No foreign currency hedge contract was entered into by the Group during the Period. As at 30 September 2021, the Group had no outstanding foreign currency hedge contracts (31 March 2021: Nil).

EMPLOYEES

As at 30 September 2021, the Group had 58 (31 March 2021: 65) staff in the PRC and Hong Kong. Total staff costs including directors' remuneration were approximately HK\$4.9 million during the Period (Corresponding Period: approximately HK\$5.4 million). Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. Year-end bonus based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include contributions to statutory mandatory provident fund scheme to its employees.

CONTINGENT LIABILITIES

As at 30 September 2021, the Group did not have any significant contingent liabilities (31 March 2021: Nil).

附屬公司之重大收購及出售

於二零二一年八月，本集團出售其於為浙江比高家品牌管理有限公司之51%股權，代價為人民幣1元（相當於1港元）。出售前述附屬公司之收益約311,000港元已於本期間確認。

除上述所披露者外，於本期間，本集團並無附屬公司及聯屬公司之重大收購或出售。

外匯風險

本集團主要因中國客戶之應收款項及於海外附屬公司之投資（均透過內部資源撥付）以及中國供應商之應付款項而承受外幣風險。為減輕幣值波動可能產生之影響，本集團密切監察其外幣風險，在有需要時將使用合適對沖工具對沖重大外幣風險。本集團於本期間並無訂立任何外幣對沖合約。於二零二一年九月三十日，本集團並無任何未平倉外幣對沖合約（二零二一年三月三十一日：無）。

僱員

於二零二一年九月三十日，本集團在中國及香港聘用58名（二零二一年三月三十一日：65名）僱員。於本期間，員工成本總額（包括董事酬金）約為4,900,000港元（去年同期：約5,400,000港元）。薪酬乃參照市場條款以及個別僱員之表現、資歷及經驗釐定。年終花紅按個人表現而發放予僱員，以表揚及回報彼等所作出貢獻。其他福利包括為僱員作出之法定強制性公積金計劃供款。

或然負債

於二零二一年九月三十日，本集團並無任何重大或然負債（二零二一年三月三十一日：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTLOOK

As of the date of this report, the coronavirus outbreak has killed over 5 million people and infected more than 250 million people globally. Although the situation in China is better than many countries in the West, the economy in China is still shocked to a certain extent. Especially COVID-19 Delta Variant has appeared in China in the first half of Year 2021. The cinemas have been ordered to be closed since early Year 2020 and certain cinemas in the PRC are just allowed to be re-opened in late July 2020. The cinema businesses in China will likely be affected again, if there is wide spread of COVID-19 Delta Variant or other variants.

In spite of the wide-spreading of coronavirus mentioned above, the Group may continue to grasp other business opportunities in investments in cinemas in the PRC and attractive movies, when appropriate. While the Group continued its existing businesses, the Group will put more focus onto locating other business opportunities with enormous potentials, including provision of consultancy services, online games developing and operating businesses, and investments in China cultural industry.

The VR (Virtual Reality) and MR (Mixed Reality) industry is undergoing rapid development and the Company considers that there will be growth potential in investment of VR and MR projects. In February 2018, the Group entered into an agreement with Lechuang Holdings (HK) Limited (“Lechuang”) in relation to the formation of the joint venture company (“JV Company”). The formation of the JV Company will allow the Group to utilise its experience in provision of interactive contents with the expertise of Lechuang in developing VR and MR projects. The Company is optimistic as to the prospect of the JV Company, and has granted a loan to the JV Company of RMB16.0 million (equivalent to approximately HK\$19.2 million as at 30 September 2021) in September 2019.

The Board believes that the Group’s existing businesses can create a synergistic effect with the above-mentioned new businesses and will benefit the Group in the future.

展望

於本報告日期，新冠狀病毒爆發已令全球逾5,000,000人死亡，並超過250,000,000人受到感染。雖然中國疫情較西方不少國家為佳，但中國經濟在某程度上仍受到打擊。尤其是，中國二零二一年上半年出現新冠病毒Delta變體。影院自二零二零年初已被命令停業以來，中國若干電影院於二零二零年七月下旬方獲准重新開業。如新冠病毒Delta變體或其他變體廣泛傳播，中國影院業務可能再次受到影響。

儘管新冠狀病毒廣泛傳播（如上所述），本集團可能在適當時繼續把握投資於中國影院及受歡迎電影之其他商機。本集團持續經營其現有業務，同時更集中物色其他具龐大潛力之商機，包括提供顧問服務、開發及經營在線遊戲業務以及投資於中國文化事業。

虛擬實境及混合實境行業正迅速發展，而本公司認為投資於虛擬實境及混合實境項目富增長潛力。於二零一八年二月，本集團與樂創控股（香港）有限公司（「樂創」）就成立合營公司（「合營公司」）訂立協議。成立合營公司將令本集團可利用其提供互動內容的經驗加上樂創於發展虛擬實境及混合實境項目的專業知識。本公司對合營公司之前景感到樂觀，並於二零一九年九月已向合營公司授出人民幣16,000,000元的貸款（於二零二一年九月三十日相當於約19,200,000港元）。

董事會相信，本集團現有業務可與上述新業務締造協同效應，日後將對本集團有利。

The board of Directors (the "Board") of the Company presents the unaudited consolidated results of the Group for the three months and six months ended 30 September 2021, together with the unaudited comparative figures for the corresponding period in 2020 were as follows:

本公司董事會（「董事會」）呈列本集團截至二零二一年九月三十日止三個月及六個月之未經審核綜合業績，連同二零二零年同期之未經審核比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

		Notes 附註	Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
			2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	2	1,540	1,264	3,370	1,264
Cost of sales and services	銷售及服務成本		(657)	(584)	(1,452)	(584)
Gross profit	毛利		883	680	1,918	680
Other revenue and other net income	其他收益及其他淨收入	3	673	563	809	1,082
Selling and marketing expenses	銷售及營銷開支		(26)	(53)	(63)	(53)
Administrative expenses	行政開支		(4,052)	(7,911)	(8,358)	(13,653)
Share-based payments	以股份為基礎之付款	5	(1,192)	(1,619)	(1,215)	(2,459)
Share of result of an associate	分佔一間聯營公司之業績		(132)	62	(12)	62
Finance costs	融資成本	6	(629)	(621)	(1,232)	(1,482)
Loss before taxation	除稅前虧損	7	(4,475)	(8,899)	(8,153)	(15,823)
Taxation	稅項	8	-	-	-	(15)
Loss for the period	本期間虧損		(4,475)	(8,899)	(8,153)	(15,838)
Loss attributable to:	應佔虧損：					
Owners of the Company	本公司擁有人		(3,950)	(7,731)	(7,428)	(14,132)
Non-controlling interests	非控股權益		(525)	(1,168)	(725)	(1,706)
			(4,475)	(8,899)	(8,153)	(15,838)
Dividend	股息	9	-	-	-	-
Loss per share (cents per share)	每股虧損（每股仙）					
Basic and diluted	基本及攤薄	10	(0.46)	(0.90)	(0.87)	(1.65)

CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

簡明綜合其他全面收益表

		Three months ended 30 September		Six months ended 30 September	
		截至九月三十日止三個月		截至九月三十日止六個月	
		2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Loss for the period	本期間虧損	(4,475)	(8,899)	(8,153)	(15,838)
Other comprehensive income/ (loss)	其他全面收益/(虧損)				
Item that may be reclassified subsequently to profit or loss:	其後可重新分類至損益之 項目：				
Exchange differences on translating foreign operations	換算海外業務產生之匯兌 差額				
— Exchange differences arising during the period	— 本期間產生之匯兌 差額	32	(116)	(92)	(158)
Other comprehensive income/(loss) for the period, net of tax	本期間其他全面收益/ (虧損)，扣除稅項	32	(116)	(92)	(158)
Total comprehensive loss for the period	本期間全面虧損總額	(4,443)	(9,015)	(8,245)	(15,996)
Total comprehensive loss attributable to:	應佔全面虧損總額：				
Owners of the Company	本公司擁有人	(3,937)	(7,834)	(7,518)	(14,304)
Non-controlling interests	非控股權益	(506)	(1,181)	(727)	(1,692)
		(4,443)	(9,015)	(8,245)	(15,996)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

			As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註		
NON-CURRENT ASSETS				
	非流動資產			
Property, plant and equipment	物業、廠房及設備		157	572
Right-of-use assets	使用權資產		2,035	921
Interests in an associate	於一間聯營公司的權益	12	505	376
Loan to an associate	授予一間聯營公司的貸款	12	13,204	18,931
Rental deposits	租金按金		360	355
			16,261	21,155
CURRENT ASSETS				
	流動資產			
Inventories	存貨		-	945
Loan to an associate	授予一間聯營公司的貸款	12	6,002	-
Trade receivables	應收賬款	13	158	206
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		5,469	6,339
Cash and cash equivalents	現金及現金等值物		8,634	15,303
			20,263	22,793

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

			As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註		
CURRENT LIABILITIES	流動負債			
Trade payables	應付賬款	14	203	203
Deposits received, other payables and accruals	已收按金、其他應付款項及應計 款項		2,759	3,877
Loan from a director	一名董事提供的貸款	5(b)	5,000	-
Lease liabilities	租賃負債		2,850	3,070
Contract liabilities	合約負債		8,155	7,994
			18,967	15,144
NET CURRENT ASSETS	流動資產淨值		1,296	7,649
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		17,557	28,804
NON-CURRENT LIABILITIES	非流動負債			
Convertible bonds	可換股債券		9,802	13,752
Lease liabilities	租賃負債		5,613	6,231
			15,415	19,983
NET ASSETS	資產淨值		2,142	8,821
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	15	8,554	8,554
Reserves	儲備		(5,458)	845
			3,096	9,399
Non-controlling interests	非控股權益		(954)	(578)
TOTAL EQUITY	權益總額		2,142	8,821

