



恆泰裕集團控股有限公司

HANG TAI YUE GROUP HOLDINGS LIMITED

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

(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code 股份代號: 8081)



2024 Interim Report
中期報告

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

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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.

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*This report, for which the directors (“**Directors**”, and each a “**Director**”) of Hang Tai Yue Group Holdings Limited (“**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (“**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 “Latest Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.hk> for a minimum period of seven days from the date of its publication and on the website of the Company at <http://www.hangtaiyue.com>.

香港聯合交易所有限公司(「聯交所」) GEM的特色

GEM之定位，乃為中小型公司提供一個上市之市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

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

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

本報告將自其刊發日期起計最少七天載於聯交所網站<http://www.hkexnews.hk>「最新上市公司公告」一頁及本公司網站<http://www.hangtaiyue.com>。

INTERIM RESULTS

The board (“**Board**”) of Directors of the Company announces the unaudited condensed consolidated interim results (“**Interim Results**”) of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 June 2024, together with the unaudited comparative figures for the corresponding periods of 2023 as follows:

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

For the six months ended 30 June 2024

中期業績

本公司董事會(「**董事會**」)謹此公佈本公司及其附屬公司(統稱「**本集團**」)截至二零二四年六月三十日止六個月之未經審核簡明綜合中期業績(「**中期業績**」)，連同二零二三年同期之未經審核比較數字如下：

未經審核簡明綜合損益及其他全面收益表

截至二零二四年六月三十日止六個月

			Six months ended 30 June 截至六月三十日止六個月	
			2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註		
Revenue	收入	4	38,072	34,270
Cost of sales	銷售成本		(5,577)	(4,835)
Other income and gains	其他收入及收益	4	2,120	2,946
Administrative expenses	行政開支		(41,342)	(45,905)
Impairment loss on contract assets, accounts receivable, loan and interest receivables	合約資產、應收賬款、應收貸款及利息減值虧損		(76)	(203)
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司之收益		—	72,145
(Loss)/gain on disposal of financial assets at fair value through profit and loss (“FVTPL”)	出售按公平值透過損益列賬(「按公平值透過損益列賬」)之金融資產之(虧損)/收益		(87)	335
Fair value loss on financial assets at FVTPL	按公平值透過損益列賬之金融資產之公平值虧損		(3,714)	(1,027)
Share of results of associates	分佔聯營公司業績		(9,951)	(7,129)
Finance costs	融資成本		(3,157)	(3,933)
(Loss)/profit before tax	除稅前(虧損)/溢利	5	(23,712)	46,664
Income tax expense	所得稅開支	6	—	—
(Loss)/profit for the period	期內(虧損)/溢利		(23,712)	46,664

Six months
ended 30 June
截至六月三十日止六個月

	Note 附註	2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Other comprehensive income, net of tax	其他全面收益，扣除稅項		
Items that may be reclassified subsequently to profit or loss in subsequent periods:	其後於其後期間可能重新分類至損益的項目：		
Exchange differences arising on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	(1,367)	130
		(1,367)	130
Item that will not be reclassified to profit or loss:	將不會重新分類至損益的項目：		
Fair value (loss)/gain on financial assets at fair value through other comprehensive income ("FVTOCI")	按公平值透過其他全面收益列賬(「按公平值透過其他全面收益列賬」)之金融資產的公平值(虧損)/收益	(503)	28,466
Other comprehensive income for the period, net of tax	期內其他全面收益，扣除稅項	(1,870)	28,596
Total comprehensive income for the period	期內全面收益總額	(25,582)	75,260
(Loss)/profit for the period attributable to:	下列人士應佔期內(虧損)/溢利：		
The shareholders of the Company ("Shareholders")	本公司股東(「股東」)	(23,672)	46,743
Non-controlling interests	非控股權益	(40)	(79)
		(23,712)	46,664
Total comprehensive income for the period attributable to:	下列人士應佔期內全面收益總額：		
The Shareholders	股東	(25,544)	75,339
Non-controlling interests	非控股權益	(38)	(79)
		(25,582)	75,260
(Loss)/earnings per share	每股(虧損)/盈利		
– Basic and diluted (HK cents)	– 基本及攤薄(港仙)	(0.46)	0.87

UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF FINANCIAL POSITION

At 30 June 2024

未經審核簡明綜合財務狀況表

於二零二四年六月三十日

		Notes 附註	At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	179,795	172,287
Right-of-use assets	使用權資產		2,920	4,982
Goodwill	商譽		–	–
Investments in associates	於聯營公司之投資		76,286	86,237
Financial assets at FVTOCI	按公平值透過其他全面收益 列賬之金融資產	10	1,932	2,887
Financial assets at FVTPL	按公平值透過損益列賬之金 融資產	10	29,190	29,190
Deferred tax assets	遞延稅項資產		1,145	1,169
Total non-current assets	非流動資產總值		291,268	296,752
CURRENT ASSETS	流動資產			
Inventories	存貨		3,978	4,696
Accounts receivable, loan and interest receivables	應收賬款、應收貸款及利息	11	59,422	54,255
Prepayments, deposits and other receivables	預付款項、按金及其他應收 款項		45,552	46,723
Financial assets at FVTPL	按公平值透過損益列賬之金 融資產	10	26,469	32,507
Cash and cash equivalents	現金及等同現金項目		1,435	6,569
Total current assets	流動資產總值		136,856	144,750

			At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註		
CURRENT LIABILITIES	流動負債			
Contract liabilities	合約負債	12	8,312	10,190
Trade and other payables, accruals and provision	貿易及其他應付款項、應計 費用及撥備	13	41,727	34,372
Lease liabilities	租賃負債		3,546	4,629
Interest-bearing bank and other borrowings	計息銀行及其他借貸	14	24,799	38,439
Convertible loans	可換股貸款	15	8,358	8,328
Total current liabilities	流動負債總額		86,742	95,958
NET CURRENT ASSETS	流動資產淨額		50,114	48,792
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		341,382	345,544
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	14	49,960	27,520
Lease liabilities	租賃負債		24	1,044
Total non-current liabilities	非流動負債總額		49,984	28,564
NET ASSETS	資產淨值		291,398	316,980
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	16	51,560	51,560
Reserves	儲備		240,402	265,946
EQUITY ATTRIBUTABLE TO THE SHAREHOLDERS	股東應佔權益		291,962	317,506
NON-CONTROLLING INTERESTS	非控股權益		(564)	(526)
TOTAL EQUITY	總權益		291,398	316,980

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2024

未經審核簡明綜合權益變動表

截至二零二四年六月三十日止六個月

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

		Share capital	Treasury shares*	Share premium*	Contributed surplus*	Translation reserve*	Other reserve*	Fair value reserve of financial assets at FVTOCI (non-recycling)* 按公平值透過其他全面收益列賬之金融資產之公平值儲備	Accumulated losses*	Total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	庫存股份* HK\$'000 千港元	股份溢價* HK\$'000 千港元	實繳盈餘* HK\$'000 千港元	匯兌儲備* HK\$'000 千港元	其他儲備* HK\$'000 千港元	(不可撥回)* HK\$'000 千港元	累計虧損* HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	總權益 HK\$'000 千港元
At 1 January 2023 (audited)	於二零二三年一月一日(經審核)	53,362	-	-	1,203,541	(2,786)	4,733	(225,582)	(737,029)	296,239	(334)	295,905
Profit for the period	期內溢利	-	-	-	-	-	-	-	46,743	46,743	(79)	46,664
Other comprehensive income for the period:	期內其他全面收益：											
Exchange differences related to overseas subsidiaries	與海外附屬公司有關的匯兌差額	-	-	-	-	130	-	-	-	130	-	130
Fair value gain on financial assets at FVTOCI	按公平值透過其他全面收益列賬之金融資產的公平值收益	-	-	-	-	-	-	28,466	-	28,466	-	28,466
Deemed disposal of financial assets at FVTOCI	視作出售按公平值透過其他全面收益列賬之金融資產	-	-	-	-	-	-	158,453	(158,453)	-	-	-
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	130	-	186,919	(111,710)	75,339	(79)	75,260
Deemed disposal of a subsidiary	視作出售一間附屬公司	-	-	-	-	(3,712)	-	-	-	(3,712)	-	(3,712)
Purchase of own shares	購買自身股份	-	(17,076)	-	-	-	-	-	-	(17,076)	-	(17,076)
At 30 June 2023 (unaudited)	於二零二三年六月三十日(未經審核)	53,362	(17,076)	-	1,203,541	(6,368)	4,733	(38,663)	(848,739)	350,790	(413)	350,377
At 1 January 2024 (audited)	於二零二四年一月一日(經審核)	51,560	-	-	1,188,110	(4,984)	4,733	(38,974)	(882,939)	317,506	(526)	316,980
Loss for the period	期內虧損	-	-	-	-	-	-	-	(23,672)	(23,672)	(40)	(23,712)
Other comprehensive income for the period:	期內其他全面收益：											
Exchange differences related to overseas subsidiaries	與海外附屬公司有關的匯兌差額	-	-	-	-	(1,369)	-	-	-	(1,369)	2	(1,367)
Fair value loss on financial assets at FVTOCI	按公平值透過其他全面收益列賬之金融資產的公平值虧損	-	-	-	-	-	-	(503)	-	(503)	-	(503)
Disposal of financial assets at FVTOCI	出售按公平值透過其他全面收益列賬之金融資產	-	-	-	-	-	-	38,817	(38,817)	-	-	-
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	(1,369)	-	38,314	(62,489)	(25,544)	(38)	(25,582)
At 30 June 2024 (unaudited)	於二零二四年六月三十日(未經審核)	51,560	-	-	1,188,110	(6,353)	4,733	(660)	(945,428)	291,962	(564)	291,398

* These reserve accounts comprise the consolidated reserves of approximately HK\$240,402,000 (30 June 2023: HK\$297,428,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表內所列的綜合儲備約240,402,000港元(二零二三年六月三十日：297,428,000港元)。

UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF CASH FLOWS

For the six months ended 30 June 2024

未經審核簡明綜合現金流量表

截至二零二四年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES	經營活動所得／(所耗)現金流量 淨額	6,361	(23,962)
NET CASH FLOW (USED IN)/FROM INVESTING ACTIVITIES	投資活動(所耗)／所得現金流量 淨額	(15,298)	34,669
NET CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES	融資活動所得／(所耗)現金流量 淨額	3,832	(19,313)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及等同現金項目之 減少淨額	(5,105)	(8,606)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	於期初之現金及等同現金項目	6,569	9,313
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	(29)	5,006
CASH AND CASH EQUIVALENTS AT END OF PERIOD, represented by cash and bank balances	於期末之現金及等同現金項目， 以現金及銀行結餘表示	1,435	5,713

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS:

1. BASIS OF PREPARATION

These unaudited condensed consolidated financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards (“**HKAS**”); and Interpretations. These unaudited condensed consolidated financial statements for the six months ended 30 June 2024 have been prepared with HKAS 34 “Interim Financial Reporting” issued by the HKICPA and also comply with the applicable disclosure provisions of the GEM Listing Rules and the disclosure requirements of the Hong Kong Companies Ordinance (Chapter 622 of the laws of Hong Kong). These unaudited condensed consolidated financial statements have been prepared under the historical cost convention, except for certain financial instruments which are measured at fair values. The principal accounting policies used in the preparation of the Interim Results are consistent with those applied in the preparation of the audited annual financial statements for the year ended 31 December 2023.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current interim period, the Group has applied the following new and revised HKFRSs issued by the HKICPA which are mandatorily effective for the annual periods beginning on or after 1 January 2024 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Hong Kong Interpretation 5 (Revised) Presentation of Financial Statements	Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

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

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

未經審核簡明綜合財務報表附註：

1. 編製基準

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**」)編製。香港財務報告準則包括《香港財務報告準則》、《香港會計準則》(「**香港會計準則**」)及《詮釋》。截至二零二四年六月三十日止六個月之本未經審核簡明綜合財務報表乃按香港會計師公會頒佈之香港會計準則第34號「中期財務報告」編製且亦符合GEM上市規則之適用披露條文及香港公司條例(香港法例第622章)之披露規定。本未經審核簡明綜合財務報表乃根據歷史成本法編製，惟按公平值計量之若干金融工具除外。編製此等中期業績所採用之主要會計政策與編製截至二零二三年十二月三十一日止年度之經審核年度財務報表所採用者一致。

2. 採納新訂及經修訂香港財務報告準則

於本中期期間，本集團已就編製本集團之簡明綜合財務報表應用以下由香港會計師公會頒佈並於二零二四年一月一日或之後開始的年度期間強制生效的新訂及經修訂香港財務報告準則：

香港會計準則第1號之修訂	負債分類為流動或非流動
香港會計準則第1號之修訂	附帶契諾的非流動負債
香港財務報告準則第16號之修訂	售後租回的租賃負債
香港詮釋第5號(經修訂)財務報表呈報	借款人對載有按 要求償還條款之 有期貸款之分類
香港會計準則第7號及香港財務報告準則第7號之修訂	供應商融資安排

董事預期上述修訂於獲應用後將不會對本集團的簡明綜合財務報表造成重大影響。

本集團並無提早採納已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

3. OPERATING SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal report provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, as have been identified by the Directors.

