



Amuse Group Holding Limited
佰悅集團控股有限公司

(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 : 8545)



**THIRD QUARTERLY
REPORT**
第三季度業績報告
2022/23

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

This report will remain on the Stock Exchange’s website at www.hkexnews.hk, the GEM website at www.hkgem.com, on the “Latest Company Announcements” page for at least seven days from the date of its posting. This report will also be published on the Company’s website at www.amusegroupholding.com.

香港聯合交易所有限公司（「聯交所」）GEM 的特色

GEM 乃為較於聯交所上市的其他公司帶有更高投資風險的公司提供上市的市場。有意投資者應瞭解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。GEM 的較高風險及其他特色表示 GEM 較適合專業及其他資深投資者。

由於 GEM 上市公司新興的性質使然，在 GEM 買賣的證券可能會承受較於聯交所主板買賣的證券為高的市場波動風險，同時亦無法保證在 GEM 買賣的證券會有高流通量的市場。

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本報告的資料乃遵照聯交所 GEM 證券上市規則（「GEM 上市規則」）而刊載，旨在提供有關佰悅集團控股有限公司（「本公司」）的資料，本公司董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所深知及確信，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，且並無遺漏其他事項，足以令致本報告所載任何陳述或本報告產生誤導。

本報告將於聯交所網站 www.hkexnews.hk，GEM 網站 www.hkgem.com 內「最新公司公告」一頁於刊發日期起計最少保存七天。本報告亦將於本公司之網站 www.amusegroupholding.com 內刊發。

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CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. Li Wai Keung
(Chairman and chief executive officer)
Mr. To Hoi Pan
Ms. Lee Kwai Fong

Non-executive Directors

Mr. Lee Ming Yeung Michael
Mr. Wei Qing
Mr. Chu Wai Tak

Independent Non-executive Directors

Mr. Yu Pui Hang
Ms. Chow Chi Ling Janice
Ms. Kwok Wai Ling
Mr. Cheng Pak Lam
(appointed on 19 August 2022)
Ms. Ren Hongyan
(retired on 12 August 2022)

Company Secretary

Mr. To Hoi Pan

Compliance Officer

Mr. To Hoi Pan

Authorised Representatives

Mr. Li Wai Keung
Mr. To Hoi Pan

Audit Committee

Ms. Chow Chi Ling Janice
(Chairlady of Audit Committee)
Mr. Yu Pui Hang
Mr. Cheng Pak Lam
(appointed on 19 August 2022)
Ms. Ren Hongyan
(retired on 12 August 2022)

Remuneration Committee

Mr. Yu Pui Hang
(Chairman of Remuneration Committee)
Ms. Chow Chi Ling Janice
Mr. Cheng Pak Lam
(appointed on 19 August 2022)
Ms. Ren Hongyan
(retired on 12 August 2022)

Nomination Committee

Mr. Cheng Pak Lam
(appointed on 19 August 2022)
(Chairman of Nomination Committee)
Mr. Yu Pui Hang
Ms. Chow Chi Ling Janice
Ms. Ren Hongyan
(retired on 12 August 2022)

公司資料

董事會

執行董事

李偉強先生
(主席兼行政總裁)
杜海斌先生
李桂芳女士

非執行董事

李明揚先生
魏青先生
朱偉德先生

獨立非執行董事

余沛恒先生
周繳玲女士
郭惠玲女士
鄭柏林先生
(於二零二二年八月十九日獲委任)
任紅燕女士
(於二零二二年八月十二日退任)

公司秘書

杜海斌先生

合規主任

杜海斌先生

授權代表

李偉強先生
杜海斌先生

審核委員會

周繳玲女士
(審核委員會主席)
余沛恒先生
鄭柏林先生
(於二零二二年八月十九日獲委任)
任紅燕女士
(於二零二二年八月十二日退任)

薪酬委員會

余沛恒先生
(薪酬委員會主席)
周繳玲女士
鄭柏林先生
(於二零二二年八月十九日獲委任)
任紅燕女士
(於二零二二年八月十二日退任)

提名委員會

鄭柏林先生
(於二零二二年八月十九日獲委任)
(提名委員會主席)
余沛恒先生
周繳玲女士
任紅燕女士
(於二零二二年八月十二日退任)

Auditor

Grant Thornton Hong Kong Limited
Certified Public Accountants

Registered Office

Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

Head Office and Principal Place of Business in Hong Kong

Flat A-C, 3A/F, Metex House
24-32 Fui Yiu Kok Street
Tsuen Wan
Hong Kong

Principal Share Registrar and Transfer Office

Tricor Services (Cayman Islands) Limited
Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Principal Banker

Hang Seng Bank Limited

Company's Website

www.amusegroupholding.com

Stock Code

8545

核數師

致同(香港)會計師事務所有限公司
執業會計師

註冊辦事處

Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

總辦事處及香港主要營業地點

香港
荃灣
灰窰角街24-32號
美德大廈3A樓A-C室

股份過戶登記總處

Tricor Services (Cayman Islands) Limited
Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

恒生銀行有限公司

公司網站

www.amusegroupholding.com

股份代號

8545

The board of Directors (the "Board") of the Company is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the "Group") for the nine months ended 31 December 2022 (the "Period"), together with the comparative figures for the nine months ended 31 December 2021 (the "Corresponding Period"), which have not been audited nor reviewed by the independent auditor but have been reviewed and approved by the audit committee of the Company (the "Audit Committee"), are set out as follows:

本公司董事會（「董事會」）欣然宣佈本公司及其附屬公司（統稱「本集團」）截至二零二二年十二月三十一日止九個月（「本期間」）之未經審核簡明綜合業績連同截至二零二一年十二月三十一日止九個月（「去年同期」）之比較數字，該等業績及數字尚未經獨立核數師審核或審閱，但已獲本公司審核委員會（「審核委員會」）審閱及批准，詳情載列如下：

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

For the nine months ended 31 December 2022

未經審核簡明綜合損益及其他全面收益表

截至二零二二年十二月三十一日止九個月

		Nine months ended 31 December		
		截至十二月三十一日止九個月		
		2022	2021	
		二零二二年	二零二一年	
		HK\$'000	HK\$'000	
		千港元	千港元	
	Notes 附註			
Revenue	收益	4	203,046	175,901
Cost of sales	銷售成本		(170,324)	(151,394)
Gross profit	毛利		32,722	24,507
Other net income	其他淨收入	5	1,130	3,921
Selling expenses	銷售開支		(7,303)	(9,446)
Administrative expenses	行政開支		(18,269)	(16,626)
Fair value changes of financial assets at fair value through profit or loss	按公平值計入損益之金融資產的公平值變動		(1,915)	(276)
Share of loss of a joint venture	應佔一間合資公司之虧損		-	(600)
Profit from operations	經營溢利		6,365	1,480
Finance costs	融資成本	6(a)	(133)	(88)
Profit before taxation	除稅前溢利	6	6,232	1,392
Income tax expense	所得稅開支	7	(2,233)	(2,035)
Profit/(loss) for the period	期內溢利／（虧損）		3,999	(643)
Earnings/(loss) per share – Basic and diluted (HK cents)	每股盈利／（虧損）—基本及攤薄（港仙）	8	0.34	(0.06)
Profit/(loss) for the period	期內溢利／（虧損）		3,999	(643)
Total comprehensive income/(loss) for the period	期內全面收益／（虧損）總額		3,999	(643)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2022