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

		Share capital	Share premium	Contributed surplus	Equity component of convertible bonds	Share options reserve	Shares held for the share award scheme	Exchange reserve	Accumulated losses	Attributable to owners of the Company	Non-controlling interests	Total
		股本	股份溢價	實繳盈餘	可換股債券權益部分	購股權儲備	就股份獎勵計劃持有之股份	匯兌儲備	累計虧損	擁有人應佔	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2020 (Audited)	於二零二零年四月一日 (經審核)	8,554	420,810	132,237	25,548	10,266	1,720	(1,646)	(561,958)	35,531	(3,937)	31,594
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(14,132)	(14,132)	(1,706)	(15,838)
Other comprehensive (loss)/ income for the period	本期間其他全面(虧損)/收益	-	-	-	-	-	-	(172)	-	(172)	14	(158)
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	-	(172)	(14,132)	(14,304)	(1,692)	(15,996)
Redemption of convertible bonds	贖回可換股債券	-	-	-	(25,507)	-	-	-	25,507	-	-	-
Issue of share options	發行購股權	-	-	-	-	893	-	-	-	893	-	893
Lapse of share options	購股權失效	-	-	-	-	(2,738)	-	-	2,738	-	-	-
Acquisition of non-controlling interests in subsidiaries	收購附屬公司的非控股權益	-	-	-	-	-	-	-	(6,259)	(6,259)	5,532	(727)
Equity settled share award arrangement	以權益結算之股份獎勵安排	-	-	-	-	-	1,566	-	-	1,566	-	1,566
At 30 September 2020 (Unaudited)	於二零二零年九月三十日 (未經審核)	8,554	420,810	132,237	41	8,421	3,286	(1,818)	(554,104)	17,427	(97)	17,330
At 1 April 2021 (Audited)	於二零二一年四月一日 (經審核)	8,554	420,810	132,237	40	7,563	1,687	(2,081)	(559,411)	9,399	(578)	8,821
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(7,428)	(7,428)	(725)	(8,153)
Other comprehensive loss for the period	本期間其他全面虧損	-	-	-	-	-	-	-	-	-	-	-
— Exchange difference arising on translation	— 換算產生之匯兌差額	-	-	-	-	-	-	(90)	-	(90)	(2)	(92)
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	-	(90)	(7,428)	(7,518)	(727)	(8,245)
Issue of share options	發行購股權	-	-	-	-	1,167	-	-	-	1,167	-	1,167
Lapse of share options	購股權失效	-	-	-	-	(4,095)	-	-	4,095	-	-	-
Equity settled share award arrangement	以權益結算之股份獎勵安排	-	-	-	-	-	48	-	-	48	-	48
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	-	-	351	351
At 30 September 2021 (Unaudited)	於二零二一年九月三十日 (未經審核)	8,554	420,810	132,237	40	4,635	1,735	(2,171)	(562,744)	3,096	(954)	2,142

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

		For the six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash used in operating activities	經營活動所用之現金淨額	(4,999)	(6,005)
Net cash (used in)/generated from investing activities	投資活動(所用)/所得之現金淨額	(10)	2,201
Net cash used in financing activities	融資活動所用之現金淨額	(1,802)	(11,900)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物減少淨額	(6,811)	(15,704)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初之現金及現金等值物	15,303	38,146
EFFECT OF FOREIGN RATE EXCHANGES	外匯匯率變動之影響	142	(1,253)
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	期終之現金及現金等值物	8,634	21,189
ANALYSIS OF BALANCE OF CASH AND CASH EQUIVALENTS	現金及現金等值物結餘分析		
Cash at bank and on hand	銀行及手頭現金	8,634	21,189

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

1. BASIS OF PREPARATION

These unaudited consolidated results have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and accounting principles generally accepted in Hong Kong. These unaudited consolidated results also comply with the applicable disclosure provisions of the GEM Listing Rules and the disclosure requirements of the Hong Kong Companies Ordinance. These unaudited consolidated results have been prepared under historical cost convention except for certain financial instruments which are measured at fair value. The unaudited consolidated results are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

The accounting policies and methods of computation used in preparing the unaudited condensed consolidated financial statements for the six months ended 30 September 2021 are consistent with those used in the Group’s annual financial statements for the year ended 31 March 2021.

The application of the other new and amendments to HKASs and HKFRSs in the current period has had no material effect on the amounts reported in these unaudited condensed consolidated financial statements and/or disclosures set out in these unaudited condensed consolidated financial statements.

The interim results are unaudited but have been reviewed by the audit committee of the Company.

1. 編製基準

該等未經審核綜合業績乃根據所有適用香港財務報告準則（「香港財務報告準則」）編製。該統稱詞彙包括香港會計師公會（「香港會計師公會」）頒佈之所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋以及香港公認會計原則。該等未經審核綜合業績亦已符合GEM上市規則之適用披露條文及香港公司條例之披露規定。該等未經審核綜合業績乃根據歷史成本法編製，惟若干金融工具以公平值計量。除另有指明外，未經審核綜合業績以港元（「港元」）呈列，所有金額均調整至最接近之千位數。

編製截至二零二一年九月三十日止六個月之未經審核簡明綜合財務報表所採用之會計政策及計算方法與截至二零二一年三月三十一日止年度之本集團年度財務報表所用之會計政策及計算方法一致，惟下列所述者除外。

於本期間應用其他新增香港會計準則及香港財務報告準則及其修訂對該等未經審核簡明綜合財務報表所呈報之金額及／或該等未經審核簡明綜合財務報表所載之披露並無產生重大影響。

中期業績為未經審核，惟已由本公司之審核委員會審閱。

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

2. REVENUE

An analysis of Group's revenue for the period from operations, is as follows:

2. 收益

本集團於本期間經營業務產生之收益分析如下：

	Three months ended 30 September		Six months ended 30 September	
	2021	2020	2021	2020
	二零二一年	二零二零年	二零二一年	二零二零年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue from cinema business 影院業務之收益	1,540	1,264	3,370	1,264

3. OTHER REVENUE AND OTHER NET INCOME

3. 其他收益及其他淨收入

	Three months ended 30 September		Six months ended 30 September	
	2021	2020	2021	2020
	二零二一年	二零二零年	二零二一年	二零二零年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Interest income 利息收入	132	7	148	113
Government grants (Note 1) 政府補貼 (附註1)	-	245	-	596
Rent concession 租金優惠	12	308	48	344
Gain on disposal of a subsidiary 出售一間附屬公司收益	311	-	311	-
Others 其他	218	3	302	29
	673	563	809	1,082

Note 1: The government grants represent the subsidies received by the Group (i) from the government of the PRC for the operation of cinemas in the PRC; and (ii) from the government of the HKSAR for the 1st tranche of Employment Support Scheme in Hong Kong. There are no unfulfilled conditions or contingencies relating to these grants.

附註1：政府補貼指本集團就(i)於中國營運影院獲中國政府提供補貼；及(ii)來自香港特別行政區政府的香港第一期保就業計劃所獲的補貼。概無有關該等補貼之未達成條件或是或然事項。

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

4. SEGMENT INFORMATION

4. 分部資料

		Cinema Investment and Management	Filmed Entertainment, New Media Exploitations and Licensing Businesses	Total
		影院投資 及管理	電影娛樂、 新媒體開發 及特許權業務	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
For the six months ended	截至二零二一年九月三十日止			
30 September 2021 (Unaudited)	六個月 (未經審核)			
Segment Revenue	分部收益	3,370	-	3,370
Segment Results	分部業績			
Reportable segment result	可報告分部業績	(1,679)	294	(1,385)
Unallocated corporate expenses, net	未分配企業開支淨額			(4,309)
Share of result of an associate	分佔一間聯營公司之業績			(12)
Share-based payments	以股份為基礎之付款			(1,215)
Finance costs	融資成本			(1,232)
Loss before taxation	除稅前虧損			(8,153)
As at 30 September 2021	於二零二一年九月三十日			
(Unaudited)	(未經審核)			
Segment Assets	分部資產			
Reportable segment assets	可報告分部資產	2,900	354	3,254
Interests in an associate	於一間聯營公司的權益			505
Loan to an associate	授予一間聯營公司的貸款			19,206
Unallocated corporate assets	未分配企業資產			13,559
Consolidated total assets	綜合資產總額			36,524
Segment Liabilities	分部負債			
Reportable segment liabilities	可報告分部負債	16,967	-	16,967
Loan from a director	一名董事提供的貸款			5,000
Convertible bonds	可換股債券			9,802
Unallocated corporate liabilities	未分配企業負債			2,613
Consolidated total liabilities	綜合負債總額			34,382

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

4. SEGMENT INFORMATION (Continued)

4. 分部資料 (續)

		Cinema Investment and Management	Filmed Entertainment, New Media Exploitations and Licensing Businesses	Total
		影院投資 及管理	電影娛樂、 新媒體開發 及特許權業務	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
For the six months ended	截至二零二零年九月三十日止			
30 September 2020 (Unaudited)	六個月 (未經審核)			
Segment Revenue	分部收益	1,264	-	1,264
Segment Results	分部業績			
Reportable segment result	可報告分部業績	(7,120)	990	(6,130)
Unallocated corporate expenses, net	未分配企業開支淨額			(5,752)
Share-based payments	以股份為基礎之付款			(2,459)
Finance costs	融資成本			(1,482)
Loss before taxation	除稅前虧損			(15,823)
As at 31 March 2021	於二零二一年三月三十一日			
(Unaudited)	(未經審核)			
Segment Assets	分部資產			
Reportable segment assets	可報告分部資產	5,598	3,110	8,708
Interests in an associate	於一間聯營公司的權益			376
Loan to an associate	授予一間聯營公司的貸款			18,931
Unallocated corporate assets	未分配企業資產			15,933
Consolidated total assets	綜合資產總額			43,948
Segment Liabilities	分部負債			
Reportable segment liabilities	可報告分部負債	17,898	-	17,898
Convertible bonds	可換股債券			13,752
Unallocated corporate liabilities	未分配企業負債			3,477
Consolidated total liabilities	綜合負債總額			35,127

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

4. SEGMENT INFORMATION (Continued)

Other segment information:

4. 分部資料 (續)

