

# Success Dragon International Holdings Limited 勝龍國際控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號 : 1182

**2021/22**

Interim Report  
中期報告



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors:

DING Lei (*Chairman and Chief Executive Officer*)  
(re-designated as the Chief Executive Officer on 19 July 2021)  
DENG Ganghui (appointed on 8 April 2021)  
ZHU Tianxiang (*Co-Chief Executive Officer*)  
(resigned as Executive Director and Co-Chief Executive Officer on 19 July 2021)

#### Independent Non-Executive Directors:

DENG Yougao  
WONG Chi Yan  
CHONG Lok Man

### AUDIT COMMITTEE

WONG Chi Yan (*Chairman*)  
DENG Yougao  
CHONG Lok Man

### REMUNERATION COMMITTEE

DENG Yougao (*Chairman*)  
DING Lei  
CHONG Lok Man

### NOMINATION COMMITTEE

DING Lei (*Chairman*)  
DENG Yougao  
CHONG Lok Man

### COMPANY SECRETARY

YAM Wan Fung (appointed on 13 September 2021)  
LEUNG Lai Seung (resigned on 13 September 2021)

### AUTHORISED REPRESENTATIVES

DING Lei  
YAM Wan Fung (appointed on 13 September 2021)  
LEUNG Lai Seung (resigned on 13 September 2021)

### AUDITOR

ZHONGHUI ANDA CPA Limited

### 董事會

#### 執行董事：

丁磊 (*主席兼行政總裁*)  
(於二零二一年七月十九日獲調任為行政總裁)  
鄧剛慧 (於二零二一年四月八日獲委任)  
朱天相 (*聯席行政總裁*)  
(於二零二一年七月十九日辭任執行董事及聯席行政總裁)

#### 獨立非執行董事：

鄧有高  
黃志恩  
莊樂文

### 審核委員會

黃志恩 (*主席*)  
鄧有高  
莊樂文

### 薪酬委員會

鄧有高 (*主席*)  
丁磊  
莊樂文

### 提名委員會

丁磊 (*主席*)  
鄧有高  
莊樂文

### 公司秘書

任雲峰 (於二零二一年九月十三日獲委任)  
梁麗嫦 (於二零二一年九月十三日辭任)

### 法定代表

丁磊  
任雲峰 (於二零二一年九月十三日獲委任)  
梁麗嫦 (於二零二一年九月十三日辭任)

### 核數師

中匯安達會計師事務所有限公司

# Corporate Information

## 公司資料

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### PRINCIPAL OFFICE

Room 903, 9/F., Tower A  
New Mandarin Plaza  
14 Science Museum Road  
Tsim Sha Tsui East, Kowloon  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited  
4th floor, North Cedar House  
41 Cedar Avenue  
Hamilton HM 12  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### STOCK CODE

1182

### CONTACTS

Telephone : (852) 3576 3309  
Facsimile : (852) 3753 3226  
Website : [www.successdragonintl.com](http://www.successdragonintl.com)  
Email : [shareholder@successdragonintl.com](mailto:shareholder@successdragonintl.com)

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 主要辦事處

香港  
九龍尖沙咀東  
科學館道14號  
新文華中心  
A座9樓903室

### 主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited  
4th floor, North Cedar House  
41 Cedar Avenue  
Hamilton HM 12  
Bermuda

### 香港股份過戶登記分處

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 股份代號

1182

### 聯絡資料

電話 : (852) 3576 3309  
傳真 : (852) 3753 3226  
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電郵 : [shareholder@successdragonintl.com](mailto:shareholder@successdragonintl.com)

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合損益及其他全面收益表

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
Revenue	收益	5	108,359
Cost of sales	銷售成本		(86,998)
Gross profit	毛利		21,361
Other gain or loss, net	其他盈虧淨額	5	1,107
Selling and distribution costs	銷售及分銷成本		(656)
Administrative and other operating expenses	行政管理及其他營運開支		(13,885)
<b>Profit/(loss) from operations</b>	<b>來自經營業務之溢利／ (虧損)</b>		<b>7,927</b>
Finance costs	融資成本	6	(1,460)
Share of profit/(loss) of an associate	應佔一間聯營公司溢利／ (虧損)		643
<b>Profit/(loss) before tax</b>	<b>除稅前溢利／(虧損)</b>		<b>7,110</b>
Income tax expense	所得稅開支	8	(2,674)
<b>Profit/(loss) for the period</b>	<b>本期間溢利／(虧損)</b>	9	<b>4,436</b>
<b>Other comprehensive income:</b>	<b>其他全面收益：</b>		
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>		
Exchange differences on translating foreign operations	換算國外經營業務產生之匯兌差異		24
Exchange differences on reclassified to profit or loss on disposal of subsidiaries	出售附屬公司時重新分類至損益之匯兌差異		260
<b>Total other comprehensive income for the period, net of tax</b>	<b>本期間其他全面收益總額 (扣除稅項)</b>		<b>284</b>
<b>Total comprehensive income/(loss) for the period</b>	<b>本期間全面收益／(虧損) 總額</b>		<b>4,720</b>
			(Restated) (經重列)
<b>Earnings/(loss) per share (HK cents per share)</b>	<b>每股盈利／(虧損) (每股港仙)</b>		
<i>Basic and diluted earnings/(loss) per share</i>	<i>每股基本及攤薄盈利／ (虧損)</i>	11	3.17
			(5.16)

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 September 2021 於二零二一年九月三十日

			30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	12	物業、機器及設備	3,842	4,281
Right-of-use assets		使用權資產	829	1,181
Investment in an associate		於一間聯營公司的投資	4,596	3,953
Goodwill		商譽	409	433
			<b>9,676</b>	<b>9,848</b>
<b>Current assets</b>		<b>流動資產</b>		
Inventories		存貨	8,002	7,753
Trade receivables	13	貿易應收款項	17	2,828
Loan receivables	14	應收貸款	39,664	46,373
Other receivables, deposits and prepayments	15	其他應收款項、按金及預付款項	55,352	5,215
Bank and cash balances		銀行及現金結餘	31,469	32,304
			<b>134,504</b>	<b>94,473</b>
<b>Current liabilities</b>		<b>流動負債</b>		
Trade payables	16	貿易應付款項	1,088	7,762
Other payables and accruals		其他應付款項及應計費用	8,336	16,716
Contract liabilities		合約負債	45,621	—
Lease liabilities		租賃負債	749	696
Amount due to a director	17	應付一名董事款項	3,505	3,506
Other loans	18	其他貸款	27,005	24,642
Tax payables		應付稅項	3,090	633
			<b>89,394</b>	<b>53,955</b>
<b>Net current assets</b>		<b>流動資產淨值</b>	<b>45,110</b>	<b>40,518</b>
<b>Total asset less current liabilities</b>		<b>總資產減流動負債</b>	<b>54,786</b>	<b>50,366</b>
<b>Non-current liabilities</b>		<b>非流動負債</b>		
Other loan	18	其他貸款	2,579	2,493
Lease liabilities		租賃負債	141	527
			<b>2,720</b>	<b>3,020</b>
<b>NET ASSETS</b>		<b>資產淨值</b>	<b>52,066</b>	<b>47,346</b>
<b>Capital and reserves</b>		<b>資本及儲備</b>		
Share capital	19	股本	1,398	27,962
Reserves		儲備	50,668	19,384
<b>TOTAL EQUITY</b>		<b>總權益</b>	<b>52,066</b>	<b>47,346</b>



# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

		Share capital	Share premium	Capital reserve	Investment revaluation reserve	Foreign currency translation reserve	Capital redemption reserve	Accumulated losses	Total
		股本	股份溢價	資本儲備	投資重估儲備	外幣換算儲備	資本贖回儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2020 (audited)	於二零二零年四月一日 (經審核)	23,663	1,327,917	12,131	(155,460)	3,234	1,190	(1,183,353)	29,322
Total comprehensive loss for the period (unaudited)	本期間全面虧損總額 (未經審核)	-	-	-	-	21	-	(6,103)	(6,082)
Forfeited of share options (unaudited)	沒收購股權(未經審核)	-	-	(159)	-	-	-	159	-
At 30 September 2020 (unaudited)	於二零二零年九月三十日 (未經審核)	<u>23,663</u>	<u>1,327,917</u>	<u>11,972</u>	<u>(155,460)</u>	<u>3,255</u>	<u>1,190</u>	<u>(1,189,297)</u>	<u>23,240</u>
At 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	<u>27,962</u>	<u>1,352,127</u>	<u>3,886</u>	<u>(155,460)</u>	<u>3,293</u>	<u>1,190</u>	<u>(1,185,652)</u>	<u>47,346</u>
Total comprehensive income for the period (unaudited)	本期間全面收益總額 (未經審核)	-	-	-	-	284	-	4,436	4,720
Capital reorganisation (unaudited)	股本重組(未經審核)	<u>(26,564)</u>	<u>26,564</u>	-	-	-	-	-	-
At 30 September 2021 (unaudited)	於二零二一年九月三十日 (未經審核)	<u>1,398</u>	<u>1,378,691</u>	<u>3,886</u>	<u>(155,460)</u>	<u>3,577</u>	<u>1,190</u>	<u>(1,181,216)</u>	<u>52,066</u>

Notes:

附註：

(a) The capital reserve comprises (i) the fair value of the number of unexercised share options granted to directors, employees and consultant of the Company and (ii) deemed capital contribution arising from non-current interest-free shareholder's loan.

(a) 資本儲備包括(i)授予本公司董事、僱員及顧問之未行使購股權數目之公平值及(ii)因非即期免息股東貸款而產生之視作注資。

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Net cash used in operating activities</b>	經營業務耗用之現金淨額	<b>(1,206)</b>	(2,086)
<b>Cash flows from investing activities</b>	投資活動所得之現金流量		
Purchase of property, plant and equipment	購買物業、機器及設備	(207)	(2,090)
Net cash outflow from disposal of subsidiaries	出售附屬公司之現金流出淨額	(53)	—
Interest received	已收利息	9	2
<b>Net cash used in investing activities</b>	投資活動耗用之現金淨額	<b>(251)</b>	(2,088)
<b>Cash flows from financing activities</b>	融資活動所得之現金流量		
Interest paid	已付利息	(915)	(321)
Director's loan raised	所籌集之董事貸款	—	4,219
Other loans raised	所籌集之其他貸款	24,218	2,319
Repayment of other loans	償還其他貸款	(22,390)	—
Repayment of lease liabilities	償還租賃負債	(333)	(63)
<b>Net cash generated from financing activities</b>	融資活動產生之現金淨額	<b>580</b>	6,154
<b>Net (decrease)/increase in cash and cash equivalents</b>	現金及現金等值項目(減少)/增加淨額	<b>(877)</b>	1,980
Cash and cash equivalents at beginning of period	於期初之現金及現金等值項目	32,304	1,629
Effect of changes in foreign exchange rate	外匯匯率變動之影響	42	32
<b>Cash and cash equivalents at end of period, represented by</b>	於期末之現金及現金等值項目，以下列項目代表		
Bank and cash balances	銀行及現金結餘	<b>31,469</b>	3,641



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 1. GENERAL INFORMATION

Success Dragon International Holdings Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability under the Bermuda Companies Act. The address of the registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The address of the principal place of business of the Company is Room 903, 9/F., Tower A, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activity of the Company is investment holding and the principal activities of the Company and its subsidiaries (the “Group”) are provision of outsourced business process management for electronic gaming machines in Macau, provision of money lending services in Hong Kong and gold-laden carbon processing and trading business in the People’s Republic of China (the “PRC”).