未經審核簡明綜合權益變動表

截至二零二二年十二月三十一日止九個月

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
Balance at 1 April 2021	於二零二一年 四月一日的結餘	10,000	66,991	129	101,751	178,871
Loss and total comprehensive income for the period	期內虧損及全面收益 總額	-	-	-	(643)	(643)
Balance at 31 December 2021	於二零二一年十二月 三十一日的結餘	10,000	66,991	129	101,108	178,228
Balance at 1 April 2022	於二零二二年 四月一日的結餘	10,000	66,991	129	103,232	180,352
Profit and total comprehensive income for the period	期內溢利及全面收益 總額	-	-	-	3,999	3,999
New share issued in the period	期內已發行新股	1,923	8,077	-	-	10,000
Balance at 31 December 2022	於二零二二年十二月 三十一日的結餘	11,923	75,068	129	107,231	194,351

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2022

1. General information

The Company is incorporated in the Cayman Islands with limited liability under the Companies Law (as revised) of the Cayman Islands. The address of the Company's registered office was Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands, which has been changed to Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands with effect from 1 October 2022.

The Company is an investment holding company. The Group is principally engaged in design, marketing, distribution and retail sales of toys and related products, and operating engineering projects.

The measurement basis used in the preparation of the unaudited condensed consolidated financial statements is the historical cost basis, except that the investment properties and certain financial assets are stated at fair value. The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$") and all figures are rounded to the nearest thousand ("HK\$'000") unless otherwise indicated.

2. Basis of preparation

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2022 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual HKFRS, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the applicable disclosure provisions of the GEM Listing Rules. The principal accounting policies used in the unaudited condensed consolidated financial statements for the nine months ended 31 December 2022 are consistent with those adopted in the preparation of the Group's annual financial statements for the year ended 31 March 2022 except for the accounting policy changes that are expected to be reflected in the annual financial statements for the year ended 31 March 2023.

未經審核簡明綜合財務報表附註

截至二零二二年十二月三十一日止九個月

1. 一般資料

本公司根據開曼群島公司法（經修訂）於開曼群島註冊成立為有限公司。本公司的註冊辦事處地址原位於 Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands，而由二零二二年十月一日起改為 Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands。

本公司為投資控股公司。本集團主要從事設計、市場推廣、分銷及零售銷售玩具及相關產品以及營運工程項目。

編製未經審核簡明綜合財務報表使用的計量基準為歷史成本基準，惟投資物業及若干金融資產按公平值列賬除外。未經審核簡明綜合財務報表乃以港元（「港元」）呈列，除另有指明外，所有數字均四捨五入至最接近的千位（「千港元」）。

2. 編製基準

截至二零二二年十二月三十一日止九個月的未經審核簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的所有適用香港財務報告準則（「香港財務報告準則」），該統稱包括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、香港公認會計原則及 GEM 上市規則的適用披露條文編製。編製截至二零二二年十二月三十一日止九個月的未經審核簡明綜合財務報表所用之主要會計政策與編製本集團截至二零二二年三月三十一日止年度之年度財務報表所採納者一致，惟預期於截至二零二三年三月三十一日止年度之年度財務報表內反映的會計政策變動則除外。

3. Adoption of New and Amended HKFRSs and Changes in Accounting Policies

(a) Amended HKFRSs that are effective for annual periods beginning on or after 1 April 2021

The unaudited condensed consolidated quarterly financial statements for the nine months ended 31 December 2022 have been prepared in accordance with the accounting policies adopted in the Group's annual financial statements for the year ended 31 March 2022, except for the adoption of the following amended HKFRSs which are effective as of 1 April 2022.

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRS Standards 2018-2020 ¹
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combination ⁴

The adoption of these amended HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

3. 採納新訂及經修訂香港財務報告準則以及會計政策的變動

(a) 於二零二一年四月一日或之後開始之年度期間生效之經修訂香港財務報告準則

截至二零二二年十二月三十一日止九個月的未經審核簡明綜合季度財務報表乃根據本集團截至二零二二年三月三十一日止年度的年度財務報表所採納的會計政策編製，惟採納截至二零二二年四月一日生效的以下經修訂香港財務報告準則除外。

香港財務報告準則第3號之修訂	對概念框架的提述
香港會計準則第16號之修訂	物業、廠房及設備—作擬定用途前的所得款項
香港會計準則第37號之修訂	虧損性合約—履約成本
香港財務報告準則之修訂	對香港財務報告準則二零一八年至二零二零年的年度改進 ¹
會計指引第5號（經修訂）	共同控制合併的合併會計法 ⁴

採納該等經修訂香港財務報告準則對於本期間及過往期間之業績及財務狀況之編製及呈列方式並無重大影響。

3. Adoption of New and Amended HKFRSs and Changes in Accounting Policies (Continued)

(b) Issued but not yet effective HKFRSs

At the date of authorisation of the unaudited condensed consolidated quarterly financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

HKFRS 17	Insurance Contracts and related amendments ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 ¹
Amendments to HKAS 1	Non-Current Liabilities with Covenants ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

1	Effective for annual periods beginning on or after 1 January 2023
2	Effective for annual periods beginning on or after 1 January 2024
3	Effective date not yet determined

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's consolidated financial statements.