For management purposes, the Group is organised into business units based on their products and services and has four reportable operating segments as follows:

- Provision of hospitality and related services in Australia;
- Provision of services through network media;
- Money lending business; and
- Assets investments business.

For the purposes of assessing segment performance and allocating resources between segments, the Group's chief operating decision maker monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

- Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments.
- Assets and liabilities are allocated to the reportable segments excluding unallocated corporate assets and liabilities.
- The measure used for reporting segment profit/(loss) is adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that bank interest income, non-lease-related finance costs, dividend income from the Group's financial instruments, net gains on disposals of subsidiaries as well as head office and corporate expenses are excluded from such measurement.

3. 經營分部資料

經營分部以提供給主要經營決策者的內部報告一致的方式呈報，主要經營決策者負責分配資源及評估經營分部(即董事所確定者)的表現。

為便於管理，本集團按其產品及服務劃分業務單位並有如下四個可報告經營分部：

- 於澳洲提供酒店及相關服務；
- 透過網絡媒體提供服務；
- 借貸業務；及
- 資產投資業務。

為評估分部表現及分配資源至各個分部，本集團主要經營決策者按下列基準監察各個可報告分部的業績、資產及負債：

- 收入與開支乃參照可報告分部產生之銷售額及產生之開支而分配至該等可報告分部。
- 資產及負債分配至可報告分部，惟不包括未分配之企業資產及負債。
- 可報告分部溢利／(虧損)以經調整除稅前溢利／(虧損)計量。經調整除稅前溢利／(虧損)按與計量本集團的除稅前溢利／(虧損)一致之方式計量，惟有關計量並不包括銀行利息收入、與租賃無關之融資成本、來自本集團金融工具之股息收入、出售附屬公司之收益淨額以及總辦事處及企業開支。

Information regarding the Group's reportable segments as provided to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance for the six months ended 30 June 2024 and 2023 are set out below:

本集團主要經營決策者獲提供有關本集團可報告分部的資料，旨在就截至二零二四年及二零二三年六月三十日止六個月作出資源分配及評核分部表現，該等資料列載如下：

For the six months ended 30 June 2024 (unaudited)

截至二零二四年六月三十日止六個月(未經審核)

		Provision of hospitality and related services in Australia 於澳洲提供 酒店及 相關服務 HK\$'000 千港元	Provision of services through network media 透過 網絡媒體 提供服務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Assets investments business 資產 投資業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue and other income and gains	分部收益及其他收入及收益	32,958	1	5,113	-	38,072
Segment results	分部業績					
Segment profit/(loss)	分部溢利/(虧損)	(1,620)	(69)	194	(12,423)	(13,918)
Unallocated head office and corporate income and expenses	未分配總辦事處及企業收入及開支					(6,641)
Bank interest income	銀行利息收入					4
Finance costs	融資成本					(3,157)
(Loss)/profit before tax	除稅前(虧損)/溢利					(23,712)
Income tax expense	所得稅開支					-
(Loss)/profit for the period	期內(虧損)/溢利					(23,712)
Amounts included in the measure of segment results:	計入分部業績計量之款項：					
Depreciation and amortisation	折舊及攤銷	(3,144)	-	(1,368)	-	(4,512)
Unallocated depreciation and amortisation	未分配折舊及攤銷					(1,896)
Total depreciation and amortisation	折舊及攤銷總額					(6,408)
Share of results of associates	分佔聯營公司業績	-	(646)	-	(9,305)	(9,951)
Fair value loss on financial assets at FVTPL	按公平值透過損益列賬之金融資產之公平值虧損	-	-	-	(3,714)	(3,714)

For the six months ended 30 June 2023 (unaudited)

截至二零二三年六月三十日止六個月(未經審核)

		Provision of hospitality and related services in Australia 於澳洲提供 酒店及 相關服務 HK\$'000 千港元	Provision of services through network media 透過 網絡媒體 提供服務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Assets investments business 資產 投資業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue and other income and gains	分部收益及其他收入 及收益	31,562	43	2,665	–	34,270
Segment results	分部業績					
Segment profit/(loss)	分部溢利/(虧損)	544	(118)	(513)	(14,607)	(14,694)
Unallocated head office and corporate income and expenses	未分配總辦事處及 企業收入及開支					(6,875)
Gain on deemed disposal of a subsidiary	視作出售一間附屬 公司之收益					72,145
Bank interest income	銀行利息收入					21
Finance costs	融資成本					(3,933)
Profit before tax	除稅前溢利					46,664
Income tax expense	所得稅開支					–
Profit for the period	期內溢利					46,664
Amounts included in the measure of segment results:	計入分部業績計量之 款項：					
Depreciation and amortisation	折舊及攤銷	(2,787)	–	(1,380)	–	(4,167)
Unallocated depreciation and amortisation	未分配折舊及攤銷					(1,629)
Total depreciation and amortisation	折舊及攤銷總額					(5,796)
Share of results of associates	分佔聯營公司業績	–	(469)	–	(6,660)	(7,129)
Fair value loss on financial assets at FVTPL	按公平值透過損益列 賬之金融資產之 公平值虧損	–	–	–	(1,027)	(1,027)

4. REVENUE, OTHER INCOME AND GAINS

The principal activities of the Group were (i) provision of hospitality and related services in Australia; (ii) provision of services through network media; (iii) money lending business; and (iv) assets investments business.

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

4. 收入、其他收入及收益

本集團之主要業務活動包括：(i)於澳洲提供酒店及相關服務；(ii)透過網絡媒體提供服務；(iii)借貸業務；及(iv)資產投資業務。

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

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from contracts with customers within the scope of HKFRS 15:	香港財務報告準則第15號範圍內的客戶合約收入：		
Provision of hospitality and related services	提供酒店及相關服務	13,525	13,308
Sales of food and beverage in hotel business	於酒店業務銷售餐飲	19,433	18,254
Provision of services through network media	透過網絡媒體提供服務	1	43
		32,959	31,605
Revenue from other sources:	來自其他來源的收入：		
Loan interest income	借貸利息收入	5,113	2,665
		5,113	2,665
		38,072	34,270
Other income and gains:	其他收入及收益：		
Bank interest income	銀行利息收入	4	21
Other income	其他收入	2,116	2,925
		2,120	2,946
Total revenue, other income and gains	收入、其他收入及收益總額	40,192	37,216

5. PROFIT BEFORE TAX

Profit before tax is arrived at after charging/(crediting):

5. 除稅前溢利

除稅前溢利於扣除／(計入)下列各項後得出：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Cost of sales	銷售成本		
– Cost of inventories sold	– 銷售存貨成本	5,255	4,701
– Cost of services provided	– 提供服務成本	322	134
		5,577	4,835
Staff costs (including directors' emoluments)	員工成本(包括董事薪酬)		
– Other staff salaries and benefits	– 其他員工薪金及福利	18,407	18,967
– Retirement scheme contribution	– 退休計劃供款	1,423	1,355
		19,830	20,322
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,346	4,161
Depreciation of right-of-use assets	使用權資產折舊	2,062	1,635
		6,408	5,796
Impairment loss on contract assets, accounts receivable, loan and interest receivables	合約資產、應收賬款、應收貸款及利息之減值虧損	(76)	(203)
(Loss)/gain on disposal of financial assets at FVTPL	出售按公平值透過損益列賬之金融資產之(虧損)/收益	(87)	335
Fair value loss on financial assets at FVTPL	按公平值透過損益列賬之金融資產之公平值虧損	(3,714)	(1,027)
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司之收益	–	72,145

6. INCOME TAX EXPENSE

6. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax:	即期稅項：		
– Hong Kong Profits Tax	– 香港利得稅	–	–
– Australia Company Tax	– 澳洲公司稅項	–	–
		–	–
Deferred tax:	遞延稅項：		
Charged for the period	期內扣除	–	–
		–	–
Income tax expense	所得稅開支	–	–

The Group's entities operated in Hong Kong are subject to the Hong Kong profits tax rate at 16.5% (2023: 16.5%) on the estimated assessable income. No provision for Hong Kong profits tax has been made for the current period since the Group's entities operating in Hong Kong had sufficient tax losses brought forward from previous years to offset against profit generated for the period. The Company's subsidiaries operating in Australia are subject to the tax rates 30% (2023: 30%) in Australia.

本集團於香港經營之實體須就估計應課稅收入按16.5%(二零二三年：16.5%)稅率繳納香港利得稅。由於本集團於香港經營之實體有足夠過往年度結轉之稅項虧損以抵銷本期間產生之溢利，故本期間並無計提香港利得稅撥備。本公司於澳洲經營之附屬公司須按澳洲30%(二零二三年：30%)的稅率繳納。

7. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2024 (2023: Nil).

7. 中期股息

董事會不建議就截至二零二四年六月三十日止六個月派發中期股息(二零二三年：無)。

8. (LOSS)/EARNINGS PER SHARE

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

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
(Loss)/earnings:	(虧損)/盈利：		
(Loss)/profit for the period attributable to the Shareholders	股東應佔期內(虧損)/溢利	(23,672)	46,743

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核)	2023 二零二三年 (Unaudited) (未經審核)
Number of shares:	股份數目：		
Weighted average number of ordinary shares in issue for the purpose of calculating basic and diluted earnings per share (note)	就計算每股基本及攤薄盈利而言之已發行普通股之加權平均數(附註)	5,156,035,108	5,336,235,108

Note:

No adjustment has been made to the amount of the basic (loss)/earnings per share for the six months ended 30 June 2024 and 2023 in respect of any dilution because there was no potentially dilutive ordinary share in issue during the six months ended 30 June 2024 and 2023.

9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024, additions to property, plant and equipment amounted to approximately HK\$15,351,000 (2023: HK\$2,229,000).

8. 每股(虧損)/盈利

股東應佔每股基本及攤薄盈利之計算乃根據下列數據作出：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
(Loss)/earnings:	(虧損)/盈利：		
(Loss)/profit for the period attributable to the Shareholders	股東應佔期內(虧損)/溢利	(23,672)	46,743

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核)	2023 二零二三年 (Unaudited) (未經審核)
Number of shares:	股份數目：		
Weighted average number of ordinary shares in issue for the purpose of calculating basic and diluted earnings per share (note)	就計算每股基本及攤薄盈利而言之已發行普通股之加權平均數(附註)	5,156,035,108	5,336,235,108

附註：

概無對截至二零二四年及二零二三年六月三十日止六個月的每股基本(虧損)/盈利金額作出任何有關攤薄的調整，因為截至二零二四年及二零二三年六月三十日止六個月均無已發行潛在攤薄普通股。

9. 物業、廠房及設備之變動

截至二零二四年六月三十日止六個月，添置物業、廠房及設備所涉及金額為約15,351,000港元(二零二三年：2,229,000港元)。

10. OTHER INVESTMENTS IN EQUITY SECURITIES

10. 其他股本證券投資

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Financial assets at FVTOCI	按公平值透過其他全面收益列賬之 金融資產		
Listed equity securities in Hong Kong	香港上市股本證券	–	916
Unlisted equity securities	非上市股本證券	1,932	1,971
		1,932	2,887
Less: current portion	減：流動部分	–	–
Non-current portion	非流動部分	1,932	2,887
Financial assets at FVTPL	按公平值透過損益列賬之金融資產		
Listed shares in Hong Kong, at fair value	於香港上市之股份(按公平值 計量)	8,827	13,131
Unlisted investments at fair value (note a)	非上市投資(按公平值計量) (附註a)	29,190	29,190
Unlisted investment fund at fair value (note b)	非上市投資基金(按公平值計量) (附註b)	9,063	10,797
Derivative financial assets (note c)	衍生金融資產(附註c)	8,579	8,579
		55,659	61,697
Less: current portion	減：流動部分	(26,469)	(32,507)
Non-current portion	非流動部分	29,190	29,190

Notes:

附註：

- (a) As at 30 June 2024 and 31 December 2023, the Group's unlisted investments mainly represented 3.32% equity interest in World Biotech Regenerative Medical Group Limited ("World Biotech") that included a profit guarantee, which were acquired and received by way of dividend by the Group.
- (b) As at 30 June 2024 and 31 December 2023, the Group, as a limited partner, invested in a private equity fund named as Kingkey Investment Fund SPC – KKDF Selected Investment Fund SP ("Kingkey Fund"). The Kingkey Fund invests in a wide range of instruments, including but not limited to, listed and unlisted equities.
- (c) As at 30 June 2024 and 31 December 2023, the Group's derivative financial assets mainly represented the fair values of (i) a put option granted by a grantor in connection with a disposal of a subsidiary of the Company; and (ii) a put option granted by a grantor in connection with a deemed disposal of an associate of the Company.