### 2. BASIS OF PREPARATION

These condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

These condensed consolidated financial statements should be read in conjunction with the 2021 annual financial statements. The accounting policies and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the annual financial statements for the year ended 31 March 2021.

### 1. 一般資料

勝龍國際控股有限公司(「本公司」)為根據百慕達公司法於百慕達註冊成立之獲豁免有限公司。本公司註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司主要營業地點為香港九龍尖沙咀東科學館道14號新文華中心A座9樓903室。本公司股份於香港聯合交易所有限公司(「聯交所」)上市。

本公司之主要業務為投資控股，而本公司及其附屬公司(「本集團」)之主要業務為於澳門提供電子博彩設備外判業務流程管理服務、於香港提供放債服務及於中華人民共和國(「中國」)從事載金碳加工及貿易業務。

### 2. 編製基準

該等簡明綜合財務報表乃根據由香港會計師公會(「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」及聯交所證券上市規則之適用披露規定編製。

該等簡明綜合財務報表應與二零二一年年度財務報表一併閱讀。編製該等簡明綜合財務報表所用之會計政策及計算方法與截至二零二一年三月三十一日止年度之年度財務報表所用者一致。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2021. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current period and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

### 4. SEGMENT INFORMATION

For management purpose, the Group’s operating segments and their principal activities are as follows:

Outsourced business process management	—	Provision of services on management of electronic gaming equipment in Macau
Money lending services	—	Provision of money lending services in Hong Kong
Gold-laden carbon processing and trading business	—	Provision of gold-laden carbon processing and the sale and trading of gold and other precious metals in the PRC

The Group’s reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

Information regarding the above segment is reported below.

### 3. 採納新訂及經修訂之香港財務報告準則

於本期間，本集團採納由香港會計師公會頒佈與其業務有關並自二零二一年四月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋。採納該等新訂及經修訂香港財務報告準則並未對本集團於本期間及過往年度之會計政策、本集團財務報表之呈列方式以及所呈報之數額造成重大變動。

本集團並未應用已頒佈但未生效之新訂香港財務報告準則。本集團已開始評估該等新訂香港財務報告準則之影響，惟尚無法確定該等新訂香港財務報告準則是否將會對其經營業績及財務狀況造成重大影響。

### 4. 分部資料

就管理目的而言，本集團之經營分部及其主要活動如下：

外判業務流程管理	—	於澳門提供電子博彩設備管理服務
放債服務	—	於香港提供放債服務
載金碳加工及貿易業務	—	於中國提供載金碳加工以及銷售及買賣黃金及其他貴金屬

本集團之可呈報分部乃提供不同產品及服務之策略業務單位，並因各項業務要求不同技術及市場推廣策略而單獨管理。

有關上述分部之資料呈報如下。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 4. SEGMENT INFORMATION (Continued)

#### (a) Segment revenue and results

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

### 4. 分部資料(續)

#### (a) 分部收益及業績

下表為按可呈報分部之本集團收益及業績分析：

		For the six months ended 30 September 截至九月三十日止六個月							
		Outsourced business process management 外判業務流程管理		Money lending services 放債服務		Gold-laden carbon processing and trading business 載金碳加工及貿易業務		Total 總計	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
REVENUE:	收益：								
Revenue from external customers	來自外部客戶之收益	19,099	17,775	3,792	3,139	85,468	29,559	108,359	50,473
Segment (loss)/profit	分部(虧損)/溢利	(1,693)	(4,874)	2,162	1,428	9,469	243	9,938	(3,203)
Interest income	利息收入							9	2
Unallocated income	未分配收入							1,098	196
Unallocated corporate expenses	未分配企業開支							(3,118)	(1,194)
Share of profit/(loss) of an associate	應佔一間聯營公司溢利/(虧損)							643	(718)
Finance costs	融資成本							(1,460)	(1,186)
Profit/(loss) before tax	除稅前溢利/(虧損)							7,110	(6,103)

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment (loss)/profit represents the (loss)/profit of each segment without allocation of interest income, unallocated income and expenses, finance costs and share of profit/(loss) of an associate. This is the measure reported to the chief operating decision maker of the Group for the purposes of resource allocation and assessment of segment performance.

可呈報分部會計政策與本集團會計政策一致。分部(虧損)/溢利為每個分部之(虧損)/溢利，惟利息收入、未分配收入與開支、融資成本及應佔一間聯營公司溢利/(虧損)不予分配。此乃向本集團主要營運決策者所報告之方式，以分配資源及評估分部表現。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 4. SEGMENT INFORMATION (Continued)

### 4. 分部資料(續)

#### (b) Segment assets and liabilities

#### (b) 分部資產及負債

		At 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Segment assets</b>	<b>分部資產</b>		
Outsourced business process management	外判業務流程管理	4,393	4,421
Money lending services	放債服務	42,580	49,061
Gold-laden carbon processing and trading business	載金碳加工及貿易業務	59,230	11,803
<b>Total segment assets</b>	<b>分部資產總值</b>	<b>106,203</b>	65,285
Bank and cash balances	銀行及現金結餘	31,469	32,304
Investment in an associate	於一間聯營公司的投資	4,596	3,953
Other unallocated assets	其他未分配資產	1,912	2,779
<b>Total assets</b>	<b>資產總值</b>	<b>144,180</b>	104,321
<b>Segment liabilities</b>	<b>分部負債</b>		
Outsourced business process management	外判業務流程管理	5,579	9,385
Money lending services	放債服務	342	1,235
Gold-laden carbon processing and trading business	載金碳加工及貿易業務	49,805	8,500
<b>Total segment liabilities</b>	<b>分部負債總額</b>	<b>55,726</b>	19,120
Other loans	其他貸款	29,584	27,135
Other unallocated liabilities	其他未分配負債	6,804	10,720
<b>Total liabilities</b>	<b>負債總額</b>	<b>92,114</b>	56,975

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments other than bank and cash balances, investment in an associate, and other unallocated assets; and
- all liabilities are allocated to reportable segments other than other loans and other unallocated liabilities.

就監察分部表現及分部間資源分配而言：

- 除銀行及現金結餘、於一間聯營公司的投資以及其他未分配資產外，所有資產分配至可呈報分部；及
- 除其他貸款及其他未分配負債外，所有負債分配至可呈報分部。

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## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 4. SEGMENT INFORMATION (Continued)

#### (c) Geographical information

The Group's operations are located in Hong Kong, Macau and the PRC.

The Group's revenue from external customers by geographical location is detailed below:

#### Revenue by geographical market

Hong Kong	香港
Macau	澳門
The PRC	中國

Information about revenue from the Group's customer individually contributing over 10% of total revenue of the Group is as follows:

Customer A — Gold-laden carbon processing and trading business segment	客戶A — 載金碳加工及貿易業務分部
Customer B <sup>#</sup> — Gold-laden carbon processing and trading business segment	客戶B <sup>#</sup> — 載金碳加工及貿易業務分部

<sup>#</sup> Customer B did not contribute over 10% of the Group's revenue for the six months ended 30 September 2020.

### 4. 分部資料(續)

#### (c) 地區資料

本集團的營運地點位於香港、澳門及中國。

本集團按地理位置劃分之來自外部客戶之收益詳列如下：

#### 按地區市場劃分之收益

#### Six months ended 30 September 截至九月三十日止六個月

2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
3,792	3,139
19,099	17,775
85,468	29,559
<b>108,359</b>	<b>50,473</b>

有關佔本集團總收益的10%以上的來自本集團客戶之收益之資料如下：

#### Six months ended 30 September 截至九月三十日止六個月

2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
23,870	29,559
58,679	—

<sup>#</sup> 截至二零二零年九月三十日止六個月客戶B並無貢獻本集團收益的10%以上。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 5. REVENUE AND OTHER GAIN OR LOSS, NET

Revenue represents amounts received and receivable for services provided and goods sold by the Group to outside customers, less discounts and sales related taxes.

An analysis of the Group's revenue and other gain or loss, net for the periods are as follows:

### 5. 收益及其他盈虧淨額

收益指本集團已提供及售予外部客戶之服務及貨品之已收及應收款項，扣除折扣及銷售相關稅項。

本集團之本期間收益及其他盈虧淨額分析如下：

		<b>Six months ended 30 September</b> 截至九月三十日止六個月	
		<b>2021</b> 二零二一年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Revenue from contracts with customers</b>	<b>客戶合約收益</b>		
Provision of services on management of electronic gaming equipment in Macau	於澳門提供電子博彩設備管理服務	<b>19,099</b>	17,775
Provision of gold-laden carbon processing and trading business	提供載金碳加工及貿易業務	<b>85,468</b>	29,559
		<b>104,567</b>	47,334
<b>Revenue from other source</b>	<b>其他收益來源</b>		
Provision of money lending services in Hong Kong	於香港提供放債服務	<b>3,792</b>	3,139
		<b>108,359</b>	50,473

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 5. REVENUE AND OTHER GAIN OR LOSS, NET (Continued)

Disaggregation of revenue from contracts with customers:

### 5. 收益及其他盈虧淨額(續)

客戶合約收益的細分：

		<b>Outsourced business process management</b>	<b>Gold-laden carbon processing and trading business</b>	<b>Total</b>
		外判業務 流程管理 HK\$'000 千港元 (Unaudited) (未經審核)	載金碳加工及 貿易業務 HK\$'000 千港元 (Unaudited) (未經審核)	總計 HK\$'000 千港元 (Unaudited) (未經審核)
Six months ended 30 September 2021:	截至二零二一年 九月三十日止六個月：			
Time of revenue recognition	收益確認時間			
— At a point of time	— 於某一時間點	—	<b>85,468</b>	<b>85,468</b>
— Overtime	— 隨時間	<b>19,099</b>	—	<b>19,099</b>
		<b>19,099</b>	<b>85,468</b>	<b>104,567</b>
Six months ended 30 September 2020:	截至二零二零年 九月三十日止六個月：			
Time of revenue recognition	收益確認時間			
— At a point of time	— 於某一時間點	—	29,559	29,559
— Overtime	— 隨時間	17,775	—	17,775
		17,775	29,559	47,334

#### Provision of services on management of electronic gaming equipment in Macau

The Group provides electronic gaming equipment management services to the customers. Electronic gaming equipment management services income is recognised when the electronic gaming equipment management services are rendered and there is no unfulfilled obligation that could affect the customer's acceptance of the service.

#### 於澳門提供電子博彩設備管理服務

本集團向客戶提供電子博彩設備管理服務。電子博彩設備管理服務收入於提供電子博彩設備管理服務時以及並無可能會影響客戶接受服務的未履行責任時確認。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 5. REVENUE AND OTHER GAIN OR LOSS, NET (Continued)

#### Provision of gold-laden carbon processing and trading business

The Group process gold-laden carbon and sales and trading of gold and other precious metals to the customers. Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. Deposits received from customers are recognised as contract liabilities.