3. 採納新訂及經修訂香港財務報告準則以及會計政策的變動(續)

(b) 已頒佈但尚未生效的香港財務報告準則

於未經審核簡明綜合季度財務報表的授權日期，若干新訂及經修訂香港財務報告準則已頒佈但尚未生效，且未獲本集團提早採納。

香港財務報告準則第17號	保險合約及相關修訂 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合資公司之間的資產出售或注資 ³
香港財務報告準則第16號之修訂	售後租回的租賃負債 ²
香港會計準則第1號之修訂	將負債分類為流動或非流動及香港詮釋第5號的相關修訂 ¹
香港會計準則第1號之修訂	附帶契諾的非流動負債 ²
香港會計準則第1號及香港財務報告準則實務報告第2號之修訂	會計政策之披露 ¹
香港會計準則第8號之修訂	會計估計之定義 ¹
香港會計準則第12號之修訂	與單一交易產生之資產及負債相關的遞延稅項 ¹

1	於二零二三年一月一日或之後開始之年度期間生效
2	於二零二四年一月一日或之後開始之年度期間生效
3	生效日期尚未釐定

本集團正在評估採納上述準則預期於首次應用期間將產生的影響。迄今為止，本集團評定採納該等準則不太可能對本集團的綜合財務報表造成重大影響。

4. Revenue and business segment

(a) Revenue

The principal activities of the Group are design, marketing, distribution and retail sales of toys and related products.

A new principal activity for the Group commenced on 8 August 2022, the Group has acquired a company which is principally engaged in the provision of its main operating engineering projects in Hong Kong, including (i) commercial building repair, maintenance, renovation; (ii) office renovation, design and (iii) other large-scale engineering projects.

The Group's revenue comprised the sales of Original Design Manufacturing ("ODM") toys to license holders, sale of own licensed toys, distribution of imported toys and revenue of operating engineering projects and is analysed by principal activities as follows:

Sales of ODM toys to license holders	銷售ODM玩具予特許持有人	109,346	91,441
Distribution of imported toys and related products	分銷進口玩具及相關產品	55,849	41,355
Sales of own licensed toys and related products	銷售自家特許玩具及相關產品	31,836	43,105
Revenue of operating engineering projects	營運工程項目之收益	6,015	-
		203,046	175,901

The Group's customers are primarily distributors based in Japan. The percentage of revenue contributed by the Group's five largest customers for the Period amounted to approximately 72% (the Corresponding Period: 72%). Further details regarding the Group's principal activities are disclosed below.

4. 收益及業務分部

(a) 收益

本集團的主要活動為設計、市場推廣、分銷及零售銷售玩具及相關產品。

本集團於二零二二年八月八日啟動一項全新的主要活動。本集團已收購一間公司，其主要於香港從事提供其主要營運工程項目，包括(i)商業大廈維修、保養、翻新；(ii)辦公室翻新、設計及(iii)其他大型工程項目。

本集團的收益包括銷售原設計製造（「ODM」）玩具予特許持有人、銷售自家特許玩具、分銷進口玩具及營運工程項目之收益，並按主要活動劃分分析如下：

Nine months ended			
31 December			
截至十二月三十一日止九個月			
2022	2021		
二零二二年	二零二一年		
HK\$'000	HK\$'000		
千港元	千港元		
Sales of ODM toys to license holders	銷售ODM玩具予特許持有人	109,346	91,441
Distribution of imported toys and related products	分銷進口玩具及相關產品	55,849	41,355
Sales of own licensed toys and related products	銷售自家特許玩具及相關產品	31,836	43,105
Revenue of operating engineering projects	營運工程項目之收益	6,015	-
		203,046	175,901

本集團的客戶主要為日本分銷商。本期間的本集團五大客戶產生的收益百分比為約72%（去年同期：72%）。有關本集團主要活動的更多詳情於下文披露。

4. Revenue and business segment (Continued)

(a) Revenue (Continued)

The Group manages its business by four (2021: three) divisions, namely sale of ODM toys, sale of own licensed toys, distribution of imported toys and revenue of operating engineering projects. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified the above four reportable segments. No operating segments have been aggregated to form the above reportable segments.

(b) Information about major customers

Revenue from customers during the Period contributing over 10% of the Group's revenue are as follows:

4. 收益及業務分部 (續)

(a) 收益 (續)

本集團按四個(二零二一年: 三個)分部管理其業務, 即銷售ODM玩具、銷售自家特許玩具、分銷進口玩具及營運工程項目之收益。按照內部就資源分配及表現評估向本集團最高行政管理層呈報資料的相同方式, 本集團已識別以上四個可呈報分部。概無匯總經營分部以構成以上可呈報分部。

(b) 主要客戶的資料

本期間佔本集團收益逾10%的客戶的收益列載如下:

		Nine months ended	
		31 December	
		截至十二月三十一日止九個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Group's largest customers	本集團最大客戶	115,430	119,833

5. Other net income

		Nine months ended 31 December	
		截至十二月三十一日止九個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Bank interest income	銀行利息收入	209	172
Net exchange (loss)/gain	匯兌(虧損)/收益淨額	(1,829)	1,217
Rental income	租金收入	-	610
Freight charge income	運費收入	214	138
Management fee income	管理費收入	907	979
Sundry income	雜項收入	224	705
Government grant	政府補貼	1,025	100
Gain on disposal on property, plant and equipment	出售物業、廠房及設備之收益	380	-
		1,130	3,921

5. 其他淨收入

6. Profit before taxation

Profit before taxation is arrived at after charging:

6. 除稅前溢利

除稅前溢利乃經扣除以下各項後達致：

		Nine months ended 31 December	
		截至十二月三十一日止九個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
(a) Finance costs	(a) 融資成本		
Interest on bank loan and overdrafts	銀行貸款及透支利息	65	36
Interest on lease liabilities	租賃負債利息	68	52
		133	88
(b) Staff costs (including directors' remuneration)	(b) 員工成本 (包括董事酬金)		
Salaries, wages and other benefits	薪金、工資及其他福利	10,472	12,704
Contributions to defined contributions retirement plans	定額供款退休計劃供款	327	312
		10,799	13,016
(c) Other items	(c) 其他項目		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,914	12,358
Depreciation of right-of-use assets	使用權資產折舊	1,898	2,310
Auditors' remuneration	核數師酬金	563	563

7. Income tax

7. 所得稅

		Nine months ended	
		31 December	
		截至十二月三十一日止九個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Current tax — Hong Kong profits tax	即期稅項 — 香港利得稅	2,233	2,035

The provision for Hong Kong profits tax for the nine months ended 31 December 2022 is calculated at 16.5% (the Corresponding Period: 16.5%) of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of qualifying entities are taxed at 8.25%, and the profits above HK\$2,000,000 are taxed at 16.5%. The provision for Hong Kong profits tax for this subsidiary was calculated at the same basis in the Corresponding Period.

除本集團一間附屬公司屬利得稅兩級制的合資格企業外，截至二零二二年十二月三十一日止九個月香港利得稅撥備按預計年內應課稅溢利的16.5%計算（去年同期：16.5%）。根據利得稅兩級制，合資格實體首2,000,000港元溢利按8.25%的稅率徵稅，2,000,000港元以上的溢利則按16.5%的稅率徵稅。上述附屬公司的香港利得稅撥備以去年同期的相同基準計算。

8. Earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the profit attributable to ordinary equity shareholders of the Company of HK\$3,999,000 (the loss for the Corresponding Period: HK\$643,000) and weighted average of 1,174,825,175 ordinary shares in issue during the Period (the Corresponding Period: 1,000,000,000 shares).

