

MADISON  
GROUP

Madison Holdings Group Limited  
麥迪森控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

STOCK CODE 股份代號 : 08057

2023

First Quarterly Report

第一季度業績報告

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

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

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

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this quarterly report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this quarterly report.*

*This quarterly report, for which the directors (the “**Directors**”) of Madison Holdings Group Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this quarterly 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 quarterly report misleading.*

## 香港聯合交易所有限公司（「聯交所」） GEM的特色

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

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

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

本季度報告乃遵照聯交所GEM證券上市規則（「**GEM上市規則**」）而刊載，旨在提供有關麥迪森控股集團有限公司（「**本公司**」）的資料，本公司的董事（「**董事**」）願就此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，確認就彼等所知及所信，本季度報告所載資料在各重大方面均屬準確及完備，沒有誤導或欺詐成份，且並無遺漏任何事項，足以令致本季度報告或其所載任何陳述產生誤導。

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## BOARD OF DIRECTORS

### Executive Directors

Ms. Kuo Kwan  
Ms. Xie Mengna

### Non-executive Directors

Mr. Ji Zuguang (*Chairman*)  
Mr. Ip Cho Yin, *J.P.*

### Independent Non-executive Directors

Mr. Chu Kin Wang Peleus  
Dr. Lau Reimer, Mary Jean  
Mr. Zhou Li

## AUDIT COMMITTEE

Mr. Chu Kin Wang Peleus (*Chairman*)  
Mr. Ip Cho Yin, *J.P.*  
Dr. Lau Reimer, Mary Jean  
Mr. Zhou Li

## REMUNERATION COMMITTEE

Mr. Zhou Li (*Chairman*)  
Mr. Ji Zuguang  
Mr. Chu Kin Wang Peleus  
Dr. Lau Reimer, Mary Jean

## NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

Mr. Ji Zuguang (*Chairman*)  
Mr. Chu Kin Wang Peleus  
Mr. Ip Cho Yin, *J.P.*  
Dr. Lau Reimer, Mary Jean  
Mr. Zhou Li

## 董事會

### 執行董事

郭群女士  
解夢娜女士

### 非執行董事

計祖光先生 (*主席*)  
葉祖賢先生, *太平紳士*

### 獨立非執行董事

朱健宏先生  
劉翁靜晶博士  
周力先生

## 審核委員會

朱健宏先生 (*主席*)  
葉祖賢先生, *太平紳士*  
劉翁靜晶博士  
周力先生

## 薪酬委員會

周力先生 (*主席*)  
計祖光先生  
朱健宏先生  
劉翁靜晶博士

## 提名及企業管治委員會

計祖光先生 (*主席*)  
朱健宏先生  
葉祖賢先生, *太平紳士*  
劉翁靜晶博士  
周力先生

# CORPORATE INFORMATION

## 公司資料

### COMPLIANCE OFFICER

Ms. Kuo Kwan

### COMPANY SECRETARY

Ms. Chan Yuet Kwai

### AUTHORISED REPRESENTATIVES

Ms. Kuo Kwan

Ms. Chan Yuet Kwai

### AUDITOR

Prism Hong Kong and Shanghai Limited  
*Certified Public Accountants*

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 26-28, 8/F  
One Island South  
2 Heung Yip Road  
Wong Chuk Hang, Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

### 合規主任

郭群女士

### 公司秘書

陳月貴女士

### 授權代表

郭群女士

陳月貴女士

### 核數師

上會栢誠會計師事務所有限公司  
*執業會計師*

### 註冊辦事處

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 香港主要營業地點

香港黃竹坑  
香葉道2號  
One Island South  
8樓26-28室

### 開曼群島主要股份過戶及轉讓登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 香港股份過戶及轉讓登記分處

卓佳證券登記有限公司  
香港  
夏愨道16號  
遠東金融中心17樓

# CORPORATE INFORMATION

## 公司資料

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
China Construction Bank (Asia) Corporation Limited

### COMPANY'S WEBSITE

<http://www.madison-group.com.hk>

### STOCK CODE

08057

### 主要往來銀行

香港上海滙豐銀行有限公司  
中國建設銀行(亞洲)股份有限公司

### 公司網址

<http://www.madison-group.com.hk>

### 股份代號

08057

The board of Directors (the “Board”) is pleased to present the unaudited condensed consolidated results of the Group for the three months ended 30 June 2023, together with the comparative unaudited figures for the corresponding period in 2022, as follows:

董事會(「董事會」)欣然呈列本集團截至2023年6月30日止三個月的未經審核簡明綜合業績，連同2022年同期的未經審核比較數字，如下：

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

### 簡明綜合損益及其他全面收益表

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

		For the three months ended 30 June 截至6月30日止三個月	
		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註	
Revenue	收益	3	
– sales of alcoholic beverages	– 酒精飲品銷售		8,342
– loan financing services	– 貸款融資服務		10,407
			<u>15,941</u>
			<u>19,225</u>
			26,348
Cost of operations	營運成本		
– cost of alcoholic beverages	– 酒精飲品成本		(6,781)
			(8,092)
Other income	其他收入	4	9,223
Staff costs	員工成本		(7,546)
Depreciation	折舊		(1,261)
Administrative and other operating expenses	行政及其他經營開支		(2,112)
Net impairment recognised on loan and interest receivables	應收貸款及利息確認之減值淨額		(103)
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產變動		294
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動		4
Finance costs	融資成本	5	(4,725)
Profit before tax	除稅前溢利		6,218
Income tax expense	所得稅開支	6	(1,891)
Profit for the period	期內溢利	7	4,327
			13,588

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

## 簡明綜合損益及其他全面收益表

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

		For the three months ended 30 June 截至6月30日止三個月	
		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
		Note 附註	
Profit for the period attributable to:	以下人士應佔期內溢利：		
– Owners of the Company	– 本公司擁有人	2,139	7,706
– Non-controlling interests	– 非控股權益	2,188	5,882
		<b>4,327</b>	<b>13,588</b>
Earnings per share (HK cents)	每股盈利 (港仙)	9	
Basic	基本	<b>0.34</b>	1.24
Diluted	攤薄	<b>0.34</b>	1.24
Profit for the period	期內溢利	<b>4,327</b>	13,588
<b>Other comprehensive expense</b>	<b>其他全面開支</b>		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>隨後可能重新分類到損益之項目：</i>		
– Exchange differences arising from translation of foreign operations	– 換算海外業務產生之匯兌差額	<b>(18,743)</b>	(20,382)
		<b>(18,743)</b>	(20,382)
Total comprehensive expense for the period	期內全面開支總額	<b>(14,416)</b>	(6,794)
Total comprehensive expense for the period attributable to:	以下人士應佔期內全面開支總額：		
– Owners of the Company	– 本公司擁有人	<b>(8,237)</b>	(3,364)
– Non-controlling interests	– 非控股權益	<b>(6,179)</b>	(3,430)
		<b>(14,416)</b>	(6,794)



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital	Share premium	Other reserve	Capital reserve	Merger reserve	Share options reserve	Convertible bonds - equity conversion reserve	Translation reserve	Statutory reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	其他儲備	股本儲備	合併儲備	購股權儲備	可換股債券-權益轉換儲備	換算儲備	法定儲備	累計虧損	總計	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	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	千港元	千港元
As at 1 April 2023 (audited)	於2023年4月1日 (經審核)	6,231	1,311,985	29,047	(90,894)	(598,127)	20,189	-	(13,279)	6,643	(684,213)	(12,418)	161,991	149,573
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	-	2,139	2,139	2,188	4,327
Other comprehensive expense for the period	期內其他全面開支	-	-	-	-	-	-	-	-	-	-	-	-	-
- Exchange differences arising from translation of foreign operations	- 換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	(10,376)	-	-	(10,376)	(8,367)	(18,743)
Profit for the period and other comprehensive expense for the period	期內溢利及期內其他全面開支	-	-	-	-	-	-	-	(10,376)	-	2,139	(8,237)	(6,179)	(14,416)
Lapse of share options	購股權失效	-	-	-	-	-	(78)	-	-	-	78	-	-	-
As at 30 June 2023 (unaudited)	於2023年6月30日 (未經審核)	6,231	1,311,985	29,047	(90,894)	(598,127)	20,111	-	(23,655)	6,643	(681,996)	(20,655)	155,812	135,157

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital	Share premium	Other reserve	Capital reserve	Merger reserve	Share options reserve	Convertible bonds - equity conversion reserve	Translation reserve	Statutory reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	其他儲備	股本儲備	合併儲備	購股權儲備	可換股債券-權益轉換儲備	換算儲備	法定儲備	累計虧損	總計	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	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	千港元	千港元
As at 1 April 2022 (audited)	於2022年4月1日 (經審核)	6,231	1,311,985	29,047	(90,894)	(698,127)	21,155	174,782	455	5,228	(856,335)	3,527	172,740	176,267
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	-	7,706	7,706	5,882	13,588
Other comprehensive expense for the period	期內其他全面開支	-	-	-	-	-	-	-	-	-	-	-	-	-
- Exchange differences arising from translation of foreign operations	- 換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	(11,070)	-	-	(11,070)	(9,312)	(20,382)
Profit for the period and other comprehensive expense for the period	期內溢利及期內其他全面開支	-	-	-	-	-	-	-	(11,070)	-	7,706	(3,364)	(3,430)	(6,794)
As at 30 June 2022 (unaudited)	於2022年6月30日 (未經審核)	6,231	1,311,985	29,047	(90,894)	(698,127)	21,155	174,782	(10,615)	5,228	(848,629)	163	169,310	169,473

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

### 1. GENERAL

Madison Holdings Group Limited (the “**Company**”) was incorporated in the Cayman Islands under the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as an exempted company with limited liability on 15 April 2015 and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 8 October 2015. Royal Spectrum Holding Company Limited (“**Royal Spectrum**”), which is a company incorporated in the Republic of Seychelles and is directly interested in approximately 31.44% of the issued share capital of the Company as at 30 June 2023, and Mr. Ting Pang Wan Raymond (“**Mr. Ting**”), who is aggregately interested in approximately 41.55% of the issued share capital of the Company as at 30 June 2023 and has control over Royal Spectrum, are controlling shareholders of the Company. The addresses of the registered office and the principal place of business of the Company are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and Units 26-28, 8/F., One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong, respectively.

The Company is an investment holding company. Its major operating subsidiaries are mainly engaged in the sales of alcoholic beverages, the provision of loan financing services and the provision of financial services.

The functional currency of the Company and the subsidiaries incorporated in Hong Kong is Hong Kong dollars (“**HK\$**”) while that of the subsidiaries established in the People’s Republic of China (the “**PRC**”) is Renminbi (“**RMB**”). For the purpose of presenting the financial statements, the Group adopted HK\$ as its presentation currency which is the same as the functional currency of the Company.