### 5. 收益及其他盈虧淨額 (續)

#### 提供載金碳加工及貿易業務

本集團向客戶提供載金碳加工及銷售及買賣黃金及其他貴金屬。銷售於產品之控制權轉讓予客戶(即產品交付予客戶時並無可能會影響客戶接受產品的未履行責任及客戶獲得產品之法定所有權)時確認。

應收款項於產品交付予客戶時確認，因該刻時間為僅因付款到期前所需的時間過去而代價成為無條件。自客戶收取之按金確認為合約負債。

#### Six months ended 30 September 截至九月三十日止六個月

	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Other gain or loss, net:</b>		
Interest income on bank deposits	9	2
Waiver gain of accrued expense	972	—
Gain on disposal of subsidiaries	126	—
Government grant	—	81
Gain on termination of leases (Note)	—	8
Sundry income	—	107
	<b>1,107</b>	<b>198</b>

Note:

For the six months ended 30 September 2020, the Group had terminated leases and in result, gain on termination of leases of approximately HK\$8,000 had been recognised and the right-of-use assets with carrying amount of approximately HK\$163,000 and the lease liabilities with carrying amount of approximately HK\$171,000 had been disposed.

附註：

截至二零二零年九月三十日止六個月，本集團已終止租賃，故此終止租賃之收益約8,000港元已獲確認，賬面值約163,000港元之使用權資產及賬面值約171,000港元之租賃負債經已出售。

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## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 6. FINANCE COSTS

### 6. 融資成本

		Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Leases interests	租賃利息	53	2
Interest on other loans	其他貸款之利息	1,407	1,029
Imputed interest on other loans	其他貸款之名義利息	—	155
		<b>1,460</b>	<b>1,186</b>

### 7. DISPOSAL OF SUBSIDIARIES

### 7. 出售附屬公司

By the end of June 2021, the Group had entered into disposal agreement with different independent third parties, in which the Group disposed the entire equity interest of ezBlock Financial Technology Company Limited, 港龍金融服務(深圳)有限公司 and 易塊商業保理(深圳)有限公司 (collectively referred as to the “ezBlock Financial Group”), ezBlock Capital International Holdings Limited (“ezBlock Capital”), Kingbox Manufactory Limited (“Kingbox”), ezBlock International Holdings Limited (“ezBlock International”), ezBlock Finance (HK) Limited (“ezBlock Finance (HK)”) and ezBlock Finance (China) Limited (“ezBlock Finance (China)”), the wholly-owned subsidiaries of the Group (collectively referred as to the “Disposal Group”), at cash consideration of HK\$6 in aggregate. The disposal of Disposal Group were completed in June 2021.

ezBlock Financial Group was principally engaged in providing information technology services. ezBlock Capital, Kingbox and ezBlock International were principally engaged in investment holding. ezBlock Finance (HK) and ezBlock Finance (China) were inactive.

截至二零二一年六月底，本集團與不同獨立第三方訂立出售協議，據此本集團出售本集團的全資附屬公司易塊金融科技有限公司、港龍金融服務(深圳)有限公司及易塊商業保理(深圳)有限公司(統稱「易塊金融集團」、易塊資本國際控股有限公司(「易塊資本」、金盒製品廠有限公司(「金盒」、易塊國際控股有限公司(「易塊國際」、易塊財務(香港)有限公司(「易塊財務(香港)」)及易塊財務(中國)有限公司(「易塊財務(中國)」)(統稱「出售集團」)的全部股權，現金代價合共為6港元。出售集團的出售事項已於二零二一年六月完成。

易塊金融集團主要從事提供資訊科技服務。易塊資本、金盒及易塊國際主要從事投資控股。易塊財務(香港)及易塊財務(中國)暫無業務。

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## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 7. DISPOSAL OF SUBSIDIARIES (Continued)

### 7. 出售附屬公司(續)

The assets and liabilities of the Disposal Group at the date of disposal were as follows:

出售集團於出售日期的資產及負債如下：

		<b>Disposal Group 出售集團 HK\$'000 千港元</b>
Goodwill	商譽	24
Trade receivables	貿易應收款項	28
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	12
Bank and cash balances	銀行及現金結餘	53
Other payables and accruals	其他應付款項及應計費用	(503)
Net liabilities disposal of	已出售之負債淨額	(386)
Release of foreign currency translation reserve	解除外幣換算儲備	260
Gain on disposal of subsidiaries	出售附屬公司之收益	126
Total consideration — satisfied by cash*	代價總額 — 以現金支付*	<u>—</u>
Net cash outflow arising on disposal:	因出售產生之現金流出淨額：	
Cash consideration received*	已收現金代價*	—
Cash and cash equivalents disposed of	已出售之現金及現金等值項目	(53)
		<u>(53)</u>

\* The cash consideration represents amount less than HK\$1,000.

\* 現金代價為少於1,000港元的金額。

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## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 8. INCOME TAX EXPENSE

### 8. 所得稅開支

		Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Hong Kong Profits Tax — current	香港利得稅 — 即期	56	—
PRC Enterprise Income Tax — current	中國企業所得稅 — 即期	2,618	—
		<b>2,674</b>	—

Hong Kong Profits Tax has been calculated at a rate of 16.5% on the estimated assessable profit for the six months ended 30 September 2021. No provision for Hong Kong Profits Tax is required since the Group has no assessable profit for the six months ended 30 September 2020.

香港利得稅乃就截至二零二一年九月三十日止六個月的估計應課稅溢利按16.5%之稅率計算。由於本集團於截至二零二零年九月三十日止六個月並無任何應課稅溢利，故毋須計提香港利得稅撥備。

Macau Complementary Tax is calculated at a progressive rate from 9% to 12% on the estimated assessable profit for the period. No provision for Macau Complementary Tax is required as the Company's subsidiary in Macau incurred tax losses for the period.

澳門所得補充稅按本期間之估計應課稅溢利以累進稅率9%至12%計算。由於本公司之澳門附屬公司於本期間產生稅項虧損，故毋須計提澳門所得補充稅撥備。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of subsidiaries of the Company in the PRC was 25% in both period.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，本公司位於中國之附屬公司之稅率於兩個期間為25%。

### 9. PROFIT/(LOSS) FOR THE PERIOD

### 9. 本期間溢利／(虧損)

The Group's profit/(loss) for the period is stated after charging:

本集團之本期間溢利／(虧損)經扣除下列各項後呈列：

		Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、機器及設備折舊	870	1,736
Depreciation of right-of-use assets	使用權資產折舊	352	59
Directors' remuneration	董事薪酬	1,142	629
Staff costs (including directors' remuneration):	員工成本(包括董事薪酬)：		
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物福利	6,144	4,260
Retirement benefits scheme contributions	退休計劃供款	463	108
Total staff costs	員工成本總額	<b>6,607</b>	<b>4,368</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

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### 10. DIVIDEND

The directors of the Company (the "Directors") do not recommend the payment of any dividend for the six months ended 30 September 2021 and 2020.

### 11. EARNINGS/(LOSS) PER SHARE

#### (a) Basic earnings/(loss) per share

The calculation of basic earnings (for the six months ended 30 September 2020: loss) per share attributable to owners of the Company is based on the profit of approximately HK\$4,436,000 (for the six months ended 30 September 2020: loss of approximately HK\$6,103,000) for the period attributable to owners of the Company and the weighted average number of approximately 139,808,000 (for the six months ended 30 September 2020: approximately 118,314,000 (restated)) ordinary shares in issue during the six months ended 30 September 2021.

#### (b) Diluted earnings/(loss) per share

No diluted earnings/(loss) per share is presented for the six months ended 30 September 2021 and 2020 as the exercise of the Company's outstanding share options was anti-dilutive.

### 12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2021, the Group acquired property, plant and equipment of approximately HK\$306,000 (six months ended 30 September 2020: HK\$2,090,000).

### 10. 股息

本公司董事(「董事」)不建議派付截至二零二一年及二零二零年九月三十日止六個月之任何股息。

### 11. 每股盈利／(虧損)

#### (a) 每股基本盈利／(虧損)

本公司擁有人應佔每股基本盈利(截至二零二零年九月三十日止六個月：虧損)之計算乃基於本公司擁有人應佔本期間溢利約4,436,000港元(截至二零二零年九月三十日止六個月：虧損約6,103,000港元)及於截至二零二一年九月三十日止六個月已發行約139,808,000股(截至二零二零年九月三十日止六個月：約118,314,000(經重列)股)普通股之加權平均數。

#### (b) 每股攤薄盈利／(虧損)

概無呈列截至二零二一年及二零二零年九月三十日止六個月之每股攤薄盈利／(虧損)，此乃由於本公司尚未行使購股權之行使具有反攤薄作用。

### 12. 物業、機器及設備

於截至二零二一年九月三十日止六個月，本集團購買物業、機器及設備約306,000港元(截至二零二零年九月三十日止六個月：2,090,000港元)。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 13. TRADE RECEIVABLES

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 30 to 90 days. Each customer has a maximum credit limit. For new customers, payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the Directors.

The aging analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

		<b>30 September 2021</b> 二零二一年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	30日內	—	2,828
91–180 days	91至180日	<b>17</b>	—
		<b>17</b>	2,828

### 14. LOAN RECEIVABLES

The fixed-rate loans receivables of approximately HK\$39,664,000 (31 March 2021: HK\$46,373,000) under the Group's money lending services operation as at 30 September 2021 represent loan advanced to 13 (31 March 2021: 13) independent third parties. The interest rates for the loan receivables were ranging from 12% to 18% (31 March 2021: 12% to 18%) per annum.

### 13. 貿易應收款項

本集團與客戶之貿易條款以信貸為主。信貸期一般介乎30日至90日。每名客戶均有最高信貸限額。新客戶一般會被要求預先付款。本集團致力維持嚴格控制其尚未收回之應收款項。董事對逾期結餘進行定期檢討。

貿易應收款項扣除撥備後根據發票日期之賬齡分析如下：

### 14. 應收貸款

		<b>30 September 2021</b> 二零二一年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Loan receivables	應收貸款	<b>39,664</b>	46,373

於二零二一年九月三十日，本集團放債服務業務項下固定利率應收貸款約39,664,000港元（二零二一年三月三十一日：46,373,000港元）指向13名（二零二一年三月三十一日：13名）獨立第三方授出的貸款。應收貸款的年利率介乎12厘至18厘（二零二一年三月三十一日：12厘至18厘）。

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## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 15. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

### 15. 其他應收款項、按金及預付款項

		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Prepayments for gold-laden carbon processing and trading business segment (Note (i))	載金碳加工及貿易業務分部之預付款項(附註(i))	46,201	—
Deposits and prepayments	按金及預付款項	5,887	1,939
Deposits paid for acquisition of property, plant and equipment	收購物業、機器及設備之已付按金	3,810	3,540
		<b>55,898</b>	5,479
Less: Loss allowances	減：虧損撥備	<b>(1,468)</b>	(1,468)
		<b>54,430</b>	4,011
Other receivables	其他應收款項	3,922	4,204
Less: Loss allowances	減：虧損撥備	<b>(3,000)</b>	(3,000)
		<b>922</b>	1,204
		<b>55,352</b>	5,215

Note:

- (i) Subsequent to 30 September 2021, the amount of prepayments and contract liabilities in relation to gold-laden carbon processing and trading business segment had been utilised of approximately 94% and 84% respectively.
- (ii) As at 30 September 2021 and 31 March 2021, included in the loss allowances of other receivables, deposits and prepayments were individually impaired other receivables and deposits with an aggregate balance of approximately HK\$4,468,000 which were due to long outstanding and/or default of payment. The Group does not hold any collateral over these balances. Impaired amounts were directly written off against deposits and receivables when there was no expectation of recovering any amount.