The weighted average number of ordinary shares is calculated as follows:

8. 每股盈利／（虧損）

每股基本盈利／（虧損）乃根據本期間本公司普通權益股東應佔溢利3,999,000港元（去年同期虧損：643,000港元）及已發行普通股加權平均數1,174,825,175股（去年同期：1,000,000,000股）計算。

普通股加權平均數計算如下：

		At 31 December	
		於十二月三十一日	
		2022	2021
		二零二二年	二零二一年
Issued ordinary share at 1 April	於四月一日的已發行普通股	1,000,000,000	1,000,000,000
Weighted average number of shares at 31 December	於十二月三十一日的股份加權平均數	1,174,825,175	1,000,000,000

8. Earnings/(loss) per share (Continued)

There was no difference between basic and diluted earnings/(loss) per share as the Company did not have any dilutive potential shares outstanding during the Period and the Corresponding Period.

9. Investment property and other property, plant and equipment

During the Period, the Group acquired items of plant and machinery with a cost of HK\$5,269,000 (the Corresponding Period: HK\$7,892,000).

10. Dividends

No dividends were paid or declared by the Company or any of the subsidiaries during the Period and the Corresponding Period.

11. Fair value measurement

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2022 and 31 March 2022.

12. Commitments

At 31 December 2022 and 31 March 2022, the Group has no operating lease commitment as lessee.

8. 每股盈利／（虧損）（續）

由於本公司於本期間及去年同期並無任何發行在外之潛在攤薄股份，故每股基本及攤薄盈利／（虧損）並無差異。

9. 投資物業及其他物業、廠房及設備

於本期間，本集團收購廠房及機械項目的成本為5,269,000港元（去年同期：7,892,000港元）。

10. 股息

於本期間及去年同期，本公司或任何附屬公司並無派付或宣派股息。

11. 公平值計量

於二零二二年十二月三十一日及二零二二年三月三十一日，本集團按攤銷成本列賬的金融工具的賬面值與其公平值並無重大差異。

12. 承擔

於二零二二年十二月三十一日及二零二二年三月三十一日，本集團並無作為承租人的經營租賃承擔。

MANAGEMENT DISCUSSION AND ANALYSIS

Business review and outlook

The Group is principally engaged in design, marketing, distribution and retail sales of toys and related products, and operating engineering projects.

Business Review

For the Period as compared to the Corresponding Period, the Group's revenue increased by approximately 15.4% while gross profit increased by approximately 33.5%.

Business in the sales of ODM toys to license holder

The Group's revenue in the sales of ODM toys to license holders increased by approximately 19.6% to approximately HK\$109,346,000 (the Corresponding Period: approximately HK\$91,441,000).

The increase in revenue from this segment was primarily because of the recovery in the production capacity of suppliers in mainland China in the Period.

Business in the distribution of imported toys and related products

The Group's revenue in the distribution of imported toys and related products increased by approximately 35.0% to approximately HK\$55,849,000 (the Corresponding Period: approximately HK\$41,355,000).

The increase in revenue from the distribution of imported toys and related products was mainly because a hot-selling high-end robot figure was released and delivered in the Period.

Business in the sales of own licensed toys and related products

The Group's revenue in the sales of own licensed toys and related products decreased by approximately 26.1% to approximately HK\$31,836,000 (the Corresponding Period: approximately HK\$43,105,000).

管理層討論及分析

業務回顧及展望

本集團主要從事設計、市場推廣、分銷及零售銷售玩具及相關產品以及營運工程項目。

業務回顧

於本期間，本集團之收益較去年同期增加約15.4%，毛利則增加約33.5%。

銷售ODM玩具予特許持有人業務

本集團銷售ODM玩具予特許持有人之收益增加約19.6%至約109,346,000港元（去年同期：約91,441,000港元）。

來自本分部之收益增加乃主要由於本期間中國內地供應商產能恢復。

分銷進口玩具及相關產品業務

本集團分銷進口玩具及相關產品之收益增加約35.0%至約55,849,000港元（去年同期：約41,355,000港元）。

分銷進口玩具及相關產品之收益增加乃主要由於本期間發行及交付之一款熱銷高端機械人手辦玩具所致。

銷售自家特許玩具及相關產品業務

本集團銷售自家特許玩具及相關產品之收益減少約26.1%至約31,836,000港元（去年同期：約43,105,000港元）。

The decrease in revenue from the sales of own licensed toys and related products was primarily because a newly, developed super hero series figure was highly popular in the Corresponding Period.

Revenue of operating engineering projects

The Group's new business segment commenced on 8 August 2022, which mainly contributed from the project in Fo Tan, Hong Kong. There are three areas of work including typical lobby, lift car and main lobby for this project, that contributed the revenue of approximately HK\$6,015,000 for the Period (the Corresponding Period: Nil).

Financial Analysis

Revenue

Revenue increased by approximately 15.4% to approximately HK\$203,046,000 for the Period from approximately HK\$175,901,000 for the Corresponding Period.

The increase in revenue was mainly due to the increase in revenue from (i) commencement of new segment-operating engineering projects; (ii) sales of ODM toys to license holder; (iii) distribution of imported toys and related products in the Period.

Cost of sales

Cost of sales increased by approximately 12.5% to approximately HK\$170,324,000 for the Period from approximately HK\$151,394,000 for the Corresponding Period. The increase of cost of sales brings into line with the increase of revenue.

Gross profit

Gross profit increased by approximately 33.5% to approximately HK\$32,722,000 for the Period from approximately HK\$24,507,000 for the Corresponding Period. The gross profit margin increase to 16.1% for the Period from approximately 13.9% for the Corresponding Period. The increase of gross profit was mainly because of the significant increase in the distribution of imported toys and related products, which is comparatively high in profit margin among the business segments.