### 1. 一般資料

麥迪森控股集團有限公司（「**本公司**」）於2015年4月15日根據開曼群島公司法第22章（1961年第3號法例，經合併及修訂）在開曼群島註冊成立為獲豁免有限公司及其股份自2015年10月8日起於香港聯合交易所有限公司（「**聯交所**」）GEM上市。於2023年6月30日，Royal Spectrum Holding Company Limited（「**Royal Spectrum**」）為一間於塞舌爾共和國註冊成立的公司和直接擁有本公司已發行股本約31.44%的權益，及丁鵬雲先生（「**丁先生**」），其於2023年6月30日合共擁有本公司已發行股本約41.55%的權益並控制Royal Spectrum，為本公司的控股股東。本公司的註冊辦事處及主要營業地點的地址分別是Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港黃竹坑香葉道2號One Island South 8樓26-28室。

本公司為一間投資控股公司。其主要營運附屬公司主要從事酒精飲品銷售、提供貸款融資服務及提供金融服務。

本公司及於香港註冊成立之附屬公司之功能貨幣為港元（「**港元**」），而於中華人民共和國（「**中國**」）註冊成立之附屬公司為人民幣（「**人民幣**」）。就呈列財務報表而言，本集團採納港元為其呈列貨幣，與本公司之功能貨幣相同。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

These unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and all applicable accounting principles generally accepted in Hong Kong. The financial statements also comply with the applicable disclosure requirements of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”). The accounting policies used in the financial statements for the three months ended 30 June 2023 are the same as those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2023. The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are stated at fair values.

As at the reporting date of the unaudited condensed consolidated financial statements, HKICPA has issued a number of new and amended HKFRSs. The adoption of these new and amended HKFRSs had no material impact on how the results and financial position of the Group for the current and prior periods have been prepared and presented.

The Group has not adopted early any new and amended HKFRSs that are relevant to the Group have been issued but are not yet effective for the current accounting period.

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

### 2. 編製基準和會計政策

本未經審核簡明綜合財務報表乃根據香港會計師公會（「**香港會計師公會**」）頒佈之香港財務報告準則（「**香港財務報告準則**」）（包括所有適用之個別香港財務報告準則、香港會計準則及詮釋）及所有適用的香港公認會計原則編製。財務報表亦符合公司條例（香港法例第622章）之適用披露規定，並包括聯交所GEM證券上市規則（「**GEM上市規則**」）之適用披露規定。截至2023年6月30日止三個月之財務報表所採用之會計政策與編製本集團截至2023年3月31日止年度之年度綜合財務報表所採納者一致。綜合財務報表乃按歷史成本基準編製，惟若干金融工具按公平值呈列。

於未經審核簡明綜合財務報表的報告日期，香港會計師公會已頒佈若干項新訂及經修訂的香港財務報告準則。採納該等新訂及經修訂的香港財務報告準則對本集團於即期及過往期間的業績及財務狀況的編製及呈列並無重大影響。

本集團並無提前採納任何與本集團有關、已頒佈但於目前會計期間尚未生效的新訂及經修訂香港財務報告準則。

未經審核簡明綜合財務報表未經本公司核數師審閱或審核，惟已經本公司審核委員會審閱。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

### 3. REVENUE AND SEGMENT INFORMATION

#### Revenue

The principal activities of the Group are the sales of alcoholic beverages, the provision of loan financing services and the provision of financial services. An analysis of the Group's revenue is as follows:

### 3. 收益及分部資料

#### 收益

本集團之主要業務為酒精飲品銷售、提供貸款融資服務及提供金融服務。本集團收益之分析如下：

		For the three months ended 30 June 截至6月30日止三個月	
		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue from contracts with customers	與客戶之合約收益		
Disaggregated of revenue by major products or services lines	按主要產品或服務線劃分收益		
Sales of alcoholic beverages segment	酒精飲品銷售分部		
– Sales of alcoholic beverages income	– 酒精飲品銷售收入	8,342	10,407
Loan financing services segment	貸款融資服務分部		
– Loan referral services income	– 貸款轉介服務收入	2,591	4,130
Total revenue from contracts with customers	與客戶之合約收益總額	10,933	14,537
Revenue from other sources	其他來源之收益		
Loan financing segment	貸款融資分部		
– Interest income – Micro loans	– 利息收入 – 小額貸款	6,676	9,419
– Interest income – Other loans	– 利息收入 – 其他貸款	1,616	2,392
		8,292	11,811
Total revenue	收益總額	19,225	26,348

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

### 3. REVENUE AND SEGMENT INFORMATION (Continued)

#### Revenue (Continued)

#### Disaggregation of revenue by timing of recognition

Timing of revenue recognition	收益確認時間
At a point in time	按時間點

#### Segment Information

Information has been reported to the chief operating decision maker (“CODM”) (i.e. the executive directors), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group’s reportable and operating segments under HKFRS 8 are as follows:

- |                                           |                                                                                                     |
|-------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 1. Sales of alcoholic beverages<br>酒精飲品銷售 | – retail sales and wholesales of wine products and other alcoholic beverages<br>– 零售及批發葡萄酒產品及其他酒精飲品 |
| 2. Loan financing services<br>貸款融資服務      | – provision of loan financing and loan referral services<br>– 提供貸款融資及貸款轉介服務                         |
| 3. Financial services<br>金融服務             | – provision of financial consultancy services<br>– 提供財務諮詢服務                                         |

### 3. 收益及分部資料 (續)

#### 收益 (續)

#### 按確認時間劃分收益

For the three months ended  
30 June

截至6月30日止三個月

2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
10,933	14,537

#### 分部資料

就資源分配及評估分部表現而言(側重於已交付或已提供商品或服務的類別)，主要營運決策者(「主要營運決策者」)(即執行董事)已獲報告資料。於達致本集團可報告分部時，主要營運決策者並無合併計算所識別之經營分部。

具體而言，本集團根據香港財務報告準則第8號之須予呈報及經營分部如下：

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

### 3. REVENUE AND SEGMENT INFORMATION *(Continued)*

#### Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segments:

### 3. 收益及分部資料 (續)

#### 分部收益及業績

以下為本集團按須予呈報及營運分部劃分之收益及業績分析：

		For the three months ended 30 June 截至6月30日止三個月	
		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>		
Sales of alcoholic beverages	酒精飲品銷售	8,342	10,407
Loan financing services	貸款融資服務	10,883	15,941
		<b>19,225</b>	<b>26,348</b>
<b>Segment (loss) profit</b>	<b>分部(虧損)溢利</b>		
Sales of alcoholic beverages	酒精飲品銷售	(454)	(776)
Loan financing services	貸款融資服務	5,981	9,341
Financial services	金融服務	(374)	(469)
		<b>5,153</b>	<b>8,096</b>
Total segment profit	分部溢利總額		
Unallocated income	未分配收入	9,080	17,827
Unallocated expenses	未分配開支	(3,290)	(2,300)
Finance costs	融資成本	(4,725)	(6,705)
		<b>6,218</b>	<b>16,918</b>
Profit before tax	除稅前溢利		

Segment profit represents the profit (loss) from each segment without allocation of central administration costs, directors' salaries and certain other income, change in fair value of financial assets at fair value through profit or loss and derivative financial instruments and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

分部溢利指各分部之溢利(虧損)，惟並無分配中央行政成本、董事酬金及若干其他收入、按公平值計入損益之金融資產變動及衍生金融工具之公平值變動及融資成本。此乃提供予主要營運決策者以進行資源分配及表現評估之計量報告。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

### 3. REVENUE AND SEGMENT INFORMATION *(Continued)*

#### Geographical information

The following information about the Group's revenue from external customers is presented based on the location of operations:

PRC	中國
Hong Kong	香港

### 3. 收益及分部資料 (續)

#### 地理區域資料

關於本集團來自外部客戶之收益按地區呈列：

For the three months ended  
30 June

截至6月30日止三個月

2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
9,267	15,941
9,958	10,407
<b>19,225</b>	<b>26,348</b>

### 4. OTHER INCOME

Bank interest income	銀行利息收入
Consignment income	寄售收入
Management fee income	管理收入
Net exchange gain	匯兌收益淨額
Interest income from consideration receivable	應收代價的利息收入
Interest income from finance lease receivables	融資租賃應收款項利息收入
Government grants	政府補貼
Gain on disposal of a subsidiary	出售一間附屬公司之收益
Others	其他

### 4. 其他收入

For the three months ended  
30 June

截至6月30日止三個月

2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
35	12
176	76
750	600
6,689	13,374
–	510
151	228
–	496
–	1,253
1,422	71
<b>9,223</b>	<b>16,620</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

### 5. FINANCE COSTS

### 5. 融資成本

For the three months ended  
30 June  
截至6月30日止三個月

	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Interest expense on:		
– convertible bonds	–	3,291
– promissory notes payables	–	1,365
– other borrowings	1,196	1,346
– loan from a non-controlling shareholder	3,270	458
– lease liabilities	259	245
	<b>4,725</b>	<b>6,705</b>

下列各項之利息開支：  
 – 可換股債券  
 – 應付承兌票據  
 – 其他借款  
 – 來自一名非控股股東之貸款  
 – 租賃負債

### 6. INCOME TAX EXPENSE

### 6. 所得稅開支

For the three months ended  
30 June  
截至6月30日止三個月

	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Current tax:		
PRC Enterprise Income Tax (“EIT”)	968	1,918
Deferred taxation	(432)	1,412
Withholding tax	1,355	–
	<b>1,891</b>	<b>3,330</b>

即期稅項：  
 中國企業所得稅  
 (「企業所得稅」)

遞延稅項  
 預扣稅



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

### 6. INCOME TAX EXPENSE (Continued)

#### Hong Kong Profits Tax

Hong Kong Profits Tax is charged under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. During the periods, Hong Kong Profits Tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the tax rate of 16.5%.

#### PRC Enterprise Income Tax

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the statutory EIT tax rate of the PRC subsidiaries is 25.0%, except for certain subsidiaries which qualified as small enterprises and micro enterprises and enjoy preferential EIT tax rate from 2.5% to 15.0% for the periods. Further 10.0% withholding income tax is generally imposed on dividends relating to profits.