- (a) 於二零二四年六月三十日及二零二三年十二月三十一日，本集團非上市投資主要為於環球生物科技再生醫療集團有限公司(「環球生物科技再生醫療」)3.32%股權(包括溢利擔保)，乃由本集團購入及收取作為股息。
- (b) 於二零二四年六月三十日及二零二三年十二月三十一日，本集團(作為有限合夥人)投資於私募股權基金，名為Kingkey Investment Fund SPC – KKDF Selected Investment Fund SP(「Kingkey Fund」)。Kingkey Fund投資於多種工具，包括但不限於上市及非上市股權。
- (c) 於二零二四年六月三十日及二零二三年十二月三十一日，本集團的衍生金融資產主要指(i)授出人就出售本公司一間附屬公司授出的認沽期權的公平值；及(ii)授出人就視作出售本公司一間聯營公司授出的認沽期權的公平值。

11. ACCOUNTS RECEIVABLE, LOAN AND INTEREST RECEIVABLES

11. 應收賬款、應收貸款及利息

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Accounts receivable within the scope of HKFRS 15	香港財務報告準則第15號範圍內的應收賬款	4,378	3,426
Less: Impairment	減：減值	—	—
		4,378	3,426
Loan receivables	應收貸款	51,750	50,897
Loan interest receivables	應收貸款利息	4,007	569
Less: Impairment	減：減值	(713)	(637)
		55,044	50,829
		59,422	54,255

Ageing analysis of accounts receivables

The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associated with the accounts receivables, credit evaluations of customers are performed periodically. The credit period given to the customers ranged from 30 days to 180 days. The ageing analysis of the accounts receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

應收賬款之賬齡分析

給予顧客之信貸期各有不同，一般以個別顧客之財政實力為基準。為有效管理與應收賬款有關之信貸風險，本公司定期評估顧客信貸。授予客戶之信貸期介乎30日至180日。於報告期末，根據發票日期之應收賬款賬齡分析(扣除撥備)如下：

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 1 month	少於1個月	76	175
1 to 2 months	1至2個月	—	217
2 to 3 months	2至3個月	—	71
Over 3 months	3個月以上	4,302	2,963
		4,378	3,426

Impairment of accounts receivable

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e. by geographical region, product type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Ageing of loan and interest receivables

The ageing analysis of loan and interest receivables as at the end of the reporting period, based on the contractual due date and net of provisions, is as follows:

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Not yet past due	尚未逾期	53,764	50,829
Within 1 month	少於1個月	642	—
1 to 2 months	1至2個月	319	—
2 to 3 months	2至3個月	—	—
Over 3 months	3個月以上	319	—
		55,044	50,829

The movements in the loss allowance for loan and interest receivables as at the end of the reporting period is as follows:

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
At the beginning of period/year	於期／年初	637	462
Impairment loss recognised during the period/year	於期／年內確認的減值虧損	76	175
At the end of period/year	於期／年末	713	637

At each reporting date, the Group assesses whether the credit risk on loan and interest receivables has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the loan and interest receivables as at the reporting date with the risk of a default occurring on the loan and interest receivables as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

應收賬款之減值

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於逾期日數，就具有類似虧損模式（即按地域、產品類型、客戶類別及評級）的不同客戶分部之組別而釐定。該計算反映概率加權結果、貨幣時間價值以及於報告日期可獲得有關過去事件、當前狀況及未來經濟狀況預測之合理可靠資料。

應收貸款及利息之賬齡

於報告期末根據合約到期日及扣除撥備後的應收貸款及利息的賬齡分析如下：

於報告期末應收貸款及利息虧損撥備之變動如下：

於各報告日期，本集團評估應收貸款及利息的信貸風險自首次確認後是否大幅上升。於作出評估時，本集團就應收貸款及利息於報告日期發生違約的風險與應收貸款及利息於首次確認當日發生違約的風險進行比較，並考慮毋須付出不必要的成本或精力即可獲得的合理且具理據支持的資料，包括過往及前瞻性資料。

12. CONTRACT LIABILITIES

12. 合約負債

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Contract liabilities	合約負債		
Deposits received and deferred income	已收按金及遞延收入	8,312	10,190

13. TRADE AND OTHER PAYABLES, ACCRUALS AND PROVISION

13. 貿易及其他應付款項、應計費用及撥備

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade payables	應付貿易賬款	15,095	5,091
Accruals and other payables	應計費用及其他應付款項	26,632	29,281
		41,727	34,372

Ageing analysis of trade creditors

The following is an ageing analysis of trade payables based on the invoice date of the invoices issued to the Group as at the end of the reporting period:

應付貿易賬款賬齡分析

以下為於報告期末根據向本集團出具發票的發票日期進行的應付貿易賬款之賬齡分析：

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 3 months	3個月之內	13,783	4,109
Over 3 months	3個月以上	1,312	982
		15,095	5,091

14. INTEREST-BEARING BANK AND OTHER BORROWINGS

The exposure of the Group's borrowings is as follows:

14. 計息銀行及其他借貸

本集團借貸的風險如下：

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Interest-bearing bank borrowings	計息銀行借貸	60,853	55,771
Interest-bearing other borrowings	其他計息借貸	13,906	10,188
		74,759	65,959
Less: Interest-bearing bank and other borrowings classified as current portion	減：分類為流動部分的計息 銀行及其他借貸	(24,799)	(38,439)
Non-current portion	非流動部分	49,960	27,520
Fixed-rate borrowings	固定利率借貸	13,906	10,188
Variable-rate borrowings	浮動利率借貸	60,853	55,771
		74,759	65,959
Secured	有抵押	60,853	55,771
Unsecured	無抵押	13,906	10,188
		74,759	65,959
Analysis into:	分析為：		
The carrying amounts of the above borrowings are repayable:	上述借貸賬面值須予償還時 間：		
Within one year or on demand	一年內或按要求	24,799	38,439
In the second year	第二年	14,495	5,759
In the third to fifth years, inclusive	第三至第五年(包括首尾 兩年)	35,465	21,761
		74,759	65,959

The ranges of effective interest rates per annum on the Group's borrowings are as follows:

本集團借貸之每年實際利率範圍如下：

		At 30 June 2024 於二零二四年 六月三十日 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 (Audited) (經審核)
Effective interest rate:	實際利率：		
Fixed-rate borrowings	固定利率借貸	10.00 – 11.00%	6.00 – 11.00%
Variable-rate borrowings	浮動利率借貸	7.23 – 7.40%	6.27 – 7.40%

15. CONVERTIBLE LOANS AND DERIVATIVE FINANCIAL LIABILITIES

In December 2021 and January 2022, a subsidiary of the Company, Endless Foison Limited (“EFL”), issued the convertible loan notes (“**Convertible Notes**”) with total principal amount of HK\$7,600,000. The extended maturity date (“**Maturity Date**”) of the Convertible Notes is 30 September 2024. The Convertible Notes may be convertible into fully paid ordinary shares of EFL at the option of the holders of the Convertible Notes (“**Noteholders**”) based on the outstanding principal amount of the Convertible Notes, the agreed valuation of the Company and the number of issued shares of EFL in accordance with the terms and conditions of the Convertible Notes. The Noteholders may also request for early redemption of the Convertible Notes by EFL at 105% of the par value of the Convertible Notes during the period from the first business day immediately after 31 March 2023 to the date which is 10 business days immediately before the Maturity Date.

The proceeds received from the issue of the Convertible Notes have been split between the liability and derivative components as follows:

15. 可換股債券及衍生金融負債

於二零二一年十二月及二零二二年一月，本公司之附屬公司Endless Foison Limited(「EFL」)發行本金總額7,600,000港元之可換股貸款票據(「可換股票據」)。可換股票據的經延長到期日(「到期日」)為二零二四年九月三十日。可換股票據可按可換股票據持有人(「票據持有人」)之選擇，根據可換股票據之條款及條件，按照尚未行使之可換股票據之本金額、本公司同意之估值及當時已發行EFL股份數目，轉換為EFL之繳足普通股。票據持有人亦可於緊隨二零二三年三月三十一日後首個營業日起至緊接到期日前10個營業日當日止期間，要求EFL按可換股票據面值之105%提早贖回可換股票據。

發行可換股票據收到之所得款項已劃分為負債及衍生工具部分，如下所示：

		HK\$'000 千港元
Liability component:	負債部分：	
Liability component at 1 January 2023	於二零二三年一月一日的負債部分	7,715
Interest charge	利息開支	613
Liability component at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日的負債部分	8,328
Interest charge	利息開支	373
Repayment	償還	(343)
Liability component at 30 June 2024	於二零二四年六月三十日的負債部分	8,358
Derivative component:	衍生工具部分：	
Derivative component at 1 January 2023	於二零二三年一月一日的衍生工具部分	402
Change in fair value	公平值變動	(402)
Derivative component at 31 December 2023, 1 January 2024 and 30 June 2024	於二零二三年十二月三十一日、二零二四年一月一日及二零二四年六月三十日的衍生工具部分	—

16. SHARE CAPITAL

16. 股本

		Number of Shares 股份數目	HK\$'000 千港元
Authorised:	法定：		
Ordinary shares ("Shares") of HK\$0.01 each at 31 December 2023, 1 January 2024 and 30 June 2024	於二零二三年十二月三十一日、二零二四年一月一日及二零二四年六月三十日每股面值0.01港元之普通股(「股份」)	20,000,000,000	200,000
Issued and fully paid:	已發行及繳足股款：		
Shares at 31 December 2023, 1 January 2024 and 30 June 2024	於二零二三年十二月三十一日、二零二四年一月一日及二零二四年六月三十日之股份	5,156,035,108	51,560

17. SHARE OPTION SCHEME

The Company's share option scheme ("Scheme") was adopted on 9 June 2020. The purpose of the Scheme is to provide incentives or rewards for eligible participants' contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any invested entity.

There were no share options outstanding, granted, exercised, cancelled or lapsed during any of the reporting periods.

17. 購股權計劃

本公司於二零二零年六月九日採納購股權計劃(「該計劃」)。該計劃之目的旨在激勵或獎勵為本集團作出貢獻的合資格參與人士及／或使本集團能夠招聘及留聘優秀僱員及吸引對本集團及任何投資實體有價值的人力資源。

於任一報告期間，概無尚未行使、已授出、已行使、註銷或失效的購股權。

18. RELATED PARTY TRANSACTIONS

(a) Related party transactions

In addition to the transactions detailed elsewhere in these unaudited condensed consolidated financial statements, the Group had the following transactions with related parties during the reporting periods:

18. 關聯人士交易

(a) 關聯人士交易

除此等未經審核簡明綜合財務報表其他部分所詳述的交易外，本集團於報告期內與關聯人士進行了以下交易：

			Six months ended 30 June 截至六月三十日止六個月	
		Notes 附註	2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Rental expense paid to a related company	向一間關聯公司支付租賃開支	(i)	1,868	1,868
Service income received from a related company	應收一間關聯公司之服務收入	(ii)	—	1,634
Cost of medical services paid to a related company	向一間關聯公司支付醫療服務之成本	(iii)	218	237
Loan from a related party	來自一名關聯人士之貸款	(iv)	3,906	1,561
Additional loan from a related party	來自一名關聯人士之額外貸款	(iv)	781	—
Interest paid to a related party	向一名關聯人士支付利息	(iv)	95	—
Professional fee paid to a related company	向一間關聯公司支付專業費	(v)	320	240

Notes:

- (i) The rental expenses for the period were paid to Hong Kong Health Check and Medical Diagnostic Centre Limited ("**HK Health Check**"), a subsidiary of the Group's associate.
- (ii) The service income for the period was received from HK Health Check.
- (iii) The cost of medical services for the period was paid to HK Health Check.
- (iv) The loans were provided by Mr. Lawrance Tang, a director of certain subsidiaries of the Company and the interest was paid for the loans.
- (v) The professional fee was paid to Nuada Limited, a subsidiary of the Group's associate.

