



易生活控股有限公司
Elife Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

STOCK CODE 股份代號:223

易 生 活 • 惠 民 生

Interim Report 中期報告

2021

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors:

Zhang Xiaobin (Chairman)
Gao Feng (Vice-Chairman)
Chiu Sui Keung (Chief Executive Officer)

Independent Non-executive Directors:

Cheng Wing Keung, Raymond
Lam Williamson
Wong Hoi Kuen
Lam Lee G.

AUDIT COMMITTEE

Lam Williamson (Chairman)
Cheng Wing Keung, Raymond
Wong Hoi Kuen

REMUNERATION COMMITTEE

Lam Williamson (Chairman)
Cheng Wing Keung, Raymond
Chiu Sui Keung

NOMINATION COMMITTEE

Cheng Wing Keung, Raymond (Chairman)
Lam Williamson
Wong Hoi Kuen

COMPANY SECRETARY

Chow Chi Fai

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 806, Level 8, Core D,
Cyberport 3, 100 Cyberport Road, Hong Kong

REGISTERED OFFICE

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

PRINCIPAL BANKER

Bank of China (Hong Kong) Limited

AUDITOR

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31/F., Gloucester Tower, The Landmark,
11 Pedder Street, Central,
Hong Kong

SHARE REGISTRAR

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

LEGAL ADVISERS

Loong & Yeung Solicitors
Room 1603, 16/F, China Building,
29 Queen's Road Central, Central,
Hong Kong

STOCK CODE

00223

董事會

執行董事：

張曉彬 (主席)
高峰 (副主席)
趙瑞強 (行政總裁)

獨立非執行董事：

鄭永強
林全智
黃海權
林家禮

審核委員會

林全智 (主席)
鄭永強
黃海權

薪酬委員會

林全智 (主席)
鄭永強
趙瑞強

提名委員會

鄭永強 (主席)
林全智
黃海權

公司秘書

周志輝

香港主要營業地點

香港數碼港道100號
數碼港3座D區8樓806室

註冊辦事處

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

主要來往銀行

中國銀行 (香港) 有限公司

核數師

國衛會計師事務所有限公司
香港執業會計師
香港中環畢打街11號
置地廣場告羅士打大廈31字樓

股份登記處

卓佳登捷時有限公司
香港皇后大道東183號
合和中心54樓

法律顧問

龍炳坤、楊永安律師行
香港中環皇后大道中29號
華人行16樓1603室

股份代號

00223

BUSINESS REVIEW AND OUTLOOK

Elife Holdings Limited (the “Company”, together with its subsidiaries, the “Group” or “Elife Group”) is principally engaged in commodities trading and daily cleaning, anti-epidemic other consumable products businesses. It has also been expanding its business into the consumer products market conforming to the Group’s business principle of “making life easier and benefiting people’s livelihood” (易生活，惠民生).

The Group has been managing the following businesses:

COMMODITIES TRADING BUSINESS

During the six months period from 1 April 2021 to 30 September 2021 (the “Period”), the Group continues to focus on sourcing of domestic quality products as well as metals commodities for sales to retail channels or lower-tier agents in the PRC.

DAILY CLEANING, ANTI-EPIDEMIC AND OTHER CONSUMABLE PRODUCTS BUSINESS

On 31 July 2020, the Company and Mr. Zhu Qian (“Mr. Zhu”) entered into the cooperation agreement to establish a joint venture group (the “Joint Venture Group”) which possesses the brand “易安生”/“E’ANSN” and the supply chain including the formula, brand and package design of the daily cleaning, anti-epidemic and other consumable products and is principally engaged in the sale, marketing and brand building of such products in the PRC and overseas. The Joint Venture Group also has further differentiated and expanded its business by developing the sales and marketing of personal healthcare, protective products (e.g. medical diagnostic test kit of COVID-19 and surgical gloves and nitrile gloves). For the Period, the Joint Venture Group recorded unaudited turnover of approximately HK\$62,573,000 (six months ended 30 September 2020: approximately 8,946,000) and achieved net profit after tax of approximately HK\$10,737,000 (six months ended 30 September 2020: approximately HK\$2,361,000).