其他分部資料：

		Cinema Investment and Management	Filmed Entertainment, New Media Exploitations and Licensing Businesses	Corporate level	Total
		影院投資 及管理	電影娛樂、 新媒體開發 及特許權業務	企業層面	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
For the six months ended	截至二零二一年九月三十日				
30 September 2021 (Unaudited)	止六個月 (未經審核)				
Additions to property, plant and equipment	添置物業、廠房及設備	10	-	-	10
Interest income	利息收入	3	139	6	148
Depreciation of property, plant and equipment	物業、廠房及設備折舊	434	-	-	434
Depreciation of right-of-use assets	使用權資產折舊	298	-	157	455
For the six months ended	截至二零二零年九月三十日				
30 September 2020 (Unaudited)	止六個月 (未經審核)				
Additions to property, plant and equipment	添置物業、廠房及設備	-	-	-	-
Interest income	利息收入	13	91	9	113
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,087	-	-	1,087
Depreciation of right-of-use assets	使用權資產折舊	1,402	-	-	1,402
Impairment of deposits paid and other receivables (note 11)	已付按金及其他應收款項減值 (附註11)	369	-	-	369
Impairment of right-of-use assets (note 11)	使用權資產減值 (附註11)	7,144	-	-	7,144
Loss on disposal of property, plant and equipment (note 11)	出售物業、廠房及設備之虧損 (附註11)	2,981	-	-	2,981
Write-back of lease liabilities (note 11)	撇減租賃負債 (附註11)	(7,038)	-	-	(7,038)

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

5. SHARE-BASED PAYMENTS

The Company has the convertible bonds and share option scheme for the directors, employees and advisers of the Group. Details of the convertible bonds and share options are as follows:

Convertible bonds

Tranche number	期數	notes	Tranche 2	Tranche 3	Tranche 4	Tranche 5
		附註	第2期	第3期	第4期	第5期
		a, b				
Principal amount	本金額		HK\$5,000,000 5,000,000港元	HK\$5,000,000 5,000,000港元	HK\$5,000,000 5,000,000港元	HK\$5,000,000 5,000,000港元
Share price	股價	c	HK\$0.035 0.035港元	HK\$0.035 0.035港元	HK\$0.035 0.035港元	HK\$0.035 0.035港元
Interest	利息		zero coupon 零息	zero coupon 零息	zero coupon 零息	zero coupon 零息
Conversion price	換股價		Not applicable 不適用	HK\$0.544 0.544港元	HK\$0.544 0.544港元	HK\$0.544 0.544港元
Original maturity date	原到期日		1 June 2021 二零二一年 六月一日	1 June 2022 二零二二年 六月一日	1 June 2023 二零二三年 六月一日	1 June 2024 二零二四年 六月一日
Revised maturity date	經修訂到期日		1 June 2022 二零二二年 六月一日	1 June 2023 二零二三年 六月一日	1 June 2024 二零二四年 六月一日	1 June 2025 二零二五年 六月一日

(a) Among the tranche 1 of the convertible bonds of HK\$25,000,000, Mr. CHIAU Sing Chi, the bondholder, has exercised the conversion rights to convert the convertible bonds of HK\$15,000,000 in 2015, and redeemed the remaining convertible bonds of HK\$10,000,000 in June 2020.

(b) On 31 March 2020, Mr. CHIAU Sing Chi, the bondholder, of the convertible bonds undertook the Company to extend the maturity dates of the outstanding convertible bonds by one year. The conversion rights attached to the convertible bonds, however, would still be expired on the original maturity dates. Accordingly, as at 30 September 2021, Tranche 2 of the convertible bonds has been considered straight bonds repayable on 1 June 2022.

(c) Share price as at 31 March 2020, which is the date of undertaking by the bondholder given to the Company to extend the maturity dates of the convertible bonds by one year.

5. 以股份為基礎之付款

本公司為本集團之董事、僱員及顧問提供可換股債券及購股權計劃。可換股債券及購股權之詳情如下：

可換股債券

(a) 於25,000,000港元之第1期可換股債券中，債券持有人周星馳先生已於二零一五年行使轉換權以轉換15,000,000港元之可換股債券，並於二零二零年六月贖回10,000,000港元之剩餘可換股債券。

(b) 於二零二零年三月三十一日，可換股債券之債券持有人周星馳先生向本公司承諾將尚未償還可換股債券之到期日期延長一年。然而，可換股債券所附之轉換權仍將於原到期日屆滿。因此，於二零二一年九月三十日，第2期可換股債券已被視為須於二零二二年六月一日償還的普通債券。

(c) 於二零二零年三月三十一日（即債券持有人向本公司作出承諾以將可換股債券的到期日延長一年之日期）的股價。

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

5. SHARE-BASED PAYMENTS (Continued)

Share Option Scheme

Details of specific categories of options are as follows:

The fair value of the outstanding share options which were calculated by binomial option pricing model with the following assumptions:

Option type:	購股權類別:	2016A	2017A	2018A	2020A	2021A
Grant date:	授出日期:	7-7-2016	3-3-2017	17-9-2018	14-7-2020	6-7-2021
		二零一六年 七月七日	二零一七年 三月三日	二零一八年 九月十七日	二零二零年 七月十四日	二零二一年 七月六日
Number of options granted:	授出購股權數目:	342,000,000	159,000,000	180,000,000	25,500,000	25,620,000
Exercise period:	行使期:	7-7-2016– 6-7-2021	3-3-2017– 2-3-2022	17-9-2018– 16-9-2023	14-7-2020– 13-7-2025	6-7-2021– 5-7-2026
		二零一六年 七月七日至 二零二一年 七月六日	二零一七年 三月三日至 二零二二年 三月二日	二零一八年 九月十七日至 二零二三年 九月十六日	二零二零年 七月十四日至 二零二五年 七月十三日	二零二一年 七月六日至 二零二六年 七月五日
Exercise price:	行使價:	HK\$0.180港元	HK\$0.135港元	HK\$0.042港元	HK\$0.074港元	HK\$0.084港元
Adjusted exercise price: (note d)	經調整行使價: (附註d)	HK\$0.720港元	HK\$0.540港元	HK\$0.168港元	N/A 不適用	N/A 不適用
Fair value:	公平值:	HK\$26,600,000 港元	HK\$8,640,000 港元	HK\$2,181,000 港元	HK\$893,000 港元	HK\$1,167,000 港元

(d) The exercise price was adjusted due to the share consolidation on 2 May 2019.

5. 以股份為基礎之付款(續)

購股權計劃

特定類別購股權詳情如下:

使用二項式購股權定價模式計算之尚未行使購股權公平值乃使用以下假設:

(d) 由於股份合併，行使價已於二零一九年五月二日調整。

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

5. SHARE-BASED PAYMENTS (Continued)

Share Award

On 14 August 2019, the Company adopted a share award scheme (the “Share Award Scheme”) and granted share awards up to 30 September 2021, as follows:

Date of grant	Category	Number of awarded shares granted	Number of awarded shares lapsed	Number of awarded shares outstanding as at 30 September 2021	Original vesting period	Notes
授出日期	類別	已授出獎勵股份數目	已失效獎勵股份數目	於二零二一年九月三十日發行在外的獎勵股份數目	最初歸屬期	附註
16 August 2019 二零一九年八月十六日	Director: CHIAU Sing Chi 董事：周星馳	8,550,000	—	8,550,000	One year from the date of grant 自授出日期起計一年	e
14 October 2019 二零一九年十月十四日	Director: CHOW Man Ki Kelly 董事：周文姬	4,240,000	—	4,240,000	One year from the date of grant 自授出日期起計一年	e
	Employees (in aggregate) 僱員（合計）	12,780,000	(8,540,000)	4,240,000	50% of the awarded shares were vested on the first anniversary of the date of the grant and another 50% were vested on the second anniversary of the date of the grant 50%獎勵股份已於授出日期之首週年日歸屬，另外50%則於授出日期之第二週年日歸屬	f
	Advisors (in aggregate) 顧問（合計）	17,080,000	(17,080,000)	—	50% of the awarded shares were vested on the first anniversary of the date of the grant and another 50% were vested on the second anniversary of the date of the grant 50%獎勵股份已於授出日期之首週年日歸屬，另外50%則於授出日期之第二週年日歸屬	

(e) As additional time is required for the trustee to acquire the awarded shares on market, subject to the terms and conditions of the Share Award Scheme, the Company and the grantees mutually agreed that the awarded shares, which were originally vested on the first anniversary of the date of grant, would be changed to be vested to the grantees on 16 August 2024 or the date when the trustee has completed the acquisition of all the awarded shares on market, whichever is earlier.

5. 以股份為基礎之付款（續）

股份獎勵

於二零一九年八月十四日，本公司採納股份獎勵計劃（「股份獎勵計劃」）並授出截至二零二一年九月三十日止的股份獎勵如下：

(e) 由於受託人需額外時間收購市場上的獎勵股份，在受限於股份獎勵計劃的條款及條件下，本公司及承授人互相同意，獎勵股份（最初歸屬於授予日期的一週年）已改為於二零二四年八月十六日或受託人已完成收購市場上所有獎勵股份當日（以較早者為準）歸屬承授人。

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

5. SHARE-BASED PAYMENTS (Continued)

Share Award (Continued)

- (f) Among 12,780,000 awarded shares granted to employees on 14 October 2019, 4,240,000 awarded shares were granted to Ms. CHOW Nga Chee Alice, who were subsequently appointed as an executive Director on 31 March 2021. Except for these 4,240,000 awarded shares granted to Ms. CHOW Nga Chee Alice, the remaining 8,540,000 awarded shares have been lapsed before 30 September 2021.

As additional time is required for the trustee to acquire the awarded shares on market, subject to the terms and conditions of the Share Award Scheme, the Company and Ms. CHOW Nga Chee Alice mutually agreed that the awarded shares, which were originally vested evenly on the first and second anniversary of the date of grant, changed to be vested to her all together on 16 August 2024 or the date when the trustee has completed the acquisition of all the awarded shares on market, whichever is earlier.

The share-based payments related to the above share awards recognized in the six months ended 30 September 2021 are as HK\$48,000, which is related to awarded shares granted to Ms. CHOW Nga Chee Alice.