(b) Key management personnel remuneration

The remuneration of the Directors, who are also identified as members of key management of the Group, is as follows:

附註：

- (i) 本期間之租賃開支已支付予本集團聯營公司之附屬公司香港體檢及醫學診斷中心有限公司(「**香港體檢**」)。
- (ii) 本期間之服務收入來自香港體檢。
- (iii) 本期間支付香港體檢之醫療服務成本。
- (iv) 貸款由本公司若干附屬公司的董事Lawrance Tang先生提供，貸款利息已予支付。
- (v) 專業費已支付予本集團聯營公司之附屬公司洛爾達有限公司。

(b) 主要管理人員薪酬

董事(亦被視為本集團主要管理層成員)之薪酬如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Salaries and other short-term benefit	薪金及其他短期福利	1,267	1,134
Retirement scheme contributions	退休計劃供款	16	16
		1,283	1,150

MANAGEMENT DISCUSSION AND ANALYSIS

Business and Financial Review

During the six months ended 30 June 2024, the principal activities of the Group were (i) provision of hospitality and related services in Australia; (ii) provision of services through network media; (iii) money lending business; and (iv) assets investments business.

During the period under review, the loss for the period of the Group was approximately HK\$23,712,000 (2023: Profit for the period of HK\$46,664,000), which was mainly attributable to the gain of approximately HK\$72,145,000 recognised by the Group for the six months ended 30 June 2023 resulted from the Group's deemed disposal of a wholly-owned subsidiary of the Company, 迹象信息技術(上海)有限公司 (in English for identification purpose, Jixiang Information Technology (Shanghai) Co., Ltd.) ("Jixiang") on 31 May 2023, that was absent for the six months ended 30 June 2024.

Provision of Hospitality and Related Services in Australia

During the period under review, the Group was engaged in the hospitality business through its venue located in Victoria, Australia, namely the Balgownie Estate Vineyard Resort & Spa Yarra Valley ("**Balgownie**").

Balgownie, which is in the Yarra Valley, is a popular winery and tourism destination in Victoria, Australia. Balgownie was (i) the winner of "Resort Style Accommodation of the Year" awarded by Tourism Accommodation Australia (Victoria) four years in a row from 2016 to 2019 and in 2022 and 2024; (ii) the 2021 Bronze Winner and the 2022 Silver Winner of "Business Event Venues" of the Victorian Tourism Awards awarded by the Victorian Tourism Industry Council; and (iii) awarded as "Hotel Bar of the Year" by Tourism Accommodation Australia in 2022. In addition, with both the head chef and the executive chef of Balgownie's newest restaurant being the finalists of Tourism Accommodation Australia (Victoria) for Best Chef in 2021 and the winner of Tourism Accommodation Australia (Victoria) for Best Chef in 2019 respectively, the high quality of the resort's food and beverage offerings was ensured. Balgownie consists of a piece of freehold land of approximately 29 hectares with a 7-hectare vineyard growing Pinot and Chardonnay wine grapes and offers 70 luxury accommodation rooms, including a restaurant, cellar door, conference and function facilities, health club facilities and day spa, which could generate additional income from the guests.

管理層討論及分析

業務及財務回顧

截至二零二四年六月三十日止六個月，本集團之主要業務為：(i)於澳洲提供酒店及相關服務；(ii)透過網絡媒體提供服務；(iii)借貸業務；及(iv)資產投資業務。

於回顧期間，本集團期內虧損約為23,712,000港元(二零二三年：期內溢利46,664,000港元)，主要由於本集團因於二零二三年五月三十一日本集團視作出售本公司一間全資附屬公司迹象信息技術(上海)有限公司("迹象")而導致於截至二零二三年六月三十日止六個月確認收益約72,145,000港元，而截至二零二四年六月三十日止六個月則並無相關收益。

於澳洲提供酒店及相關服務

於回顧期間，本集團通過其於澳洲維多利亞的物業從事酒店業務，即博爾基尼酒莊水療度假村("博爾基尼")。

博爾基尼位於亞拉河谷，該地區為澳洲維多利亞受人青睞之釀酒廠及旅遊勝地。博爾基尼(i)於二零一六年至二零一九年連續四年以及於二零二二年及二零二四年獲澳洲旅遊住宿(維多利亞)協會頒授「年度度假村住宿獎」；(ii)獲維多利亞州旅遊業委員會頒發維多利亞旅遊獎「商業活動場所(Business Event Venues)」二零二一年銅獎及二零二二年銀獎；及(iii)於二零二二年獲澳洲旅遊住宿協會頒授「年度酒店酒吧獎」。此外，博爾基尼新開設餐廳的主廚及行政主廚分別為二零二一年澳洲旅遊住宿(維多利亞)協會最佳主廚獎入圍者及二零一九年澳洲旅遊住宿(維多利亞)協會最佳主廚獎得主，確保度假村優質的餐飲服務供應。博爾基尼包括一幅面積約為29公頃之永久業權土地，擁有7公頃種植比諾及霞多麗葡萄酒葡萄的葡萄園，並提供70間豪華客房，當中包括餐廳、酒窖、會議及宴會設施、健身會所設施及日間水療設施，可賺取額外收入。

Balgownie has been partnering with Australia's largest day spa brand, Endota Spa (the **"Spa Partner"**), which has a network of over 120 day spas in Australia and New Zealand, for the day spa in Balgownie. Pursuant to the agreement entered into between the Group and the Spa Partner, the Group will provide the premises and the Spa Partner will contribute the capital required to fit out the spa. The Group will receive income from the Spa Partner on a percentage of the revenue generated by the Spa Partner. In addition, the Group will also sell the Spa Partner's products and services in the spa venues to generate additional income related to the day spa. The day spa was opened at the end of June 2022 and the Group launched a new "Wellness Retreat" product/service with the Spa Partner and was the first to provide such product/service in Yarra Valley. The new "Wellness Retreat" was introduced with wellness packages/experiences that include (i) nutrition and nourishment by the provision of curated menus for a healthy diet; and (ii) calming activities such as meditation, yoga, pilates and qigong. The Group expects to leverage on the brand and client base of the Spa Partner and gain an edge in the leisure and corporate segment, so as to attract more customers to Balgownie.

The Group intends to brand Balgownie as an integrated resort-based travel destination offering classic experiences, wellness retreats and event-hosting. In February 2022, the new restaurant of Balgownie began accepting bookings from off-site customers and in-house guests to enjoy the dining experience. With the new restaurant (together with the existing function centre) reaching a maximum capacity of approximately 270 customers, the Group will provide banquet services such as the hosting of weddings or events to broaden the Group's income stream. The Group believes that the restaurant has the ambience to attract customers given its capability to host lavish events and improve the dining experience of its guests.

During the period under review, the Group recorded a revenue of approximately HK\$32,958,000 from its segment of provision of hospitality and related services and sales of food and beverage in hotel business in Australia during the six months ended 30 June 2024 (2023: HK\$31,562,000), which amounted to an increase of approximately HK\$1,396,000 or approximately 4%.

博爾基尼與澳洲最大日間水療品牌Endota Spa (「**水療合作夥伴**」)就於博爾基尼提供日間水療服務進行合作。水療合作夥伴在澳洲及新西蘭擁有超過120個日間水療中心的業務網絡。根據本集團與水療合作夥伴訂立的協議，本集團將提供場所，而水療合作夥伴將投入裝修水療中心所需的資金。本集團將按水療合作夥伴所產生收益之百分比向水療合作夥伴收取收入。此外，本集團亦將於水療中心出售水療合作夥伴的產品及服務，藉以拓寬日間水療相關收入。日間水療中心於二零二二年六月底開業，本集團已與水療合作夥伴推出新的「休閒養生」產品／服務，成為首家在亞拉河谷提供此類產品／服務的度假村。新「休閒養生」推出養生套餐／體驗，包括(i)以健康飲食為主的精選菜品，為賓客提供營養及滋補餐飲；及(ii)靜心活動，如冥想、瑜伽、普拉提及氣功。本集團期望可利用水療合作夥伴的品牌及客戶基礎於休閒及企業領域取得優勢，從而為博爾基尼吸引更多顧客。

本集團打算將博爾基尼品牌打造為提供一流體驗、養生靜修及舉辦活動的綜合性度假旅遊勝地。於二零二二年二月，博爾基尼的新餐廳開始接受外部賓客及入住的賓客預訂，以享受用餐體驗。隨著新餐廳(連同現有宴會中心)可接待人數達到約270名顧客，本集團亦將提供宴會服務，如舉辦婚禮或活動，以擴闊本集團的收入來源。本集團認為，餐廳擁有能力吸引顧客舉辦奢華活動及改善其實客的用餐體驗。

於回顧期間，本集團於截至二零二四年六月三十日止六個月就其於澳洲提供酒店及相關服務以及於酒店業務銷售餐飲分部錄得收益約32,958,000港元(二零二三年：31,562,000港元)，增加約1,396,000港元或約4%。

The occupancy rate of Balgownie for the six months ended 30 June 2024 was approximately 74%, which had slightly dropped from approximately 75% in the corresponding period in 2023. Currently, Balgownie has 70 (2023: 70) luxury rooms, a restaurant and a day spa. In order to stay competitive in the market, the Group will regularly review and refine Balgownie's products, services and interior design, enhance its hardware and arrange refurbishment for it if necessary.

In July 2023, the Group entered into a renovation agreement (as amended and supplemented), pursuant to which a third-party contractor has agreed to carry out the renovation work for Balgownie. Details of the renovation agreement are set out in the announcements of the Company dated 21 July 2023 and 10 November 2023.

Provision of services through network media

During the period under review, the Group was engaged in the operation of an electronic platform which provided micro-lending services and a platform on the social media which provided medical and healthcare information to the public. The operation of the two platforms had generated an income of approximately HK\$1,000 for the Group during the six months ended 30 June 2024 (2023: HK\$43,000).

Money Lending Business

The Group is engaged in the money lending business in Hong Kong through its wholly-owned subsidiary, Mark Profit Finance Limited, which is a holder of a money lender's licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). During the period under review, the Group recorded interest income of approximately HK\$5,113,000 (2023: HK\$2,665,000) from its money lending business, and interest income of the Group increased mainly due to the increase in the loans granted by the Group during the period under review. The Group has been paying close attention to the market conditions and will continue to monitor its resources to strive for the development of its money lending business with prudent credit procedures in accepting customers.

截至二零二四年六月三十日止六個月，博爾基尼的入住率為約74%，較二零二三年同期的約75%略微下降。目前，博爾基尼擁有70間(二零二三年：70間)豪華客房、一間餐廳及日間水療中心。為保持市場競爭力，本集團將定期檢討及完善博爾基尼的產品、服務及室內設計，以及提升硬件，並於必要時進行翻新裝修。

於二零二三年七月，本集團訂立一份翻新協議(經修訂及補充)，據此，第三方承包商已同意對博爾基尼進行翻新工程。翻新協議的詳情載於本公司日期為二零二三年七月二十一日及二零二三年十一月十日的公佈。

透過網絡媒體提供服務

於回顧期間，本集團從事經營一個提供小額貸款服務的電子平台及一個向公眾提供醫療及保健資料的社交媒體平台。截至二零二四年六月三十日止六個月，該兩個平台的營運為本集團帶來約1,000港元的收入(二零二三年：43,000港元)。

借貸業務

本集團透過全資附屬公司百利財務有限公司在香港從事借貸業務。該公司乃根據放債人條例(香港法例第163章)持有放債人牌照。於回顧期間，本集團自借貸業務錄得利息收入約5,113,000港元(二零二三年：2,665,000港元)，本集團利息收入增加乃主要由於本集團於回顧期間發放的貸款增加。本集團一直密切關注市場狀況及持續監控其資源，致力發展借貸業務，同時會對客戶採用審慎的信貸程序。

Assets Investments Business

As at 30 June 2024, the Group's investment portfolio in relation to its assets investments business mainly comprised securities issued by listed companies. During the six months ended 30 June 2024, the Group recorded (i) a fair value loss on financial assets at FVTPL of approximately HK\$3,714,000 (2023: HK\$1,027,000), which was primarily attributable to the decrease in the fair value of the Group's investments in listed equity securities in Hong Kong as at 30 June 2024; and (ii) a fair value loss on financial assets at FVTOCI of approximately HK\$503,000 (2023: fair value gain of approximately HK\$28,466,000), which was primarily attributable to the decrease in the fair value of the Group's investments in listed equity securities in Hong Kong during the six months ended 30 June 2024.