銷售自家特許玩具及相關產品之收益減少乃主要由於去年同期新開發的一款熱門超級英雄系列手辦。

營運工程項目之收益

本集團之新業務分部於二零二二年八月八日啟動，其收益主要來自於香港火炭的項目。該項目為三個工程範圍（包括標準大堂、電梯轎廂及大堂），於本期間貢獻收益約6,015,000港元（去年同期：無）。

財務分析

收益

收益由去年同期約175,901,000港元增加約15.4%至本期間約203,046,000港元。

收益增加主要由於本期間(i)新分部—營運工程項目開工；(ii)銷售ODM玩具予特許持有人；(iii)分銷進口玩具及相關產品之收益增加所致。

銷售成本

銷售成本由去年同期約151,394,000港元增加約12.5%至本期間約170,324,000港元。銷售成本增幅與收益增長同步。

毛利

毛利由去年同期約24,507,000港元增加約33.5%至本期間約32,722,000港元。毛利率由去年同期約13.9%增加至本期間16.1%。毛利增加主要由於分銷進口玩具及相關產品大幅增加，而分銷進口玩具及相關產品的利潤率在一眾業務分部中相對較高。

Other income, net

Other income, net decreased by approximately 71.2% to approximately HK\$1,130,000 for the Period from approximately HK\$3,921,000 for the Corresponding Period.

The decrease was mainly due to the sharp rebound in the US dollar during the Period. The foreign currency held on hand during the Period results in a foreign exchange loss being written off from other incomes.

Selling expenses

Selling expenses decreased by approximately 22.7% to approximately HK\$7,303,000 for the Period from approximately HK\$9,446,000 for the Corresponding Period. The decrease was mainly due to the extraordinary online marketing expenses on social media platforms occurred in the Corresponding Period.

Administrative expenses

Administrative expenses increased by approximately 9.9% to approximately HK\$18,269,000 for the Period from approximately HK\$16,626,000 for the Corresponding Period. The increased expense were mainly due to i) the professional services fee expenses for the acquisition projects conducted, ii) the additional administrative expenses in the newly acquired subsidiary in the Period.

Event after the reporting period

There is no significant event subsequent to 31 December 2022 which would materially affect the Group's operating and financial performance.

Liquidity, financial resources and funding

As at 31 December 2022, the Group had cash and bank deposits of approximately HK\$123,278,000 (31 March 2022: approximately HK\$151,640,000), which were cash at banks and on hand and bank deposits.

As at 31 December 2022, no bank deposit was pledged (31 March 2021: nil).

其他收入淨額

其他收入淨額由去年同期約3,921,000港元減少約71.2%至本期間約1,130,000港元。

此項減少主要由於本期間美元大幅反彈。本期間手頭持有的外幣導致從其他收入中撇銷外匯虧損。

銷售開支

銷售開支由去年同期約9,446,000港元減少約22.7%至本期間約7,303,000港元。此項減少主要由於去年同期產生有關社交媒體平台的非經常性線上營銷開支。

行政開支

行政開支由去年同期約16,626,000港元增加約9.9%至本期間約18,269,000港元。開支增加主要由於本期間i)所進行收購項目的專業服務費開支，ii)新收購附屬公司的新增行政開支所致。

報告期後的事項

於二零二二年十二月三十一日之後並無發生可能對本集團經營及財務表現有重大影響之重大事項。

流動資金、財務資源及撥資

於二零二二年十二月三十一日，本集團有現金及銀行存款約123,278,000港元（二零二二年三月三十一日：約151,640,000港元），該等現金及銀行存款為銀行現金及手頭現金及銀行存款。

於二零二二年十二月三十一日，概無抵押任何銀行存款（二零二一年三月三十一日：無）。

As at 31 December 2022, the Group's indebtedness comprised bank loans of HK\$3,218,000 (31 March 2022: HK\$3,327,000) and lease liabilities of HK\$8,458,000 (31 March 2022: HK\$903,000).

Gearing ratio is calculated based on the total loans and borrowings divided by total equity at the respective reporting date. As at 31 December 2022, the Group's gearing ratio was approximately 0.02 times, while it was 0.02 times as at 31 March 2022.

Capital structure

As at 31 December 2022 and 31 March 2022, the capital structure of the Company comprised issued share capital and reserves.

Future plans for material investments and capital assets

Save as disclosed in the prospectus of the Company dated 18 May 2018 (the "Prospectus"), the Group did not have other plans for material investments and capital assets.

Material acquisitions and disposals of subsidiaries and affiliated companies

On 8 August 2022, the Company acquired 100% equity interest of Forever Profits Development Limited ("Forever Profits"), a company incorporated in Hong Kong with limited liability, from an Independent Third Party, Mr. Tse Chun Yiu ("Mr. Tse") at a consideration of HK\$7,000,000.

Forever Profits is principally engaged in the provision of its main operating engineering projects in Hong Kong, including (i) commercial building repair, maintenance, renovation; (ii) office renovation, design and (iii) other large-scale engineering projects.

於二零二二年十二月三十一日，本集團之債務包括3,218,000港元之銀行貸款（二零二二年三月三十一日：3,327,000港元）及8,458,000港元之租賃負債（二零二二年三月三十一日：903,000港元）。

資產負債比率乃按各報告日期的總貸款及借款除以總權益計算。於二零二二年十二月三十一日，本集團的資產負債比率為約0.02倍，而二零二二年三月三十一日為0.02倍。

資本架構

於二零二二年十二月三十一日及二零二二年三月三十一日，本公司的資本架構由已發行股本及儲備組成。

有關重大投資及資本資產的未來計劃

除本公司日期為二零一八年五月十八日之招股章程（「招股章程」）所披露者外，本集團並無其他有關重大投資及資本資產的計劃。

重大收購及出售附屬公司及聯屬公司

於二零二二年八月八日，本公司向一名獨立第三方謝俊曜先生（「謝先生」）收購皆盈發展有限公司（「皆盈」，一間於香港註冊成立的有限公司）的100%股權，代價為7,000,000港元。

皆盈主要於香港從事提供其主要營運工程項目，包括(i)商業大廈維修、保養、翻新；(ii)辦公室翻新、設計及(iii)其他大型工程項目。

Mr. Tse irrevocably and unconditionally guarantees to the Purchaser that 3 years net profit, and the each year net profit is not less than HK\$2,500,000. Otherwise, the vendor shall pay the differences to the Purchaser, and the maximum pay back by the vendor is HK\$2,500,000 per year.

The acquisition of this subsidiary has been accounted for using acquisition method and was made as part of the Company's strategy to exploring potential investment opportunities from time to time in order to broaden its profit source and eventually optimise the returns to the Shareholders. Acquisition-related cost is insignificant.