業務回顧及前景

易生活控股有限公司(「本公司」，連同其附屬公司統稱「本集團」或「易生活集團」)主要從事商品貿易以及日用清潔、防疫用品和消耗品業務。其亦正在拓展其業務至消費品市場，以配合本集團「易生活，惠民生」之經營原則。

本集團管理以下業務：

商品貿易業務

於二零二一年四月一日至二零二一年九月三十日六個月期間(「本期間」)，本集團繼續專注採購本地優質產品及金屬商品，以銷往中國各零售渠道或較下層之代理商。

日用清潔、防疫用品和消耗品業務

於二零二零年七月三十一日，本公司與朱其安先生(「朱先生」)訂立合作協議，以成立一間擁有「易安生」/「E’ANSN」品牌以及日用清潔品、防疫用品和消耗品之配方、品牌及包裝設計等過程之供應鏈，並主要於中國及海外從事該等產品之銷售、行銷及品牌建設之合營企業集團(「該合營企業集團」)。該合營企業集團亦通過拓展個人保健和防護產品(如COVID-19醫療診斷測試套件及手術手套和丁腈手套等)之銷售及行銷，進一步區分並擴大其業務。於本期間，合營企業集團錄得未經審核營業額約62,573,000港元(截至二零二零年九月三十日止六個月：約8,946,000港元)及除稅後純利約10,737,000港元(截至二零二零年九月三十日止六個月：約2,361,000港元)。

BUSINESS PROSPECTS AND FUTURE DEVELOPMENTS

The year 2021 is still undergone with challenges and uncertainties. The novel coronavirus pneumonia pandemic (“pandemic”) continues to linger worldwide, bringing enormous pressure to all walks of life and the global supply chain.

On 27 November 2020, the Company entered into the Share Transfer Agreement with Century Smart and the Mr. Zhu Qian, (the “Mr. Zhu”), whereby the Group agreed to increase its effective interest in the Joint Venture Group from 26.01% to 70%. However, one or more Condition(s) has/have not been fulfilled or waived (as the case may be) on or before the Long Stop Date, and the parties have not agreed on any further extension of the Long Stop Date, the Share Transfer Agreement and the Acquisition have lapsed on 30 September 2021 pursuant to the terms of the Share Transfer Agreement. The Joint Venture Group remain to be subsidiaries of the Company and their financial results will continue to be consolidated into the Group’s financial statements notwithstanding the lapse of the Share Transfer Agreement, the Board considers that the lapse of the Share Transfer Agreement will not have any material adverse impact on the business, operations and financial position of the Company.

Despite the gloomy operating environment, the Group continued to pursue excellence ceaselessly with the operating principle of “making life easier and benefiting people’s livelihood” (易生活，惠民生)，the Group has gained trust and recognition from clients around the world. In response to the urgent market demand, the Group’s daily cleaning, anti-epidemic, and other consumable products business has provided great support to clients in China and other countries around the world with superb product quality and stable supply, contributing to the worldwide efforts to combat against the pandemic. These efforts have helped the Group to achieve good results in daily cleaning, anti-epidemic and other consumable products business despite the dire situation of the pandemic.

The Company will continue to explore new opportunities of business development in relation to the daily necessities.

業務展望及未來發展

二零二一年仍然充滿挑戰及不明朗因素。新冠疫情持續在全球反覆蔓延，給各行業的經營和全球貿易的供應鏈持續帶來了極大的壓力。

於二零二零年十一月二十七日，本公司與Century Smart及朱其安先生（「朱先生」）訂立股份轉讓協議，據此，本集團同意將其於合營企業集團之實際權益由26.01%增加至70%。然而，由於未能於最後完成日期或之前達成或豁免（視情況而定）一項或多項條件，且各訂約方並無就最後完成日期協定任何進一步展期，故股份轉讓協議及收購事項已根據股份轉讓協議之條款於二零二一年九月三十日失效。由於即使股份轉讓協議失效，合營企業集團旗下公司將繼續為本公司附屬公司，且彼等之財務業績將繼續綜合併入本集團之財務報表，故董事會認為，股份轉讓協議失效不會對本公司業務、營運及財務狀況產生任何重大不利影響。