附註：

- (i) 於二零二一年九月三十日後，與載金碳加工及貿易業務分部有關之預付款項及合約負債金額中分別約94%及84%已獲使用。
- (ii) 於二零二一年九月三十日及二零二一年三月三十一日，計入其他應收款項、按金及預付款項之虧損撥備包括總結餘約為4,468,000港元之個別減值其他應收款項及按金(原因為長期未收回及/或拖欠付款)。本集團並無就該等結餘持有任何抵押品。當預期不可收回任何款項時，則減值款項直接於按金及應收款項撇銷。



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## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 16. TRADE PAYABLES

The aging analysis of the trade payables as at the end of reporting period, based on the invoice date, is as follows:

		<b>30 September 2021</b> 二零二一年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
0-90 days	0至90日	<b>310</b>	6,552
91-180 days	91至180日	<b>778</b>	1,210
		<b>1,088</b>	7,762

### 16. 貿易應付款項

根據發票日期計算，貿易應付款項於報告期末之賬齡分析如下：

### 17. AMOUNT DUE TO A DIRECTOR

The amount due is unsecured, non-interest bearing and repayable on demand.

### 18. OTHER LOANS

### 17. 應付一名董事款項

有關應付款項為無抵押、免息及須按要求償還。

### 18. 其他貸款

		<b>30 September 2021</b> 二零二一年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Other Loan A	其他貸款A	<b>10,816</b>	15,193
Other Loan B	其他貸款B	<b>9,604</b>	9,449
Other Loan C	其他貸款C	<b>2,579</b>	2,493
Other Loan D	其他貸款D	<b>6,585</b>	—
		<b>29,584</b>	27,135

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For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 18. OTHER LOANS (Continued)

#### (a) Other Loan A

On 4 August 2021, the Company entered into a supplemental agreement with an independent third party (the "Other Loan A"). Pursuant to the supplemental loan agreement, the principal amount of the loan is HK\$13,550,000 with fixed interest rate of 14.5% per annum. During the six months ended 30 September 2021, principal amount of HK\$4,500,000 was repaid. As at 30 September 2021, the remaining principal of HK\$4,500,000 and HK\$4,550,000, with a total of HK\$9,050,000, are repayable on 31 December 2021 and 31 March 2022 respectively.

#### (b) Other Loan B

During the year ended 31 March 2020, the Company entered into an unsecured loan agreement with an independent third party (the "Other Loan B"). Pursuant to the loan agreement, the principal amount of the loan is HK\$8,865,000 with fixed interest rate of 3.5% per annum and repayable on 13 May 2020. On 13 May 2020, the loan is extended and repayable on 13 May 2021. The loan extension is still under negotiation.

#### (c) Other Loan C

During the year ended 31 March 2021, the Company entered into an unsecured loan agreement with an independent third party (the "Other Loan C"). Pursuant to the loan agreement, the principal amount of the loan is RMB2,000,000 with fixed interest rate of 5% per annum and repayable on 11 May 2030.

#### (d) Other Loan D

During the six months ended 30 September 2021, the Company entered into an unsecured loan agreement with an independent third party (the "Other Loan D"). Pursuant to the loan agreement, the principal amount of the loan is approximately US\$3,120,000 with fixed interest rate of 3% per annum and repayable on 27 April 2022. During the six months ended 30 September 2021, principal amount of approximately US\$2,301,000 was repaid. The remaining principal of approximately US\$406,000 and US\$413,000, with a total of US\$819,000, are repayable on 13 May 2022 and 19 May 2022 respectively.

### 18. 其他貸款(續)

#### (a) 其他貸款A

於二零二一年八月四日，本公司與一名獨立第三方訂立補充協議（「其他貸款A」）。根據該補充貸款協議，貸款之本金額為13,550,000港元，固定年利率為14.5厘。截至二零二一年九月三十日止六個月，已償還本金額為4,500,000港元。於二零二一年九月三十日，剩餘本金額4,500,000港元及4,550,000港元（合共為9,050,000港元）分別須於二零二一年十二月三十一日及二零二二年三月三十一日償還。

#### (b) 其他貸款B

截至二零二零年三月三十一日止年度，本公司與一名獨立第三方訂立無抵押貸款協議（「其他貸款B」）。根據該貸款協議，貸款之本金額為8,865,000港元，固定年利率為3.5厘及須於二零二零年五月十三日償還。於二零二零年五月十三日，貸款之還款日期已予延長並須於二零二一年五月十三日償還。現正磋商以延長償還貸款。

#### (c) 其他貸款C

截至二零二一年三月三十一日止年度，本公司與一名獨立第三方訂立無抵押貸款協議（「其他貸款C」）。根據該貸款協議，貸款之本金額為人民幣2,000,000元，固定年利率為5厘及須於二零二零年五月十一日償還。

#### (d) 其他貸款D

截至二零二一年九月三十日止六個月，本公司與一名獨立第三方訂立無抵押貸款協議（「其他貸款D」）。根據該貸款協議，貸款之本金額約為3,120,000美元，固定年利率為3厘及須於二零二二年四月二十七日償還。截至二零二一年九月三十日止六個月，已償還本金額約為2,301,000美元。剩餘本金額約406,000美元及413,000美元（合共為819,000美元）分別須於二零二二年五月十三日及二零二二年五月十九日償還。

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## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 19. SHARE CAPITAL

### 19. 股本

		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Authorised:</b>	<b>法定：</b>		
30,000,000,000 (31 March 2021: 30,000,000,000) ordinary shares of HK\$0.01 each	30,000,000,000股(二零二一年 三月三十一日： 30,000,000,000股)每股面值 0.01港元之普通股	<b>300,000</b>	300,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
139,807,827 (31 March 2021: 2,796,156,547) ordinary shares of HK\$0.01 each	139,807,827股(二零二一年 三月三十一日： 2,796,156,547股)每股面值 0.01港元之普通股	<b>1,398</b>	27,962

Movement of the number of shares issued and the share capital during the current period is as follows:

本期間已發行股份數目及股本變動如下：

		Number of share issued 已發行股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
At 1 April 2020 (audited) and 30 September 2020 (unaudited)	於二零二零年四月一日(經審核) 及二零二零年九月三十日 (未經審核)	2,366,286	23,663
Issue of shares on placement (Note (i))	配售時發行股份(附註(i))	429,870	4,299
At 1 April 2021 (audited) Capital reorganisation (Note (ii))	於二零二一年四月一日(經審核) 股本重組(附註(ii))	<b>2,796,156</b> <b>(2,656,348)</b>	<b>27,962</b> <b>(26,564)</b>
At 30 September 2021 (unaudited)	於二零二一年九月三十日 (未經審核)	<b>139,808</b>	<b>1,398</b>

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## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 19. SHARE CAPITAL (Continued)

Note:

- (i) On 17 March 2021, the Company entered into a placing agreement and supplemental agreement, respectively, with a placing agent in respect of the placement of 473,257,309 ordinary shares of HK\$0.067 each to independent investors at a price of HK\$0.067 per share. The placement of 429,870,000 placing shares was completed on 31 March 2021, resulting in which approximately HK\$4,298,700 was credited to share capital and the remaining balance of approximately HK\$24,210,000 (net of issuing expenses of approximately HK\$293,000) was credited to share premium.
- (ii) Reference to the announcements of the Company dated 26 April 2021, 13 May 2021 and 7 June 2021, the Company proposed to implement the capital reorganisation ("Capital Reorganisation") which comprises of 1) the share consolidated of the shares of the Company on the basis of every twenty issued and unissued existing Share of par value HK\$0.01 each into one consolidated share of par value HK\$0.2 each; and 2) the capital reduction by the way of a reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.19 on each of the issued consolidated shares so that the nominal or par value of each issued consolidated share will be reduced from HK\$0.2 to HK\$0.01; and 3) the share subdivision of each of authorised but issued consolidated share of par value HK\$0.2 into twenty adjusted shares of par value HK\$0.01 each. Special general meeting of the Company had been held on 7 June 2021 and the Capital Reorganisation had been duly passed by way of poll. As all the conditions of the Capital Reorganisation have been fulfilled, the board of Directors (the "Board") announced that the proposed Capital Reorganisation became effective on 9 June 2021.

### 19. 股本(續)

附註：

- (i) 於二零二一年三月十七日，本公司與一名配售代理分別訂立配售協議及補充協議，內容有關按每股0.067港元之價格向獨立投資者配售473,257,309股每股面值0.067港元之普通股。配售429,870,000股配售股份一事已於二零二一年三月三十一日完成，導致其中約4,298,700港元計入股本，而餘額約24,210,000港元(扣除發行開支約293,000港元)計入股份溢價賬。
- (ii) 茲提述本公司日期為二零二一年四月二十六日、二零二一年五月十三日及二零二一年六月七日的公告，本公司建議實施股本重組(「股本重組」)，其中包括1)按每二十股每股面值0.01港元的已發行及未發行現有股份合併為一股每股面值0.2港元的合併股份之基準進行的本公司股份的股份合併；及2)透過註銷本公司繳足股本(以每股已發行合併股份0.19港元為限)削減本公司的已發行股本，致使每股已發行合併股份的名義金額或面值由0.2港元削減至0.01港元的股本削減；及3)將每股面值0.2港元的法定但未發行合併股份拆細為二十股每股面值0.01港元的經調整股份的股份拆細。本公司已於二零二一年六月七日舉行股東特別大會，及股本重組已以投票方式獲正式通過。由於股本重組所有條件經已達成，董事會(「董事會」)宣佈，建議股本重組已於二零二一年六月九日生效。

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## 簡明綜合財務報表附註

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### 20. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants include directors, full-time employees, senior executives and consultants of the Group. The Scheme has been adopted since 28 September 2012 and amended on 8 August 2014, and unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The table below discloses movement of the Company’s share options held by the eligible participants:

		Number of share options 購股權數目
<b>Outstanding as at 1 April 2020 (audited)</b>	於二零二零年四月一日尚未行使(經審核)	28,000,000
Forfeited during the period	期內沒收	<u>(300,000)</u>
<b>Outstanding as at 30 September 2020 (unaudited)</b>	於二零二零年九月三十日尚未行使(未經審核)	27,700,000
Forfeited during the period	期內沒收	<u>(27,700,000)</u>
<b>Outstanding as at 1 April 2021 (audited) and 30 September 2021 (unaudited)</b>	於二零二一年四月一日(經審核)及二零二一年九月三十日(未經審核)尚未行使	<u><u>—</u></u>

There were no share options granted or exercised during the six months ended 30 September 2021 and 2020.

### 21. CAPITAL COMMITMENTS

As at 30 September 2021 and 31 March 2021, no capital commitments were contracted for but not provided in respect of acquisition of property, plant and equipment in the Group.