Identifiable assets acquired and liabilities assumed

The following table summaries the fair values of the identifiable assets acquired and liabilities assumed at the date of acquisition:

謝先生不可撤回及無條件地向買方保證3年純利，且每年純利不少於2,500,000港元。如利潤保證未能達到，賣方將向買方支付差額，金額上限為每年2,500,000港元。

收購該附屬公司已採用收購法入賬，並作為本公司策略（即不時發掘潛在投資機會，以拓寬其溢利來源並最終提高股東回報）的其中一環。收購相關成本並不重大。

所收購可識別資產及所承擔負債

下表概述所收購可識別資產及所承擔負債於收購日期的公平值：

		Fair value of net identifiable assets and liabilities acquired 所收購可識別 資產及負債 淨額的公平值 HK\$'000 千港元
Other Receivables	其他應收款項	159
Cash at Bank	銀行現金	12
		171
Less: Accrual Expense	減：應計開支	(25)
Total identifiable net assets acquired	所收購可識別淨資產總額	146

Goodwill

Goodwill arising from the acquisition has been recognized as follow:

商譽

因收購事項產生的商譽已予確認如下：

		HK\$'000 千港元
Total consideration	總代價	7,000
Fair value of identifiable net assets	可識別淨資產的公平值	(146)
Goodwill	商譽	6,854

Net cash outflow on acquisition of a subsidiary

收購一間附屬公司產生的現金流出淨額

		HK\$'000 千港元
Consideration paid in cash	以現金支付的代價	7,000
Less: Bank balances and cash acquired	減：所收購銀行結餘及現金	(12)
Net outflow of cash and cash equivalents included in the cash flows from investing activities	計入投資活動現金流量的現金及現金等價物之流出淨額	6,988

Impact of acquisition on the results of the Group

The revenue and loss included in the consolidated statement of profit or loss and other comprehensive income for the period ended 31 December 2022 since the acquisition date contributed by Forever Profits Development Limited was approximately HK\$310,000 and HK\$124,000 respectively.

收購事項對本集團業績的影響

自收購日期起皆盈發展有限公司所貢獻並計入截至二零二二年十二月三十一日止期間的綜合損益及其他全面收益表的收益及虧損分別約為310,000港元及124,000港元。

Contingent liabilities

The Group had no material contingent liabilities as at 31 December 2022 (31 March 2022: nil).

或然負債

於二零二二年十二月三十一日，本集團並無任何重大或然負債（二零二二年三月三十一日：無）。

Exposure to exchange rate fluctuation

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group mainly operates in Hong Kong with most of the transactions denominated and settled in HK\$.

During the Period, the Group's exposure to foreign currency risk primarily arose from certain financial instruments including trade and other receivables, cash and cash equivalents and trade and other payables which are denominated in JPY, RMB and/or US\$. During the Period and the Corresponding Period, the Group did not adopt any hedging strategy but the management continuously monitored the foreign exchange risk exposure on a case-by-case basis. The Group did not use any hedging contracts to engage in speculative activities during the Period and the Corresponding Period.

Charge on group's assets

At 31 December 2022, the Group's leasehold land and building with an aggregate carrying value of HK\$6,334,000 were mortgaged to secure banking facilities granted to the Group (31 March 2022: HK\$6,069,000).

Information on employees

As at 31 December 2022, the Group had 47 employees (31 March 2022: 41) working in Hong Kong. Employees are remunerated according to their performance and work experience. On top of basic salary, commission, discretionary bonus and share option may be granted to eligible staff by reference to the Group's performance as well as individual's performance. The remuneration of the Directors for the Period amounted to approximately HK\$4,799,000 (the Corresponding Period: approximately HK\$7,025,000).

匯率波動風險

外幣風險指外匯匯率變動導致金融工具公平值或未來現金流量出現波動的風險。本集團主要於香港經營業務，大部分交易以港元計值及結算。

於本期間，本集團面對的外幣風險主要來自若干金融工具，包括貿易及其他應收款項、現金及現金等價物以及貿易及其他應付款項，上述各項以日圓、人民幣及／或美元計值。於本期間及去年同期，本集團並無採納任何對沖策略，但管理層持續監察逐個個案的外匯風險。於本期間及去年同期，本集團並無使用任何對沖合約以從事投機活動。

集團資產抵押

於二零二二年十二月三十一日，總賬面值為6,334,000港元的本集團租賃土地及樓宇已予按揭，以擔保本集團獲授的銀行融資（二零二二年三月三十一日：6,069,000港元）。

有關僱員的資料

於二零二二年十二月三十一日，本集團於香港聘用47名僱員（二零二二年三月三十一日：41名）。僱員酬金乃根據彼等的表現及工作經驗釐定。除基本薪金外，經參考本集團的業績及個人表現後，合資格員工亦可能獲授予佣金、酌情花紅及購股權。本期間的董事酬金約為4,799,000港元（去年同期：約7,025,000港元）。

Dividend

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

Use of Proceeds

The ordinary share(s) of the Company (the "Shares") were listed on GEM on 31 May 2018. The net proceeds from the listing of the Shares on GEM (the "Listing") (after deducting the underwriting fees and related expenses) amounted to approximately HK\$57.9 million. The net proceeds were fully utilised in FY2021.

Principal risks and uncertainties

The business operations and results of the Group may be affected by various factors, some of which are external causes and some are inherent to the business. The principal risks and uncertainties are summarised as follows:

Principal risks and uncertainties facing the Group

本集團所面臨之主要風險及不明朗因素

- Failure to obtain new orders could materially affect the Group's financial performance
- 無法取得新訂單或會對本集團之財務表現造成重大影響
- The Group relies on the performance of senior management team
- 本集團依賴其高級管理團隊的表現
- Ineffective quality control over the suppliers and products may result in negative impact on the business and operation of the Group
- 對供應商及產品的品質控制無效可能導致對本集團業務及營運造成不利影響

股息

董事會不建議派付本期間的股息(去年同期:無)。

所得款項用途

本公司普通股(「股份」)於二零一八年五月三十一日在GEM上市。股份於GEM上市(「上市」)所得款項淨額(經扣除包銷費用及相關開支後)約為57,900,000港元。於二零二一財年,所得款項淨額已獲悉數使用。

主要風險及不確定性

本集團之業務營運及業績可能受多項因素影響,當中有部分為外部因素,有部分則為與業務有關的固有因素。主要風險及不明朗因素概述如下:

Directors' approach to addressing these risks and uncertainties

董事處理該等風險及不明朗因素的方法

- The Group has constantly built up good relationships with key customers and actively solicited new customers
- 本集團一直與主要客戶建立良好關係,並積極與新客戶接洽
- The Group has constantly provided training to senior management team to enhance their performance
- 本集團一直提供培訓予高級管理團隊,以改善彼等的表現
- The Group has professional and well trained engineer team to working closely and timely with suppliers in order to maintain its product in high standard of quality
- 本集團擁有訓練有素的專業工程師團隊,其與供應商及時密切合作,以維持其產品的高品質標準