### 7. PROFIT FOR THE PERIOD

### 6. 所得稅開支 (續)

#### 香港利得稅

香港利得稅按利得稅兩級制徵收，合資格法團首2,000,000港元溢利之稅率為8.25%，而超過2,000,000港元之溢利稅率為16.5%。於期間，本集團合資格實體的香港利得稅按利得稅兩級制計算。不符合利得稅兩級制的其他香港集團實體的利潤將繼續按16.5%的統一稅率徵稅。

#### 中國企業所得稅

根據《中國企業所得稅法》(「企業所得稅法」)及企業所得稅法實施條例，期內於中國之附屬公司之法定企業所得稅稅率為25.0%，除了若干符合小型及微型企業標準的附屬公司，其享受優惠的企業所得稅率為2.5%至15.0%。一般會對與溢利有關的股息徵收額外10.0%預扣所得稅。

### 7. 期內溢利

For the three months ended  
30 June  
截至6月30日止三個月

		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
Profit for the period has been arrived at after charging:	期內溢利已扣除下列各項：		
Directors' emoluments	董事酬金	899	1,023
Salaries, allowances and other benefits	薪金、津貼及其他福利	6,132	6,953
Contributions to retirement benefits scheme	退休福利計劃供款	515	518
Total staff costs	員工成本總額	<u>7,546</u>	<u>8,494</u>
Cost of inventories recognised as expense	確認為開支的存貨成本	6,584	7,865
Net impairment recognised on loan and interest receivables	應收貸款及利息確認之減值淨額	103	593

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

### 8. DIVIDEND

No dividend was paid, declared or proposed during the three months ended 30 June 2023 (2022: nil). The Directors do not recommend the payment of any dividend for the three months ended 30 June 2023 (2022: nil).

### 8. 股息

截至2023年6月30日止三個月，概無派付、宣派或擬派股息（2022年：無）。董事不建議派付截至2023年6月30日止三個月的任何股息（2022年：無）。

### 9. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

### 9. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

		For the three months ended 30 June 截至6月30日止三個月	
		2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Earnings</b>	<b>盈利</b>		
Earnings for the purpose of basic and diluted earnings per share for the period attributable to the owners of the Company	就計算本公司擁有人應佔期內每股基本及攤薄盈利之盈利	<b>2,139</b>	7,706
		For the three months ended 30 June 截至6月30日止三個月	
		2023 2023年 (unaudited) (未經審核)	2022 2022年 (unaudited) (未經審核)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	就計算每股基本及攤薄盈利之普通股加權平均數	<b>623,127,227</b>	623,127,227

The computation of diluted earnings per share does not assume the exercise of the Company's outstanding share options and outstanding convertible bonds as the exercise price of which were higher than the average market price of shares for the three months ended 30 June 2023 and 2022.

每股攤薄盈利的計算假設不行使公司已發行的尚未行使之購股權和尚未行使之可換股債券，因為截至2023年及2022年6月30日止三個月它們的行使價高於股票的平均市價。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

FOR THE THREE MONTHS ENDED 30 JUNE 2023

截至2023年6月30日止三個月

### 10. SHARE-BASED PAYMENT TRANSACTIONS

The Company has conditionally adopted a share option scheme pursuant to a written resolution of the shareholders of the Company passed on 21 September 2015 (the “Share Option Scheme”) for the purpose of providing incentives or rewards to eligible persons for their contribution to the Group and/or enabling the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

On 17 December 2015, the Company granted an aggregate of 18,100,000 share options to the grantees of the Company, to subscribe, in aggregate, for up to 18,100,000 ordinary shares of HK\$0.01 each in the share capital of the Company under the Share Option Scheme.

Upon the share subdivision becoming effective on 8 November 2016, adjustments had been made to the exercise price of the outstanding share options and the number of subdivided shares to be allotted and issued (the “Subdivided Shares(s)”) upon full exercise of subscription rights attaching to the outstanding share options in the following manner:

Date of grant	授出日期	Immediately before the share subdivision becoming effective 緊接股份拆細生效前		Immediately after the share subdivision becoming effective 緊隨股份拆細生效後	
		Number of shares to be issued under granted share options 按已授出購股權將予發行之股份數目	Exercise price per share option 每股購股權行使價	Adjusted number of Subdivided Shares to be issued 經調整將予發行之拆細股份數目	Adjusted exercise price per Subdivided Share 經調整每股拆細股份行使價
17 December 2015	2015年12月17日	18,100,000	HK\$8.00 8.00港元	181,000,000	HK\$0.80 0.80港元

Save for the above adjustments, all other terms and conditions of the outstanding share options granted under the Share Option Scheme remain unchanged. Details of the adjustments to the share options upon the share subdivision having become effective are disclosed in the announcement of the Company dated 7 November 2016.

### 10. 以股份支付交易

根據本公司股東於2015年9月21日通過之書面決議案，本公司已有條件採納購股權計劃（「購股權計劃」），以向為本集團作出貢獻之合資格人士提供激勵或獎勵及／或幫助本集團聘用及保留優秀人才以及吸引對本集團而言有價值之人力資源。

於2015年12月17日，本公司根據購股權計劃授出合共18,100,000股購股權予本公司承授人，以認購本公司股本中合共最多18,100,000股每股面值0.01港元的普通股。

自股份拆細於2016年11月8日起生效後，已按下列方式對尚未行使購股權之行使價及於悉數行使尚未行使購股權附帶之認購權時將予配發及發行之拆細股份（「拆細股份」）數目作出調整：

除上述調整外，根據購股權計劃授出之尚未行使購股權之所有其他條款及條件均維持不變。有關於股份拆細生效後對購股權之調整詳情已於本公司日期為2016年11月7日之公告中披露。

### 10. SHARE-BASED PAYMENT TRANSACTIONS *(Continued)*

On 3 April 2018, the Company granted an aggregate of 219,000,000 share options to the employees, directors and consultants of the Company, to subscribe, in aggregate, for up to 219,000,000 ordinary shares of HK\$0.001 each in the share capital of the Company at exercise price of HK\$1.89 each per then issued share of the Company. For details, please refer to the announcement of the Company dated 3 April 2018.

On 17 August 2018, an ordinary resolution was passed by the Company's shareholders to refresh the scheme mandate limit under the Share Option Scheme, such that the maximum number of ordinary shares of the Company that can be allotted and issued upon the exercise of share options which may be granted by the Company under the scheme mandate limit so refreshed would be 428,330,871 shares, being 10.0% of the total number of the then issued shares of the Company as at the date of passing of the resolution approving the said refreshment.

On 13 December 2018, the Company granted an aggregate of 48,000,000 share options to the consultants of the Company, to subscribe, in aggregate, for up to 48,000,000 ordinary shares of the Company at exercise price of HK\$1.12 each per then issued share of the Company. For details, please refer to the announcement of the Company dated 13 December 2018.

On 6 December 2019, the Company granted an aggregate of 355,400,000 share options to the employees, directors and consultants of the Company, to subscribe, in aggregate, for up to 355,400,000 ordinary shares of the Company at exercise price of HK\$0.207 each per then issued share of the Company. For details, please refer to the announcement of the Company dated 6 December 2019.

### 10. 以股份支付交易 (續)

於2018年4月3日，本公司向本公司僱員、董事及顧問授出合共219,000,000股購股權，以按本公司當時行使價每股1.89港元認購本公司股本中合共最多219,000,000股每股面值0.001港元的普通股。有關詳情，請參閱本公司日期為2018年4月3日之公告。

於2018年8月17日，本公司股東通過了一項普通決議案，以重新釐定購股權計劃下的計劃授權限額，以使本公司根據重新釐定後的可授予購股權計劃在行使購股權時可以配發和發行本公司普通股的最大數量為428,330,871股，為於批准上述重新釐定的決議案通過當日的本公司已發行股份總數的10.0%。

於2018年12月13日，本公司向本公司顧問授出合共48,000,000股購股權，以按本公司當時行使價每股1.12港元認購本公司合共最多48,000,000股普通股。有關詳情，請參閱本公司日期為2018年12月13日之公告。

於2019年12月6日，本公司向本公司僱員、董事及顧問授出合共355,400,000股購股權，以按本公司當時行使價每股0.207港元認購本公司當時股本中合共最多355,400,000股普通股。有關詳情，請參閱本公司日期為2019年12月6日之公告。

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### 10. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

On 31 July 2020, an ordinary resolution was passed by the Company's shareholders to refresh the scheme mandate limit under the Share Option Scheme, such that the maximum number of ordinary shares of the Company that can be allotted and issued upon the exercise of share options which may be granted by the Company under the scheme mandate limit so refreshed would be 519,272,689 then issued shares of the Company, being 10.0% of the total number of the then issued shares of the Company as at the date of passing of the resolution approving the said refreshment.

Upon the share consolidation becoming effective on 20 January 2022, adjustments had been made to the exercise price of the outstanding share options and the number of consolidated shares to be allotted and issued (the "Consolidated Share(s)") upon full exercise of subscription rights attaching to the outstanding share options in the following manner:

### 10. 以股份支付交易 (續)

於2020年7月31日，本公司股東通過了一項普通決議案，以重新釐定購股權計劃下的計劃授權限額，以使本公司根據重新釐定後的可授予購股權計劃在行使購股權時可以配發和發行本公司當時的股份的最大數量為519,272,689股普通股，為於批准上述重新釐定的決議案通過當日的已發行股份總數的10.0%。

自股份合併於2022年1月20日生效後，已按下列方式對尚未行使購股權之行使價及於悉數行使尚未行使購股權附帶之認購權時將予配發及發行之合併股份（「合併股份」）數目作出調整：

Date of grant	授出日期	Immediately before the share consolidation becoming effective		Immediately after the share consolidation becoming effective	
		Number of shares to be issued under granted share options	Exercise price per share option	Adjusted number of Consolidated Shares to be issued	Adjusted exercise price per Consolidated Share
		按 已授出購股權 將予發行的 股份數目	每股購股權 行使價	經調整將予 發行之合併 股份數目	經調整每股 合併股份 行使價
17 December 2015	2015年12月17日	181,000,000	HK\$0.800 0.800港元	18,100,000	HK\$8.00 8.00港元
3 April 2018	2018年4月3日	198,900,000	HK\$1.890 1.890港元	19,890,000	HK\$18.90 18.90港元
13 December 2018	2018年12月13日	48,000,000	HK\$1.120 1.120港元	4,800,000	HK\$11.20 11.20港元
6 December 2019	2019年12月6日	80,400,000	HK\$0.207 0.207港元	8,040,000	HK\$2.07 2.07港元
		<u>508,300,000</u>		<u>50,830,000</u>	

### 10. SHARE-BASED PAYMENT TRANSACTIONS *(Continued)*

Save for the above adjustments, all other terms and conditions of the outstanding share options granted under the Share Option Scheme remain unchanged. Details of the adjustments to the share options upon the share consolidation having become effective are disclosed in the announcement of the Company dated 18 January 2022.

On 9 August 2022, an ordinary resolution was passed by the Company's shareholders to refresh the scheme mandate limit under the Share Option Scheme, such that the maximum number of ordinary shares of the Company that can be allotted and issued upon the exercise of share options which may be granted by the Company under the scheme mandate limit so refreshed would be 62,312,722 shares, being 10.0% of the total number of the then issued shares of the Company as at the date of passing of the resolution approving the said refreshment.

On 23 August 2022, the Company granted an aggregate of 85,922,330 share options under the specific mandate (the "**Specific Mandate**"), to SRA Holdings, to subscribe, in aggregate, for up to 85,922,330 ordinary shares of the Company at exercise price of HK\$1.03 per share upon the exercise of the option pursuant to the Option Agreement entered into between the Company and SRA Holdings dated 6 June 2022. For details, please refer to the announcements of the Company dated 9 August 2022 and 23 August 2022 and the circular of the Company dated 19 July 2022.