6. FINANCE COSTS

5. 以股份為基礎之付款(續)

股份獎勵(續)

- (f) 於二零一九年十月十四日授予僱員的12,780,000股獎勵股份中，4,240,000股獎勵股份已授予周雅緻女士，彼其後於二零二一年三月三十一日獲委任為執行董事。除該等授予周雅緻女士的4,240,000股獎勵股份外，剩餘8,540,000股獎勵股份已於二零二一年九月三十日前失效。

由於受託人需額外時間收購市場上的獎勵股份，在受限於股份獎勵計劃的條款及條件下，本公司及周雅緻女士互相同意，獎勵股份(最初平均歸屬於授予日期的第一及第二週年)改為於二零二四年八月十六日或受託人已完成收購市場上所有獎勵股份當日(以較早者為準)全部歸屬予她。

於截至二零二一年九月三十日止六個月確認之與上述股份獎勵相關的以股份為基礎之付款為48,000港元，與授予周雅緻女士的獎勵股份有關。

6. 融資成本

	Three months ended 30 September		Six months ended 30 September	
	2021	2020	2021	2020
	二零二一年	二零二零年	二零二一年	二零二零年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Imputed interest on convertible bonds	538	464	1,050	1,164
Interest expenses on lease liabilities	91	157	182	318
	629	621	1,232	1,482

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

7. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/
(crediting):

7. 除稅前虧損

除稅前虧損乃經扣除／(抵免)以下各項後
達致：

		Three months ended 30 September		Six 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 (Unaudited) (未經審核)	二零二零年 2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	截至九月三十日止六個月 2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	二零二零年 2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Direct expenses of cinema business	影院業務直接開支	657	584	1,452	584
Depreciation of property, plant and equipment	物業、廠房及設備折舊	11	444	434	1,087
Depreciation of right-of-use assets	使用權資產折舊	305	641	455	1,402
Exchange loss/(gain)	匯兌虧損／(收益)	35	(957)	(222)	(848)
Short-term lease expenses	短期租賃開支	-	38	-	38
Impairment of deposits paid and other receivables (note 11)	已付按金及其他應收款項減值(附註11)	3	369	3	369
Impairment of right-of-use assets (note 11)	使用權資產減值(附註11)	-	7,144	-	7,144
Loss on disposal of property, plant and equipment (note 11)	出售物業、廠房及設備之虧損(附註11)	-	2,981	-	2,981
Write-back of lease liabilities (note 11)	撇減租賃負債(附註11)	-	(7,038)	-	(7,038)
Staff costs (including directors' remuneration)	員工成本(包括董事酬金)				
Salaries and allowances	薪金及津貼	1,939	2,141	3,722	4,032
Equity settled share-based payments	權益結算以股份為基礎之付款	802	436	825	988
Retirement scheme contributions	退休計劃供款	157	171	314	330
Equity settled share-based payments paid to advisors	已付顧問之權益結算以股份為基礎之付款	390	1,183	390	1,471

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

8. TAXATION

8. 稅項

	Three months ended 30 September		Six months ended 30 September	
	2021	2020	2021	2020
	二零二一年	二零二零年	二零二一年	二零二零年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
The taxation charge comprises: 稅項支出包括:				
Current tax 即期稅項				
The PRC 中國	-	-	-	15

No provision for Hong Kong Profits Tax was made by the Group as the Group did not derive any assessable profits in Hong Kong for the six months ended 30 September 2021 and 2020.

由於本集團於截至二零二一年及二零二零年九月三十日止六個月並無於香港產生任何應課稅溢利，故本集團並無就香港利得稅計提撥備。

No provision for Enterprise Income Tax was made by the PRC subsidiaries of the Group, as these subsidiaries did not derive any taxable profits during the six months ended 30 September 2021.

由於本集團之中國附屬公司於截至二零二一年九月三十日止六個月並無產生任何應課稅溢利，故該等附屬公司並無計提中國企業所得稅撥備。

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for the six months ended 30 September 2020.

截至二零二零年九月三十日止六個月，中國附屬公司須按稅率25%繳付中國企業所得稅。

9. DIVIDEND

9. 股息

The Directors do not recommend the payment of any dividend for the six months ended 30 September 2021 (six months ended 30 September 2020: Nil).

董事並不建議派付截至二零二一年九月三十日止六個月之任何股息（截至二零二零年九月三十日止六個月：無）。

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

10. LOSS PER SHARE

Basic and diluted loss per share

	Three months ended 30 September		Six months ended 30 September	
	2021 二零二一年 HK Cent 港仙 (Unaudited) (未經審核)	2020 二零二零年 HK Cent 港仙 (Unaudited) (未經審核)	2021 二零二一年 HK Cent 港仙 (Unaudited) (未經審核)	2020 二零二零年 HK Cent 港仙 (Unaudited) (未經審核)
Basic and diluted loss per share 每股基本及攤薄虧損	0.46	0.90	0.87	1.65

The loss for the period and weighted average number of ordinary shares used in the calculation of basic loss per share are as follows:

10. 每股虧損

每股基本及攤薄虧損

	Three months ended 30 September		Six months ended 30 September	
	2021 二零二一年 HK Cent 港仙 (Unaudited) (未經審核)	2020 二零二零年 HK Cent 港仙 (Unaudited) (未經審核)	2021 二零二一年 HK Cent 港仙 (Unaudited) (未經審核)	2020 二零二零年 HK Cent 港仙 (Unaudited) (未經審核)
Basic and diluted loss per share 每股基本及攤薄虧損	0.46	0.90	0.87	1.65

計算每股基本虧損所用本期間虧損及普通股加權平均股數如下：

	Three months ended 30 September		Six months ended 30 September	
	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period attributable to owners of the Company 本公司擁有人應佔本期間虧損	3,950	7,731	7,428	14,132
Weighted average number of ordinary shares for the purpose of basic loss per share 就計算每股基本虧損之普通股加權平均數	855,384,669	855,384,669	855,384,669	855,384,669

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

10. LOSS PER SHARE (Continued)

Basic and diluted loss per share (Continued)

The incremental shares from assumed exercise of share options granted by the Company and conversion of the Company's outstanding convertible bonds are excluded in calculating the diluted loss per share during the six months ended 30 September 2021 and 2020 because they are antidilutive in calculating the diluted loss per share.

11. TERMINATION OF THE OPERATION OF A CINEMA

In September 2020, the Group has terminated the operation of a cinema of Hangzhou Linan Bingo Cinema Company Limited due to the poor business environment. Loss on the aforesaid termination of approximately HK\$3,456,000, which were the net amount of impairment loss of deposits paid and other receivables of approximately HK\$369,000, impairment loss of right-of-use assets of approximately HK\$7,144,000, loss on disposal of property, plant and equipment of approximately HK\$2,981,000 and the write-back of lease liabilities of approximately HK\$7,038,000, was recorded during the six months ended 30 September 2020.

10. 每股虧損 (續)

每股基本及攤薄虧損 (續)

在計算截至二零二一年及二零二零年九月三十日止六個月每股攤薄虧損時已撇除假設本公司已授出之購股權獲行使及本公司尚未行使之可換股債券獲兌換而增加之股份，原因為其對計算每股攤薄虧損具反攤薄效應。

11. 終止一家影院營運

由於業務環境惡劣，本集團於二零二零年九月終止於杭州臨安比高電影院有限公司的一家影院營運。上述終止的虧損約為3,456,000港元，包括已付按金及其他應收款項的減值虧損淨額約369,000港元、使用權資產的減值虧損約7,144,000港元、出售物業、廠房及設備的虧損約2,981,000港元以及撇減租賃負債約為7,038,000港元，其於截至二零二零年九月三十日止六個月記錄。

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

12. INTERESTS IN AN ASSOCIATE

12. 於一間聯營公司的權益

		As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Unlisted shares	非上市股份		
Share of net assets/(liabilities)	分佔淨資產/(負債)	(9)	3
Amount due from an associate (note b)	應收聯營公司款項(附註b)	514	373
		505	376
Loan to an associate (note c)	授予一間聯營公司的貸款(附註c)	19,206	18,931
Classified under:	分類如下:		
Non-current assets	非流動資產	13,204	18,931
Current assets	流動資產	6,002	-

The following list contains the particulars of the Group's associate:

下表載有本集團聯營公司的詳情：

Name of associate	Form of business structure	Place of incorporation and operation	Particulars of issued and paid up capital	Proportion of ownership interest			Principal activity
				Group's effective interest	Held by the Company	Held by subsidiaries	
聯營公司名稱	業務結構形式	註冊成立及營運地點	已發行及繳足股本詳情	本集團的實際權益	本公司持有	附屬公司持有	主要活動
Goal Creation Game Limited	Incorporated	Hong Kong	100 shares of HK\$1 each	49%	-	49%	Investing in Virtual Reality and Mixed Reality Project
創高遊戲有限公司	註冊成立	香港	100股每股1港元的股份				投資虛擬實境及混合實境項目

(a) Fair value of Investments

At the end of the reporting period, the Group's associate is a private company and there was no quote market price available for the investment.

(a) 投資之公平值

於呈報期結算日，本集團之聯營公司為私人公司且有關於投資並無市場報價。

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

12. INTERESTS IN AN ASSOCIATE (Continued)

(b) Amount due from an associate

The amount due from an associate is unsecured, interest-free and repayable on demand. The balance is denominated in HK\$ and approximate to their fair value.

(c) Loan to an associate

On 30 September 2019, the Group entered into a loan agreement (“2019 Loan Agreement”) with the associate. Pursuant to the 2019 Loan Agreement, the Group advanced a loan of RMB16,000,000 (equivalent to HK\$19,206,400 (2020: HK\$18,931,000)) to the associate for three years. The associate placed the loan into a bank as bank deposit and time deposit for interest income.

The loan is unsecured, bearing interest which is at the same interest rate as for bank deposit and time deposit placed in the bank mentioned above. In September 2021, the Group has confirmed with Goal Creation Game Limited (“Goal Creation”) that Goal Creation allowed the Group to withdraw the loan partially up to RMB5,000,000 (equivalent to approximately HK\$6,002,000) on demand and the remaining RMB11,000,000 (equivalent to approximately HK\$13,204,000) remained to be repayable in September 2022.

It is expected that the bank deposit and time deposit will be kept rolling in a financial institution which is with high-credit-quality, the management of the Group considers that the credit risk and the corresponding expected credit loss of the loan were immaterial.