- The Group may be exposed to delays and/or defaults of payments by customers which would adversely affect cash flows or financial results
- 本集團可能面對客戶延遲及／或違約付款的情況，該情況會對其現金流量或財務業績產生不利影響
- Failure to renew existing license rights and/or obtain new license rights for own licensed toys will have adverse impact on financial performance on the Group
- 未能為自家特許玩具續期現有特許權及／或取得新的特許權將對本集團之財務表現產生不利影響
- The Group only offer credit period for customers with long term relationship and well credit record. Most of the customers are traded on cash basis
- 本集團僅向擁有長期關係及信貸記錄良好的客戶提供信貸期。多數客戶以現金交易
- The Group has a dedicated team to work closely with existing licensor, obtained outstanding results in the joint events with the licensors. The Group has kept up good relationship and also developing new relationship with potential new licensors in the market
- 本集團擁有專門團隊與現有特許人密切合作，在與特許人的聯合活動中取得出色成果。本集團在維護良好關係的同時，亦與市場上的潛在新特許人發展新關係

Outlook

The Group will make steady progress in accordance with the plans formulated before the Listing and its actual operational conditions, so as to facilitate effective implementation of the business objectives of the Company and bring benefits from it.

The Board will proactively seek potential business opportunities and explore the possibility to expand the Group's network not limited to ACG figure toys market, that will broaden the sources of income of the Group and enhance value to the Shareholders.

In the future, the Board believes that the Group will achieve another breakthrough in terms of its business performance by leveraging on its advantages, in particular with its wide variety of high-end toys product.

展望

本集團將根據上市前擬定之計劃及實際運作情況穩步推進有利於本公司業務目標的有效實施並為其帶來益處。

董事會將積極尋求潛在商機並探索將本集團之網絡擴展至ACG手辦玩具市場以外，以擴大本集團的收入來源及為股東增值。

在未來，董事會相信，透過善用其優勢（尤其是其高端玩具產品種類眾多），本集團的業務表現將達成另一個突破。

OTHER INFORMATION

Interests and Short Positions of Directors and Chief Executive in the Shares, Underlying Shares and Debentures of the Company

As at 31 December 2022, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), Chapter 571), 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 are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, 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, were as follows:

Name of Director	Nature of interest/ Holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company 佔本公司已發行 股本的百分比 (Note 1) (附註1)
董事姓名	權益性質／控股身份	所持普通股數目	
Mr. Li Wai Keung ("Mr. Li") (Note 1) 李偉強先生(「李先生」)(附註1)	Interest of a controlled corporation 受控法團權益	180,800,000 (L) (Note 2, 3) (附註2、3)	15.16%

Notes:

- As at 31 December 2022, the Company issued ordinary share capital was HK\$11,923,077 divided into 1,192,307,692 Shares of HK\$0.01 each.
- Mr. Li is wholly and beneficially interested in the said shares through his wholly owned Company, Infinite Force Holdings Ltd ("Infinite Force"), which is the beneficial owner of 180,800,000 Shares.
- The letter "L" denotes the person's long position in the Shares.

其他資料

董事及主要行政人員於本公司股份、相關股份及債權證中的權益及淡倉

於二零二二年十二月三十一日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有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的權益或淡倉（包括彼等根據證券及期貨條例有關條文被當作或視為擁有的權益或淡倉），或根據證券及期貨條例第352條須記錄於該條例所指登記冊的權益或淡倉，或根據有關董事進行證券交易的GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益或淡倉如下：

附註：

- 於二零二二年十二月三十一日，本公司之已發行普通股本為11,923,077港元（分為1,192,307,692股每股面值0.01港元之股份）。
- 李先生透過其全資擁有公司Infinite Force Holdings Ltd（「Infinite Force」）（為180,800,000股股份的實益擁有人）於上述股份中擁有全資及實益權益。
- 字母「L」指該人士於股份之好倉。

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executive of the Company had any other interest or a short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

Interests and Short Positions of Substantial Shareholders in the Shares, Underlying Shares and Debentures of the Company

As at 31 December 2022, person (other than the Directors) who had interests or short positions in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, was recorded in the register required to be kept under section 336 of the SFO were as follows:

除上文所披露者外，於二零二二年十二月三十一日，董事或本公司主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有根據證券及期貨條例第352條的規定須記入本公司存置的登記冊內的任何其他權益或淡倉；或根據GEM上市規則第5.46條須知會本公司及聯交所的任何其他權益或淡倉。

主要股東於本公司股份、相關股份及債權證中的權益及淡倉

於二零二二年十二月三十一日，除董事外，根據證券及期貨條例第336條須予存置之登記冊所記錄，持有佔本公司已發行股本5%或以上之本公司股份及相關股份之權益或淡倉的人士載列如下：

Name of Shareholders	Nature of interest/ Holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company 佔本公司已發行 股本的百分比 (Note 1) (附註1)
股東姓名／名稱	權益性質／控股身份	所持普通股數目	
Infinite Force	Beneficial owner 實益擁有人	180,800,000 (L) (Note 2, 3) (附註2、3)	15.16%
Ms. Fong Wing Yan ("Ms. Fong") 方穎茵女士（「方女士」）	Interest of spouse 配偶權益	180,800,000 (L) (Note 4) (附註4)	15.16%
Ms. Lam Hoi Yan 林凱恩女士	Beneficial owner 實益擁有人	65,000,000 (L)	5.45%

Notes:

1. As at 31 December 2022, the Company issued ordinary share capital was HK\$11,923,077 divided into 1,192,307,692 Shares of HK\$0.01 each.
2. Infinite Force, a company incorporated in the British Virgin Islands on 18 October 2016 and an investment holding company, is wholly and beneficially owned by Mr. Li who is the chairman and an executive Director of the Company. Therefore, Mr. Li is deemed to be interested in the 180,800,000 Shares held by Infinite Force by virtue of his 100% shareholding interest in Infinite Force.
3. The letter "L" denotes the person's long position in the Shares.
4. Ms. Fong is the spouse of Mr. Li. She is deemed to be interested in the Shares in which Mr. Li is interested under Part XV of the SFO.

Purchase, sale or redemption of listed securities of the Company

The Company had not redeemed any of its ordinary shares during the Period. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's ordinary shares during the Period.

Directors' and controlling shareholders' interest in competing business

None of the Directors, the directors of the Company's subsidiaries, the Company's controlling shareholders, or any of their respective close associates, as defined in the GEM Listing Rules, has interest in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has any other conflict of interests with the Group (other than being a Director and/or a director of its subsidiaries and their respective associates) during the Period.