### 20. 以權益支付之股份基礎給付交易

本公司設有一項購股權計劃(「計劃」)，以向對本集團業務之成功作出貢獻之合資格參與者提供獎勵及回報。合資格參與者包括本集團之董事、全職僱員、高級行政人員及顧問。計劃已自二零一二年九月二十八日起採納及於二零一四年八月八日作出修訂，除非另行註銷或修訂，否則將自該日起十年內維持有效。

下表披露合資格參與者所持本公司購股權之變動：

		Number of share options 購股權數目
<b>Outstanding as at 1 April 2020 (audited)</b>	於二零二零年四月一日尚未行使(經審核)	28,000,000
Forfeited during the period	期內沒收	<u>(300,000)</u>
<b>Outstanding as at 30 September 2020 (unaudited)</b>	於二零二零年九月三十日尚未行使(未經審核)	27,700,000
Forfeited during the period	期內沒收	<u>(27,700,000)</u>
<b>Outstanding as at 1 April 2021 (audited) and 30 September 2021 (unaudited)</b>	於二零二一年四月一日(經審核)及二零二一年九月三十日(未經審核)尚未行使	<u><u>—</u></u>

概無購股權於截至二零二一年及二零二零年九月三十日止六個月內獲授出或行使。

### 21. 資本承擔

於二零二一年九月三十日及二零二一年三月三十一日，本集團並無就收購物業、機器及設備已訂約但並無作出撥備之資本開支。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 22. RELATED PARTY TRANSACTIONS

#### (a) Transactions with related parties

There were no other related party transactions and balances except for those disclosed elsewhere in the condensed consolidated financial statements.

#### (b) Key management compensation

The remuneration of key management personnel (only the Directors) of the Group during the current period was as follow:

### 22. 關連人士交易

#### (a) 與關連人士之交易

除簡明綜合財務報表其他部分披露之關連人士交易及結餘外，本集團概無其他關連人士交易及結餘。

#### (b) 主要管理層薪酬

於本期間，本集團之主要管理人員（僅董事）之薪酬如下：

		<b>Six months ended 30 September</b>	
		<b>截至九月三十日止六個月</b>	
		<b>2021</b>	2020
		二零二一年	二零二零年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物福利	<b>1,142</b>	625
Retirement benefits scheme contributions	退休福利計劃供款	—	4
		<b>1,142</b>	629

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 23. LITIGATIONS

**(a) The Company against Mr. Cheng Chee Tock Theodore (deceased) (“Mr. Cheng”), Ms. Leonora Yung (“Ms. Yung”) and others**

For details, background and the development of this litigation in the prior years, please refer to previously issued annual report since 2010/2011 and interim report since 2011/2012.

There was no other development for this litigation during the reporting period.

**(b) The Company and Highsharp Investments Limited, as the Plaintiffs**

For details, background and the development of this litigation in the prior years, please refer to previously issued annual report since 2010/2011 and interim report since 2011/2012.

There was no other development for this litigation during the reporting period.

**(c) The Company and Ace Precise International Limited, as the Plaintiffs**

For details, background and the development of this litigation in the prior years, please refer to previously issued annual report since 2010/2011 and interim report since 2011/2012.

There was no other development for this litigation during the reporting period.

### 23. 訴訟

**(a) 本公司訴成之德先生(已身故)(「成先生」)、榮智豐女士(「榮女士」)及其他人士**

有關此項訴訟之詳情、背景資料及於過往年度之發展，請參閱自二零一零／二零一一年度以來刊發之年度報告及自二零一一／二零一二年度以來刊發之中期報告。

此項訴訟於報告期間並無其他發展。

**(b) 本公司與高銳投資有限公司(作為原告人)**

有關此項訴訟之詳情、背景資料及於過往年度之發展，請參閱自二零一零／二零一一年度以來刊發之年度報告及自二零一一／二零一二年度以來刊發之中期報告。

此項訴訟於報告期間並無其他發展。

**(c) 本公司與Ace Precise International Limited(作為原告人)**

有關此項訴訟之詳情、背景資料及於過往年度之發展，請參閱自二零一零／二零一一年度以來刊發之年度報告及自二零一一／二零一二年度以來刊發之中期報告。

此項訴訟於報告期間並無其他發展。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021 截至二零二一年九月三十日止六個月

### 23. LITIGATION (Continued)

#### (d) The Company together with former subsidiaries of the Company against Mr. Cheng

For details, background and the development of this litigation in the prior years, please refer to previously issued annual report since 2010/2011 and interim report since 2011/2012.

By the order of the Court on 31 July 2018, the Case Management Summons Hearing (“CMS Hearing”) on 1 August 2018 was vacated and adjourned to 30 January 2019.

By the order of the Court on 28 January 2019, the CMS Hearing on 30 January 2019 was vacated and adjourned to 10 May 2019.

By the order of Court on 9 May 2019, the CMS Hearing on 10 May 2019 was vacated and adjourned to 5 September 2019.

The CMS Hearing on 5 September 2019 was vacated and adjourned to 22 January 2020 during the year ended 31 March 2020.

There was no other development for this litigation during the current period.

### 24. EVENT AFTER THE REPORTING PERIOD

As at the approval date on these condensed consolidated financial statements, the Group had no significant event after the reporting period which need to be disclosed.

### 25. APPROVAL OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements were approved and authorised for issue by the Board on 26 November 2021.

### 23. 訴訟(續)

#### (d) 本公司連同其前附屬公司訴成先生

有關此項訴訟之詳情、背景資料及於過往年度之發展，請參閱自二零一零／二零一一年度以來刊發之年度報告及自二零一一／二零一二年度以來刊發之中期報告。

根據法庭於二零一八年七月三十一日作出之命令，二零一八年八月一日之案件管理傳票聆訊(「案件管理傳票聆訊」)取消並押後至二零一九年一月三十日。

根據法庭於二零一九年一月二十八日作出之命令，二零一九年一月三十日之案件管理傳票聆訊取消並押後至二零一九年五月十日。

根據法庭於二零一九年五月九日作出之命令，二零一九年五月十日之案件管理傳票聆訊取消並押後至二零一九年九月五日。

截至二零二零年三月三十一日止年度，二零一九年九月五日之案件管理傳票聆訊取消並押後至二零二零年一月二十二日。

此項訴訟於本期間並無其他發展。

### 24. 報告期後事項

於該等簡明綜合財務報表獲批准之日，本集團並無重大報告期後事項須予披露。

### 25. 批准簡明綜合財務報表

簡明綜合財務報表於二零二一年十一月二十六日獲董事會批准及授權刊發。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

#### Performance of the Group

During the six months ended 30 September 2021 (the “Period”), the Group was principally engaged in the gold-laden carbon processing and trading business, outsourced business process management and money lending services. The Group recorded revenue of approximately HK\$108.4 million during the Period compared with approximately HK\$50.5 million recorded for the six months ended 30 September 2020 (the “Last Period”), which was mainly contributed by the increment of revenue of gold-laden carbon processing and trading business and revenue of outsourced business process management.

#### Outsourced Business Process Management

During the Period, revenue generated from the Outsourced Business Process Management increased by approximately 7.4% from approximately HK\$17.8 million in the Last Period to approximately HK\$19.1 million in the Period. The increase was mainly attributable to the ease of control on precautionary measures against the spread of COVID-19 pandemic by the Macau government as less number of infected cases recorded and resumed economic activities in Macau which attract more business in this segment.

Under the tight cost control measures implemented by the Group in this Macau operations, the loss incurred from such business segment during the Period reduced by approximately HK\$3.2 million from approximately HK\$4.9 million in the Last Period to approximately HK\$1.7 million in the Period.

#### Money Lending Services

During the Period, revenue generated from money lending services was approximately HK\$3.8 million with the segment profit of approximately HK\$2.2 million (Last Period: revenue of approximately HK\$3.1 million, segment profit of approximately HK\$1.4 million).

### 業務回顧

#### 本集團表現

截至二零二一年九月三十日止六個月（「本期間」），本集團主要從事載金碳加工及貿易業務、外判業務流程管理及放債服務。本集團於本期間錄得收益約108.4百萬港元，而截至二零二零年九月三十日止六個月（「去年同期」）錄得約50.5百萬港元，主要由於載金碳加工及貿易業務之收益及外判業務流程管理之收益均有所增加。

#### 外判業務流程管理

於本期間，外判業務流程管理產生之收益由去年同期約17.8百萬港元增加約7.4%至本期間約19.1百萬港元。該增加乃主要歸因於澳門所錄得感染個案減少且澳門恢復經濟活動，澳門政府因而放寬就防止新冠疫情大流行病蔓延而設之預防措施，而此舉為該分部吸引更多業務。

憑藉本集團就該澳門業務實施之嚴格成本控制措施，於本期間該業務分部產生之虧損由去年同期約4.9百萬港元減少約3.2百萬港元至本期間之約1.7百萬港元。

#### 放債服務

於本期間，放債服務產生的收益約為3.8百萬港元，分部溢利約為2.2百萬港元（去年同期：收益約3.1百萬港元，分部溢利約1.4百萬港元）。

# Management Discussion and Analysis

## 管理層討論及分析

### Gold-laden Carbon Processing and Trading Business

During the Period, the Group has recorded approximately HK\$85.5 million revenue from gold-laden carbon processing and trading business with segment profit of approximately HK\$9.5 million (Last Period: revenue approximately HK\$29.6 million with segment profit approximately HK\$0.2 million). Apart from sale of the gold processed from the gold-laden carbon in this segment, the Group has also launched trading of gold and other precious metals during the Period which contributed approximately 3.4% or approximately HK\$2.9 million of the total revenue of the segment revenue. The significance of revenue from the gold-laden carbon processing and trading business to the Group's total revenue has increased as reflected by the increase in percentage contributed to the Group's total revenue from approximately 58.6% in the Last Period to approximately 78.9% in the current Period.

### FUTURE DEVELOPMENTS IN THE BUSINESS OF THE GROUP

Due to the expected inflation in long-term global economy environment as well as geopolitical uncertainties, the Group expected the gold price will remain stably high and will grow further in coming few years, the Group will continue to operate the gold-laden carbon processing and trading of gold and other precious metal business as its core business as which will enable the Group to provide a diversified income sources and increase shareholders' return in long-term.

During the Period, the Group has entered into new contracts to continue its outsourced business process management business in Macau with initial term from May 2021 to June 2022, with a conditional option to renew further. The Group will strive to continue the operation of the outsourced business process management business under a conservative approach due to the uncertainties of further infection of the COVID-19 pandemic and Macau gaming market. For the sake of maximizing shareholders' return, the Board will perform thorough assessment on the future development of the segment upon the expiration of the initial term in June 2022 with reference to the Macau gaming market condition as well as the Group's other segments performance. For details of the continued operations of the outsourced business process, please refer to the Company's announcement dated 17 September 2021.