12. 於一間聯營公司的權益(續)

(b) 應收聯營公司之款項

應收聯營公司之款項屬無抵押、不計息及須按要求償還。該結餘乃以港元計值及與其公平值相若。

(c) 授予一間聯營公司的貸款

於二零一九年九月三十日，本集團與聯營公司訂立貸款協議（「二零一九年貸款協議」）。根據二零一九年貸款協議，本集團向聯營公司墊款人民幣16,000,000元（相當於19,206,400港元（二零二零年：18,931,000港元）），為期三年。該聯營公司將貸款存入銀行作為銀行存款及定期存款以獲取利息收入。

該筆貸款為無抵押，按與上述存入銀行的銀行存款及定期存款的相同利率計息。於二零二一年九月，本集團已向創高遊戲有限公司（「創高」）確認，創高允許本集團按要求部分提取最多人民幣5,000,000元（相當於約6,002,000港元）的貸款，以及餘下人民幣11,000,000元（相當於約13,204,000港元）仍須於二零二二年九月償還。

預計於金融機構的滾動銀行存款及定期存款於可見未來為高信貸質素，本集團管理層認為貸款的信貸風險及有關預期信貸虧損並不重大。

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

12. INTERESTS IN AN ASSOCIATE (Continued)

Summarized financial information in respect of the material associate is set out below. The summarized financial information below represents amount shown in the associates' financial statements prepared in accordance with HKFRSs:

		As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Current assets	流動資產	19,701	19,310
Current liabilities	流動負債	(19,720)	(19,305)
Net assets/(liabilities)	資產/(負債)淨額	(19)	5
Group's effective interest	本集團的實際權益	49%	49%
Share of net assets/(liabilities)	分佔資產/(負債)淨額	(9)	3

		Six months ended 30 September 截至九月三十日止六個月 2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	-	-
Profit/(loss) for the period	期內溢利/(虧損)	(24)	127
Dividend received from the associate during the period	期內已收聯營公司股息	-	-
Cash flows from/(used in) operating activities	經營業務所得/(所用)之現金流量	(23)	214
Cash flows from investing activities	投資業務所得之現金流量	139	87
Cash flows used in financing activities	融資業務所用之現金流量	-	(696)

12. 於一間聯營公司的權益 (續)

有關主要聯營公司的財務資料概要載列如下。以下財務資料概要指聯營公司根據香港財務報告準則編製之財務報表所示金額：

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

13. TRADE RECEIVABLES

The aging of the Group's trade receivables is analysed as follows:

		As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	30日以內	94	115
31-60 days	31-60日	-	27
61-90 days	61-90日	6	3
Over 90 days	90日以上	58	61
		158	206
Less: Allowance for expected credit losses	減：預期信貸虧損之撥備	-	-
		158	206

For the cinema business and filmed entertainment, new media exploitations and licensing business segment, the credit terms granted by the Group to its customers normally ranged from COD (cash-on-delivery) to 120 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. All trade receivables are expected to be recovered within one year.

13. 應收賬款

本集團之應收賬款賬齡分析如下：

	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	94	115
31-60 days	-	27
61-90 days	6	3
Over 90 days	58	61
	158	206
Less: Allowance for expected credit losses	-	-
	158	206

就影院業務以及電影娛樂、新媒體開發及特許權業務分部而言，本集團給予其客戶之信貸期一般由現金交收至120日不等。本集團致力對其未收回應收款項維持嚴格監控。資深管理層負責定期檢討逾期結餘。所有應收賬款預期於一年內收回。

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

14. TRADE PAYABLES

The aging of the Group's trade payables is analysed as follows:

		As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	30日以內	168	187
31-60 days	31-60日	5	-
61-90 days	61-90日	-	4
Over 90 days	多於90日	30	12
		203	203

Payment terms with suppliers are generally within 30 days.

All amounts are short term and hence the carrying values of trade payables are considered to be a reasonable approximation of fair value.

14. 應付賬款

本集團之應付賬款賬齡分析如下：

	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	168	187
31-60 days	5	-
61-90 days	-	4
Over 90 days	30	12
	203	203

供應商之付款期限一般為30日內。

所有金額為短期，因此應付賬款的賬面值被視為與公平值合理相若。

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

15. SHARE CAPITAL

15. 股本

		As at 30 September 2021 (Unaudited) 於二零二一年九月三十日 (未經審核)		As at 31 March 2021 (Audited) 於二零二一年三月三十一日 (經審核)	
		Number of shares 股份數目 '000 千股	Amount 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Amount 面值 HK\$'000 千港元
Authorised:	法定：				
At the beginning and at the end of the period/year, ordinary shares of HK\$0.01 each	於期／年初及末，每股面值0.01港元的普通股	20,000,000	200,000	20,000,000	200,000
Issued and fully paid:	已發行及繳足：				
At the beginning and at the end of the period/year, ordinary shares of HK\$0.01 each	於期／年初及末，每股面值0.01港元的普通股	855,385	8,554	855,385	8,554

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

16. RELATED PARTY AND CONNECTED TRANSACTIONS

In addition to the balances disclosed elsewhere in these consolidated financial statements, the Group entered into the following material related party and connected transactions.

(a) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors was as follows:

16. 關連人士及關連交易

除該等綜合財務報表其他部分所披露之結餘外，本集團訂立以下重大關連人士及關連交易。

(a) 主要管理人員薪酬

主要管理人員之薪酬（包括支付予本公司董事之款項）如下：

	Six months ended 30 September	
	截至九月三十日止六個月	
	2021	2020
	二零二一年	二零二零年
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)
Directors' fee, salaries, allowances and other benefits	420	387
董事袍金、薪金、津貼及其他福利		
Share-based payments	825	556
以股份為基礎之付款		
	1,245	943

NOTES TO THE INTERIM FINANCIAL STATEMENTS

中期財務報表附註

16. RELATED PARTY AND CONNECTED TRANSACTIONS

(Continued)

(b) Connected transactions

Name of connected parties 關連人士名稱	Nature of transactions 交易性質	Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Goal Creation Game Limited 創高遊戲有限公司	Interest Income from loan to an associate (Note 12) 向一間聯營公司授出貸款的 利息收入 (附註12)	138	87

16. 關連人士及關連交易 (續)

(b) 關連交易

17. EVENT AFTER THE REPORTING PERIOD

On 18 October 2021, 171,060,000 shares were allotted and issued to the placees at placing price of HK\$0.034 per placing share, pursuant to the placing agreement entered into between the Company and Enlighten Securities Limited, the placing agent, on 27 September 2021. Net proceeds of the placing of approximately HK\$5.5 million were raised. For further details, please refer to the Company's announcements dated 27 September 2021 and 18 October 2021.

17. 報告期後事項

於二零二一年十月十八日，171,060,000股股份已根據本公司與配售代理名匯證券有限公司於二零二一年九月二十七日訂立之配售協議，按配售價每股配售股份0.034港元配發及發行予承配人。已籌集配售事項之所得款項淨額約5,500,000港元。有關進一步詳情，請參閱本公司日期為二零二一年九月二十七日及二零二一年十月十八日之公告。

OTHER INFORMATION 其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2021, the following directors (the "Directors") of the Company had or were deemed to have interests or short positions in the shares (the "Shares"), underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to herein; or (iii) which were, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange:

Long positions in the shares of the Company

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零二一年九月三十日，下列本公司董事（「董事」）於本公司及其相聯法團（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）之股份（「股份」）、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉：

於本公司股份之好倉

Name of Directors	Nature of interest	Number of Shares held	Approximate percentage of issued share capital of the company 佔本公司已發行股本概約百分比
董事姓名	權益性質	所持股份數目	股本概約百分比
Mr. CHIAU Sing Chi 周星馳先生	Beneficial owner 實益擁有人	27,573,529	3.22%
	Held by trust (Note 1) 由信託持有(附註1)	402,121,240	47.01%
Ms. CHOW Man Ki Kelly 周文姬女士	Held by trust (Note 1) 由信託持有(附註1)	402,121,240	47.01%

OTHER INFORMATION 其他資料

Notes:

1. These shares are registered in the name of Beglobal Investments Limited and Golden Treasure Global Investment Limited. Beglobal Investments Limited and Golden Treasure Global Investment Limited are companies indirectly owned by the trust, the discretionary objects of which are Mr. CHIAU Sing Chi, Ms. CHOW Man Ki Kelly and their family.
2. The total number of the issued share capital of the Company as at 30 September 2021 was 855,384,669.

Long positions in the underlying shares of the Company

The Company adopted a share options scheme on 15 August 2012 which the Board may, at their discretion, offer employees, non-executive Directors, independent non-executive Directors or any other persons who have contributed to the Group to take up share options to subscribe for Shares subject to the terms and conditions stipulated in the share option scheme.

附註：

1. 該等股份乃以 Beglobal Investments Limited 及 Golden Treasure Global Investment Limited 之名義登記。Beglobal Investments Limited 及 Golden Treasure Global Investment Limited 均為由全權信託對象為周星馳先生、周文姬女士及彼等家族之信託間接擁有之公司。
2. 本公司於二零二一年九月三十日之已發行股本總數為855,384,669股。

於本公司相關股份之好倉

本公司已於二零一二年八月十五日採納購股權計劃，據此，董事會可酌情向曾經對本集團作出貢獻之僱員、非執行董事、獨立非執行董事或任何其他人士提出要約，以根據購股權計劃訂明之條款及條件接納可認購股份之購股權。

OTHER INFORMATION 其他資料

Details of the share options granted to the Directors under the Schemes and any other schemes and movements in such holdings during the Period were as follows:

本期間內，該計劃及任何其他計劃項下授予董事之購股權及其變動詳情如下：

Name of Directors	Option type	Number of options held as at 1 April 2021 (Note 2) 於二零二一年四月一日 所持購股權數目 (附註2)	Number of options granted during the Period 於本期間授出之購股權數目	Number of options exercised during the Period 於本期間行使之購股權數目	Number of options cancelled/lapsed during the Period (Note 2) 於本期間已註銷/失效之購股權數目 (附註2)	Number of options held as at 30 September 2021 (Note 2) 於二零二一年九月三十日 所持購股權數目 (附註2)
董事姓名	購股權類別 (Note 1) (附註1)	'000 千份	'000 千份	'000 千份	'000 千份	'000 千份
Mr. CHIAU Sing Chi 周星馳先生	2017A	8,500	-	-	-	8,500
Ms. CHOW Man Ki Kelly 周文姬女士	2016A	7,500	-	-	(7,500)	-
	2018A	7,500	-	-	-	7,500
	2021A	-	8,540	-	-	8,540
Mr. LAU Man Kit 劉文傑先生	2016A	750	-	-	(750)	-
Ms. CHOW Nga Chee Alice 周雅緻女士	2018A	7,500	-	-	-	7,500
	2021A	-	8,540	-	-	8,540
Mrs. CHIN CHOW Chung Hang Roberta (Note 3) 陳鄒重珩女士 (附註3)	2016A	750	-	-	(750)	-
Ms. CHOI Mei Ping 蔡美平女士	2016A	750	-	-	(750)	-
Total 總計		33,250	17,080	-	(9,750)	40,580

Note 1: Details of specific categories of share options are disclosed in note 5 to the interim financial statements.