As at 30 June 2023, the number of share options had been granted and remained outstanding under the Share Option Scheme and the Specific Mandate were 50,620,000 share options (31 March 2023: 50,630,000 share options) and 85,922,330 share options (31 March 2023: 85,922,330 share options) respectively, representing approximately 8.1% (31 March 2023: 8.1%) and 13.8% (31 March 2023: 13.8%) of the total number of shares in issue as at 30 June 2023. Fair value of share options granted to consultants was measured at market prices for their services provided.

### 10. 以股份支付交易 (續)

除上述調整外，根據購股權計劃授出之尚未行使購股權之所有其他條款及條件維持不變。有關於股份合併生效後對購股權之調整詳情已於本公司日期為2022年1月18日之公告中披露。

於2022年8月9日，本公司股東通過了一項普通決議案，以重新釐定購股權計劃下的計劃授權限額，以使本公司根據重新釐定後的可授予購股權計劃在行使購股權時可以配發和發行本公司普通股的最大數量為62,312,722股，為於批准上述重新釐定的決議案通過當日的本公司已發行股份總數的10.0%。

於2022年8月23日，本公司根據特別授權（「特別授權」）向SRA Holdings授出合共85,922,330股購股權，以於行使購股權時根據本公司與SRA Holdings於2022年6月6日簽訂的期權協議按行使價每股1.03港元認購本公司合共最多85,922,330股普通股。有關詳情，請參閱本公司日期為2022年8月9日及2022年8月23日之公告及2022年7月19日之通函。

截至2023年6月30日，於購股權計劃及特別授權下已授出但仍然未行使的購股權的有關股份數目分別為50,620,000股購股權（2023年3月31日：50,630,000股購股權）及85,922,330股購股權（2023年3月31日：85,922,330股購股權），相當於本公司於2023年6月30日發行股份總數約8.1%（2023年3月31日：8.1%）及13.8%（2023年3月31日：13.8%）。向顧問授出之購股權的公平值乃按彼等提供服務之市價計算。

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### 10. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

No share-based payment expenses was recognised by the Group for the three months ended 30 June 2023 and 2022 in relation to share options granted by the Company.

Details of the Company's share options held by grantees are as follows:

Category of participant	Date of grant	Outstanding as at 31 March 2023 於2023年3月31日 尚未行使	Outstanding as at 30 June 2023 於2023年6月30日 尚未行使	Vesting period	Exercise period	Exercise price per share
參與者分類	授出日期			歸屬期	行使期	每股行使價
Shareholders	17 December 2015	2,100,000	2,100,000	17 December 2015 to 16 June 2016	17 June 2016 to 16 December 2025	HK\$8.00
股東	2015年12月17日			2015年12月17日至 2016年6月16日	2016年6月17日至 2025年12月16日	8.00港元
Consultants	17 December 2015	16,000,000	16,000,000	17 December 2015 to 16 June 2016	17 June 2016 to 16 December 2025	HK\$8.00
顧問	2015年12月17日			2015年12月17日至 2016年6月16日	2016年6月17日至 2025年12月16日	8.00港元
Directors	3 April 2018	560,000	560,000	3 April 2018 to 31 December 2018	1 January 2019 to 2 April 2028	HK\$18.90
董事	2018年4月3日			2018年4月3日至 2018年12月31日	2019年1月1日至 2028年4月2日	18.90港元
Employees	3 April 2018	780,000	770,000	3 April 2018 to 31 December 2018	1 January 2019 to 2 April 2028	HK\$18.90
僱員	2018年4月3日			2018年4月3日至 2018年12月31日	2019年1月1日至 2028年4月2日	18.90港元
Consultants	3 April 2018	18,450,000	18,450,000	3 April 2018 to 31 December 2018	1 January 2019 to 2 April 2028	HK\$18.90
顧問	2018年4月3日			2018年4月3日至 2018年12月31日	2019年1月1日至 2028年4月2日	18.90港元
Consultants	13 December 2018	4,800,000	4,800,000	13 December 2018 to 30 June 2019	1 July 2019 to 12 December 2028	HK\$11.20
顧問	2018年12月13日			2018年12月13日至 2019年6月30日	2019年7月1日至 2028年12月12日	11.20港元

### 10. 以股份支付交易 (續)

截至2023年及2022年6月30日止三個月，本集團並無就本公司授出的購股權以股份付款開支之確認。

承授人持有本公司之購股權詳情如下：

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截至2023年6月30日止三個月

### 10. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

### 10. 以股份支付交易 (續)

Category of participant	Date of grant	Outstanding as at 31 March 2023 於2023年3月31日 尚未行使	Outstanding as at 30 June 2023 於2023年6月30日 尚未行使	Vesting period	Exercise period	Exercise price per share
參與者分類	授出日期			歸屬期	行使期	每股行使價
Directors	6 December 2019	750,000	750,000	6 December 2019 to 5 December 2020	6 December 2020 to 5 December 2029	HK\$2.07
董事	2019年12月6日			2019年12月6日至 2020年12月5日	2020年12月6日至 2029年12月5日	2.07港元
Directors	6 December 2019	750,000	750,000	6 December 2019 to 5 December 2021	6 December 2021 to 5 December 2029	HK\$2.07
董事	2019年12月6日			2019年12月6日至 2021年12月5日	2021年12月6日至 2029年12月5日	2.07港元
Consultants	6 December 2019	2,595,000	2,595,000	6 December 2019 to 5 December 2020	6 December 2020 to 5 December 2029	HK\$2.07
顧問	2019年12月6日			2019年12月6日至 2020年12月5日	2020年12月6日至 2029年12月5日	2.07港元
Consultants	6 December 2019	2,595,000	2,595,000	6 December 2019 to 5 December 2021	6 December 2021 to 5 December 2029	HK\$2.07
顧問	2019年12月6日			2019年12月6日至 2021年12月5日	2021年12月6日至 2029年12月5日	2.07港元
Employees	6 December 2019	625,000	625,000	6 December 2019 to 5 December 2020	6 December 2020 to 5 December 2029	HK\$2.07
僱員	2019年12月6日			2019年12月6日至 2020年12月5日	2020年12月6日至 2029年12月5日	2.07港元
Employees	6 December 2019	625,000	625,000	6 December 2019 to 5 December 2021	6 December 2021 to 5 December 2029	HK\$2.07
僱員	2019年12月6日			2019年12月6日至 2021年12月5日	2021年12月6日至 2029年12月5日	2.07港元
The ultimate holding company of a non-controlling shareholder	23 August 2022	85,922,330	85,922,330	Immediate on date of grant	23 August 2022 to 30 September 2023	HK\$1.03
一名非控股股東的最終控股公司	2022年8月23日			授出日期起	2022年8月23日至 2023年9月30日	1.03港元



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### 10. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The following table discloses movements of the share options held by grantees during the period:

#### During the three months ended 30 June 2023

Category of participant	參與者分類	Outstanding as at 1 April 2023 於2023年4月1日 尚未行使	Granted during the period 於期內授出	Lapsed during the period 於期內失效	Outstanding as at 30 June 2023 於2023年6月30日 尚未行使
Directors	董事	2,060,000	-	-	2,060,000
Employees	僱員	2,030,000	-	(10,000)	2,020,000
Shareholders	股東	2,100,000	-	-	2,100,000
Consultants	顧問	44,440,000	-	-	44,440,000
The ultimate holding company of a non-controlling shareholder	一名非控股股東的最終控股公司	85,922,330	-	-	85,922,330
		<u>136,552,330</u>	<u>-</u>	<u>(10,000)</u>	<u>136,542,330</u>
Exercisable as at 30 June 2023	於2023年6月30日可行使				<u>136,542,330</u>
Weighted average exercise price (HK\$)	加權平均行使價 (港元)	5.0	-	18.9	5.0

#### During the three months ended 30 June 2022

Category of participant	參與者分類	Outstanding as at 1 April 2022 於2022年4月1日 尚未行使	Granted during the period 於期內授出	Lapsed during the period 於期內失效	Outstanding as at 30 June 2022 於2022年6月30日 尚未行使
Directors	董事	2,190,000	-	-	2,190,000
Employees	僱員	2,100,000	-	-	2,100,000
Shareholders	股東	2,100,000	-	-	2,100,000
Consultants	顧問	44,440,000	-	-	44,440,000
		<u>50,830,000</u>	<u>-</u>	<u>-</u>	<u>50,830,000</u>
Exercisable as at 30 June 2022	於2022年6月30日可行使				<u>50,830,000</u>
Weighted average exercise price (HK\$)	加權平均行使價 (港元)	11.6	-	-	11.6

### 10. 以股份支付交易 (續)

下表披露期內承授人持有之購股權變動：

#### 截至2023年6月30日止三個月

Outstanding as at 1 April 2023 於2023年4月1日 尚未行使	Granted during the period 於期內授出	Lapsed during the period 於期內失效	Outstanding as at 30 June 2023 於2023年6月30日 尚未行使
2,060,000	-	-	2,060,000
2,030,000	-	(10,000)	2,020,000
2,100,000	-	-	2,100,000
44,440,000	-	-	44,440,000
85,922,330	-	-	85,922,330
<u>136,552,330</u>	<u>-</u>	<u>(10,000)</u>	<u>136,542,330</u>
			<u>136,542,330</u>
5.0	-	18.9	5.0

#### 截至2022年6月30日止三個月

Outstanding as at 1 April 2022 於2022年4月1日 尚未行使	Granted during the period 於期內授出	Lapsed during the period 於期內失效	Outstanding as at 30 June 2022 於2022年6月30日 尚未行使
2,190,000	-	-	2,190,000
2,100,000	-	-	2,100,000
2,100,000	-	-	2,100,000
44,440,000	-	-	44,440,000
<u>50,830,000</u>	<u>-</u>	<u>-</u>	<u>50,830,000</u>
			<u>50,830,000</u>
11.6	-	-	11.6

### BUSINESS REVIEW

For the three months ended 30 June 2023 (the “**Period**”), the Company and its subsidiaries (collectively, the “**Group**”) were principally engaged in (i) the retail sales and wholesales of a wide spectrum of wine products and other alcoholic beverages in Hong Kong with a focus on red wine (the “**Wine Business**”); (ii) the provision of loan financing and consultancy services (the “**Loan Financing Business**”); and (iii) the provision of financial services (the “**Financial Services Business**”).

During the Period, the Group’s revenue decreased by approximately 27.0% to approximately HK\$19.2 million (2022: HK\$26.3 million). Firstly, the revenue generated from the Wine Business decreased by approximately 20.2% to approximately HK\$8.3 million (2022: HK\$10.4 million). As indicated by the drop in the Hang Seng Index of approximately 3,000 as compared with the corresponding period last year, the investment atmosphere appeared to be pessimistic during the Period. Accordingly, the demand for wine decreased especially for those premium wines which were mainly for collection purpose. Secondly, the revenue generated from the Loan Financing Business decreased by approximately 31.4% to approximately HK\$10.9 million (2022: HK\$15.9 million). The decrease was mainly attributed to the decrease in the overall size of the loan portfolio.