Due to the loss of control over Jixiang in May 2023, Jixiang was deemed to be disposed of by the Group on 31 May 2023, and Jixiang have been deconsolidated from the consolidated financial statements of the Company since then. After the deemed disposal of Jixiang on 31 May 2023, Jixiang ceased to be a subsidiary of the Company and the financial assets at FVTOCI held by Jixiang were deemed to be disposed of. Further details of the deemed disposal of Jixiang are set out in the Company's announcement dated 19 May 2023.

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

資產投資業務

於二零二四年六月三十日，本集團資產投資業務之投資組合主要包括上市公司發行的證券。截至二零二四年六月三十日止六個月，本集團錄得(i)按公平值透過損益列賬之金融資產之公平值虧損約3,714,000港元(二零二三年：1,027,000港元)主要由於於二零二四年六月三十日，本集團投資於香港上市股本證券之公平值減少；及(ii)按公平值透過其他全面收益列賬之金融資產之公平值虧損約503,000港元(二零二三年：公平值收益約28,466,000港元)，主要由於本集團截至二零二四年六月三十日止六個月於上市股本證券投資之公平值減少。

由於於二零二三年五月對迹象失去控制權，故本集團於二零二三年五月三十一日已視作出售迹象，而自此，迹象已從本公司的綜合財務報表中停止綜合入賬。於二零二三年五月三十一日完成對迹象的視作出售後，迹象不再為本公司的附屬公司，而迹象持有的按公平值透過其他全面收益列賬之金融資產被視作出售。視作出售迹象的進一步詳情載於本公司日期為二零二三年五月十九日的公佈。

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

The Directors consider securities investments with a carrying amount that accounts for more than 5% of the Group's total assets as at 30 June 2024 as significant securities investments of the Group. Details of the significant securities investments of the Group as at 30 June 2024 are as follows:

董事認為面值超過本集團於二零二四年六月三十日資產總值5%的證券投資為本集團的重大證券投資。於二零二四年六月三十日，本集團之重大證券投資詳情如下：

Name	Principal activity	Interest held	Investment cost	Fair value	Percentage to the Group's total assets	Fair value change for the six months ended 30 June 2024
名稱	主要業務	所持權益	投資成本 HK\$'000 千港元	公平值 HK\$'000 千港元	佔本集團 資產總值之 百分比	截至二零二四年六月三十日止 六個月之公平值變動
Financial assets at FVTPL 按公平值透過損益列賬之金融資產						
World Biotech Regenerative Medical Group Limited ("World Biotech")	Operation of a biopharmaceutical drug development centre, a production plant, and a clinical centre	35,650 shares (i.e. 3.32%)	28,697	29,190	6.8%	Unrealised gain on investment in equity instrument designated at FVTPL of approximately HK\$Nil (2023: HK\$Nil). No realised gain was recorded during the period. No dividend income was recognised during the period.
環球生物科技再生醫療集團有限公司 (「環球生物科技再生醫療」)	營運一間生物製藥藥物開發中心、一間生產廠房及一間臨床中心	35,650股 股份 (即3.32%)	28,697	29,190	6.8%	指定為按公平值透過損益列賬之股本工具投資之未變現收益約零港元(二零二三年：零港元)。於期內並無錄得已變現收益。期內並無確認股息收入。

Prospects of the Group's significant securities investments

World Biotech

World Biotech (together with its subsidiaries) is principally engaged in the operation of a biopharmaceutical drug development centre, a production facility and a clinical centre. World Biotech was founded in 2020 and operates its businesses under the brand BioCreatrix. On 15 October 2021, Absolutely Talent Technology Limited, a direct wholly-owned subsidiary of the Company, entered into a subscription agreement ("**World Biotech Shares Subscription Agreement**") with World Biotech to subscribe for 50,000 shares of World Biotech, representing approximately 4.65% equity interest in World Biotech, and the investment cost of such investment was HK\$40,000,000.

本集團重大證券投資之前景

環球生物科技再生醫療

環球生物科技再生醫療(連同其附屬公司)主要營運一間生物製藥藥物開發中心、一間生產廠房及一間臨床中心。環球生物科技再生醫療於二零二零年創立，以百奧科瑞品牌經營業務。於二零二一年十月十五日，本公司直接全資附屬公司俊萬科技有限公司與環球生物科技再生醫療訂立認購協議(「**環球生物科技再生醫療股份認購協議**」)，以認購50,000股環球生物科技再生醫療股份，佔環球生物科技再生醫療股權約4.65%，投資成本為40,000,000港元。

Pursuant to the World Biotech Shares Subscription Agreement, World Biotech guarantees (“**Profit Guarantee**”) that either the average of the net profits of World Biotech for each of the two financial years ending 30 September 2025 or the valuation of World Biotech on or before 31 December 2025 would not be less than the agreed amounts, failing which World Biotech shall pay compensation to Absolutely Talent Technology Limited.

During the six months ended 30 June 2023, the Group disposed of 25,000 shares of World Biotech to a third party and the disposal resulted in a gain on disposal of financial assets at FVTPL of approximately HK\$335,000 being recorded by the Group for the six months ended 30 June 2023.

As at 30 June 2024, the aggregate fair value of the Group’s 35,650 shares or 3.32% equity interest in World Biotech and the Profit Guarantee were approximately HK\$29,190,000, representing approximately 6.8% of the total assets of the Group as at 30 June 2024.

With regard to the prospects of World Biotech based on the information available to the Group, the Directors noted that World Biotech completed the construction of a production plant that complies with the design, installation and operational qualifications of the good manufacturing practice and the production plant obtained the accreditation in 2023, upon which World Biotech is able to manufacture its own clinical trial products for obtaining authorization from the Food and Drug Administration and the Hong Kong Department of Health for human clinical trials through an investigational new drug application and to distribute the bi-products globally. With the recent provisional approval of the Daycare Procedure Centre Licence from the Hong Kong Department of Health, the next milestone for World Biotech is the formation of an in-house institutional review board to obtain the approval to conduct inhouse principle-investigator-initiated clinical trials, enabling it to commence the Phase 1 personalised cancer vaccines human clinical trial at World Biotech’s oncology clinical centre, which is currently expected to be in 2024.

根據環球生物科技再生醫療股份認購協議，環球生物科技再生醫療擔保(「**溢利擔保**」)，環球生物科技再生醫療於截至二零二五年九月三十日止兩個財政年度各年的平均溢利淨額或環球生物科技再生醫療於二零二五年十二月三十一日或之前的估值均不會低於協定金額，倘未能達成有關條件，則環球生物科技再生醫療將向俊萬科技有限公司支付賠償金。

截至二零二三年六月三十日止六個月，本集團出售25,000股環球生物科技再生醫療股份予一名第三方，而該出售導致本集團截至二零二三年六月三十日止六個月錄得出售按公平值透過損益列賬之金融資產之收益約335,000港元。

於二零二四年六月三十日，本集團於環球生物科技再生醫療35,650股股份(或3.32%股權)以及溢利擔保的公平值總額約為29,190,000港元，約佔本集團於二零二四年六月三十日之資產總值6.8%。

根據本集團可獲得之資料，就環球生物科技再生醫療之前景而言，董事注意到，環球生物科技再生醫療建成一間符合良好生產規範之設計、安裝及操作資格之生產廠房，而生產廠房於二零二三年獲認證，環球生物科技再生醫療屆時可自行製造通過新藥臨床試驗申請獲美國食品藥品監督管理局及香港衛生署核准用於人體臨床試驗的臨床試驗產品，並在全球分銷其相關生物製品。隨著香港衛生署近期臨時批准日託程序中心許可證(Daycare Procedure Centre License)，環球生物科技再生醫療下一步將成立內部機構審核委員會，以獲批准進行內部主要研究者發起的臨床試驗，使其能夠在環球生物科技再生醫療的腫瘤臨床中心啟動1期個性化癌症疫苗人體臨床試驗，目前預計該試驗將於二零二四年進行。

Prospects of the Group's significant investments in associate

Luck Key Investment Limited

As at 30 June 2024, the Group held 10,650 ordinary shares of Luck Key Investment Limited (“**Luck Key**”), representing approximately 48.33% of the equity interest of Luck Key, the investment cost of which was approximately HK\$56,511,000. As at 30 June 2024, the carrying amount of this investment was approximately HK\$60,740,000, representing approximately 14.2% of the total assets of the Group as at 30 June 2024. During the period under review, the share of Luck Key's loss of the investment attributable to the Group amounted to approximately HK\$7,051,000 (2023: HK\$8,474,000), No realised gain was recorded (2023: HK\$Nil) and no dividend received by the Group (2023: HK\$34,313,000) from this investment during the six months ended 30 June 2024.

Luck Key (together with its subsidiaries, the “**Luck Key Group**”) is principally engaged in the provision of medical diagnostic and health check services. It has commenced its business since 2006 and has a long and well established operating history. Luck Key Group provides a wide range of medical diagnostic and health check services, including high-end imaging and laboratory examinations to the customers through operation of health check centres and laboratories in Hong Kong. As at the date of this report, Luck Key Group has a considerable scale of operation as it operates eleven health check centres and two laboratories in Hong Kong under various brand names (including “**Hong Kong Health Check (香港體檢)**”), with its flagship centre located in Jordan, Kowloon.

本集團於聯營公司之重大投資之前景

Luck Key Investment Limited

於二零二四年六月三十日，本集團持有10,650股Luck Key Investment Limited(“**Luck Key**”)普通股，約佔Luck Key股權之48.33%，投資成本約為56,511,000港元。於二零二四年六月三十日，該投資賬面值約為60,740,000港元，佔本集團於二零二四年六月三十日之資產總值約14.2%。於回顧期間，本集團應佔Luck Key投資虧損額約為7,051,000港元(二零二三年：8,474,000港元)。截至二零二四年六月三十日止六個月，本集團並無就該投資錄得已變現收益(二零二三年：零港元)，亦無就此收到股息(二零二三年：34,313,000港元)。

Luck Key(連同其附屬公司統稱「**Luck Key集團**」)主要從事提供醫學診斷及體檢服務。該公司自二零零六年起開始營業，具有較長的經營史及良好聲望。Luck Key集團透過於香港運營體檢中心及實驗室，向客戶提供廣泛的醫學診斷及體檢服務，包括高端造影及實驗室檢查。於本報告日期，Luck Key集團經營規模龐大，在香港以多個品牌(包括「**香港體檢**」)營運十一個體檢中心及兩間實驗室，其旗艦體檢中心位於九龍佐敦。

During the period under review, the revenue of Luck Key amounted to approximately HK\$94,879,000 (2023: HK\$115,085,000), representing a decrease of approximately 18%. The loss attributable to the shareholders of Luck Key for the period under review amounted to approximately HK\$19,821,000 (2023: HK\$14,588,000). Luck Key Group has assembled a professional and experienced group of management personnel with extensive experience and in-depth understanding of the industry. The management of Luck Key will strive to improve the operational efficiency of its health check business so as to enhance its competitiveness in the market and its profitability.

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

PROSPECTS

Looking ahead, it is expected that the stabilisation of the global pandemic situation, the removal of the pandemic-related social distancing restrictions and the labour market recovery will boost domestic consumption demand. However, such positive effects will likely be offset to a certain extent by the fall in general asset prices as a result of the quantitative tightening measures adopted by the major economies and the uncertainties arising from the recent economic turmoil, the Russo-Ukrainian War, the Israeli-Palestinian conflict and the Iran-Israel conflict. The global economic conditions remain the key uncertainty in relation to the revival of the global economy.