附註1：有關特定類別購股權的詳情，已於中期財務報表附註5披露。

Note 2: The number of share options mentioned are adjusted to reflect the share consolidation effective on 2 May 2019.

附註2：所述購股權數目經調整以反映二零一九年五月二日生效的股份合併。

Note 3: Resigned on 30 June 2021.

附註3：於二零二一年六月三十日辭任。

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In addition to 8,500,000 number of Shares which would be allotted and issued upon the exercise in full of the options offered to Mr. Chiau Sing Chi under the share option scheme of the Company above, 27,573,528 number of Shares which would be allotted and issued upon the exercise in full of the convertible bonds held by Mr. CHIAU Sing Chi (“Mr. Chiau”).

On 16 August 2019, based on the recommendation of the remuneration committee (“Remuneration Committee”) of the Board, the Board (including all independent non-executive Directors) has resolved to grant 8,550,000 awarded Shares (the “Awarded Shares”) to Mr. Chiau, under the share award scheme of the Company as recognition of Mr. Chiau’s contribution to the Group and incentive for Mr. Chiau for his continuing future contribution to the Group. The Awarded Shares are to be purchased by the trustee of the Company’s share award scheme on the Stock Exchange and to be held on trust for Mr. Chiau pursuant to the terms of the share award scheme of the Company. The Awarded Shares shall be vested to Mr. Chiau on the first anniversary of the date of grant, i.e. 16 August 2020, and subsequently delayed to 16 August 2024, which is mutually agreed between the Company and Mr. Chiau.

On 14 October 2019, based on the recommendation of the Remuneration Committee, the Board (including all independent non-executive Directors) has resolved to grant 4,240,000 Awarded Shares to Ms. CHOW Man Ki Kelly (“Ms. Kelly Chow”), under the share award scheme of the Company as recognition of Ms. Kelly Chow’s contribution to the Group and incentive for Ms. Kelly Chow for her continuing future contribution to the Group. The Awarded Shares are to be purchased by the trustee of the Company’s share award scheme on the Stock Exchange and to be held on trust for Ms. Kelly Chow pursuant to the terms of the share award scheme of the Company. All of 4,240,000 Awarded Shares shall be vested to Ms. Kelly Chow on the first anniversary of the date of grant, i.e. 14 October 2020, which was subsequently delayed to 16 August 2024 or the date on which the trustee has completed the acquisition of all 4,240,000 Awarded Shares on market, whichever is earlier.

除上述根據本公司購股權計劃授予周星馳先生之購股權獲全面行使時將予配發及發行之8,500,000股股份外，周星馳先生（「周先生」）所持可換股債券獲全面行使時將予配發及發行27,573,528股股份。

於二零一九年八月十六日，根據董事會薪酬委員會（「薪酬委員會」）的建議，董事會（包括所有獨立非執行董事）決定根據本公司的股份獎勵計劃向周先生授出8,550,000股獎勵股份（「獎勵股份」），以表彰周先生對本集團的貢獻以及對周先生未來對本集團的持續貢獻的獎勵。獎勵股份將由本公司股份獎勵計劃的受託人在聯交所購買，並根據本公司股份獎勵計劃的條款以信託形式代周先生持有。獎勵股份應於授出日期的一週年（即二零二零年八月十六日歸屬於周先生），並隨後延遲至二零二四年八月十六日，其為本公司與周先生共同協定。

於二零一九年十月十四日，根據薪酬委員會的建議，董事會（包括所有獨立非執行董事）決定根據本公司的股份獎勵計劃向周文姬女士（「周文姬女士」）授出4,240,000股獎勵股份，以表彰周文姬女士對本集團的貢獻以及對周文姬女士未來對本集團的持續貢獻的獎勵。獎勵股份將由本公司股份獎勵計劃的受託人在聯交所購買，並根據本公司股份獎勵計劃的條款以信託形式代周文姬女士持有。全部4,240,000股獎勵股份應於授出日期的一週年（即二零二零年十月十四日）歸屬於周文姬女士，並隨後延遲至二零二四年八月十六日或受託人已完成收購市場上所有4,240,000股獎勵股份當日（以較早者為準）。

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On 14 October 2019, based on the recommendation of the Remuneration Committee, the Board (including all independent non-executive Directors) has resolved to grant 4,240,000 Awarded Shares to Ms. CHOW Nga Chee Alice (“Ms. Alice Chow”), under the share award scheme of the Company as recognition of Ms. Alice Chow’s contribution to the Group and incentive for Ms. Alice Chow for her continuing future contribution to the Group. The Awarded Shares are to be purchased by the trustee of the Company’s share award scheme on the Stock Exchange and to be held on trust for Ms. Alice Chow pursuant to the terms of the share award scheme of the Company. Half of the Awarded Shares (i.e. 2,120,000 awarded Shares) shall be vested to Ms. Alice Chow on the first anniversary of the date of grant, i.e. 14 October 2020, and the remaining half of the Awarded Shares (i.e. 2,120,000 awarded Shares) shall be vested to Ms. Alice Chow on the second anniversary of the date of grant, i.e. 14 October 2021. Both the Company and Ms. Alice Chow agreed that all these 4,240,000 Awarded Shares were delayed to be vested on 16 August 2024 or the date when the trustee has completed the acquisition of all the awarded shares on market, whichever is earlier.

Save as disclosed above, as at 30 September 2021, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO); (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

於二零一九年十月十四日，根據薪酬委員會的建議，董事會（包括所有獨立非執行董事）決定根據本公司的股份獎勵計劃向周雅緻女士（「周雅緻女士」）授出4,240,000股獎勵股份，以表彰周雅緻女士對本集團的貢獻以及對周雅緻女士未來對本集團的持續貢獻的獎勵。獎勵股份將由本公司股份獎勵計劃的受託人在聯交所購買，並根據本公司股份獎勵計劃的條款以信託形式代周雅緻女士持有。一半獎勵股份（即2,120,000股獎勵股份）應於授出日期的一週年（即二零二零年十月十四日）歸屬於周雅緻女士，以及餘下一半獎勵股份（即2,120,000股獎勵股份）應於授出日期的二週年（即二零二一年十月十四日）歸屬於周雅緻女士。本公司及周雅緻女士均已同意所有該等4,240,000股獎勵股份延遲至於二零二四年八月十六日或受託人已完成收購市場上所有獎勵股份當日（以較早者為準）歸屬。

除上文披露者外，於二零二一年九月三十日，本公司董事或最高行政人員概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何權益或淡倉（包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉）；(ii)根據證券及期貨條例第352條須記入該條所述登記冊之任何權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之任何權益或淡倉。

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SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as known to the Directors, as at 30 September 2021, the following person (not being Directors or chief executive of the Company) had, or was deemed to have, interests or short in the Shares or underlying Shares (i) 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 (ii) who is expected, directly and indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or (iii) which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein:

Long positions in the shares and underlying shares of the Company

主要股東及其他人士於股份及相關股份之權益

就董事目前所知，於二零二一年九月三十日，以下人士（非本公司董事或最高行政人員）於股份或相關股份中擁有或被視作擁有(i)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之權益或淡倉；或(ii)預期直接及間接擁有任何類別股本（賦予其持有人權利於任何情況下在本集團任何成員公司之股東大會上投票）面值10%或以上權益之權益或淡倉；或(iii)根據證券及期貨條例第336條須記錄於該條所述登記冊之權益或淡倉：

於本公司股份及相關股份之好倉

Name of Shareholders	股東名稱	Number of Shares held	Approximate percentage of issued share capital of the Company
		所持股份數目	佔本公司已發行股本概約百分比
Sinostar FE (PTC) Limited (Note 1)	Sinostar FE (PTC) Limited (附註1)	402,121,240	47.01%
Treasure Offshore Holdings Limited (Note 1)	Treasure Offshore Holdings Limited (附註1)	402,121,240	47.01%
Beglobal Investments Limited (Note 2)	Beglobal Investments Limited (附註2)	402,121,240	47.01%
Golden Treasure Global Investment Limited (Note 2)	Golden Treasure Global Investment Limited (附註2)	72,500,000	8.48%
KO Kin Hang	高健行	51,355,000	6.00%

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Note:

1. Mr. Chiau, Ms. Kelly Chow, and their family are the beneficiaries of a discretionary trust of which Sinostar FE (PTC) Limited ("Sinostar") is the trustee. Sinostar as the trustee of the discretionary trust is the sole shareholder of Treasure Offshore Holdings Limited, which is the sole shareholder of Beglobal Investments Limited.
2. Beglobal Investments Limited directly holds 329,621,240 shares of the Company (representing approximately 38.53% of the issued share capital of the Company) and indirectly holds 72,500,000 shares of the Company (representing approximately 8.48% of the issued share capital of the Company) through Golden Treasure Global Investment Limited as at 30 September 2021.

SHARE OPTION SCHEME

The Company's share option scheme was adopted pursuant to written resolutions passed on 15 August 2012 (the "Scheme") for the primary purpose of providing incentives to directors, eligible employees and participants who have contributed to the Group, and will expire in 14 August 2022. Under the Scheme, the board of directors of the Company may grant options to full-time or part-time employees including directors (executive and non-executive) and any advisor, consultant, supplier, distributor, contractor, agent, business partner, promoter, service provider or customer of the Company or any of its subsidiaries, to subscribe for shares in the Company.