The Group’s profit for the Period was approximately HK\$4.3 million (2022: HK\$13.6 million), representing a decrease of approximately 68.4% or HK\$9.3 million as compared with the corresponding period last year. The decrease in the profit was mainly attributable to the decrease in gross profit of approximately HK\$5.8 million and the decrease in other income of approximately HK\$7.4 million, which was partially offset by the decrease in finance cost of approximately HK\$2.0 million and the decrease in income tax expense of approximately HK\$1.4 million.

### FINANCIAL REVIEW

During the Period, the Group’s revenue decreased by approximately 27.0% to approximately HK\$19.2 million (2022: approximately HK\$26.3 million). The decrease in the Group’s revenue was mainly attributable to the decrease in the revenue generated from the Wine Business and the Loan Financing Business. The revenue for the Period included (i) approximately HK\$8.3 million (2022: HK\$10.4 million) generated from the Wine Business; and (ii) approximately HK\$10.9 million (2022: HK\$15.9 million) generated from the Loan Financing Business. No revenue was generated from the Financial Services Business during the Period (2022: nil).

### 業務回顧

截至2023年6月30日止三個月（「**期**」），本公司及其附屬公司（統稱「**本集團**」）主要從事(i)在香港零售及批發各類葡萄酒產品及其他酒精飲料，其中以紅酒為主（「**葡萄酒業務**」）；(ii)提供貸款融資及諮詢服務（「**貸款融資業務**」）；(iii)提供金融服務（「**金融服務業務**」）。

期內，本集團收益減少約27.0%至約19,200,000港元（2022年：26,300,000港元）。首先，葡萄酒業務產生的收益減少約20.2%，約為8,300,000港元（2022年：10,400,000港元）。恆生指數較去年同期下跌近3,000點，期內投資氣氛顯得悲觀。因此，對葡萄酒的需求下降，尤其是那些主要用於收藏目的的優質葡萄酒。其次，貸款融資業務產生的收益減少約31.4%，約為10,900,000港元（2022年：15,900,000港元）。下降的主要原因是貸款組合總體規模下降。

本集團期內溢利約為4,300,000港元（2022年：13,600,000港元），較去年同期減少約68.4%或9,300,000港元。溢利減少主要由於毛利減少約5,800,000港元及其他收入減少約7,400,000港元，其被融資成本減少約2,000,000港元及所得稅開支減少約1,400,000港元部份抵銷。

### 財務回顧

期內，本集團收益減少約27.0%至約19,200,000港元（2022年：26,300,000港元）。本集團收益減少主要由於葡萄酒業務及貸款融資業務收益減少所致。期內的收益包括(i)葡萄酒業務產生的約8,300,000港元（2022年：10,400,000港元）；及(ii)貸款融資業務產生約10,900,000港元（2022年：15,900,000港元）。金融服務業務於期內沒有產生任何收益（2022年：無）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### FINANCIAL REVIEW (Continued)

Gross profit margin from the Wine Business was slightly decreased to approximately 18.7% (2022: 22.2%). Such decrease was mainly attributed to the adjustment to the sales strategies in order to maintain the current customer portfolio.

Gross profit for the Period was approximately HK\$12.4 million (2022: HK\$18.2 million), representing a decrease of approximately 31.9% or HK\$5.8 million as compared with the corresponding period last year. The decrease in the gross profit was mainly attributable to the decrease in revenue from the Wine Business and Loan Financing Business.

Other income for the Period was approximately HK\$9.2 million (2022: HK\$16.6 million). The decrease in other income was mainly attributed to the decrease in net exchange gain of approximately HK\$6.7 million.

Staff costs for the Period were approximately HK\$7.5 million (2022: HK\$8.5 million) representing a decrease of approximately 11.8% or HK\$1.0 million as compared with the corresponding period last year. The decrease was mainly due to decrease in the performance linked portion of salaries as a result of the decrease in revenue for the Period. Depreciation was approximately HK\$1.3 million (2022: HK\$1.3 million), which is the same as the corresponding period last year.

Administrative and other operating expenses for the Period were approximately HK\$2.1 million (2022: HK\$2.4 million), representing a decrease of approximately 12.5% or HK\$0.3 million as compared with the corresponding period last year. The decrease was mainly due to streamline of the expenses as a result of the decrease in operation scale.

The finance costs for the Period amounted to approximately HK\$4.7 million (2022: HK\$6.7 million) which were mainly incurred on other borrowings, loan from a non-controlling shareholder and lease liabilities. The decrease in finance cost was mainly attributable to the expiration of certain debts in last year.

### 財務回顧 (續)

葡萄酒業務的毛利率略為減少至約18.7% (2022年：22.2%)。該減少主要歸因於為維持現有客戶組合而調整銷售策略。

期內的毛利約為12,400,000港元 (2022年：18,200,000港元)，較去年同期減少約31.9%或5,800,000港元。毛利減少主要由於葡萄酒業務及貸款融資業務收益減少所致。

期內的其他收入約為9,200,000港元 (2022年：16,600,000港元)。其他收入減少主要由於匯兌收益淨額減少約6,700,000港元所致。

期內的員工成本約為7,500,000港元 (2022年：約8,500,000港元)，較去年同期減少約11.8%或1,000,000港元。減少主要由於期內收益減少，導致薪金中與績效掛鉤的部分減少。折舊約為1,300,000港元 (2022年：1,300,000港元)，與去年同期持平。

期內的行政及其他經營開支約為2,100,000港元 (2022年：2,400,000港元)，較去年同期減少約12.5%或300,000港元。減少的主要原因是經營規模縮小導致費用精簡。

期內的融資成本約為4,700,000港元 (2022年：6,700,000港元)，主要因其他借款、來自一名非控股股東之貸款及租賃負債產生。融資成本減少主要由於去年部分債務到期所致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### FINANCIAL REVIEW (Continued)

Profit for the Period was approximately HK\$4.3 million (2022: HK\$13.6 million). The decrease in the profit for the Period was mainly attributable to the decrease in gross profit of approximately HK\$5.8 million and the decrease in other income of approximately HK\$7.4 million, which was partially offset by the decrease in finance cost of approximately HK\$2.0 million and the decrease in income tax expense of approximately HK\$1.4 million.

### DIVIDEND

The Directors do not recommend the payment of any dividend for the Period (2022: nil).

### MATERIAL ACQUISITION AND DISPOSAL OF SIGNIFICANT SUBSIDIARIES AND AFFILIATED COMPANIES

During the Period, the Group did not have any material acquisition nor disposal of significant subsidiaries and affiliated companies.

### BUSINESS PROSPECTS

Despite the cancellation of the relevant epidemic control policies, the economy of Hong Kong and the PRC has not recovered as expected. Since the Group's businesses are closely related to the overall economic atmosphere, the Board anticipates that additional time is needed for getting the Group's operations on track. The Directors will continue to enhance the Group's businesses through reviewing its existing business portfolio from time to time as well as tightening the Group's cost control measures. In addition, the Group will actively seek other investment opportunities in other streams so as to broaden the source of income of the Group and diversify the Group's business portfolio on an on-going basis.

### SIGNIFICANT EVENT AFTER THE REPORTING PERIOD

Up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that comes to the attention of the Directors after the end of the Period.

### 財務回顧 (續)

期內溢利約為4,300,000港元(2022年:13,600,000港元)。期內溢利減少主要由於毛利減少約5,800,000港元及其他收入減少約7,400,000港元,其被融資成本減少約2,000,000港元及所得稅開支減少約1,400,000港元部份抵銷。

### 股息

董事不建議派發本期之任何股息(2022年:無)。

### 重大收購及出售重大附屬公司及聯屬公司

期內,本集團並無任何重大收購或出售重大附屬公司及聯屬公司。

### 業務展望

儘管相關疫情管控政策取消,香港和中國經濟並未按預期恢復。由於本集團的業務與整體經濟氣氛密切相關,董事會預計需要更多時間才能使本集團的營運步入正軌。董事將繼續透過不時檢討現有業務組合以及收緊本集團的成本控制措施,提升本集團的業務。此外,本集團將積極尋求其他領域的投資機會,以擴闊本集團的收入來源並持續多元化本集團的業務組合。

### 報告期後的重大事項

直至本報告日期,董事並不得悉期後出現任何與本集團業務或財務有關的重大事項。

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION**

As at 30 June 2023, the interests and 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 (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required to be recorded in the register maintained by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by the directors.

**董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債券的權益及淡倉**

於2023年6月30日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份，相關股份及債券中擁有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及淡倉（包括根據證券及期貨條例的有關條文彼等被視為或當作擁有的權益及淡倉），或根據證券及期貨條例第352條須登記由本公司存置之登記冊內的權益及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條規定須另行知會本公司及聯交所的權益及淡倉。

**Long Position in the Company's Shares (the "Share(s)") and underlying Shares**

**於本公司股份（「股份」）及相關股份之好倉**

Name of Directors	Capacity/ nature of interest	Number of issued Shares held/ interested in	Approximate percentage of actual shareholding over the Shares*	Number of underlying shares pursuant to share options	Aggregate interests	Approximate percentage of aggregate interests over the Shares*
董事姓名	身份／權益性質	所持／擁有權益的 已發行股份數目	實際持股份佔股份 概約百分比*	根據購股權之 相關股份數目	總權益	總權益佔股份 概約百分比*
Ms. Kuo Kwan ("Ms. Kuo") 郭群女士（「郭女士」）	Beneficial owner 實益擁有人	-	-	1,800,000 <i>(Notes 1(a) and 2(a))</i> <i>(附註1(a)及2(a))</i>	1,800,000	0.289%
Mr. Ji Zuguang ("Mr. Ji") 計祖光先生（「計先生」）	Beneficial owner 實益擁有人	-	-	100,000 <i>(Note 2(b))</i> <i>(附註2(b))</i>	308,978	0.050%
	Interest in a controlled corporation 受控制法團的權益	208,978 <i>(Note 3)</i> <i>(附註3)</i>	0.034%			

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION**

(Continued)

**Long Position in the Company's Shares and underlying Shares (Continued)**

董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債券的權益及淡倉 (續)

於本公司股份及相關股份之好倉 (續)