Going forward, the Group will continue to carry on its existing businesses by formulation and implementation of its own business plans and strategies and leveraging its own business model, competitiveness and strengths so as to develop, maintain and enhance its existing businesses, which will be viable and sustainable and will be able to create value and investment return for the Shareholders.

於回顧期間，Luck Key之收入約為94,879,000港元(二零二三年：115,085,000港元)，減少約18%。於回顧期間，Luck Key之股東應佔虧損約為19,821,000港元(二零二三年：14,588,000港元)。Luck Key集團已組建一支專業的管理人員團隊，彼等擁有豐富的經驗，對行業有深入的了解。Luck Key的管理層將致力提高體檢業務的營運效率，以增強其市場競爭力及盈利能力。

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

前景

展望未來，預期全球疫情穩定、取消與疫情有關的社交距離限制及勞動力市場恢復將促進國內消費需求。然而，該等正面影響可能在一定程度上被主要經濟體採取的量化緊縮措施導致一般資產價格下跌以及最近經濟動盪、俄烏戰爭、以巴衝突及伊朗－以色列衝突帶來的不確定因素所抵銷。全球經濟復甦仍受全球經濟情況的主要不確定因素所影響。

日後本集團將繼續通過制定及實施自身的業務計畫與策略，利用自身的業務模式、競爭力和優勢開展其現有業務，進而發展、保持並加強現有業務。通過以上可行且可持續的方式，將可為股東創造價值及投資回報。

FINANCIAL RESOURCES AND LIQUIDITY

As at 30 June 2024, the total assets of the Group were approximately HK\$428,124,000 (31 December 2023: HK\$441,502,000) including cash and cash equivalents of approximately HK\$1,435,000 (31 December 2023: HK\$6,569,000), among which approximately 67% (31 December 2023: 47%) were denominated in Hong Kong dollars, 7% (31 December 2023: 14%) were denominated in United States dollars, and 23% (31 December 2023: 39%) were denominated in Australian dollars, and 3% (31 December 2023: Nil) were denominated in Great Britain Pounds. As at 30 June 2024, the Group had borrowings repayable within one year (or on demand) of approximately HK\$24,799,000 (31 December 2023: HK\$38,439,000). These borrowings bore interest at rates ranging from 7.23% to 11.00% per annum (31 December 2023: 6.00% to 11.00%), among which approximately 19% (31 December 2023: 15%) were subject to fixed interest rates. Out of the total borrowings, approximately 87% (31 December 2023: 89%) were denominated in Australian dollars, and approximately 13% (31 December 2023: 11%) were denominated in Hong Kong dollars. As at 30 June 2024, the Group had borrowing facilities to the extent of approximately HK\$93,452,000 (31 December 2023: HK\$89,910,000). As at 30 June 2024, approximately HK\$74,759,000 (31 December 2023: HK\$65,959,000) of the facilities had been utilised by the Group. There is no seasonality in relation to the borrowing requirements of the Group.

As at 30 June 2024, the Group's gearing ratio (calculated on the basis of total liabilities to total assets) was 0.32 times (31 December 2023: 0.28 times) and its net debt-to-equity capital ratio (calculated as the total trade and other payables, accruals and provision, interest-bearing bank and other borrowings, derivative financial liabilities, convertible loans, and lease liabilities less pledged cash and cash equivalents and cash and cash equivalents, over equity attributable to the Shareholders) was 0.43 times (31 December 2023: 0.34 times).

財務資源及流動資金

於二零二四年六月三十日，本集團資產總值約為428,124,000港元(二零二三年十二月三十一日：441,502,000港元)，包括現金及等同現金項目約1,435,000港元(二零二三年十二月三十一日：6,569,000港元)，其中約67%(二零二三年十二月三十一日：47%)以港元計值、7%(二零二三年十二月三十一日：14%)以美元計值、23%(二零二三年十二月三十一日：39%)以澳元計值，以及3%(二零二三年十二月三十一日：無)以英鎊計值。於二零二四年六月三十日，本集團須於一年內(或按要求)償還之借貸約為24,799,000港元(二零二三年十二月三十一日：38,439,000港元)。該等借貸按年利率介乎7.23%至11.00%(二零二三年十二月三十一日：6.00%至11.00%)計息，其中約19%(二零二三年十二月三十一日：15%)按固定利率計息。借貸總額中，約87%(二零二三年十二月三十一日：89%)以澳元計值，約13%(二零二三年十二月三十一日：11%)以港元計值。於二零二四年六月三十日，本集團的借貸額度約為93,452,000港元(二零二三年十二月三十一日：89,910,000港元)。於二零二四年六月三十日，本集團已動用額度約為74,759,000港元(二零二三年十二月三十一日：65,959,000港元)。本集團並無季節性的借貸需求。

於二零二四年六月三十日，本集團資產負債比率(按負債總額除以資產總值計算)為0.32倍(二零二三年十二月三十一日：0.28倍)及債務淨額相對股本比率(按貿易及其他應付款項、應計費用及撥備、計息銀行及其他借貸、衍生金融負債、可換股貸款以及租賃負債的總和減已抵押現金及等同現金項目及現金及等同現金項目除以股東應佔權益計算)為0.43倍(二零二三年十二月三十一日：0.34倍)。

CAPITAL STRUCTURE

As at 30 June 2024, the Group had shareholders' equity of approximately HK\$291,962,000 (31 December 2023: HK\$317,506,000).

As at 30 June 2024, the Group had borrowings of approximately HK\$74,759,000 (31 December 2023: HK\$65,959,000). Certain loans are subject to the fulfilment of covenants commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the draw down facilities would become repayable on demand. In addition, the Group's certain loan agreements contain clauses which give the lenders the right at their sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

The exposure of the Group's borrowings is as follows:

資本架構

於二零二四年六月三十日，本集團擁有股東權益約291,962,000港元(二零二三年十二月三十一日：317,506,000港元)。

於二零二四年六月三十日，本集團擁有借貸約74,759,000港元(二零二三年十二月三十一日：65,959,000港元)。若干貸款須待滿足金融機構借貸安排常見契約的條件後方可獲得。倘本集團違反有關契約，所提取之融資將須按要求償還。此外，本集團之若干貸款協議包含可賦予貸方權利隨時全權酌情要求立刻還款之條款，而不論本集團是否已遵守有關契約及已履行預定還款責任。

本集團之借貸風險如下：

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Fixed-rate borrowings	固定利率借貸	13,906	10,188
Variable-rate borrowings	浮動利率借貸	60,853	55,771
		74,759	65,959
Secured	有抵押	60,853	55,771
Unsecured	無抵押	13,906	10,188
		74,759	65,959
Analysis into:	分析為：		
The carrying amounts of the above borrowings are repayable:	上述借貸賬面值須予償還時間：		
Within one year or on demand	一年內或按要求	24,799	38,439
In the second year	第二年	14,495	5,759
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)	35,465	21,761
		74,759	65,959

Note:

The ranges of effective interest rates per annum on the Group's borrowings are as follows:

		At 30 June 2024 於二零二四年 六月三十日 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 (Audited) (經審核)
Effective interest rate:	實際利率：		
Fixed-rate borrowings	固定利率借貸	10.00 – 11.00%	6.00 – 11.00%
Variable-rate borrowings	浮動利率借貸	7.23 – 7.40%	6.27 – 7.40%

附註：

本集團借貸之每年實際利率範圍如下：

FOREIGN EXCHANGE

During the period under review, the Group mainly generated revenue and incurred costs in Hong Kong dollars and Australian dollars. The Group did not invest in any derivative product for hedging during the period under review. Nevertheless, the Group will keep monitoring its foreign currency risk and when there are uncertainties or material fluctuations in the foreign exchange rates, the Group will consider using appropriate hedging instruments, including futures and forward contracts in managing the Group's exposure in relation to fluctuations in the foreign exchange rates.

外匯

於回顧期間，本集團之收入及成本主要以港元及澳元計值。本集團於回顧期間並無投資任何衍生工具產品以作對沖。雖然如此，本集團將繼續監察其外幣風險，外匯匯率如存有任何不確定性或出現重大波動，本集團將考慮使用適當之對沖工具(包括期貨及遠期合約)，管理本集團有關外匯匯率波動之風險。

CHARGE ON THE GROUP'S ASSETS

As at 30 June 2024, certain borrowing facilities of the Group were secured by freehold land and buildings of approximately HK\$82,373,000 (31 December 2023: HK\$85,162,000).

本集團之資產抵押

於二零二四年六月三十日，本集團若干借貸融資已以永久業權土地及樓宇約82,373,000港元(二零二三年十二月三十一日：85,162,000港元)。

CAPITAL COMMITMENTS

Significant capital expenditure contracted for as at 30 June 2024 and 31 December 2023 but not recognised as liabilities is as follows:

資本承擔

於二零二四年六月三十日及二零二三年十二月三十一日，已訂約但尚未確認為負債的重大資本開支如下：

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Property, plant and equipment – Renovation of Balgownie	物業、廠房及設備 – 翻新博爾基尼	10,829	15,166

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

There was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities during the six months ended 30 June 2024.

LITIGATION AND CLAIMS

The Group was involved in the following legal proceedings and claims:

- (a) On 19 December 2017, Ever Robust Holdings Limited ("**Ever Robust**"), an indirect wholly-owned subsidiary of the Company, received a writ of summons with a statement of claim ("**Writ**") issued in the Court of First Instance of the High Court of Hong Kong ("**Court**") by Convoy Global Holdings Limited ("**Convoy**"), Convoy Collateral Limited ("**Second Plaintiff**") and CSL Securities Limited ("**Third Plaintiff**", together with Convoy and the Second Plaintiff, collectively as the "**Plaintiffs**") against, among other defendants, Ever Robust (together with the other defendants, collectively as the "**Defendants**").

Based on the Writ, the orders sought by the Plaintiffs against Ever Robust are as follows: (i) Convoy sought an order as against, among others, Ever Robust, that the allotment of the shares in Convoy by Convoy to, among others, Ever Robust on 29 October 2015, be set aside; (ii) the Second Plaintiff and the Third Plaintiff sought an order that the financing facilities granted by them, including the loan ("**Convoy Loan**") in the amount of HK\$129,000,000 granted to Ever Robust by the Second Plaintiff on 9 November 2015, and the margin loan ("**Margin Loan**") granted to Ever Robust by the Third Plaintiff which amounted to HK\$67,574,473 as at 29 March 2016, be rescinded; and (iii) the Plaintiffs sought against, among others, Ever Robust for (a) general or special damages; (b) interests; (c) costs; and (d) further and/or other reliefs ("**Convoy Proceedings**"). As at 19 December 2017, Ever Robust had fully repaid the Convoy Loan and the Margin Loan and did not hold any shares in Convoy.

購買、出售或贖回本公司之上市證券

截至二零二四年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

訴訟及申索

本集團牽涉下列法律訴訟及申索：

- (a) 於二零一七年十二月十九日，本公司之間接全資附屬公司連捷控股有限公司（「**連捷**」）接獲康宏環球控股有限公司（「**康宏**」）、康宏財務有限公司（「**第二原告人**」）及康證有限公司（「**第三原告人**」，連同康宏及第二原告人，統稱「**原告人**」）於香港高等法院（「**法院**」）原訟法庭向包括連捷在內的其他被告人（連同其他被告人統稱「**被告人**」）發出的傳訊令狀連同申索書（「**令狀**」）。

根據令狀，原告人對連捷尋求的命令如下：(i)康宏向連捷尋求命令（其中包括）康宏於二零一五年十月二十九日向（其中包括）連捷配發的康宏股份予以撤銷；(ii)第二原告人及第三原告人尋求有關廢止彼等授出的財務融資的命令，包括由第二原告人於二零一五年十一月九日向連捷授出的金額為129,000,000港元的貸款（「**康宏貸款**」），及由第三原告人於二零一六年三月二十九日向連捷授出的金額為67,574,473港元的孖展貸款（「**孖展貸款**」）；及(iii)原告人向連捷尋求（其中包括）(a)一般或特定損害賠償；(b)利息；(c)成本；及(d)進一步及／或其他寬免（「**康宏訴訟**」）。於二零一七年十二月十九日，連捷已悉數償還康宏貸款及孖展貸款及並無持有任何康宏股份。

On 6 March 2018, a case management conference hearing was held before the Honourable Mr. Justice Harris on the Convoy Proceedings. On 9 July 2018, Ever Robust has received an amended writ of summons and an amended statement of claim ("**Amended Statement of Claim**"). Pursuant to the Amended Statement of Claim, the reliefs sought by the Plaintiffs against Ever Robust are amended as follows: (i) a declaration and order as against among others, Ever Robust, that the allotment of the shares in Convoy by Convoy to, among others, Ever Robust, on 29 October 2015, is null and void, or has been rescinded and set aside (as sought by Convoy); (ii) an account of profits and an order for payment of any sums found to be due, equitable compensation to be assessed, and/or damages to be assessed for breach of fiduciary, common law and/or statutory duties, dishonest assistance, unlawful means conspiracy and/or lawful means conspiracy, as against, among others, Ever Robust (as sought by Convoy); (iii) an order against, among others, Ever Robust, for an account of profits and an order for payment of any sums found to be due, equitable compensation to be assessed, and/or damages to be assessed for breach of fiduciary, common law and/or statutory duties, dishonest assistance, unlawful means conspiracy and/or lawful means conspiracy (as sought by the Second Plaintiff and the Third Plaintiff); and (iv) against, among others, Ever Robust, for (a) general or special damages; (b) interests; (c) costs; and (d) further and/or other reliefs (as sought by all the Plaintiffs).