附註:

1. 周先生、周文姬女士及彼等家族為一個全權信託的受益人，Sinostar FE (PTC) Limited (「Sinostar」)為該全權信託之受託人。Sinostar作為全權信託之受託人，為Treasure Offshore Holdings Limited之唯一股東，而該公司為Beglobal Investments Limited之唯一股東。
2. 於二零二一年九月三十日，Beglobal Investments Limited直接持有329,621,240股本公司股份（佔本公司已發行股本約38.53%），及透過Golden Treasure Global Investment Limited間接持有72,500,000股本公司股份（佔本公司已發行股本約8.48%）。

購股權計劃

根據於二零一二年八月十五日通過之書面決議案，本公司採納購股權計劃（「該計劃」），主要旨在鼓勵董事、合資格僱員及曾為本集團作出貢獻之參與者，且將於二零二二年八月十四日屆滿。根據該計劃，本公司董事會可向本公司或其任何附屬公司之全職或兼職僱員，包括董事（執行及非執行）及任何顧問、諮詢人、供應商、分銷商、承包商、代理、業務夥伴、發起人、服務供應商或客戶等授出購股權，以認購本公司股份。

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Details of the share options granted to the Directors under the Scheme and movements in such holdings during the Period were as follows:

於本期間，根據該計劃授予董事之購股權及其變動詳情如下：

Category	Option type	Number of options held as at 1 April 2021 (Note 2) 於二零二一年四月一日 所持購股權數目 (附註2)	Number of options granted during the Period 於本期間授出之購股權數目	Number of options exercised during the Period 於本期間行使之購股權數目	Number of options cancelled/lapsed during the Period (Note 2) 於本期間已註銷/失效之購股權數目 (附註2)	Number of options held as at 30 September 2021 (Note 2) 於二零二一年九月三十日 所持購股權數目 (附註2)
類別	購股權類別 (Note 1) (附註1)	'000 千份	'000 千份	'000 千份	'000 千份	'000 千份
Directors 董事	2016A	9,750	-	-	(9,750)	-
	2017A	8,500	-	-	-	8,500
	2018A	15,000	-	-	-	15,000
	2021A	-	17,080	-	-	17,080
Employees 僱員	2018A	7,500	-	-	-	7,500
	2016A	1,500	-	-	(1,500)	-
	2020A	25,500	-	-	(17,000)	8,500
	2021A	-	8,540	-	-	8,540
			67,750	25,620	-	(28,250)

Note 1: Details of specific categories of share options are disclosed in note 5 to the interim financial statements.

附註1：有關特定類別購股權的詳情，已於中期財務報表附註5披露。

Note 2: The number of share options mentioned are adjusted to reflect the share consolidation effective on 2 May 2019.

附註2：所述購股權數目經調整以反映二零一九年五月二日生效的股份合併。

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THE SHARE AWARD SCHEME

On 14 August 2019 (the “Adoption Date”), the Board adopted the Share Award Scheme which has taken effect immediately. The following is a summary of the principal terms and conditions of the Share Award Scheme:

Purposes and objectives

The purposes of the Share Award Scheme are to recognise and reward the contribution of Eligible Persons, which are defined below, to the growth and development of the Group, to give incentives to Eligible Persons in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

Duration

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date.

Eligible Persons

Pursuant to the terms of the Share Award Scheme, the following classes of participants (each an “Eligible Person”) are eligible for participation in the Share Award Scheme:

- (a) any employee (an “Employee”) (whether full time or part time, including any executive director but excluding any non-executive director) of any member of the Group or any entity (the “Invested Entity”) in which the Group holds any equity interest;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;

股份獎勵計劃

於二零一九年八月十四日（「採納日期」），董事會採納股份獎勵計劃，並已即時生效。以下為股份獎勵計劃之主要條款及條件之概要：

目的及目標

股份獎勵計劃之目的為表彰及獎勵合資格人士（定義見下文）對本集團增長和發展之貢獻，並給予合資格人士獎勵以挽留彼等為本集團之持續經營和發展而努力，亦為本集團進一步發展吸引合適之人才。

有效期

股份獎勵計劃將由採納日期起生效，有效期為十（10）年，惟董事會可決定提前終止。

合資格人士

根據股份獎勵計劃之條款，下列類別的參與者（各稱為「合資格人士」）符合資格參與股份獎勵計劃：

- (a) 本集團任何成員公司或本集團於其中持有任何股權的任何實體（「被投資實體」）的任何僱員（「僱員」）（全職或兼職，包括任何執行董事惟不包括任何非執行董事）；
- (b) 本公司、其任何附屬公司或任何被投資實體的任何非執行董事（包括獨立非執行董事）；

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- (c) any adviser (professional or otherwise), consultant to or expert in any area of business or business development of any member of the Group or any Invested Entity; and
- (d) 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,

and, for the purposes of the Share Award Scheme, the awarded shares may be made to any company wholly owned by one or more of the above participant(s). The eligibility of any of the Eligible Persons to an awarded shares shall be determined by the Board from time to time on the basis of the Board's opinion as to his contribution and/or future contribution to the development and growth of the Group.

The grant of the awarded shares to the Eligible Person(s) is through (i) the purchase of awarded shares by the Company's administration committee or the trustee of the Share Award Scheme; and/or (ii) issue of new awarded shares under the general mandate approved at the Company's general meetings.

The Company has not granted any awarded shares for the six months ended 30 September 2021 and 2020.

For further details of the Share Award Scheme, please refer to the Company's announcement dated 14 August 2019.

DIRECTORS' AND EMPLOYEES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES" and "SHARE OPTIONS SCHEME" above, none of the Directors or employees of the Group or their associates were granted by the Company or its subsidiaries the rights to acquire shares or debentures of the Company or any other body corporate, or had exercised any such rights as at 30 September 2021.

- (c) 本集團任何成員公司或任何被投資實體於任何方面的業務或業務發展的任何顧問(專業或其他方面)、諮詢人或專家;及
- (d) 透過合營企業、企業聯盟或其他業務安排的方式,已經或可能對本集團的發展及增長有所貢獻的任何其他組別或類別的參與者,

且就股份獎勵計劃而言,獎勵股份可能授予由上述一名或多名參與者全資擁有的任何公司。任何合資格人士獲得獎勵股份的資格,須經由董事會不時按董事會就其對本集團發展及增長作出的貢獻及/或未來貢獻的意見而釐定。

透過以下方式向合資格人士授予獎勵股份:(i)本公司管理委員會或股份獎勵計劃的受託人購買獎勵股份;及/或(ii)根據本公司股東大會批准的一般授權發行新的獎勵股份。

截至二零二一年及二零二零年九月三十日止六個月,本公司並無授予任何獎勵股份。

有關股份獎勵計劃的更多詳情,請參閱本公司日期為二零一九年八月十四日的公告。

董事及僱員購入股份或債權證之權利

除上文「董事及最高行政人員於股份及相關股份之權益及淡倉」及「購股權計劃」兩節所披露者外,概無董事或本集團之僱員或彼等之聯繫人獲本公司或其附屬公司授予權利購入本公司或任何其他法人團體之股份或債權證,或已於二零二一年九月三十日行使任何該等權利。

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COMPETING INTEREST

None of the Directors, the management shareholders or the substantial shareholders of the Company, or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interest with the Group.

PURCHASE, SALE OR REDEMPTION OF SHARES

For the six months ended 30 September 2021, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

AUDIT COMMITTEE

The Company has established its audit committee (the "Audit Committee") with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company's annual report and accounts, interim report and quarterly reports and to provide advices and comments thereon to the Board. The Audit Committee will also be responsible for reviewing and supervising the Company's financial reporting, risk management and internal control systems. The Audit Committee comprises three independent non-executive Directors, namely Mr. ONG King Keung (Chairman), Ms. CHOI Mei Ping and Mr. TSUI Wing Tak. The Group's unaudited results for the six months ended 30 September 2021 have been reviewed by the Audit Committee who was of the opinion that the preparation of such results complied with the applicable accounting standards, the GEM Listing Rules and legal requirements and that adequate disclosures have been made.

競爭權益

本公司董事、管理層股東或主要股東或彼等各自任何聯繫人概無從事任何與本集團業務構成或可能構成競爭或與本集團有任何其他利益衝突之業務。

買賣或贖回股份

本公司或其任何附屬公司於截至二零二一年九月三十日止六個月概無買賣或贖回本公司任何上市證券。

審核委員會

本公司已遵照GEM上市規則第5.28條至第5.33條成立審核委員會（「審核委員會」），並書面訂下職權範圍。審核委員會之主要職責為審閱本公司之年報及賬目、中期報告及季度報告，並就此向董事會提供意見及建議。審核委員會亦須負責檢討及監督本公司之財務匯報、風險管理及內部監控制度。審核委員會現由三名獨立非執行董事王競強先生（主席）、蔡美平女士及徐永得先生組成。審核委員會已審閱本集團截至二零二一年九月三十日止六個月之未經審核業績，並認為該等業績已遵照適用會計準則、GEM上市規則及法例規定編製，且已作出足夠披露。

OTHER INFORMATION 其他資料

COMPLIANCE OF CODE FOR DIRECTORS' SECURITIES TRANSACTION

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no exacting than the required standard of dealings set out in Rule 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the six months ended 30 September 2021.

CORPORATE GOVERNANCE

The Board considers that the Company has complied with the code provisions of Corporate Governance Code and Corporate Governance Report (the "CG Code") set out in Appendix 15 to the GEM Listing Rules throughout the six months ended 30 September 2021, except for the following deviations:

Chairman and Chief Executive Officer

The Company does not have the Chairman of the Board and the Chief Executive Officer during the six months ended 30 September 2021. The Board is in the process of locating appropriate persons to fill the vacancies of the Chairman and Chief Executive Officer. Even so, the Board considers that the existing Board members are able to share the power and responsibilities of Chairman and Chief Executive Officer among themselves, as detailed below.

Based on Code A.2.1, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. The Board's current significant decisions are made in Board meetings. Every Board member has the rights and responsibility to propose Board meetings to discuss significant issues he/she concerns, and has the power to make the decisions among other Board members.

遵守有關董事買賣證券之守則

本公司已採納有關董事買賣證券之行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載規定之交易準則。經向全體董事作出特定查詢後，於截至二零二一年九月三十日止六個月，全體董事均已遵守規定之交易準則及本公司就董事買賣證券而採納之行為守則。

企業管治

董事會認為，本公司於截至二零二一年九月三十日止六個月一直遵守GEM上市規則附錄15企業管治守則及企業管治報告（「企業管治守則」）所載之守則條文，惟下述偏離情況則除外：

主席與行政總裁

於截至二零二一年九月三十日止六個月，本公司並無董事會主席及行政總裁。董事會現正物色合適人選，以便填補主席與行政總裁之空缺。即使如此，董事會認為現任董事會成員能夠共同享有及分擔主席及行政總裁之權力及責任，詳情載列如下。

根據守則第A.2.1條，主席及行政總裁之角色應該有所區分，而不應由同一名人士擔任。主席與行政總裁之間職責分工應清楚界定並以書面列載。董事會目前的重大決定會於董事會會議作出。每名董事會成員均有權及有責任建議召開董事會會議以討論重大關注事項，並有權與其他董事會成員作出決定。

OTHER INFORMATION 其他資料

With reference to Code A.2.2, in each Board meeting, the director who proposes that meeting (the “Convenor”) would generally be appointed as the chairman of the meeting in accordance with the articles of association of the Company, and he/she has to ensure all directors briefed on issues arising at board meeting.