Directors' securities transactions

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

附註：

1. 於二零二二年十二月三十一日，本公司之已發行普通股本為11,923,077港元（分為1,192,307,692股每股面值0.01港元之股份）。
2. Infinite Force 為一間於二零一六年十月十八日在英屬維爾京群島註冊成立之投資控股公司，其由本公司主席兼執行董事李先生全資實益擁有。因此，由於李先生於 Infinite Force 擁有100%股權，彼被視為於 Infinite Force 持有之180,800,000股股份中擁有權益。
3. 字母「L」指該人士於股份之好倉。
4. 方女士為李先生之配偶。根據證券及期貨條例第XV部，彼被視為於李先生擁有權益之股份中擁有權益。

購買、出售或贖回本公司上市證券

於本期間，本公司並無贖回任何其普通股。於本期間，本公司及其任何附屬公司概無購買或出售本公司任何普通股。

董事及控股股東於競爭業務的權益

於本期間，董事、本公司附屬公司的董事、本公司控股股東或任何彼等各自的緊密聯繫人（定義見GEM上市規則）概無於與本集團業務（不論直接或間接）競爭或可能競爭的任何業務擁有權益或與本集團產生任何其他利益衝突（除作為董事及／或其附屬公司之董事及彼等各自的聯繫人外）。

董事進行證券交易

本公司已採納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條所載交易規定標準。本公司已向全體董事作出具體查詢，且本公司並不知悉於本期間董事在進行證券交易時有任何不遵守相關交易規定標準的情況。

Interests of the Compliance Adviser

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Ample Capital Limited (“Ample Capital”) to be the compliance adviser. As informed by Ample Capital, neither Ample Capital nor any of its directors or employees or close associates, has or may have, any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules, except for the compliance adviser agreement entered into between the Company and Ample Capital dated 10 May 2018 and as supplemented dated 26 August 2019, 15 April 2021 and 30 June 2022 (the “Compliance Adviser Agreement”). The Company and Ample Capital have mutually agreed to terminate the Compliance Adviser Agreement on 1 October 2022.

Share Option Scheme

The Company’s share option scheme (the “Share Option Scheme”) was approved by a resolution of the Company’s shareholders passed on 11 May 2018. The principal terms of the Share Option Scheme, a summary of which is set out in Appendix VI to the Prospectus, are in compliance with the provisions under Chapter 23 of the GEM Listing Rules.

As of 31 December 2022 and up to the date of this report, there were no options granted, exercised, lapsed or cancelled under the Share Option Scheme. There was no outstanding share option not yet exercised under the Share Option Scheme.

Corporate governance practice

The Company has applied the principles and code provisions in the Corporate Governance Code and Corporate Governance Report (the “Code”) as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with the Code during the Period except for the deviation from the code provision A.2.1 of the Code. Mr. Li is the chairman of the Board and the chief executive officer of the Company and he has been managing the Group’s business and supervising the overall operations of the Group since 2004. The Directors consider that vesting the roles of the chairman of the Board and the chief executive officer of the Company in Mr. Li is beneficial to the management and business development of the Group and will provide a strong and consistent leadership to the Group. The Board will continue to review and consider splitting the roles of the chairman of the Board and the chief executive officer at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

合規顧問的權益

根據GEM上市規則第6A.19條，本公司已委任豐盛融資有限公司（「豐盛融資」）為合規顧問。誠如豐盛融資所告知，豐盛融資及其任何董事或僱員或緊密聯繫人概無於本公司或本集團旗下任何成員公司的股本（包括購股權或可認購該等證券的權利）中擁有或可能擁有根據GEM上市規則第6A.32條須知會本公司的任何權益，惟本公司與豐盛融資於二零一八年五月十日訂立及於二零一九年八月二十六日、二零二一年四月十五日及二零二二年六月三十日補充的合規顧問協議（「合規顧問協議」）除外。本公司與豐盛融資雙方同意於二零二二年十月一日終止合規顧問協議。

購股權計劃

本公司購股權計劃（「購股權計劃」）乃由本公司股東於二零一八年五月十一日通過的一項決議案批准。購股權計劃的主要條款概述於招股章程附錄六，並符合GEM上市規則第23章的條文。

於二零二二年十二月三十一日及直至本報告日期，概無購股權計劃項下的購股權已授出、行使、失效或註銷。概無購股權計劃項下尚未行使的購股權。

企業管治常規

本公司已應用GEM上市規則附錄十五所載的企業管治守則及企業管治報告（「守則」）的原則及守則條文。董事會認為，本公司於本期間一直遵守守則，惟偏離守則的守則條文第A.2.1條除外。李先生為本公司董事會主席兼行政總裁，彼自二零零四年起一直管理本集團的業務及監督本集團的整體營運。董事認為，李先生兼任本公司董事會主席與行政總裁兩職對本集團的管理及業務發展有利，並將為本集團提供強勢和貫徹的領導。董事會將繼續檢討及考慮於適當時候區分董事會主席與行政總裁的職務，並以本集團整體情況作為考量。

Audit committee

The Audit Committee has reviewed the unaudited condensed consolidated financial statements for the nine months ended 31 December 2022 of the Group with the management and is of the view that such unaudited quarterly condensed consolidated financial statements complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

By order of the Board
Amuse Group Holding Limited
Li Wai Keung
Chairman and Executive Director

Hong Kong, 14 February 2023

As at the date of this report, the Board composition is as follows:

Chairman and executive Director:
Mr. Li Wai Keung

Executive Directors:
Mr. To Hoi Pan
Ms. Lee Kwai Fong

Non-executive Directors:
Mr. Lee Ming Yeung Michael
Mr. Wei Qing
Mr. Chu Wai Tak

Independent non-executive Directors:
Ms. Chow Chi Ling Janice
Mr. Yu Pui Hang
Ms. Kwok Wai Ling
Mr. Cheng Pak Lam
(appointed on 19 August 2022)
Ms. Ren Hongyan
(retired on 12 August 2022)

審核委員會

本集團截至二零二二年十二月三十一日止九個月的未經審核簡明綜合財務報表已由審核委員會及管理層審閱，且彼等認為有關未經審核季度簡明綜合財務報表符合適用會計準則、GEM上市規則規定及其他適用法律規定，並且已作出充足的披露。

承董事會命
佰悅集團控股有限公司
主席兼執行董事
李偉強

香港，二零二三年二月十四日

於本報告日期，董事會成員如下：

主席兼執行董事：
李偉強先生

執行董事：
杜海斌先生
李桂芳女士

非執行董事：
李明揚先生
魏青先生
朱偉德先生

獨立非執行董事：
周緻玲女士
余沛恒先生
郭惠玲女士
鄭柏林先生
(於二零二二年八月十九日獲委任)
任紅燕女士
(於二零二二年八月十二日退任)



Amuse Group Holding Limited
佰悅集團控股有限公司