### 載金碳加工及貿易業務

於本期間，本集團錄得載金碳加工及貿易業務收益約85.5百萬港元，分部溢利約9.5百萬港元（去年同期：收益約29.6百萬港元，而分部溢利約0.2百萬港元）。除在該分部銷售載金碳加工之黃金外，本集團於本期間亦展開黃金及其他貴金屬貿易，為分部總收益貢獻約3.4%或約2.9百萬港元。來自載金碳加工及貿易業務之收益佔本集團總收益之百分比從去年同期約58.6%增加至本期間約78.9%，反映該業務對本集團總收益之重要性有所提高。

### 本集團業務之未來發展

鑑於長遠全球經濟環境之預期通脹以及地緣政治之不確定性，本集團預期未來數年之金價將維持在穩定高位並進一步上漲，本集團將繼續經營黃金及其他貴金屬業務之載金碳加工及貿易為其核心業務，為本集團提供多元化收入來源及增加股東之長期回報。

於本期間，本集團已訂立新合約以繼續其在澳門之外判業務流程管理業務，初步年期為自二零二一年五月至二零二二年六月止，並附帶有條件選擇權進一步續約。由於新冠疫情大流行之持續感染情況及澳門博彩業市場之不確定性，本集團將繼續採取審慎方針，致力經營外判業務流程管理業務。為最大化股東回報，董事會將於二零二二年六月初步年期屆滿後，參考澳門博彩業市場狀況及本集團其他分部表現，對該分部之未來發展進行全面評估。有關外判業務流程之持續經營詳情，請參閱本公司日期為二零二一年九月十七日之公告。

# Management Discussion and Analysis

## 管理層討論及分析

Save as aforesaid, as at the date of this report, the Group had no other plans for material investments or acquisition of capital assets. However, the Group will continue to identify new opportunities for business development. In the event that any definitive agreement of capital assets, further announcement(s) will be made if and when required or as appropriate in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

### FINANCIAL REVIEW

During the Period, the revenue derived from the gold-laden carbon processing and trading business and trading of gold and other precious metal was approximately HK\$85.5 million which contributed approximately 78.9% of the Group's total revenue, representing an increase of approximately HK\$55.9 million or 189.1% (Last Period: HK\$29.6 million). The increment was mainly due to i) increased revenue from gold-laden carbon processing of approximately HK\$53.0 million as the Group has improved its production efficiency and able to supply larger quantity of gold to its customers after gaining more production experience compared to the condition in Last Period; and ii) increase in trading of gold and other precious metal of approximately HK\$2.9 million during the Period.

The outsourced business process management business contributed approximately 17.6% (Last Period: approximately 35.2%) of the Group's total revenue. The revenue derived from this segment was approximately HK\$19.1 million, representing an increase of approximately HK\$1.3 million or 7.4% (Last Period: approximately HK\$17.8 million). The increment was mainly due to the ease of control on precautionary measures against the spread of COVID-19 pandemic by the Macau government as less number of infected cases recorded which attract more business in this segment.

The revenue derived from money lending services was approximately HK\$3.8 million (Last Period: HK\$3.1 million).

除上文所述者外，於本報告日期，本集團並無任何其他重大投資或收購資本資產之計劃。然而，本集團將繼續物色新的業務發展機會。如有任何有關資本資產之確實協議，本集團將於需要或適當時根據香港聯合交易所有限公司證券上市規則（「上市規則」）作出進一步公告。

### 財務回顧

於本期間，載金碳加工及貿易業務以及黃金及其他貴金屬貿易產生收益約85.5百萬港元，為本集團總收益貢獻約78.9%，增加約55.9百萬港元或189.1%（去年同期：29.6百萬港元）。該增加主要由於i)載金碳加工收益增加約53.0百萬港元，原因為與去年同期相比，本集團已改善其黃金生產效率，且在獲得更多生產經驗後能增加黃金供應給客戶；及ii)於本期間黃金及其他貴金屬貿易增加約2.9百萬港元。

外判業務流程管理業務佔本集團總收益約17.6%（去年同期：約35.2%）。該分部產生之收益約為19.1百萬港元，增加約1.3百萬港元或7.4%（去年同期：約17.8百萬港元）。該增加乃主要由於澳門所錄得感染個案減少，澳門政府因而放寬就防止新冠疫情大流行病蔓延而設之預防措施，而此舉為該分部吸引更多業務。

來自放債服務之收益約為3.8百萬港元（去年同期：3.1百萬港元）。

# Management Discussion and Analysis

## 管理層討論及分析

The Group recorded a profit attributable to owners of the Company of approximately HK\$4.4 million during the Period (Last Period: loss attributable to owners of the Company of approximately HK\$6.1 million). The turnaround of the net result of the Group during the Period was mainly caused by the net effect of the following factors:

- i) the increase in total revenue of approximately HK\$57.9 million during the Period as explained above;
- ii) the increase in gross profit of approximately HK\$12.6 million during the Period which is in line with the increase in revenue during the Period;
- iii) the increase in administrative expenses of approximately HK\$2.0 million which mainly due to increase in professional fee of approximately HK\$1.0 million and staff cost of approximately HK\$1.4 million which were partly offset by decrease of miscellaneous expenses of approximately HK\$0.4 million;
- iv) the increase in income tax expense of approximately HK\$2.7 million.

### Other receivables, deposits and prepayments

Out of the total other receivables, deposits and prepayments, approximately HK\$5.8 million represented prepayment on purchase of gold-laden carbon for processing purpose and approximately HK\$40.4 million represented the purchase deposit for trading of gold and other precious metals to suppliers. Up to the date of this report, approximately 94% of the balances were utilised upon delivery of the gold and other precious metals by the suppliers.

### Contract liabilities

Contract liabilities represented receipt in advance from customers from gold and other precious metal trading business. Up to the date of this report, approximately 84% of the balances were utilised upon the delivery of gold and other precious metals to the customers.

本集團於本期間錄得本公司擁有人應佔溢利約4.4百萬港元(去年同期:本公司擁有人應佔虧損約6.1百萬港元)。本集團本期間淨業績好轉乃主要由於以下因素之淨影響所致:

- i) 如上文所闡述,本期間總收益增加約57.9百萬港元;
- ii) 本期間毛利增加約12.6百萬港元,與本期間收益增加一致;
- iii) 行政開支增加約2.0百萬港元,主要由於專業費用增加約1.0百萬港元及員工成本增加約1.4百萬港元,惟被雜項開支減少約0.4百萬港元部分抵銷;
- iv) 所得稅開支增加約2.7百萬港元。

### 其他應收款項、按金及預付款項

於其他應收款項、按金及預付款項總額中,約5.8百萬港元為採購作加工用途之載金碳之預付款項,而約40.4百萬港元則為向供應商買賣黃金及其他貴金屬之採購按金。直至本報告日期,約94%之結餘已於供應商交付黃金及其他貴金屬時於使用。

### 合約負債

合約負債為向黃金及其他貴金屬貿易業務客戶預收之款項。直至本報告日期,約84%之結餘已於向客戶交付黃金及其他貴金屬時使用。



# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY, FINANCIAL RESOURCES AND FOREIGN CURRENCY EXPOSURE

As at 30 September 2021, the Group had bank and cash balances of approximately HK\$31.5 million.

On 4 August 2021, the Company entered into a supplemental agreement with an independent third party (the "Other Loan A"). Pursuant to the supplemental loan agreement, the principal amount of the loan is HK\$13,550,000 with fixed interest rate of 14.5% per annum. During the Period, principal amounted to HK\$4,500,000 was repaid. As at 30 September 2021, the remaining principal of HK\$4,500,000 and HK\$4,550,000, with a total of HK\$9,050,000, are repayable on 31 December 2021 and 31 March 2022 respectively.

During the year ended 31 March 2020, the Company entered into an unsecured loan agreement with an independent third party (the "Other Loan B"). Pursuant to the loan agreement, the principal amount of the loan is HK\$8,865,000 with fixed interest rate of 3.5% per annum and repayable on 13 May 2020. On 13 May 2020, the loan is extended and repayable on 13 May 2021. The loan extension is still under negotiation.

During the year ended 31 March 2021, the Company entered into an unsecured loan agreement with an independent third party (the "Other Loan C"). Pursuant to the loan agreement, the principal amount of the loan is RMB2,000,000 with fixed interest rate of 5% per annum and repayable on 11 May 2030.

During the Period, the Company entered into an unsecured loan agreement with an independent third party (the "Other Loan D"). Pursuant to the loan agreement, the principal amount of the loan is approximately USD3,120,000 with fixed interest rate of 3% per annum and repayable on 27 April 2022. During the Period, principal amounted to approximately US\$2,301,000 was repaid. The remaining principal of approximately US\$406,000 and US\$413,000, with a total of US\$819,000, are repayable on 13 May 2022 and 19 May 2022 respectively.

The gearing ratio of loans against the total equity as at 30 September 2021 was approximately 56.8%. As the bank deposits and cash on hand were denominated in Hong Kong dollar, followed by Macau Pataca, US Dollar and Renminbi, the Group's exchange risk exposure continues to depend on the movement of the exchange rates of the aforesaid currencies.

### 流動資金、財務資源及外幣風險

於二零二一年九月三十日，本集團之銀行及現金結餘約為31.5百萬港元。

於二零二一年八月四日，本公司與一名獨立第三方訂立補充協議（「其他貸款A」）。根據該補充貸款協議，貸款之本金額為13,550,000港元，固定年利率為14.5厘。於本期間，已償還本金額為4,500,000港元。於二零二一年九月三十日，剩餘本金額4,500,000港元及4,550,000港元（合共為9,050,000港元）分別須於二零二一年十二月三十一日及二零二二年三月三十一日償還。

截至二零二零年三月三十一日止年度，本公司與一名獨立第三方訂立無抵押貸款協議（「其他貸款B」）。根據該貸款協議，貸款之本金額為8,865,000港元，固定年利率為3.5厘及須於二零二零年五月十三日償還。於二零二零年五月十三日，貸款之還款日期已予延長並須於二零二一年五月十三日償還。現正磋商以延長償還貸款。

截至二零二一年三月三十一日止年度，本公司與一名獨立第三方訂立無抵押貸款協議（「其他貸款C」）。根據該貸款協議，貸款之本金額為人民幣2,000,000元，固定年利率為5厘及須於二零三零年五月十一日償還。

於本期間，本公司與一名獨立第三方訂立無抵押貸款協議（「其他貸款D」）。根據該貸款協議，貸款之本金額約為3,120,000美元，固定年利率為3厘及須於二零二二年四月二十七日償還。於本期間，已償還本金額約為2,301,000美元。剩餘本金額約406,000美元及413,000美元（合共為819,000美元）分別須於二零二二年五月十三日及二零二二年五月十九日償還。

於二零二一年九月三十日，貸款對總權益之負債比率約為56.8%。由於銀行存款及手頭現金以港元計值，其次為澳門元、美元及人民幣，故本集團之外匯風險繼續受上述貨幣之匯率變動影響。

# Management Discussion and Analysis

## 管理層討論及分析

### TREASURY POLICY

The Group maintains a conservative approach on foreign exchange exposure management and ensures that its exposure to fluctuations in foreign exchange rates is minimised. The Group did not engage in any derivatives agreement and did not commit to any financial instruments to hedge its foreign exchange exposures during the Period. The Group will continue to monitor its foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

### CAPITAL STRUCTURE

As at 30 September 2021, the total number of issued ordinary shares of the Company was 139,807,827 at par value of HK\$0.01 each. The Company has completed the share placing on March 2021. For details of the above transaction, please refer to the 2020/2021 annual report, the announcements dated 17 March 2021 and 31 March 2021 of the Company.