With reference to Code A.2.3, the Convenor has to provide the meeting agenda and materials (the “Board Papers”) to the company secretary, and the company secretary will then pass the Board Papers to other Board members for their review. Unless urgent matters to be discussed, it is the Board’s practice that the Board Papers have to be given to the Board at least 3 days in advance of the Board meetings. Other Board members should have enough time to read the Board Papers and raise questions and/or request more information before holding the Board meetings. For the urgent Board meetings, the Convenor and/or company secretary have to contact individual Director about the details of the agenda meeting and the reasons of urgency. Every Board member has the right to request additional time to understand the agenda details and delay the Board meeting.

With reference to Code A.2.4, the executive Directors jointly provide leadership of the Board, and ensure the Board works effectively and perform its responsibilities, and that all key and appropriate issues are discussed by it in a timely manner. As mentioned above, all Directors have the rights to propose Board meetings. The company secretary has to summarise all agenda items and circulate the agenda to all Board members.

With reference to Code A.2.5, the Board members share the responsibility to ensure good corporate governance practices and procedures are established. It is the practice of the Board to discuss corporate governance issues in the meetings to approve the interim and annual results.

參照守則第A.2.2條，於各董事會會議，建議召開會議之董事（「召集人」）根據本公司組織章程細則一般獲委任為會議主席，彼應確保董事會會議上所有董事均適當知悉當前事項。

參照守則第A.2.3條，召集人須向公司秘書提供會議議程及資料（「董事會文件」），而公司秘書其後將有關董事會文件轉交其他董事會成員以供審閱。除非將予討論之事項為緊急事項，否則根據董事會常規，董事會文件須於董事會會議舉行至少三日前向董事會發出。其他董事會成員將有足夠時間閱讀董事會文件及提出問題及／或於舉行董事會會議前要求更多資料。就緊急董事會會議而言，召集人及／或公司秘書須聯絡個別董事有關會議議程詳情及緊急召開會議之理由。各董事會成員有權要求額外時間了解議程詳情及延後董事會會議。

參照守則第A.2.4條，執行董事共同帶領董事會，並確保董事會有效地運作，且履行應有職責，並及時就所有重要適當事項進行討論。誠如上文所述，所有董事均有權建議召開董事會會議。公司秘書須概括所有議程項目，並向全體董事會成員傳閱議程。

參照守則第A.2.5條，董事會成員均有責任確保公司制定良好企業管治常規及程序。根據董事會常規，董事會將於會議討論企業管治事項，以批准中期及年度業績。

OTHER INFORMATION 其他資料

With reference to Code A.2.6, the executive Directors share the responsibility of encouraging all directors to make a full and active contribution to the Board's affairs and take the lead to ensure that it acts in the best interest of the Company. The Convenor has the responsibility to encourage other Directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensure the Board decisions fairly reflected Board consensus.

With reference to Code A.2.7, the non-executive Directors (including independent non-executive Directors) hold at least a meeting among themselves annually, to consider and discuss any significant issues of the Company and the Board, without influence from the executive Directors.

With reference to Code A.2.8, the executive Directors share the responsibility of ensuring that appropriate steps are taken to provide effective communication with shareholders and that their views are communicated to the Board as a whole. It is a general practice that the executive Directors will discuss the shareholder's viewpoints with non-executive Directors in the Board meeting following a shareholders' meeting.

With reference to Code A.2.9, the executive Directors share the responsibility of promoting a culture of openness and debate by facilitating the effective contribution of non-executive Directors in particular and ensuring constructive relations between executive and non-executive Directors. As mentioned above, all directors, including non-executive Directors, have the right to propose a board meeting to discuss the issues they consider important, and enough time is reserved for all Directors to read the Board Papers and raise questions. It is the Board's practice to encourage the non-executive Directors to raise their viewpoints in Board meetings.

參照守則第A.2.6條，執行董事均有責任鼓勵所有董事全力投入董事會事務，並以身作則，確保董事會行事符合本公司最佳利益。召集人有責任鼓勵持不同意見之其他董事表達本身關注之事宜、給予有關事宜充足時間討論，以及確保董事會之決定能公正反映董事會共識。

參照守則第A.2.7條，非執行董事（包括獨立非執行董事）應每年至少舉行一次會議，以考慮及討論本公司及董事會任何重大事項，而不受執行董事影響。

參照守則第A.2.8條，執行董事均有責任確保採取適當步驟保持與股東有效聯繫，以及確保股東意見可傳達到整個董事會。根據一般常規，於股東大會後，執行董事將於董事會會議與非執行董事討論股東意見。

參照守則第A.2.9條，執行董事均有責任提倡公開、積極討論之文化，促進董事（特別是非執行董事）對董事會作出有效貢獻，並確保執行董事與非執行董事之間維持富建設性的關係。誠如上文所述，所有董事（包括非執行董事）均有權建議召開董事會會議以討論彼等認為重大之事項，並給予足夠時間讓所有董事閱讀董事會文件及提出問題。根據董事會常規，董事會鼓勵非執行董事於董事會會議提出意見。

OTHER INFORMATION 其他資料

Code A.5.1 states that an issuer should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors. It is the Board's practice to appoint an executive Director as the chairman of the nomination committee of the Board, as the Board considers that executive Directors have to lead the business development of the Company and need to have appropriate Board members and senior management to assist them. In addition, the nomination committee of the Board consists of majority of independent non-executive Directors, who have the veto power jointly if they consider the nomination is inappropriate.

With reference to Code B.1.1, the remuneration committee of the Board would consult Ms. CHOW Man Ki Kelly, an executive Director and the major shareholder of the Company about their remuneration proposals for other executive Directors.

With reference to Code E.1.2, the Board appoints as least one executive Director to attend the annual general meeting as far as possible, due to the chairmanship vacancy. The executive Directors have to invite the chairman of the audit, remuneration and nomination committees of the Board to attend the annual general meeting.

With reference to Code F.1.3, it is the Company's practice that the company secretary report to the executive Directors.

Appointment and Re-election of the Directors

Pursuant to the Provision A.4.1 of the Code, the non-executive directors should be appointed for a specific term, subject to re-election.

The non-executive Director and all independent non-executive Directors are not appointed for a specific term, but they are subject to re-election at the annual general meeting of the Company in accordance with the Articles.

守則第A.5.1條列明發行人應設立提名委員會，由董事會主席或獨立非執行董事擔任主席，成員須以獨立非執行董事佔大多數。根據董事會常規，董事會委任一名執行董事擔任董事會轄下提名委員會之主席，原因是董事會認為執行董事須領導本公司業務發展，並需要有合適董事會成員及高級管理層為彼等提供協助。此外，董事會轄下之提名委員會大部分成員由獨立非執行董事組成，倘獨立非執行董事認為提名屬不適當，彼等有共同否決權。

參照守則第B.1.1條，董事會轄下薪酬委員會應就其他執行董事之薪酬建議諮詢執行董事兼本公司主要股東周文姬女士。

參照守則第E.1.2條，由於主席職位懸空，董事會須盡可能委任至少一名執行董事出席股東週年大會。執行董事應邀請董事會轄下審核委員會、薪酬委員會及提名委員會之主席出席股東週年大會。

參照守則第F.1.3條，根據本公司常規，公司秘書應向執行董事匯報。

董事之委任及重選

根據守則條文第A.4.1條，非執行董事之委任應有指定任期，並須接受重選。

非執行董事及所有獨立非執行董事之委任並無指定任期，惟彼等須根據細則於本公司股東週年大會上接受重選。

OTHER INFORMATION 其他資料

In accordance with the Articles of the Association of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

NON-COMPLIANCE WITH RULE 5.05A OF GEM LISTING RULES

Following the appointment of Ms. CHOW Nga Chee Alice and Mr. LIN Jason as executive Directors on 31 March 2021, the number of Board members increased to ten members but Company has only three independent non-executive Directors. As such, the number of independent non-executive Directors falls below the minimum number as required under Rule 5.05A of GEM Listing Rules. Following the resignation of Mrs. CHIN CHOW Chung Hang Roberta on 30 June 2021, the number of independent non-executive Directors has become one-third of the total number of Board members and Rule 5.05A of GEM Listing Rules has been complied with accordingly.

By order of the Board
Bingo Group Holdings Limited
LAU Man Kit
Executive Director

Hong Kong, 12 November 2021

As at the date of this report, the Board comprises Mr. CHIAU Sing Chi, Ms. CHOW Man Ki Kelly, Mr. LAU Man Kit, Ms. CHOW Nga Chee Alice and Mr. YIP Yiu Bong as executive Directors, and Ms. CHOI Mei Ping, Mr. ONG King Keung and Mr. TSUI Wing Tak as independent non-executive Directors.

根據本公司之組織章程細則，當時在任之三分之一董事（或倘人數並非三之倍數，則為最接近但不少於三分之一）須輪值退任，惟每名董事須每三年最少退任一次。

不遵守 GEM 上市規則第 5.05A 條

隨著周雅緻女士及 LIN Jason 先生於二零二一年三月三十一日獲委任為執行董事後，董事會成員人數增加至十名，惟本公司仍然只有三名獨立非執行董事。因此，獨立非執行董事的人數低於 GEM 上市規則第 5.05A 條所規定的最低人數。於陳鄒重珩女士於二零二一年六月三十日辭任後，獨立非執行董事的人數為董事會成員總數的三分之一，因此已符合 GEM 上市規則第 5.05A 條的規定。

承董事會命
比高集團控股有限公司
執行董事
劉文傑

香港，二零二一年十一月十二日

於本報告日期，董事會成員包括執行董事周星馳先生、周文姬女士、劉文傑先生、周雅緻女士及葉耀邦先生；以及獨立非執行董事蔡美平女士、王競強先生及徐永得先生。