儘管身處黯淡的經營環境，本集團秉承著「易生活，惠民生」的經營信念，持續精進，獲得了全球客戶的高度信任與認同。本集團的日用清潔、防疫用品和消耗品業務也以優質及穩定的供應，在疫情期間為國內和全球的客戶提供了主要保障，以應對迫切的市場需求，為全球抗疫作出了貢獻。所有這些的努力，為集團的日用清潔、防疫用品和消耗品業務在疫情的逆境經營中持續贏得了不俗的業績。

本集團將繼續發掘日用品業務發展方面的新機遇。

RESULTS ANALYSIS

REVENUE

For the Period, the Group recorded turnover of approximately HK\$111,791,000 (six months ended 30 September 2020: approximately HK\$128,648,000), representing a decrease of 13.1%. The revenue was generated from the commodities trading segments and daily cleaning, anti-epidemic and other consumable products segment. The slightly decrease in revenue during the Period was primarily due to reduce the commodities trading business which has a lower profit margin and the Group put more resources on the daily cleaning, anti-epidemic and other consumable products business. The revenue generated from the daily cleaning, anti-epidemic and other consumable products business contributed approximately HK\$62,573,000 for the Period (six months ended 30 September 2020: approximately HK\$8,946,000). The gross profit margin of the daily cleaning and anti-epidemic products business were relatively high, especially due to the higher demand under the COVID-19 pandemic. The Group also extends its sales in the other consumable products to generate higher profit margin.

More details of the Group's performance by business segments are set out in Note 4 to the condensed consolidated financial statements.

COST OF SALES

For the Period, the cost of sales of the Group amounted to approximately HK\$96,526,000 (six months ended 30 September 2020: approximately HK\$125,671,000), representing a decrease of approximately 23.2% which is related to new products and customers with higher gross profit margin.

GROSS PROFIT AND GROSS PROFIT MARGIN

The Group's gross profit for the Period was approximately HK\$15,265,000 (six months ended 30 September 2020: approximately HK\$2,977,000), representing an increase of approximately four times. For the Period, the overall gross profit margin was approximately 13.7% (six months ended 30 September 2020: approximately 2.3%). For the Period, the gross profit margin in commodities trading business, daily cleaning, anti-epidemic and other consumable products was approximately 0.1% and approximately 24.4% (six months ended 30 September 2020: approximately 0.4% and approximately 28.4%). Hence, the Group put more resources and extension of the business in daily cleaning, anti-epidemic and other consumable products.

業績分析

收益

於本期間，本集團錄得營業額約111,791,000港元（截至二零二零年九月三十日止六個月：約128,648,000港元），減少13.1%。收益來自商品貿易業務分部及日用清潔、防疫用品和消耗品分部。本期間收益輕微減少主要是由於降低對利潤率較低之商品貿易業務之投入，並改投更多資源於日用清潔、防疫用品和消耗品業務。本期間日用清潔、防疫用品和消耗品業務貢獻收益約62,573,000港元（截至二零二零年九月三十日止六個月：約8,946,000港元）。日用清潔和防疫用品業務之毛利率相對較高，尤其在COVID-19下受需求上升帶動。另外，本集團拓展其消耗品銷售，以爭取較高利潤率。

有關本集團業務分部表現之更多詳情載於簡明綜合財務報表附註4。

銷售成本

於本期間，本集團之銷售成本約為96,526,000港元（截至二零二零年九月三十日止六個月：約125,671,000港元），減少約23.2%，此與毛利率較高之新產品及客戶有關。

毛利及毛利率

本集團於本期間之毛利約為15,265,000港元（截至二零二零年九月三十日止六個月：約2,977,000港元），上升約四倍。於本期間，整體毛利率約為13.7%（截至二零二零年九月三十日止六個月：約2.3%）。於本期間，商品貿易業務及日用清潔、防疫用品和消耗品之毛利率分別約為0.1%及約為24.4%（截至二零二零年九月三十日止六個月：約0.4%及約28.4%）。因此，本集團投放更多資源擴大日用清潔，防疫用品和消耗品業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SELLING EXPENSES

During the Period, the Group recorded selling expenses of approximately HK\$341,000 (six months ended 30 September 2020: approximately HK\$2,655,000). The decrease was mainly due to the scaling down of the esmart digital services segment in light of strong competition in the PRC. The Group also implemented cost control policy to lower the operating costs and streamline the workforce by cutting down the number of staff in the sales department. Thus, the selling expenses significantly dropped accordingly in the current period.