The Board proposed on 26 April 2021 to implement the Capital Reorganisation which comprises the followings: (i) the Share Consolidation on the basis of every twenty (20) issued and unissued Existing Shares of par value HK\$0.01 each into one (1) Consolidated Share of par value HK\$0.2 each; (ii) the Capital Reduction by way of a reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.19 on each of the issued Consolidated Shares so that the nominal or par value of each issued Consolidated Share will be reduced from HK\$0.2 to HK\$0.01; and (iii) the Share Subdivision of each authorised but unissued Consolidated Share of HK\$0.2 each into twenty (20) Adjusted Shares of HK\$0.01 each. Further, the Existing Shares are traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. Subject to the Capital Reorganisation becoming effective, it is proposed that the board lot size for trading in the Shares shall be changed from 10,000 Existing Shares to 5,000 Adjusted Shares. The aforesaid proposal was approved by the shareholders of the Company at a special general meeting of the Company held on 7 June 2021. Details were set out in the announcements of the Company dated 26 April 2021, 13 May 2021, 7 June 2021 and 9 June 2021 as well as the circular of the Company dated 13 May 2021. The Capital Reorganisation and Change in Board Lot Size have become effective on 9 June 2021.

### 財資政策

本集團在外匯風險管理方面繼續採取審慎方針，確保將外匯匯率波動風險減至最低。本集團並未涉及任何衍生交易協議，亦無使用任何金融工具對沖其於本期間之外匯風險。本集團將繼續緊密監控其外匯風險以及將考慮對沖其重大外幣風險（倘需要）。

### 資本架構

於二零二一年九月三十日，本公司每股面值0.01港元之已發行普通股總數為139,807,827股。本公司已於二零二一年三月完成股份配售。有關上述交易詳情，請參閱本公司二零二零至二零二一年年度報告、日期為二零二一年三月十七日及二零二一年三月三十一日之公告。

董事會於二零二一年四月二十六日建議進行股本重組，當中涉及以下事項：(i)按每二十(20)股每股面值0.01港元的已發行及未發行現有股份合併為一(1)股每股面值0.2港元的合併股份之基準進行的股份合併；(ii)透過註銷本公司繳足股本（以每股已發行合併股份0.19港元為限）削減本公司的已發行股本，致使每股已發行合併股份的名義金額或面值由0.2港元削減至0.01港元的股本削減；及(iii)將每股面值0.2港元的法定但未發行合併股份拆細為二十(20)股每股面值0.01港元的經調整股份的股份拆細。此外，現有股份以每手10,000股現有股份的買賣單位在聯交所買賣。待股本重組生效後，建議將股份的每手買賣單位由10,000股現有股份更改為5,000股經調整股份。上述建議已於二零二一年六月七日舉行之本公司股東特別大會上獲本公司股東批准。詳情載於本公司日期為二零二一年四月二十六日、二零二一年五月十三日、二零二一年六月七日及二零二一年六月九日之公告以及本公司日期為二零二一年五月十三日之通函內。股本重組及更改每手買賣單位已於二零二一年六月九日生效。



# Management Discussion and Analysis

## 管理層討論及分析

### USE OF PROCEEDS FROM PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Company raised net proceeds of approximately HK\$28.40 million from the placing of 429,870,000 new shares under general mandate in March 2021 (the "Placing"). As at 30 September 2021, the net proceeds from the Placing were fully utilised for general working capital of the Group and development or enhancement of the Group's existing businesses as intended.

The following table illustrates the net proceeds raised from the Placing utilised as at 30 September 2021:

Items	Percentage	Utilised	Unutilised	Time for the use of unutilised proceeds
項目	百分比	已動用 HK\$'000 千港元	尚未動用 HK\$'000 千港元	使用尚未動用 所得款項之時間
Working capital and general corporate purposes 營運資金及一般企業用途	68.31%	19,400	—	Completed 已完成
Development or enhancement of the Group's existing businesses 發展或加強本集團現有業務	31.69%	9,000	—	Completed 已完成
Total 總計	100%	28,400	—	

### 根據一般授權配售新股份之所得款項用途

於二零二一年三月，本公司根據一般授權自配售429,870,000股新股份（「配售事項」）籌得所得款項淨額約28,400,000港元。於二零二一年九月三十日，配售事項所得款項淨額已按計劃悉數用作本集團之一般營運資金及發展或加強本集團現有業務。

下表列示於二零二一年九月三十日已動用配售事項之所得款項淨額：

### MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENT

The Company did not have any material acquisition, disposal and significant investment in subsidiaries, associates and joint ventures during the Period.

### PLEDGE OF ASSETS

As at 30 September 2021, no asset was pledged by the Group.

### 重大收購、出售及重大投資

本公司於本期間並無有關附屬公司、聯營公司及合營企業之任何重大收購、出售及重大投資。

### 資產質押

於二零二一年九月三十日，本集團並無質押任何資產。

# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL COMMITMENTS

As at 30 September 2021, no capital commitments were contracted for but not provided in the condensed consolidated financial statements in respect of acquisition of property, plant and equipment in the Group.

### CONTINGENT LIABILITIES

As at 30 September 2021, the Group did not have any significant contingent liabilities.

### EMPLOYEES AND REMUNERATION POLICY

The Group employed 44 employees as at 30 September 2021.

The Group continued to review the remuneration packages of employees with reference to the level and compensation of pay, general market condition and individual performance. Staff benefits offered by the Group to its employees include contribution to defined contribution retirement scheme, discretionary bonus, share option scheme, medical allowance and hospitalization scheme and housing allowance, the quality of which is generally in line with the local practice. The Group supports a fair, transparent and high performance culture through its human resources policies, by developing and improving its programs particularly on recruitment, performance management, training and development and employee relations.

### LITIGATION

The Group has a number of pending litigations and in the opinion of the legal counsel of the Company engaged in respect of such litigations, it is premature to predict the outcomes. Details of litigation are disclosed in note 23 to the condensed consolidated financial statements.

### 資本承擔

於二零二一年九月三十日，本集團並無於簡明綜合財務報表內就收購物業、機器及設備已訂約但並無作出撥備之資本開支。

### 或然負債

於二零二一年九月三十日，本集團並無任何重大或然負債。

### 僱員及薪酬政策

於二零二一年九月三十日，本集團聘用44名僱員。

本集團參考薪酬水平及組合、整體市況及個人表現，持續檢討僱員之薪酬待遇。本集團向僱員提供之員工福利包括定額供款退休計劃供款、酌情花紅、購股權計劃、醫療津貼及住院計劃以及房屋津貼，其福利水平一般與本地慣例相符。本集團透過人力資源政策啟動及改善（尤其是）招聘、績效管理、培訓和發展以及僱傭關係等計劃，以維持其公平、透明及高績效之文化。

### 訴訟

本集團有多宗待決訴訟，而本公司負責相關訴訟之法律顧問認為預測相關結果仍言之尚早。訴訟詳情於簡明綜合財務報表附註23披露。

# Other Information

## 其他資料

### DIRECTORS' INTERESTS IN SECURITIES

As at 30 September 2021, none of the Directors and chief executive of the Company or their associates had any interests and short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in the Listing Rules to be notified to the Company and the Stock Exchange.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 30 September 2021, the persons/companies, other than the Directors or chief executive of the Company, who had interests or short positions in the Shares and underlying Shares in the Company which would fall to be disclosed to the Company pursuant to Section 336 of the SFO and as recorded in the register of the Company were as follows:

#### Shares or underlying Shares of the Company

Name 姓名／名稱	Capacity 身份	Number of Shares 股份數目	Shareholding 持股量 (%) (Note 1) (附註1)
LIU Shiwei 柳士威	Beneficial owner 實益擁有人	30,118,694 (L)	21.54%
	Interest of controlled corporation 受控制法團之權益	8,150,000 (L) Note 2 附註2	5.83%
Stone Steps Investments Limited	Beneficial owner 實益擁有人	8,150,000 (L) Note 2 附註2	5.83%

(L) Long positions

### 董事之證券權益

於二零二一年九月三十日，概無董事及本公司之最高行政人員或彼等之聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中擁有任何(a)根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉(包括彼等根據證券及期貨條例之相關條文被認為或視作擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條須記錄於該條所述之登記冊之權益及淡倉；或(c)根據上市規則所載之上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉。

### 主要股東之證券權益

於二零二一年九月三十日，下列人士／公司(董事或本公司之最高行政人員除外)擁有根據證券及期貨條例第336條須向本公司披露及如本公司之登記冊所記錄之本公司股份及相關股份權益或淡倉：

#### 本公司股份或相關股份

(L) 好倉

## Other Information 其他資料

### Notes:

1. The percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 September 2021.
2. Mr. LIU Shiwei is the sole beneficial shareholder of Stone Steps Investments Limited. Therefore, Mr. LIU Shiwei is deemed to be interested in all the Shares in which Stone Steps Investments Limited was interested by virtue of the SFO.

Save as disclosed above, as at 30 September 2021, according to the register of interests required to be kept by the Company under Section 336 of the SFO, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the 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 and the Stock Exchange under the provisions of Part XV of the SFO.

### SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants as defined in the Scheme, including without limitation, full time or part time employees of the Group who contribute to the success of the Group’s operations. Eligible participants include Directors, full-time employees, senior executives and consultants of the Company.

The Scheme became effective on 28 September 2012 (as amended at special general meetings of the Company held on 8 August 2014 and 15 July 2015) and unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares falling to be issued in respect of the unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the Shares as at the date of approval of the Scheme. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the Shares in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders’ approval in a general meeting. There is no minimum period for which an option must be held before it can be exercised.

### 附註：

1. 持股量百分比乃根據本公司於二零二一年九月三十日之已發行股份數目計算。
2. 柳士威先生為Stone Steps Investments Limited的唯一實益股東。因此，根據證券及期貨條例，柳士威先生被視為於Stone Steps Investments Limited擁有權益的全部股份中擁有權益。

除上文所披露者外，於二零二一年九月三十日，按照本公司根據證券及期貨條例第336條須存置之權益登記冊所示，董事及本公司之最高行政人員並不知悉任何其他人士（董事及本公司之最高行政人員除外）於股份或相關股份中，擁有或被視作擁有根據證券及期貨條例第XV部之條文須向本公司及聯交所披露之權益或淡倉。

### 購股權計劃

本公司設有一項購股權計劃（「計劃」），以向對本集團業務之成功作出貢獻之合資格參與者（定義見計劃，包括（但不限於）本集團全職或兼職僱員）提供獎勵及回報。合資格參與者包括董事、本公司全職僱員、高級行政人員及顧問。

計劃於二零一二年九月二十八日生效（於二零一四年八月八日及二零一五年七月十五日舉行之本公司股東特別大會上作出修訂），除非另行註銷或修訂，否則將自該日起十年內維持生效。

現時根據計劃可允許授出之未行使購股權在行使時須予發行之股份最高數目相等於計劃獲批准當日股份之10%。於任何十二個月期間內，根據購股權可向計劃項下每一名合資格參與者發行之股份最高數目不得超過任何時間之任何已發行股份之1%。進一步授出超過此限額之購股權須經股東於股東大會上批准。購股權並無規定於可以行使前須持有之最短期限。

## Other Information 其他資料

The subscription price will be determined at the absolute discretion of the Directors, provided that it shall not be less than the highest of the closing price of the shares of the Company on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date; the average of the closing prices of the Shares as shown in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the offer date and the nominal value of the share on the offer date.