On 27 July 2018, Ever Robust received a sealed order ("**Order**") dated 28 June 2018 against, among other Defendants, Ever Robust, in which 11 parties are ordered to join the proceedings as additional defendants. Pursuant to the Order, it is further ordered, among other matters, as to between the Plaintiffs and Ever Robust (among certain other Defendants), that the Plaintiffs do have leave to file and serve the Amended Statement of Claim.

On 30 November 2018, Ever Robust received a copy sealed order dated 1 November 2018 against, among other defendants, Ever Robust, in which a party is ordered to join the proceedings as an additional defendant.

於二零一八年三月六日，法院夏利士法官就康宏訴訟進行了案件管理會議聆訊。於二零一八年七月九日，連捷已接獲經修訂傳訊令狀及經修訂申索書（「**經修訂申索書**」）。根據經修訂申索書，原告人尋求對連捷的寬免修訂如下：(i)一項針對(其中包括)連捷的關於康宏於二零一五年十月二十九日向(其中包括)連捷配發康宏股份的聲明及命令為無效或已撤回及撤銷(如康宏所尋求)；(ii)交出所得利潤令及一項就違反受信責任、普通法及／或法定責任、不誠實協助、非法及／或合法手段串謀而針對(其中包括)連捷作出的有關支付任何應付款項、將予評定之衡平補償及／或將予評定之損害賠償的命令(如康宏所尋求)；(iii)對(其中包括)連捷頒令交出所得利潤及頒令其因違反受信責任、普通法及／或法定責任、不誠實協助、非法及／或合法手段串謀而須支付任何應付款項、將予評定之衡平補償及／或將予評定之損害賠償(如第二原告人及第三原告人所尋求)；及(iv)針對(其中包括)連捷的(a)一般或特定損害賠償；(b)利息；(c)成本；及(d)進一步及／或其他寬免(如所有原告人所尋求)。

於二零一八年七月二十七日，連捷接獲一份針對包括連捷等被告人發出日期為二零一八年六月二十八日之蓋印命令（「**命令**」），當中頒令11名涉事方作為新增被告人加入有關法律程序。除有關原告人及連捷(包括若干其他被告人)間的其他事項外，該命令亦進一步頒令稱原告人已獲許可存檔及送達經修訂申索書。

於二零一八年十一月三十日，連捷接獲一份針對包括連捷等被告人發出日期為二零一八年十一月一日之蓋印命令副本，當中頒令一名涉事方作為新增被告人加入有關法律程序。

On 10 December 2018, Ever Robust filed its defence (“**Defence**”) to the Plaintiff’s claim in the Convoy Proceedings with the Court. Pursuant to the Defence, Ever Robust avers that the Plaintiffs are not entitled to any relief against Ever Robust in the Convoy Proceedings.

On 30 August 2019, Ever Robust filed its amended Defence pursuant to the order of Hon Harris J dated 12 July 2019.

Further details of the Convoy Proceedings are set out in the Company’s announcements dated 19 December 2017, 1 June 2018, 7 June 2018 and 25 July 2018.

After seeking the legal opinion, the Group considered that there was no assessed monetary claim by Plaintiffs and it is premature to give opinion on the probable outcome and estimate the ultimate liability.

- (b) On 2 January 2018, Ever Robust received a petition (“**Petition**”) issued in the Court by Zhu Xiao Yan (“**Petitioner**”) against, among other respondents, Ever Robust. Based on the Petition, the Petitioner has held and continues to hold 3,234,000 shares in Convoy since around mid-2015, and the Petitioner sought the following orders against, among others, Ever Robust: (i) a declaration that the placement of 3,989,987,999 shares in Convoy by Convoy to, among other placees, Ever Robust, and/or such placed shares are void ab initio and of no legal effect or, alternatively, be set aside; (ii) damages for dilution of the Petitioner’s shareholding; (iii) interest; (iv) such further or other relief and all necessary and consequential directions as the Court may think fit; and (v) costs (“**Zhu Proceedings**”). As at 2 January 2018, Ever Robust did not hold any shares in Convoy.

On 6 March 2018, a case management conference was held on the Zhu Proceedings, in which the Honourable Mr. Justice Harris made an order that the Zhu Proceedings be stayed with liberty to restore, pending the outcome of the Convoy Proceedings.

Further details of the Zhu Proceedings are set out in the Company’s announcement dated 2 January 2018.

於二零一八年十二月十日，連捷就康宏訴訟向法院遞交回應原告人索償之抗辯書(「**抗辯書**」)。根據抗辯書，連捷聲明原告人無權於康宏訴訟中向連捷索取任何寬免。

於二零一九年八月三十日，連捷根據日期為二零一九年七月十二日的夏利士法官命令遞交經修訂抗辯書。

有關康宏訴訟的進一步詳情載於本公司日期為二零一七年十二月十九日、二零一八年六月一日、二零一八年六月七日及二零一八年七月二十五日之公佈。

於尋求法律意見後，本集團認為原告人並無已評估金錢索償，目前仍無法就潛在結果作出意見及預測最終責任。

- (b) 於二零一八年一月二日，連捷接獲朱曉燕(「**呈請人**」)於法院向包括連捷在內的其他被告人發出的呈請書(「**呈請書**」)。根據呈請書，呈請人約自二零一五年中起持有並將繼續持有康宏3,234,000股股份，呈請人對(其中包括)連捷尋求的命令如下：(i)宣佈康宏向包括連捷在內的其他承配人配售的3,989,987,999股康宏股份，及／或該等配售股份自始無效且並無法律效力或予以撤銷；(ii)就攤薄呈請人股權尋求損害賠償；(iii)利息；(iv)法院可能認為合適的進一步或其他寬免及所有必要及相應指示；及(v)成本(「**朱氏訴訟**」)。於二零一八年一月二日，連捷並無持有康宏任何股份。

於二零一八年三月六日，就朱氏訴訟舉行了案件管理會議，於會上，夏利士法官頒令暫停朱氏訴訟，但有權恢復，以待康宏訴訟判決結果。

有關朱氏訴訟的進一步詳情載於本公司日期為二零一八年一月二日之公佈。

The Group has sought preliminary opinion on the above legal proceedings from its solicitors (or legal adviser) in Hong Kong, who is of the opinion that:

- there is no assessed monetary claim except the Plaintiffs' claim and the Petitioner's claims against Ever Robust for damages to be assessed;
- it is premature to give opinion on the probable outcome; and
- it is premature to estimate the ultimate liability.

No provision was made for the legal proceedings stated in the above cases, as the Group is not able to reliably assess the amount of potential liabilities under the above cases. The Company will, in accordance with the applicable laws, make every effort to protect the interests of the Company and the Shareholders, proactively respond to the above cases and defend its position vigorously. The Company will closely monitor the development of the above matters and make further announcements if and when there are any significant developments in relation to each of these legal proceedings.

CONTINGENT LIABILITIES

Save as disclosed in the paragraph headed "Litigation and Claims" in the section headed "Management Discussion and Analysis" above, as at 30 June 2024, the Group did not have any material contingent liabilities (2023: Nil).

EMPLOYEES' REMUNERATION POLICIES

As at 30 June 2024, the Group had approximately 110 employees (31 December 2023: approximately 130). Staff costs (including the Directors' salaries, allowances and bonuses totaled approximately HK\$19,831,000 for the period under review (2023: HK\$20,322,000)).

The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Group aspires to unleash the potential of its employees. Training and continuous development are indispensable to the Group's staff so that they can keep abreast of the latest trend in the industry. Thus, the Group takes a proactive approach to provide its employees with opportunities to advance their careers. The Group has established a policy to encourage its employees to pursue training for the advancement of their careers that will both benefit the Group and its employees. The training cost may be covered by the Group subject to the approval of the Group.

Remuneration of employee is determined by reference to industry practices and performance, qualifications and experience of individual employees.

本集團已就上述法律程序向其香港律師(或法律顧問)尋求初步意見，其認為：

- 不存在已評估金錢索償，惟不包括原告人及呈請人就其待評估損害賠償而向連捷提出的索償；
- 目前仍無法就潛在結果作出意見；及
- 目前仍無法預測最終責任。

由於本集團未能可靠地評估上述案件項下有關的潛在負債金額，因此並無就上述案件所述的法律程序作出撥備。本公司將根據適用法律全力保護本公司及股東之利益，積極應訴及全力抗辯。本公司將密切留意上述事項的發展，如有任何與各法律程序有關的重大進展，將會另行刊發公佈。

或然負債

除上文「管理層討論及分析」一節中「訴訟及申索」一段所述外，於二零二四年六月三十日，本集團並無任何重大或然負債(二零二三年：無)。

僱員薪酬政策

於二零二四年六月三十日，本集團僱用約110名(二零二三年十二月三十一日：約130名)僱員。回顧期內之員工成本(包括董事之薪金、津貼及花紅)總額約為19,831,000港元(二零二三年：20,322,000港元)。

本集團通過向員工提供充足及定期培訓，繼續保持及提升員工能力。本集團積極釋放僱員潛力。為跟上行業最新發展趨勢，培訓及持續的發展對本集團員工而言必不可少。因此，本集團積極為僱員提供職業發展機會。本集團已制定一項政策，鼓勵僱員持續接受職業發展培訓，這將使本集團及員工均受益。經本集團批准，培訓費用可由本集團承擔。

僱員薪酬參照行業慣例以及僱員之個人表現、資歷及經驗而釐定。

The emolument policies of the Directors are decided by the Board, taking into account the recommendations of the remuneration committee of the Board, having regard to merit, qualifications and competence of the Directors.

On top of regular remuneration, discretionary bonus and share options may be granted to employees and the Directors by reference to the Group's performance as well as individual performance of such employees and/or Directors, and other benefits including contributions to pension scheme and medical scheme are also provided to the employees.

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

Following the amendments to Chapter 23 of the GEM Listing Rules which came into effect from 1 January 2023, the Group will only grant options to such eligible participants which are permitted under the GEM Listing Rules.

There was no share option outstanding as at 30 June 2024 (31 December 2023: Nil). Details of the Scheme are set out in the paragraph headed "Share Option Scheme" below.

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

As at 30 June 2024, none of the Directors or chief executive of the Company had, or was deemed to have, any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules.