OTHER OPERATING EXPENSES

Other operating expenses incurred by the Group for the Period was approximately HK\$22,839,000 (six months ended 30 September 2020: approximately HK\$14,266,000), representing an increase of approximately 60.1%, and approximately 20.4% (six months ended 30 September 2020: approximately 11.1%) of the Period's total revenue. The increase was mainly due to the equity-settled share-based payment of approximately HK\$10,713,000 granted under the share award scheme which is a non-cash item (six months ended 30 September 2020: approximately HK\$1,596,000).

FINANCE COSTS

The finance costs incurred by the Group for the Period were approximately HK\$1,156,000 (six months ended 30 September 2020: approximately HK\$66,000), representing approximately 1% of the Group's revenue in the Period. The increase was mainly due to the increase of the imputed interest expenses on shareholders' loan incurred during the Period.

LOSS FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY

For the Period, the Group recorded a loss attributable to shareholders of approximately HK\$21,110,000 (six months ended 30 September 2020: approximately HK\$10,235,000), representing an increase of 106.2%. Basic loss per share from continuing operations was approximately HK\$0.6 cents (six months ended 30 September 2020: approximately HK\$0.3 cents) for the Period. The increase was primarily attributable to the increase the share-based payment of HK\$10,713,000 (six months ended 30 September 2020: approximately HK\$1,596,000) for the Period.

銷售開支

於本期間，本集團錄得銷售開支約341,000港元（截至二零二零年九月三十日止六個月：約2,655,000港元）。減少乃主要由於智能數據服務分部之規模在中國面對強勁競爭下有所縮小。本集團亦實施了成本控制政策，以減低營運成本，並精簡勞動力，削減銷售部門之人員數目。因此，本期間之銷售開支亦因應大幅下跌。

其他營運開支

本集團於本期間產生其他營運開支約22,839,000港元（截至二零二零年九月三十日止六個月：約14,266,000港元），增加約60.1%，其相當於本期間總收益約20.4%（截至二零二零年九月三十日止六個月：約11.1%）。增加乃主要由於根據股份獎勵計劃授出以權益結算並以股份支付之款項（其為非現金項目）約10,713,000港元（截至二零二零年九月三十日止六個月：約1,596,000港元）。

融資成本

本集團於本期間產生融資成本約1,156,000港元（截至二零二零年九月三十日止六個月：約66,000港元），其相當於本期間本集團收益約1%。增加乃主要由於本期間產生之股東貸款推算利息開支增加。

本公司擁有人應佔本期間虧損

於本期間，本集團錄得股東應佔虧損約21,110,000港元（截至二零二零年九月三十日止六個月：約10,235,000港元），增加106.2%。於本期間之持續經營業務每股基本虧損約為0.6港仙（截至二零二零年九月三十日止六個月：約0.3港仙）。此增加主要歸因於本期間之以股份支付之款項增加至10,713,000港元（截至二零二零年九月三十日止六個月：約1,596,000港元）。

INTERIM DIVIDEND

The Board did not recommend payment of an interim dividend for the six months ended 30 September 2021 (six months ended 30 September 2020: HK\$Nil).

FINANCIAL REVIEW

LIQUIDITY AND FINANCIAL RESOURCES

For the Period, the Group had net cash outflow from operating activities of approximately HK\$8,567,000 (six months ended 30 September 2020: approximately HK\$5,194,000), net cash inflow from investing activities of approximately HK\$123,000 (six months ended 30 September 2020: approximately HK\$19,000) and net cash inflow from financing activities of approximately HK\$7,085,000 (six months ended 30 September 2020: net cash outflow approximately HK\$307,000). As at 30 September 2021, the Group had available cash and cash balances amounting approximately HK\$11,865,000 (31 March 2021: approximately HK\$14,188,000).

As at 30 September 2021, surplus on shareholders' funds of the Group aggregately amounted to approximately HK\$73,726,000 (31 March 2021: approximately HK\$70,123,000). Net current assets of the Group amounted to approximately HK\$78,745,000 (31 March 2021: approximately HK\$73,175,000). The Group's total current assets and current liabilities were approximately HK\$135,575,000 (31 March 2021: approximately HK\$108,346,000) and HK\$5,683,000 (31 March 2021: approximately HK\$35,171,000) respectively, while the current ratio was approximately 2.4 times (31 March 2021: approximately 3.1 times). The Group's assets-liabilities ratio (total liabilities to total assets) was approximately 0.5 times (31 March 2021: approximately 0.4 times).