Name of Directors 董事姓名	Capacity/ nature of interest 身份／權益性質	Number of issued Shares held/ interested in 所持／擁有權益的 已發行股份數目	Approximate percentage of actual shareholding over the Shares* 實際持佔股份 概約百分比*	Number of underlying shares pursuant to share options 根據購股權之 相關股份數目	Aggregate interests 總權益	Approximate percentage of aggregate interests over the Shares* 總權益佔股份 概約百分比*
Mr. Chu Kin Wang Peleus ("Mr. Chu") 朱健宏先生 (「朱先生」)	Beneficial owner 實益擁有人	-	-	30,000 (Note 1(c)) (附註1(c))	30,000	0.005%
Mr. Ip Cho Yin, J.P. ("Mr. Ip") 葉祖賢先生，太平紳士 (「葉先生」)	Beneficial owner 實益擁有人	-	-	130,000 (Notes 1(b) and 2(c)) (附註1(b)及2(c))	130,000	0.021%

Notes:

附註：

- On 3 April 2018, the Company granted a total of 219,000,000 share options, of which 5,600,000 share options were granted to the following persons entitling them to subscribe for a total of 5,600,000 Shares at the exercise price of HK\$1.89 per Share. Immediately upon the share consolidation became effective on 20 January 2022, the adjusted number of share options and adjusted exercise price would be 560,000 share options and HK\$18.9 respectively.
  - 500,000 share options (carrying the right to subscribe for 500,000 Shares) were granted to Ms. Kuo in her capacity as an executive Director;
  - 30,000 share options (carrying the right to subscribe for 30,000 Shares) were granted to Mr. Ip in his then capacity as an independent non-executive Director ("INED"). He was re-designated as a non-executive Director ("NED") on 7 March 2019; and
  - 30,000 share options (carrying the right to subscribe for 30,000 Shares) were granted to Mr. Chu in his capacity as an INED.
- 於2018年4月3日，本公司合共授出219,000,000股購股權，其中5,600,000股購股權乃授予以下人士，賦予他們以行使價每股1.89港元認購合共5,600,000股股份。緊隨股份合併於2022年1月20日生效後，調整後的購股權數目及調整後的行使價分別為560,000股購股權及18.9港元。
  - 郭女士作為執行董事獲授予500,000股購股權 (附帶500,000股認購權)；
  - 葉先生其時作為獨立非執行董事 (「獨立非執行董事」) 獲授予30,000股購股權 (附帶30,000股認購權)。彼於2019年3月7日調任為非執行董事 (「非執行董事」)；及
  - 朱先生作為獨立非執行董事獲授予30,000股購股權 (附帶30,000股認購權)。

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

(Continued)

#### Long Position in the Company's Shares and underlying Shares (Continued)

Notes: (Continued)

2. On 6 December 2019, the Company granted a total of 355,400,000 share options, of which 15,000,000 share options were granted to the following persons entitling them to subscribe for a total of 15,000,000 Shares at the exercise price of HK\$0.207 per Share. Immediately upon the share consolidation became effective on 20 January 2022, the adjusted number of share options and adjusted exercise price would be 1,500,000 share options and HK\$2.07 respectively.
  - a. 1,300,000 share options (carrying the right to subscribe for 1,300,000 Shares) were granted to Ms. Kuo in her capacity as an executive Director;
  - b. 100,000 share options (carrying the right to subscribe for 100,000 Shares) were granted to Mr. Ji in his capacity as an NED; and
  - c. 100,000 share options (carrying the right to subscribe for 100,000 Shares) were granted to Mr. Ip in his capacity as an NED.
3. Plan Marvel Investment Limited ("Plan Marvel"), being a company incorporated in the British Virgin Islands with limited liability, is wholly-owned by Mr. Ji. Mr. Ji is deemed to be interested in 208,978 Shares held by Plan Marvel by virtue of the SFO.
- \* The number of issued Shares as at 30 June 2023 is 623,127,227 Shares.

Save as disclosed above, as at 30 June 2023, none of the Directors and chief executive of the Company nor their close associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as defined in the SFO.

### 董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債券的權益及淡倉 (續)

#### 於本公司股份及相關股份之好倉 (續)

附註：(續)

2. 於2019年12月6日，本公司合共授出355,400,000股購股權，其中15,000,000股購股權乃授予以下人士，賦予他們以行使價每股0.207港元認購合共15,000,000股股份。緊隨股份合併於2022年1月20日生效後，調整後的購股權數目及調整後的行使價分別為1,500,000股購股權及2.07港元。
  - a. 郭女士作為執行董事獲授予1,300,000股購股權 (附帶1,300,000股認購權)；
  - b. 計先生作為非執行董事獲授予100,000股購股權 (附帶100,000股認購權)；及
  - c. 葉先生作為非執行董事獲授予100,000股購股權 (附帶100,000股認購權)。
3. Plan Marvel Investment Limited (「Plan Marvel」) 乃於英屬處女群島註冊成立之有限責任公司，由計先生全資擁有。根據證券及期貨條例，計先生被視為於Plan Marvel持有的208,978股股份中擁有權益。
- \* 於2023年6月30日已發行股份數目為623,127,227股。

除上文所披露者外，於2023年6月30日，概無本公司董事及最高行政人員或彼等之緊密聯繫人於本公司或其任何相聯法團 (定義見證券及期貨條例) 的任何股份、相關股份及債券中擁有任何權益或淡倉。

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2023, so far as known to the Directors, the particulars of the corporations or individuals (other than the Directors and chief executive of the Company) who had any interests or short positions in the shares and the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept pursuant to section 336 of the SFO (“**Register of Shareholders**”) were as follows:

### 主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於2023年6月30日，據董事所知，根據證券及期貨條例第XV部第2及3分部之條文需向本公司披露並登記於根據證券及期貨條例第336條存置的登記冊（「**股東登記冊**」）中於本公司股份及相關股份擁有任何權益及淡倉的法團或個別人士之詳情如下：

Name	Capacity/ nature of interest	Notes	Number of Shares interested 擁有權益的 股份數目	Approximate percentage of actual shareholding over the Shares* 實際持股佔股份 概約百分比*	Number of underlying shares pursuant to share options 根據購股權之 相關股份數目	Aggregate interests 總權益	Approximate percentage of aggregate interests over the Shares* 總權益佔股份 概約股百分比*
姓名	身份／權益性質	附註					
Royal Spectrum Holding Company Limited (“ <b>Royal Spectrum</b> ”) Royal Spectrum Holding Company Limited (“ <b>Royal Spectrum</b> ”)	Beneficial owner 實益擁有人	1, 2 & 5	195,920,000	31.44%	–	195,920,000	31.44%
Devoss Global Holdings Limited (“ <b>Devoss Global</b> ”) Devoss Global Holdings Limited (“ <b>Devoss Global</b> ”)	Interest in controlled corporation and beneficial owner 受控制法團的權益及實益擁有人	1, 2, 3 & 4	195,920,000	31.44%	600,000	196,520,000	31.54%
CVP Financial Group Limited (“ <b>CVP</b> ”) 遠見金融集團有限公司 (“ <b>CVP</b> ”)	Beneficial owner 實益擁有人	3 & 5	50,487,272	8.10%	–	50,487,272	8.10%
Mr. Ting Pang Wan Raymond (“ <b>Mr. Ting</b> ”) 丁鵬雲先生（「 <b>丁先生</b> 」）	Interest in controlled corporation and beneficial owner 受控制法團的權益及實益擁有人	1, 2, 3, 4 & 5	258,884,915	41.55%	600,000	259,484,915	41.64%
Ms. Luu Huyen Bui (“ <b>Ms. Luu</b> ”) Luu Huyen Bui女士（「 <b>Luu女士</b> 」）	Interest of spouse 配偶的權益	6	258,884,915	41.55%	600,000	259,484,915	41.64%
Software Research Associates, Inc. (“ <b>SRA</b> ”) Software Research Associates, Inc. (“ <b>SRA</b> ”)	Beneficial owner 實益擁有人	7	40,454,545	6.49%	–	40,454,545	6.49%



# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

### 主要股東及其他人士於本公司股份及相關股份的權益及淡倉 (續)

Name	Capacity/ nature of interest	Notes	Number of Shares interested	Approximate percentage of actual shareholding over the Shares*	Number of underlying shares pursuant to share options	Aggregate interests	Approximate percentage of aggregate interests over the Shares*
姓名	身份/ 權益性質	附註	擁有權益的 股份數目	實際持股佔股份 概約百分比*	根據購股權之 相關股份數目	總權益	總權益佔股份 概約股百分比*
SRA Holdings, Inc. ("SRA Holdings") SRA Holdings, Inc. ("SRA Holdings")	Interest in controlled corporation 受控制法團的權益	7 & 8	40,454,545	6.49%	85,922,330	126,376,875	20.28%
Atlantis Capital Group Holdings Limited ("ACGHL") 西京資本集團控股有限公司 ("ACGHL")	Interest in controlled corporation 受控制法團的權益	9	68,224,500	10.95%	-	68,224,500	10.95%
Ms. Liu Yang ("Ms. Liu") 劉央女士 ("劉女士")	Interest in controlled corporation 受控制法團的權益	9	68,224,500	10.95%	-	68,224,500	10.95%
Ample Cheer Limited ("Ample Cheer") Ample Cheer Limited ("Ample Cheer")	Interest in controlled corporation 受控制法團的權益	10	221,323,638	35.52%	-	221,323,638	35.52%
Chu Yuet Wah ("Mrs. Chu") 李月華 ("朱太")	Interest in controlled corporation 受控制法團的權益	10	221,323,638	35.52%	-	221,323,638	35.52%
Kingston Finance Limited ("Kingston") 金利豐財務有限公司 ("Kingston")	Person has a security interest in shares 持有保證權益股份的人	10	221,323,638	35.52%	-	221,323,638	35.52%
Bartha International Limited ("Bartha International") Bartha International Limited ("Bartha International")	Beneficial owner 實益擁有人	11	36,770,000	5.90%	-	36,770,000	5.90%
Mr. Li Ran 李冉先生	Interest in controlled corporation 受控制法團的權益	11	36,770,000	5.90%	-	36,770,000	5.90%
Mr. Pu Xueyuan 蒲學遠先生	Interest in controlled corporation 受控制法團的權益	11	36,770,000	5.90%	-	36,770,000	5.90%
Ms. Wang Xuping 王徐萍女士	Interest in controlled corporation 受控制法團的權益	11	36,770,000	5.90%	-	36,770,000	5.90%

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY** (Continued)

主要股東及其他人士於本公司股份及相關股份的權益及淡倉 (續)

Name	Capacity/ nature of interest	Notes	Number of Shares interested	Approximate percentage of actual shareholding over the Shares*	Number of underlying shares pursuant to share options	Aggregate interests	Approximate percentage of aggregate interests over the Shares*
姓名	身份/ 權益性質	附註	擁有權益的 股份數目	實際持股佔股份 概約百分比*	根據購股權之 相關股份數目	總權益	總權益佔股份 概約股百分比*
Ms. Zhang Fengge 張鳳革女士	Interest in controlled corporation 受控制法團的權益	11	36,770,000	5.90%	-	36,770,000	5.90%
Ms. Wang Hui 王慧女士	Beneficial owner 實益擁有人	12	42,139,200	6.76%	-	42,139,200	6.76%

Notes:

附註：

- The entire issued share capital in Royal Spectrum is legally and beneficially owned as to 96.63% by Devoss Global and 3.37% by Mr. Zhu Qin respectively. Devoss Global is legally and beneficially owned by Mr. Ting. Devoss Global is deemed to be interested in the Shares held by Royal Spectrum. Mr. Ting is a director of both Royal Spectrum and Devoss Global.
- On 27 November 2017, Royal Spectrum pledged 199,600,000 (19,960,000 upon the share consolidation became effective on 20 January 2022) Shares in favour of an independent third party as a security of a loan in the amount of JPY2,000,000,000.
- Each of Devoss Global, CVP, Kaiser Capital Holdings Limited ("Kaiser Capital") and Highgrade Holding Limited ("Highgrade Holding") is wholly-owned by Mr. Ting. Kaiser Capital is interested in 1,217,200 Shares and Highgrade Holding is interested in 1,067,200 Shares. Mr. Ting is deemed to be interested in 248,691,672 Shares, held by Devoss Global, CVP, Kaiser Capital and Highgrade Holding under Part XV of the SFO.
- Being 6,000,000 (600,000 upon the share consolidation became effective on 20 January 2022) share options granted to Devoss Global on 17 December 2015.
- On 27 October 2021, Royal Spectrum and CVP pledged 1,708,363,655 Shares and 504,872,727 Shares respectively (170,836,365 Shares and 50,487,272 Shares respectively upon the share consolidation became effective on 20 January 2022) in favour of an independent third party as a security of a loan in the amount of HK\$44,992,109 provided by the independent third party to the Company as general working capital.