董事之薪酬政策由董事會經考慮董事會轄下之薪酬委員會的推薦建議，並參照董事之專長、資歷及能力而釐定。

除定期薪酬以外，通過參考本集團及有關僱員及／或董事之個人表現後，本集團亦將支付僱員及董事酌情花紅及授予購股權，而其他福利包括為僱員作出退休金計劃供款及提供醫療計劃。

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

於GEM上市規則第23章之修訂於二零二三年一月一日生效後，本集團僅將向GEM上市規則所准許之有關合資格參與人士授出購股權。

於二零二四年六月三十日，並無尚未行使購股權（二零二三年十二月三十一日：無）。該計劃之詳情載於下文「購股權計劃」一段。

董事及行政總裁於本公司股份、相關股份及債券之權益及淡倉

於二零二四年六月三十日，董事及本公司行政總裁概無於本公司或其任何相聯法團（按證券及期貨條例第XV部之涵義）之任何股份、相關股份及債券中，擁有或視為擁有記錄於根據證券及期貨條例第352條須存置之登記冊之任何權益或淡倉；或根據GEM上市規則第5.48至5.67條所指的董事交易必守標準另行知會本公司及聯交所之權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 June 2024, the following persons (other than Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Substantial Shareholders – long position in the shares of the Company

Name of Shareholder	Capacity	Number of Shares involved 涉及股份數目	Approximate percentage (Note 1) 概約百分比 (附註1)
股東姓名／名稱	身份		
Ng Ting Kit (“Mr. Ng”) 吳廷傑(「吳先生」)	Beneficial owner 實益擁有人	497,180,000	9.64%
	Interest of a controlled corporation (Note 2) 於受控法團之權益(附註2)	260,800,000	5.06%
King’s Group Capital Limited (“KGCL”) 深盛控股有限公司(「深盛控股」)	Beneficial owner (Note 2) 實益擁有人(附註2)	260,800,000	5.06%

Notes:

1. This is based on the total issued Shares as at 30 June 2024, i.e. 5,156,035,108 Shares.
2. Based on the notices of disclosure of interests of Mr. Ng and KGCL filed with the Stock Exchange on 3 April 2024, such Shares were held by KGCL, which is a company wholly-owned by Mr. Ng. As such, Mr. Ng is deemed to be interested in the Shares held by KGCL by virtue of the SFO.

Save as disclosed above, as at 30 June 2024, there were no Shareholders or other persons (other than Directors or chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company recorded in the register as required to be kept under Section 336 of the SFO.

主要股東之權益

於二零二四年六月三十日，下列人士(董事或本公司行政總裁除外)於本公司股份或相關股份中擁有或被視作擁有記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊之權益或淡倉：

主要股東 – 於本公司股份之好倉

Number of Shares involved 涉及股份數目	Approximate percentage (Note 1) 概約百分比 (附註1)
497,180,000	9.64%
260,800,000	5.06%
260,800,000	5.06%

附註：

1. 此乃根據於二零二四年六月三十日之已發行股份總數(即5,156,035,108股股份)計算。
2. 根據本公司於二零二四年四月三日向聯交所呈報有關吳先生及深盛控股權益披露的通告。該等股份由深盛控股(由吳先生全資擁有)持有。因此，根據證券及期貨條例，吳先生被視為於深盛控股持有之股份中擁有權益。

除上述所披露者外，於二零二四年六月三十日，概無股東或其他人士(董事或本公司行政總裁除外)於股份或相關股份中擁有或視作擁有須向本公司披露及記錄於根據證券及期貨條例第336條規定須予存置之登記冊之權益或淡倉。

ISSUE OF CONVERTIBLE LOANS

In December 2021 and January 2022, a subsidiary of the Company, Endless Foison Limited (“EFL”), issued the convertible loan notes (“**Convertible Notes**”) in the total principal amount of HK\$7,600,000 to parties independent of the Group, for funding general working capital of the Group. The extended maturity date (“**Maturity Date**”) of the Convertible Notes is 30 September 2024. The Convertible Notes may be convertible into fully paid ordinary shares of EFL at the option of the holders of the Convertible Notes (“**Noteholders**”), based on the outstanding principal amount of the Convertible Notes, the agreed valuation of the Company and the then number of issued shares of EFL in accordance with the terms and conditions of the Convertible Notes. Based on the outstanding aggregate principal amount of the Convertible Notes of HK\$7,300,000 (31 December 2023: HK\$7,600,000) and the number of issued shares of EFL as at 30 June 2024 and the terms and conditions of the Convertible Notes, the full exercise of the conversion right of such outstanding Convertible Notes will not result in issue of more than 5% of the existing issued shares of EFL. The Noteholders may also request for early redemption of the Convertible Notes by EFL at 105% of the par value of the Convertible Notes during the period from the first business day immediately after 31 March 2023 to the date which is 10 business days immediately before the Maturity Date.

There was no conversion of the Convertible Notes for the six months ended 30 June 2024 and there was redemption of the Convertible Notes in the principal amount of HK\$300,000 for the six months ended 30 June 2024. The issue of the Convertible Notes of HK\$7,600,000 received by EFL were fully utilized as general working capital of the Group as to HK\$7,000,000 in the year ended 31 December 2021 and HK\$600,000 during the six months ended 30 June 2022.

SHARE OPTION SCHEME

Under the terms of the Scheme, the Board is authorised, at its absolute discretion, to grant options to eligible participants including any eligible employee, any directors (including non-executive directors and independent non-executive directors) of the Company, any subsidiary of the Company or any invested entity; any supplier of goods or services to any member of the Group or any invested entity, any customer of any member of the Group or any invested entity, any person or entity that provides research, development or other technological support to any member of the Group or any invested entity, any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity, any professional adviser, consultant, individual or entity who in the opinion of the Directors has contributed or will contribute to the growth and development of the Group, and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

發行可換股貸款

於二零二一年十二月及二零二二年一月，本公司之附屬公司Endless Foison Limited(“EFL”)向獨立於本集團之相關方發行本金總額為7,600,000港元之可換股貸款票據(“**可換股票據**”)，用於提供本集團之一般營運資金。可換股票據的經延長到期日(“**到期日**”)為二零二四年九月三十日。可換股票據可按可換股票據持有人(“**票據持有人**”)之選擇，根據可換股票據之條款及條件，按照尚未行使之可換股票據之本金額、本公司同意之估值及EFL當時已發行股份數目，轉換為EFL之繳足普通股。根據尚未行使之可換股票據之本金額7,300,000港元(二零二三年十二月三十一日：7,600,000港元)及EFL於二零二四年六月三十日之已發行股份數目以及可換股票據之條款及條件，悉數行使該等尚未行使可換股票據之轉換權將不會導致發行之股份超過EFL現有已發行股份之5%。票據持有人亦可於緊隨二零二三年三月三十一日後首個營業日起至緊接到期日前10個營業日當日止期間，要求EFL按可換股票據面值之105%提早贖回可換股票據。

截至二零二四年六月三十日止六個月，概無可換股票據獲轉換，而本金額300,000港元可換股票據獲贖回。EFL所收到發行可換股票據之所得款項總額7,600,000港元已悉數用作本集團之一般營運資金，其中截至二零二一年十二月三十一日止年度動用7,000,000港元及截至二零二二年六月三十日止六個月動用600,000港元。

購股權計劃

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

The purpose of the Scheme is to provide incentives or rewards for eligible participants' contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any invested entity. Following the amendments to Chapter 23 of the GEM Listing Rules which came into effect from 1 January 2023, the Group will only grant options to such eligible participants which are permitted under the GEM Listing Rules.

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

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

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

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

The number of options available for grant under the existing Scheme limit as at 1 January 2024 and 30 June 2024 was 533,623,510 shares of HK\$0.01 each (representing approximately 10.35% of the issued share capital of the Company as at the date of this report). During the six months ended 30 June 2024, no options have been granted under the existing Scheme limit.

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

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

As at 1 January 2024 and 30 June 2024, there were no share options outstanding, granted, exercised, cancelled or lapsed under the Scheme.

該計劃之目的旨在激勵或獎勵為本集團作出貢獻的合資格參與人士及／或使本集團能夠招聘及留聘優秀僱員及吸引對本集團及任何投資實體有價值的人力資源。於GEM上市規則第23章之修訂於二零二三年一月一日生效後，本集團僅將向GEM上市規則所准許之有關合資格參與人士授出購股權。

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

於接納所授出之購股權時，承授人須支付1港元之象徵式代價。

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

該計劃由採納該計劃日期(即二零二零年六月九日)起計10年期間內維持有效。

於二零二四年一月一日及二零二四年六月三十日根據現有計劃上限可授出之購股權數目為533,623,510股每股0.01港元之股份(佔本公司於本報告日期之已發行股本約10.35%)。於截至二零二四年六月三十日止六個月，概無根據現有計劃上限授出購股權。

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

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

於二零二四年一月一日及二零二四年六月三十日，該計劃項下概無尚未行使、已授出、已行使、已註銷或已失效之購股權。

CHANGES IN INFORMATION OF DIRECTORS

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

DIRECTORS' INTERESTS IN COMPETING BUSINESS

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

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

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company had adopted a code of conduct regarding the Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors, that the Directors have complied with the required standard of dealings and the code of conduct regarding the Directors' securities transactions during the period under review.

CODE ON CORPORATE GOVERNANCE PRACTICES

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

The Company has complied with the code provisions set out in the Corporate Governance Code contained in Part 2 of Appendix C1 to the GEM Listing Rules ("**Code Provisions**") during the six months ended 30 June 2024.

董事資料變更

於回顧期間及截至本報告日期，概無出現有關於董事任期內根據GEM上市規則第17.50(2)條第(a)至(e)及(g)段須予披露的資料變動而須根據GEM上市規則第17.50A(1)條予以披露的事項。

董事於競爭業務之權益

非執行董事吳廷浩先生亦分別擔任國農金融投資有限公司之全資附屬公司偉聯財務有限公司及喜天財務有限公司(均主要於香港從事借貸業務)之董事，國農金融投資有限公司之股份於聯交所GEM上市(股份代號：8120)。

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

有關董事進行證券交易的操守守則

本公司已採納有關董事進行證券交易的操守守則，其條款不遜於GEM上市規則第5.48至5.67條所載的交易必守標準。於回顧期間，本公司亦已向所有董事作出具體查詢，董事已遵守交易必守標準及有關董事進行證券交易之操守守則。

企業管治常規守則

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

截至二零二四年六月三十日止六個月，本公司已遵守GEM上市規則附錄C1第2部分所載企業管治守則所列之守則條文(「**守則條文**」)。

AUDIT COMMITTEE

An audit committee of the Company ("**Audit Committee**") was established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and Code Provision D.3.3 in force during the period under review. The Audit Committee must consist of a minimum of three members, all of whom must be non-executive Directors, at least one of whom must have appropriate professional qualification or accounting or related financial management expertise. The primary duties of the Audit Committee are mainly to review the Group's financial information, reporting process, internal control procedures, risk management system, audit plan, relationship with external auditors and to review arrangements to enable employees of the Group, in confidence, to raise concerns about possible improprieties in the financial reporting, internal control or other matters of the Group.

From 1 January 2024 to the date of this report, the Audit Committee comprised three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Chan Ming Kit and Mr. Tong Hin Sum Paul. Mr. Wong Siu Keung, Joe has been the chairman of the Audit Committee during the period under review and as at the date of this report.

The Group's unaudited condensed consolidated results for the six months ended 30 June 2024 and this report have been reviewed by the Audit Committee, which is of the opinion that the preparation of such results and report complied with the applicable accounting standards and the GEM Listing Rules and that adequate disclosure has been made.

On behalf of the Board
Hang Tai Yue Group Holdings Limited
Ng Ting Ho
Chairman

27 August 2024

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

審核委員會

本公司審核委員會(「**審核委員會**」)已告成立，其書面職權範圍符合於回顧期間有效之GEM上市規則第5.28及5.29條以及守則條文第D.3.3條。審核委員會必須最少包括三名成員，全部成員均須為非執行董事，當中最少一名成員須具備合適專業資格或會計或相關財務管理專長。審核委員會之主要職責主要為審閱本集團財務資料、申報程序、內部監控程序、風險管理制度、審核計劃、與外聘核數師之關係，以及檢討可供本集團僱員在保密情況下就本集團財務報告、內部監控或其他方面可能發生之不當行為提出關注的相關安排。

由二零二四年一月一日至本報告日期，審核委員會由三名獨立非執行董事組成，即黃兆強先生、陳銘傑先生及湯顯森先生。於回顧期間及於本報告日期，黃兆強先生為審核委員會主席。

審核委員會已審閱本集團截至二零二四年六月三十日止六個月之未經審核簡明綜合業績及本報告，認為該等業績及報告乃遵照適用會計準則及GEM上市規則編製，且已作出充分披露。

代表董事會
恆泰裕集團控股有限公司
主席
吳廷浩

二零二四年八月二十七日

於本報告日期，董事會成員包括(i)一名非執行董事，即吳廷浩先生；(ii)三名執行董事，即林靜儀女士、方澤翹先生及張鴻舉先生；及(iii)三名獨立非執行董事，即黃兆強先生、陳銘傑先生及湯顯森先生。



恆泰裕集團控股
HANG TAI YUE GROUP HOLDINGS