As at 30 September 2021, the Group's gearing ratio (total debts to total equity) was approximately 38.5% (31 March 2021: approximately 42.9%).

CAPITAL STRUCTURE

On 19 July 2021, the Company entered into the subscription agreement with Mr. Zhu Qian ("Mr. Zhu"), a substantial shareholder of each of both non wholly-owned subsidiaries of the Company whereby Mr. Zhu agreed to subscribe for an aggregate of 145,000,000 subscription shares at the subscription price of HK\$0.055 each for a consideration of HK\$7,975,000. The subscription was completed on 15 September 2021. The proceeds are intended to be used for the working capital to maintain the Group's daily operations and funding for developing the Group's businesses.

For details, please refer to the Company's announcements dated 19 July 2021 and 15 September 2021 respectively.

中期股息

董事會不建議派付截至二零二一年九月三十日止六個月之中期股息(截至二零二零年九月三十日止六個月：零港元)。

財務回顧

流動資金及財務資源

於本期間，本集團經營業務之現金流出淨額約為8,567,000港元(截至二零二零年九月三十日止六個月：約5,194,000港元)、投資活動之現金流入淨額約為123,000港元(截至二零二零年九月三十日止六個月：約19,000港元)及融資活動之現金流入淨額約為7,085,000港元(截至二零二零年九月三十日止六個月：現金流出淨額約307,000港元)。於二零二一年九月三十日，本集團擁有現金及現金結餘約11,865,000港元(二零二一年三月三十一日：約14,188,000港元)。

於二零二一年九月三十日，本集團之股東資金盈利合共約73,726,000港元(二零二一年三月三十一日：約70,123,000港元)。本集團淨流動資產約為78,745,000港元(二零二一年三月三十一日：約73,175,000港元)。本集團之流動資產及流動負債總值分別約為135,575,000港元(二零二一年三月三十一日：約108,346,000港元)及5,683,000港元(二零二一年三月三十一日：約35,171,000港元)，而流動比率約為2.4倍(二零二一年三月三十一日：約3.1倍)。本集團之資產負債比率(以總負債對比總資產)約為0.5倍(二零二一年三月三十一日：約0.4倍)。

本集團於二零二一年九月三十日之槓桿比率(以債務總額對比權益總額)約為38.5%(二零二一年三月三十一日：約42.9%)。

資本架構

於二零二一年七月十九日，本公司與本公司兩間非全資附屬公司之主要股東朱其安先生(「朱先生」)訂立認購協議，據此，朱先生同意按認購價每股0.055港元認購合共145,000,000股認購股份，所涉代價為7,975,000港元。有關認購於二零二一年九月十五日完成。有關所得款項擬用於一般營運資金以維持本集團日常營運及為發展本集團業務提供資金。

有關詳情，請參閱本公司日期分別為二零二一年七月十九日及九月十五日之公佈。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL EXPENDITURES AND CAPITAL COMMITMENT

The Group did not have any capital expenditure contracted but not provided for property, plant and equipment as at 30 September 2021 and 30 September 2020.

As at 30 September 2021, the Group had capital commitment of approximately HK\$184,220,000 (31 March 2021: approximately HK\$181,103,000) in respect of the authorised and contracted for capital contributions payable to subsidiaries.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND ANY RELATED HEDGES

The Group's sales and purchase are mainly transacted in Hong Kong dollar, United States dollar and Renminbi and the books are recorded in Hong Kong dollar. Therefore, it may be exposed to foreign exchange risk. However, in view of the stable currency policies adopted by the PRC government, the directors consider that the foreign exchange risk is insignificant.

The Group currently has no foreign exchange rate hedging policy in respect of commercial transactions denominated in foreign currencies. However, the directors monitor exchange rate exposure regularly and will consider hedging significant exchange rate exposure as and when necessary.

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 30 September 2021.

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2021, the Group had a total of 44 employees (30 September 2020: 43) in Hong Kong, the PRC and the United States. All employees are remunerated according to their performance, experience and the prevailing industry practices. The Group also participates in retirement benefit schemes for its staff in Hong Kong and the PRC.