- Royal Spectrum全部已發行股本分別由Devoss Global及朱欽先生合法及實益擁有96.63%及3.37%。Devoss Global由丁先生合法及實益擁有。Devoss Global被視為於Royal Spectrum所持股份中擁有權益。丁先生為Royal Spectrum及Devoss Global之董事。
- 於2017年11月27日，Royal Spectrum抵押199,600,000股（於2022年1月20日股份合併生效後為19,960,000股）股份予一名獨立第三方作為一筆金額2,000,000,000日圓的貸款擔保。
- Devoss Global、CVP、皇都控股有限公司（「皇都控股」）及Highgrade Holding Limited（「Highgrade Holding」）各由丁先生全資擁有。皇都控股擁有1,217,200股股份及Highgrade Holding擁有1,067,200股股份。根據證券及期貨條例第XV部，丁先生被視為於Devoss Global、CVP、皇都控股及Highgrade Holding持有的248,691,672股股份中擁有權益。
- 於2015年12月17日授出6,000,000股（於2022年1月20日股份合併生效後為600,000股）購股權予Devoss Global。
- 於2021年10月27日，Royal Spectrum及CVP分別抵押1,708,363,655股及504,872,727股（於2022年1月20日股份合併生效後分別為170,836,365股及50,487,272股）普通股予一名獨立第三方作為一筆金額44,992,109港元之貸款擔保，此貸款乃由獨立第三方提供，作為本公司之營運資金。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Notes: (Continued)

6. Ms. Luu is the spouse of Mr. Ting. Ms. Luu is deemed to be interested in all the Shares and underlying shares in which Mr. Ting is interested in under Part XV of the SFO.
7. SRA is directly wholly-owned by SRA Holdings. As such, SRA Holdings is deemed to be interested in the Shares in which SRA is interested in under Part XV of the SFO.
8. On 23 August 2022, an option has been granted to SRA Holdings, entitling SRA Holdings to require the Company to allot and issue up to a maximum of 85,922,330 new Shares upon exercise of the option.
9. Based on the notices of disclosure of interest filed by ACGHL and Ms. Liu both dated 14 January 2022, Atlantis Investment Management Limited is wholly-owned by ACGHL, which in turn is wholly-owned by Ms. Liu. As such, ACGHL and Ms. Liu are both deemed to be interested in 68,224,500 Shares held by Atlantis Investment Management Limited, under Part XV of the SFO.
10. Kingston is a wholly-owned subsidiary of Ample Cheer, which is in turn wholly-owned by Mrs. Chu. As such, Ample Cheer and Mrs. Chu are deemed to be interested in the Shares held by Kingston by virtue of the SFO.
11. Based on the notices of disclosure of interest filed by Mr. Li Ran, Mr. Pu Xueyuan, Ms. Wang Xuping and Ms. Zhang Fengge all on 22 December 2020 respectively, Bartha International is owned as to 20% by Mr. Li Ran, 25% by Mr. Pu Xueyuan, 26% by Ms. Wang Xuping and 29% by Ms. Zhang Fengge respectively.
12. Based on the notice of disclosure of interest filed by Ms. Wang Hui on 8 April 2021, Ms. Wang Hui is interest in 421,392,000 Shares (42,139,200 Shares upon the share consolidation became effective on 20 January 2022).
- \* The number of issued Shares as at 30 June 2023 is 623,127,227 Shares.

Save as disclosed above, as at 30 June 2023, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who has interests or short positions in the shares or underlying shares of the Company as recorded in the Register of Shareholders.

### 主要股東及其他人士於本公司股份及相關股份的權益及淡倉 (續)

附註：(續)

6. Luu女士乃丁先生之配偶。根據證券及期貨條例第XV部，Luu女士被視為於丁先生擁有權益之所有股份及相關股份中擁有權益。
7. SRA乃由SRA Holdings直接全資擁有。根據證券及期貨條例第XV部，SRA Holdings被視為於SRA擁有權益之股份中擁有權益。
8. 於2022年8月23日授出購股權予SRA Holdings，SRA Holdings於行使購股權時有權要求本公司配發及發行最多85,922,330股新股份。
9. 根據ACGHL及劉女士分別於2022年1月14日所提交的權益披露通知，西京投資管理有限公司乃由ACGHL全資擁有，而ACGHL則由劉女士全資擁有。因此，根據證券及期貨條例第XV部，ACGHL及劉女士被視為於西京投資管理有限公司持有的68,224,500股股份中擁有權益。
10. Kingston乃Ample Cheer之全資擁有附屬公司，其由朱太全資擁有。因此，根據證券及期貨條例，Ample Cheer及朱太被視為於Kingston持有的股份中擁有權益。
11. 根據李冉先生、蒲學遠先生、王徐萍女士及張鳳革女士分別於2020年12月22日所提交的權益披露通知，Bartha International乃由李冉先生、蒲學遠先生、王徐萍女士及張鳳革女士分別擁有20%、25%、26%及29%。
12. 根據王慧女士於2021年4月8日所提交的權益披露通知，王慧女士於421,392,000股股份中擁有權益（於2022年1月20日股份合併生效後為42,139,200股）。
- \* 於2023年6月30日已發行股份數目為623,127,227股。

除上文所披露者外，於2023年6月30日，概無任何人士（本公司董事或最高行政人員除外）曾知會本公司，其於本公司股份或相關股份中擁有股東登記冊內需記錄的權益或淡倉。

### SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme (the “Share Option Scheme”) pursuant to a written resolution of the shareholders passed on 21 September 2015 (the “Adoption Date”). The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

### The Remaining Life of the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of 10 years from the Adoption Date until 20 September 2025.

Details of movements of the share options granted under the Share Option Scheme during the three months ended 30 June 2023 were as follows:

### 購股權計劃

本公司根據2015年9月21日（「採納日期」）通過之股東書面決議，有條件地採納購股權計劃（「購股權計劃」）。購股權計劃之條款乃按照GEM上市規則第23章之條文規定。

### 購股權計劃之剩餘期限

購股權計劃自採納日期起計10年內有效直至2025年9月20日。

截至2023年6月30日止3個月內根據購股權計劃授出之購股權變動詳情載列如下：

Category	Date of grant	Exercise period	Exercise price per share	As at 1 April 2023 於2023年4月1日	Number of share options 購股權數目		As at 30 June 2023 於2023年6月30日
					Granted during the period 於期內授出	Exercised/Cancelled/ Lapsed during the period 於期內行使/ 註銷/失效	
<b>Shareholders</b>							
<b>股東</b>							
Devoss Global (Note 1)	17 December 2015	17 June 2016 to	HK\$8.00	600,000	-	-	600,000
Devoss Global (附註1)	2015年12月17日	16 December 2025 2016年6月17日至 2025年12月16日	8.00港元				

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### SHARE OPTION SCHEME (Continued)

#### The Remaining Life of the Share Option Scheme

(Continued)

### 購股權計劃 (續)

#### 購股權計劃之剩餘期限 (續)

Category	Date of grant	Exercise period	Exercise price per share	As at 1 April 2023 於2023年4月1日	Number of share options 購股權數目		As at 30 June 2023 於2023年6月30日
					Granted during the period 於期內授出	Exercised/Cancelled/ Lapsed during the period 於期內行使/註銷/失效	
<b>Shareholders (Continued)</b> 股東 (續)							
Montrachet Holdings Limited ("Montrachet") (Note 2)	17 December 2015 2015年12月17日	17 June 2016 to 16 December 2025 2016年6月17日至 2025年12月16日	HK\$8.00 8.00港元	1,500,000	-	-	1,500,000
Montrachet Holdings Limited ("Montrachet") (附註2)							
<b>Directors</b> 董事							
Ms. Kuo 郭女士	3 April 2018 2018年4月3日	1 January 2019 to 2 April 2028 2019年1月1日至 2028年4月2日	HK\$18.9 18.9港元	500,000	-	-	500,000
	6 December 2019 2019年12月6日	(Note 3) (附註3)	HK\$2.07 2.07港元	1,300,000	-	-	1,300,000
Mr. Ip 葉先生	3 April 2018 2018年4月3日	1 January 2019 to 2 April 2028 2019年1月1日至 2028年4月2日	HK\$18.9 18.9港元	30,000	-	-	30,000
	6 December 2019 2019年12月6日	(Note 3) (附註3)	HK\$2.07 2.07港元	100,000	-	-	100,000
Mr. Ji 計先生	6 December 2019 2019年12月6日	(Note 3) (附註3)	HK\$2.07 2.07港元	100,000	-	-	100,000
Mr. Chu 朱先生	3 April 2018 2018年4月3日	1 January 2019 to 2 April 2028 2019年1月1日至 2028年4月2日	HK\$18.9 18.9港元	30,000	-	-	30,000