The refreshment of scheme mandate limit under the Scheme was approved by the shareholders of the Company (the "Shareholders") at the annual general meeting of the Company held on 13 September 2019 (the "2019 AGM") by way of an ordinary resolution. The Company is thus entitled to issue a maximum of 236,628,654 Shares upon exercise of the share options to be granted under the refreshed scheme mandate limit, representing 10% of the issued Shares as at the date of the 2019 AGM.

During the Period, there was no movement in the share options of the Company.

### INTERIM DIVIDEND

The Board of Directors of the Company resolved not to declare the payment of an interim dividend for the Period (six months ended 30 September 2020: Nil). Accordingly, no closure of register of members of the Company is proposed.

### DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Group was a party and in which a Director had a material interest, whether directly or indirectly, subsisted during the Period.

### DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the Period, the Directors are not aware of any business or interest of the Directors, the management of the Company and their respective associates (as defined under the Listing Rules) that competes or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

認購價將由董事絕對酌情釐定，惟不得低於本公司股份於要約日期在聯交所每日報價表上所報於聯交所之收市價、股份於緊接要約日期前五個營業日在聯交所每日報價表上所報之平均收市價及股份於要約日期之面值（以最高者為準）。

本公司股東（「股東」）於本公司於二零一九年九月十三日舉行的股東週年大會（「二零一九年股東週年大會」）上以普通決議案方式批准更新計劃項下之計劃授權限額。因此，本公司可於根據經更新計劃授權限額授出之購股權獲行使時發行最多 236,628,654 股股份，相當於二零一九年股東週年大會舉行日期已發行股份之 10%。

於本期間，本公司的購股權概無變動。

### 中期股息

本公司董事會議決不就本期間宣派中期股息（截至二零二零年九月三十日止六個月：無）。因此，本公司不建議暫停辦理股份過戶登記。

### 董事之合約權益

本集團並無訂立與其業務有關及董事於其中擁有直接或間接重大權益而於本期間存續之重大合約。

### 董事於競爭業務之權益

於本期間，董事概無知悉董事、本公司管理層及其各自之聯繫人（定義見上市規則）有與本集團業務競爭或可能構成競爭的任何業務或權益，亦不知悉任何該等人士擁有或可能擁有與本集團存在的任何其他利益衝突。

## Other Information 其他資料

### CORPORATE GOVERNANCE

The Board is satisfied that the Company has complied with the applicable code provisions set out in the Corporate Governance Code contained in Appendix 14 (the “CG Code”) to the Listing Rules throughout the Period except for the following deviations:

**(1) Code Provision A.4.1 of the CG Code provides, inter alia, that non-executive Directors should be appointed for a specific term and subject to reelection.**

The independent non-executive Directors are not appointed for a specific term. However, they are subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Company’s Bye-laws and the Listing Rules. As such, the Board considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the CG Code.

**(2) Code Provision A.2.1 of the CG Code provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual.**

The roles of Chairman and chief executive office (“CEO”) of the Company were both performed by Mr. DING Lei (“Mr. Ding”), an Executive Director of the Company. Mr. Ding has been re-designated from the Co-CEO of the Company to the CEO of the Company with effect from 19 July 2021. The Board considers that having Mr. Ding to act as the Chairman and CEO of the Company would enhance the operation efficiency and core competitiveness of the Group, more clearly define the organizational structure, and simplify the Group’s decision-making mechanism. Therefore, the Board considers that such deviation is beneficial to the Group’s overall business development.

The Board will continue to review the management structure of the Group from time to time and shall make necessary changes when appropriate and inform the shareholders of the Company accordingly.

### 企業管治

董事會信納本公司於本期間一直遵守上市規則附錄十四所載企業管治守則（「企業管治守則」）之適用守則條文，惟以下偏離者除外：

**(1) 企業管治守則之守則條文A.4.1規定（當中包括）非執行董事應有指定任期，並須接受重新選舉。**

獨立非執行董事並無指定任期。然而，彼等須根據本公司之公司細則及上市規則至少每三年於本公司股東週年大會上輪值退任一次及接受重選。因此，董事會認為本公司已採取充足的措施，確保本公司的企業管治常規不遜於企業管治守則所規定者。

**(2) 企業管治守則之守則條文A.2.1規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任。**

本公司之主席及行政總裁（「行政總裁」）之角色均由本公司執行董事丁磊先生（「丁先生」）擔任。自二零二一年七月十九日起，丁先生已由本公司聯席行政總裁調任為本公司行政總裁。董事會認為，由丁先生兼任本公司之主席及行政總裁將增強本集團之營運效率及核心競爭力、更清晰界定組織結構及簡化本集團決策機制。因此，董事會認為此項偏離對本集團之整體業務發展有利。

董事會將繼續不時檢討本集團之管理架構，並將於適當時候作出必要之變動及知會本公司股東。



## Other Information

### 其他資料

- (3) **Code Provision A.6.7 of the CG Code provides, independent non-executive directors and other non-executive directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders.**

Due to other business engagements, an Independent Non-Executive Director could not attend the annual general meeting of the Company held on 28 September 2021. However, at the annual general meeting of the Company, Ms. WONG Chi Yan and Mr. CHONG Lok Man, the Independent Non-Executive Directors, present in person to enable the Board to develop a balanced understanding of the views of the Shareholders.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transactions by the Directors. Upon specific enquiry of all the Directors made by the Company, all Directors have confirmed that they have complied with the required standard set out in the Model Code regarding securities transactions by the Directors during the Period.

## REMUNERATION COMMITTEE

The Company established the remuneration committee (the "Remuneration Committee") which has adopted written terms of reference in compliance with the Listing Rules. As at the date of this interim report, the Remuneration Committee is composed of two Independent Non-Executive Directors, namely Mr. DENG Yougao (Chairman) and Mr. CHONG Lok Man and one Executive Director, Mr. DING Lei. The Remuneration Committee is responsible for reviewing, determining and making recommendations to the Board on the remuneration, compensation and benefits of Directors and senior management. The terms of reference of the Remuneration Committee are available and accessible on the Company's website.

- (3) 企業管治守則之守則條文A.6.7規定，獨立非執行董事及其他非執行董事應出席股東大會，並對股東之意見有全面、公正的了解。

一位獨立非執行董事因其他公事而未能出席於二零二一年九月二十八日舉行之本公司股東週年大會。然而，於本公司股東週年大會上，獨立非執行董事黃志恩女士及莊樂文先生親身出席大會，令董事會得以對股東之意見有公正的了解。

## 董事進行證券交易的標準守則

本公司已就董事進行之證券交易採納上市規則附錄十所載之標準守則作為其行為準則。經本公司向全體董事作出具體查詢後，所有董事已確認於本期間已遵守標準守則所載有關董事進行證券交易之規定準則。

## 薪酬委員會

本公司設有薪酬委員會（「薪酬委員會」），而薪酬委員會已採納符合上市規則之書面職權範圍。於本中期報告日期，薪酬委員會由兩名獨立非執行董事鄧有高先生（主席）及莊樂文先生以及一名執行董事丁磊先生組成。薪酬委員會負責檢討及決定董事及高級管理層之薪酬、補償及福利，並就此向董事會提供推薦建議。薪酬委員會之職權範圍已載於本公司之網站以供查閱。



## Other Information 其他資料

### NOMINATION COMMITTEE

The Company established the nomination committee (the “Nomination Committee”) which has adopted written terms of reference in compliance with the Listing Rules. As at the date of this interim report, the Nomination Committee is composed of one Executive Director, Mr. DING Lei (Chairman) and two Independent Non-Executive Directors, namely Mr. CHONG Lok Man and Mr. DENG Yougao. The Nomination Committee is responsible for making recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors. The Nomination Committee reviews the structure, size and composition of the Board, and identifies suitably qualified candidates to become Board members. The Nomination Committee also ensures the Board comprises members with mixed skills and experience with appropriate weights necessary to accomplish the Group’s business development, strategies, operation, challenges and opportunities. The terms of reference of the Nomination Committee are available and accessible on the Company’s website.

### AUDIT COMMITTEE

The Company established the audit committee (the “Audit Committee”) which has adopted written terms of reference in compliance with the Listing Rules. As at the date of this interim report, the Audit Committee is composed of three Independent Non-Executive Directors, namely Ms. WONG Chi Yan (Chairman), Mr. DENG Yougao and Mr. CHONG Lok Man. The Audit Committee is responsible for considering appointment of the external auditor, reviewing the interim and annual financial statements before submission to the Board, and overseeing the Group’s financial reporting, risk management and internal control systems. The terms of reference of the Audit Committee are available and accessible on the Company’s website.

### CHANGES IN DIRECTORS’ INFORMATION

Changes in Directors’ information in respect of the period from 1 April 2021 up to the date of this interim report are set out below:

Ms. DENG Ganghui has been appointed as an Executive Director of the Company with effect from 8 April 2021.

Mr. DING Lei, an Executive Director, has been re-designated from the Co-CEO as the CEO of the Company with effect from 19 July 2021.

Mr. ZHU Tianxiang resigned as the Executive Director and Co-CEO of the Company with effect from 19 July 2021.

### 提名委員會

本公司設有提名委員會（「提名委員會」），而提名委員會已採納符合上市規則之書面職權範圍。於本中期報告日期，提名委員會由一名執行董事丁磊先生（主席）及兩名獨立非執行董事莊樂文先生及鄧有高先生組成。提名委員會負責就董事委任或重新委任以及董事繼任計劃向董事會提供推薦建議。提名委員會檢討董事會之架構、規模及組成，並識別合適之合資格人選出任董事會成員。提名委員會亦確保董事會由具備各種必要合適技能及經驗之成員組成，以實現本集團之業務發展、策略、營運、挑戰及機會。提名委員會之職權範圍已載於本公司之網站以供查閱。

### 審核委員會

本公司設有審核委員會（「審核委員會」），而審核委員會已採納符合上市規則之書面職權範圍。於本中期報告日期，審核委員會由三名獨立非執行董事黃志恩女士（主席）、鄧有高先生及莊樂文先生組成。審核委員會負責考慮外聘核數師之委任，在向董事會提交前先行審閱中期及全年財務報表，以及監察本集團之財務報告、風險管理及內部監控制度。審核委員會之職權範圍已載於本公司之網站以供查閱。

### 董事資料變動

有關自二零二一年四月一日起直至本中期報告日期期間之董事資料變動載列如下：

鄧剛慧女士已獲委任為本公司之執行董事，自二零二一年四月八日起生效。

執行董事丁磊先生已由本公司聯席行政總裁調任為行政總裁，自二零二一年七月十九日起生效。

朱天相先生已辭任本公司執行董事及聯席行政總裁之職位，自二零二一年七月十九日起生效。

## Other Information 其他資料

### REVIEW OF INTERIM RESULTS

The Audit Committee has reviewed the unaudited condensed consolidated results for the Period.

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

During the Period, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities.

By Order of the Board

**Mr. DING Lei**

*Chairman, Executive Director and Chief Executive Officer*

Hong Kong, 26 November 2021

### 審閱中期業績

審核委員會已審閱本期間之未經審核簡明綜合業績。

### 購入、出售或贖回本公司證券

於本期間，本公司或其任何附屬公司概無購入、出售或贖回任何本公司上市證券。

承董事會命

主席、執行董事兼行政總裁

丁磊先生

香港，二零二一年十一月二十六日



**Success Dragon International  
Holdings Limited**  
勝龍國際控股有限公司