The new share option scheme of the Company was approved by shareholders adopted on 23 September 2021, with options to be granted to any directors, employees and other parties at the discretion of the Board. During the period ended 30 September 2021, no share options were granted to directors, employees and other parties while 3,000,000 share options lapsed. As at 30 September 2021, 343,557,000 share options remained outstanding.

The Group also adopted a share award scheme on 27 June 2017. During the period ended 30 September 2021, 5,050,000 awarded share was granted and transferred to Mr. Zhang Shao Yan, the Chief Investment Officer of the Group under the shares held by Trustee. The Group also granted and issued new awarded shares of 83,000,000 to eight employees of a subsidiary. The Group recognised total expenses of approximately HK\$10,713,000 (six months ended 30 September 2020: Nil) during the six months ended 30 September 2021 in relation to equity-settled share-based payment.

資本開支及資本承擔

於二零二一年九月三十日及二零二零年九月三十日，本集團並無任何對物業、廠房及設備已訂約但未撥備的資本開支。

於二零二一年九月三十日，本集團就應付附屬公司之法定及已訂約出資而產生資本承擔約184,220,000港元（二零二一年三月三十一日：約181,103,000港元）。

匯率波動風險及任何有關對沖

本集團之銷售及購貨主要以港元、美元及人民幣進行，而簿冊則以港元記錄，因此，可能會面臨一定的外匯風險。不過，鑒於中國政府採取貨幣穩定政策，故董事認為外匯風險並不重大。

本集團現時並無就以外幣為單位之商業交易設有外幣匯率對沖政策。然而，董事定期監察匯率風險，並將於有需要時考慮對沖重大匯率風險。

或然負債

本集團於二零二一年九月三十日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，本集團於香港、中國及美國共有44名員工（二零二零年九月三十日：43名）。所有僱員之薪酬乃按照其工作表現、經驗及現行行業慣例而釐定。本集團亦為香港及中國員工提供退休福利計劃。

本公司之新購股權計劃乃於二零二一年九月二十三日經股東批准而採納，據此，董事會可酌情向任何董事、僱員及其他方授出購股權。於截至二零二一年九月三十日止期間，並無向董事、僱員及其他方授出購股權，另有3,000,000份購股權失效。於二零二一年九月三十日，343,557,000份購股權尚未行使。

本集團亦於二零一七年六月二十七日採納股份獎勵計劃。截至二零二一年九月三十日止期間，已經以受託人持有之股份向本集團首席投資總監張紹岩先生授出及轉讓5,050,000股獎勵股份。本集團亦向八名附屬公司僱員授出及發行83,000,000股新獎勵股份。本集團於截至二零二一年九月三十日止六個月內已確認有關以權益結算並以股份支付之款項之總支出約10,713,000港元（截至二零二零年九月三十日止六個月：零）。

CONTINUING CONNECTED TRANSACTIONS

On 9 November 2020, Smart Challenger Global Limited (“Smart Challenger”), an indirect non wholly-owned subsidiary of the Company, entered into the Procurement Framework Agreement with Yangzhou Yiyuantang Commodity Co., Ltd (“Yangzhou Yuanda”), pursuant to which Smart Challenger agreed that Smart Challenger or its subsidiaries will procure and Yangzhou Yuanda agreed to supply the daily cleaning and anti-epidemic products for a term of two years and four months from 1 September 2020 to 31 December 2022 (both days inclusive) (the “Procurement Period”). Mr. Zhu Qian (“Mr. Zhu”) controls more than 30% of the voting power in general meetings of Yangzhou Yuanda. Mr. Zhu is also a substantial shareholder of Century Smart Group Limited (“Century Smart”) and Smart Challenger, and is, therefore, a connected person of the Company. The transactions contemplated under the Procurement Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

Pursuant to the Procurement Framework Agreement, Yangzhou Yuanda agreed to supply the cleaning and anti-epidemic products to Smart Challenger and its subsidiaries for a term of the Procurement Period. The selling prices of the cleaning and anti-epidemic products are determined principally by arm's length commercial negotiation.

The Annual Caps for the Procurement Framework Agreement for the period between 1 September 2020 and 31 December 2020, the year ending 31 December 2021 and the year ending 31 December 2022 are RMB20,000,000, RMB57,000,000 and RMB60,000,000 respectively.