**SHARE OPTION SCHEME** (Continued)  
**The Remaining Life of the Share Option Scheme**  
(Continued)

**購股權計劃** (續)  
**購股權計劃之剩餘期限** (續)

Category	Date of grant	Exercise period	Exercise price per share	As at 1 April 2023 於2023年4月1日	Number of share options 購股權數目		As at 30 June 2023 於2023年6月30日
					Granted during the period 於期內授出	Exercised/Cancelled/ Lapsed during the period 於期內行使/註銷/失效	
<b>Consultants</b> <i>顧問</i> (Note 4) (附註4)	17 December 2015 2015年12月17日	17 June 2016 to 16 December 2025 2016年6月17日至 2025年12月16日	HK\$8.00 8.00港元	16,000,000	-	-	16,000,000
	3 April 2018 2018年4月3日	1 January 2019 to 2 April 2028 2019年1月1日至 2028年4月2日	HK\$18.9 18.9港元	18,450,000	-	-	18,450,000
	13 December 2018 2018年12月13日	1 July 2019 to 12 December 2028 2019年7月1日至 2028年12月12日	HK\$11.2 11.2港元	4,800,000	-	-	4,800,000
	6 December 2019 2019年12月6日	(Note 3) (附註3)	HK\$2.07 2.07港元	5,190,000	-	-	5,190,000
<b>Employees</b> <i>僱員</i>	3 April 2018 2018年4月3日	1 January 2019 to 2 April 2028 2019年1月1日至 2028年4月2日	HK\$18.9 18.9港元	780,000	-	10,000	770,000
	6 December 2019 2019年12月6日	(Note 3) (附註3)	HK\$2.07 2.07港元	1,250,000	-	-	1,250,000
				<u>50,630,000</u>	<u>-</u>	<u>10,000</u>	<u>50,620,000</u>

Notes:

附註：

- Devoss Global is a company wholly-owned by Mr. Ting, being the controlling shareholder of Royal Spectrum, a substantial shareholder of the Company.
- As at the date of the grant of share options to Montrachet on 17 December 2015, Montrachet, being a company wholly-owned by Mr. Zhu Hui Xin, the father of Mr. Zhu Qin (former executive Director), held 2.7% interest in Royal Spectrum, a substantial shareholder of the Company.
- Exercise period: (i) 50% of the share options are exercisable from 6 December 2020 to 5 December 2029 (both days inclusive); and (ii) 50% of the share options are exercisable from 6 December 2021 to 5 December 2029 (both days inclusive).

- Devoss Global乃一間由丁先生全資擁有之公司，為Royal Spectrum之控股股東，其為本公司之主要股東。
- 於2015年12月17日購股權授出日期予Montrachet，Montrachet乃一間朱惠心先生（朱欽先生（前執行董事）之父親）全資擁有之公司，於Royal Spectrum（為本公司主要股東）持有2.7%權益。
- 行使期：(i) 50%的購股權乃由2020年12月6日至2029年12月5日（包括首尾兩日）可行使；及(ii) 50%的購股權乃由2021年12月6日至2029年12月5日（包括首尾兩日）可行使。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### SHARE OPTION SCHEME (Continued)

#### The Remaining Life of the Share Option Scheme

(Continued)

Notes: (Continued)

- Consultants are corporations and individuals which render consultancy services to the Group. The Board considers that the share options granted to the consultants would help to motivate these non-employees to optimise their future contributions to the Group and reward them for their past contributions. The share options were granted as incentive to the consultants for helping the Group expand its business network, acquire and explore new business projects and opportunities and to provide ongoing services to the Group and maintain a long-term relationship with the Group.
- During the three months ended 30 June 2023, no share options were exercised or cancelled but 10,000 share options were lapsed upon the resignation of the relevant employees.

### OPTION GRANTED UNDER SPECIFIC MANDATE

On 23 August 2022, 85,922,330 share options at HK\$1.03 per Share were granted by the Company to SRA Holdings in accordance with the terms and conditions of the option agreement dated 6 June 2022 and entered into between the Company, as issuer, and SRA Holdings, as subscriber.

Details of movements of the share options granted under the Specific Mandate during the Period were as follows:

Name	Date of grant	Exercise period	Exercise price per share	As at 1 April 2023 於2023年4月1日	Number of share options 購股權數目		
					Granted during the Period 於期內授出	Exercised/ Cancelled/ Lapsed during the Period 於期內行使/ 註銷/失效	As at 30 June 2023 於2023年6月30日
SRA Holdings	23 August 2022	23 August 2022 to	HK\$1.03	85,922,330	-	-	85,922,330
SRA Holdings	2022年8月23日	30 September 2023 2022年8月23日至 2023年9月30日	1.03港元				
				<u>85,922,330</u>	<u>-</u>	<u>-</u>	<u>85,922,330</u>

### 購股權計劃 (續)

#### 購股權計劃之剩餘期限 (續)

附註：(續)

- 顧問乃為本集團提供顧問服務的公司及個人。董事會認為，授予顧問之購股權將有助激勵此等非僱員以優化其對本集團於未來的貢獻，並獎勵其於過去的貢獻。授出購股權作為獎勵顧問以協助本集團擴展其業務網絡、收購及探索新業務項目及機會，且為本集團提供持續服務及維持與本集團的長期關係。
- 於2023年6月30日止3個月內，概無購股權被行使或註銷，惟有10,000股購股權因相關員工離職而失效。

### 根據特別授權授出的購股權

於2022年8月23日，本公司根據其（作為發行人）與SRA Holdings（作為認購人）於2022年6月22日簽訂之期權協議之條款及細則，以每股購股權股份1.03港元的價格向SRA Holdings授出85,922,330股購股權股份。

期內根據特別授權授出之購股權變動詳情載列如下：

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this quarterly report, at no time during the Period was the Company, its holding company or any of its subsidiaries or fellow subsidiaries a party to an arrangement that would enable the Directors or their close associates to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

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

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

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or any of their respective close associates (as defined in the GEM Listing Rules) are engaged in any business that competes or may compete, either directly or indirectly, with the business of the Group or have any other conflicts of interest with the Group nor are they aware of any other conflicts of interest with the Group which any such person has or may have with the Group during the Period.

### DEED OF NON-COMPETITION

A deed of non-competition dated 29 September 2015 (the "**Deed of Non-competition**") was entered into among the Company and the controlling shareholders of the Company, namely Royal Spectrum, Devoss Global and Mr. Ting, in favour of the Company (for the Company and for the benefit of its subsidiaries) regarding certain non-competition undertakings. Details of the Deed of Non-competition were disclosed in the section headed "Relationship with Controlling Shareholders" to the prospectus of the Company dated 29 September 2015.

### 董事購買股份或債券的權利

除本季度報告所披露者外，期內，本公司、其控股公司或其任何附屬公司或同系附屬公司概無訂立任何安排致使董事或彼等緊密聯繫人藉收購本公司或任何其他法團的股份或債券而獲益。

### 購買、出售或贖回本公司的上市證券

期內，本公司或其任何附屬公司並無購買、出售或贖回任何本公司的上市證券。

### 董事於競爭業務中的權益

期內，概無董事或任何彼等各自之緊密聯繫人（定義見GEM上市規則）從事與本集團業務直接或間接構成競爭或可能構成競爭或與本集團有任何其他利益衝突的任何業務，亦不知悉任何該等人士與或可能與本集團具有任何其他利益衝突。

### 非競爭契約

本公司與本公司控股股東，即Royal Spectrum、Devoss Global及丁先生以本公司之利益（為本公司及其附屬公司之利益）就若干非競爭契約承諾訂立日期為2015年9月29日的非競爭契約（「**非競爭契約**」）。非競爭契約之詳情已載於本公司日期為2015年9月29日之招股書「與控股股東之關係」一節披露。



### CODE OF CONDUCT REGARDING SECURITIES TRANSACTION BY DIRECTORS

The Company has adopted the code of conduct for securities transactions by Directors on terms no less exacting than the required standards of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Model Code**”). Having made specific enquiry, all Directors have confirmed that they have fully complied with the required standards set out in the Model Code throughout the Period.

### COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standards of corporate governance to safeguard the interests of the shareholders and enhancing its corporate value. The Company has adopted the principles and code provisions of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules as its corporate governance practices.

Throughout the Period, to the best knowledge of the Board, the Company had complied with the code provisions in the CG Code as set out in Appendix 15 to the GEM Listing Rules.

### REVIEW BY AUDIT COMMITTEE

The Company has established an audit committee (the “**Audit Committee**”) on 21 September 2015 with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision D.3.3 of the CG Code. The primary duties of the Audit Committee are to review the financial system of the Group; to review the accounting policy, financial position and financial reporting procedures of the Group; to communicate with external auditors; and to assess the internal controls and risk management of the Group.

### 董事進行證券交易的行為守則

本公司已採納條款不遜於GEM上市規則第5.48至5.67條的董事進行證券交易的行為守則（「**標準守則**」）。經作出具體查詢後，全體董事均已確認彼等於期內整個期間遵守標準守則所載的標準規定。

### 遵守企業管治守則

本公司致力於達致高標準的企業管治以保障股東利益及提升其企業價值。本公司已採納GEM上市規則附錄15所載之《企業管治守則》（「**企業管治守則**」）之原則及守則條文，作為其企業管治常規。

於期內整個期間，據董事會所知，本公司已遵守GEM上市規則附錄15所載之企業管治守則之守則條文。

### 審核委員會審閱

於2015年9月21日本公司已設立審核委員會（「**審核委員會**」），並根據GEM上市規則第5.28及5.29條以及企業管治守則條文第D.3.3條制定書面職權範圍。審核委員會之主要職責為審閱本集團之財務系統；審閱本集團之會計政策、財務狀況及財務報告程序；與外聘核數師溝通；及評估本集團的內部監控及風險管理。

### REVIEW BY AUDIT COMMITTEE *(Continued)*

Currently, the Audit Committee comprises four members, namely Mr. Chu Kin Wang Peleus, Dr. Lau Remier, Mary Jean, Mr. Ip Cho Yin, *J.P.* and Mr. Zhou Li, and chaired by Mr. Chu Kin Wang Peleus, who has appropriate professional qualifications and experience as required by the GEM Listing Rules. Save for Mr. Ip Cho Yin, *J.P.*, who is a non-executive Director, all other members are independent non-executive Directors.

The unaudited condensed consolidated financial statements for the Period have been reviewed by the Audit Committee, and the Audit Committee agreed with the accounting principles and practices adopted by the Company, but have not been reviewed or audited by the Company's auditor.

By order of the Board

**Madison Holdings Group Limited**  
**Ji Zuguang**

*Chairman and non-executive Director*

Hong Kong, 8 August 2023

### 審核委員會審閱 *(續)*

目前，審核委員會包括四名成員，即朱健宏先生、劉翁靜晶博士、葉祖賢先生，*太平紳士*及周力先生，並由朱健宏先生擔任主席，彼具備GEM上市規則規定的合適專業資格及經驗。除葉祖賢先生，*太平紳士*為非執行董事外，所有其他成員均為獨立非執行董事。

審核委員會已審閱本期的未經審核簡明綜合財務報表，並同意本公司採用的會計原則及常規，惟未經本公司核數師審閱或審核。

承董事會命

**麥迪森控股集團有限公司**  
**計祖光**

*主席兼非執行董事*

香港，2023年8月8日



**MADISON**  
— G R O U P —

Madison Holdings Group Limited  
麥迪森控股集團有限公司