For details, please refer to the Company's announcement dated 9 November 2020.

MATERIAL ACQUISITION AND DISPOSAL

LAPSE OF MAJOR AND CONNECTED TRANSACTION IN RELATION TO INCREASE OF SHAREHOLDING INTERESTS IN SUBSIDIARIES

On 27 November 2020, the Company (as purchaser), Century Smart Group Limited, (“Century Smart”) (as purchaser) and Mr. Zhu Qian (the “Vendor”) entered into the share transfer agreement (the “Share Transfer Agreement”). (Details refer to the announcement dated 27 November 2020 and Annual Report 2021 of the Company). Pursuant to the terms of the Share Transfer Agreement, the Vendor irrevocably guaranteed to the Company that the aggregate audited consolidated net profit after tax of the Joint Venture Group for the twelve months ended 31 August 2021 shall be no less than the Guaranteed Profit of RMB15 million. After internal review and according to International Financial Reporting Standards (“IFRS”), the unaudited net profit after tax of approximately RMB14.8 million, which is less than the Guaranteed Profit of RMB15 million.

Under the Share Transfer Agreement, in the event that the Conditions cannot be fulfilled or waived (as the case may be) on or before 31 March 2021 or such other date as determined by the parties to the Share Transfer Agreement (the “Long Stop Date”), the Share Transfer Agreement and the transactions contemplated thereunder shall become null and void. The Long Stop Date was subsequently extended to a date on or before 30 September 2021 (or such other date as the parties may otherwise agree).

持續關連交易

於二零二零年十一月九日，本公司之間接非全資附屬公司Smart Challenger Global Limited (「Smart Challenger」) 與揚州易遠棠日用品有限公司 (「揚州遠大」) 訂立採購框架協議，據此，Smart Challenger同意其或其附屬公司將採購 (而揚州遠大亦同意供應) 日用清潔及防疫用品，協議為期兩年四個月，自二零二零年九月一日至二零二二年十二月三十一日 (包括首尾兩日) (「採購期」)。朱其安先生 (「朱先生」) 於揚州遠大之股東大會上控制30%以上之投票權，朱先生同時亦為Century Smart Group Limited (「Century Smart」) 及Smart Challenger之主要股東，因此，朱先生為本公司之關連人士。根據上市規則，採購框架協議項下擬進行之交易構成本公司之持續關連交易。

根據採購框架協議，揚州遠大同意於採購期內向Smart Challenger及其附屬公司供應清潔及防疫用品。清潔及防疫用品之售價主要經公平商業磋商釐定。

採購框架協議就二零二零年九月一日至二零二零年十二月三十一日止期間、截至二零二一年十二月三十一日止年度及截至二零二二年十二月三十一日止年度之年度上限分別為人民幣20,000,000元、人民幣57,000,000元及人民幣60,000,000元。

有關詳情，請參閱本公司日期為二零二零年十一月九日之公佈。

重大收購及出售

關於增持附屬公司股份權益之主要及關連交易失效

於二零二零年十一月二十七日，本公司 (作為買方)、Century Smart Group Limited (「Century Smart」) (作為買方) 及朱其安先生 (「賣方」) 訂立股份轉讓協議 (「股份轉讓協議」) (詳情載於本公司日期為二零二零年十一月二十七日之公佈及二零二一年年報)。根據股份轉讓協議之條款，賣方向本公司作出不可撤回之保證，保證合營企業集團截至二零二一年八月三十一日止十二個月之經審核綜合除稅後純利總額不少於人民幣15,000,000元之保證溢利。經內部審查及根據國際財務報告準則 (「國際財務報告準則」)，未經審核除稅後純利約為人民幣14,800,000元及低於人民幣15,000,000元之保證溢利。

根據股份轉讓協議，倘未能於二零二一年三月三十一日或之前或於股份轉讓協議各訂約方釐定之有關其他日期或之前 (「最後完成日期」) 達成或豁免 (視情況而定) 條件，股份轉讓協議及其項下擬進行之交易將告作廢及無效。最後完成日期其後延長至二零二一年九月三十日 (或各訂約方可能協定之有關其他日期) 或之前。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As one or more Condition(s) has/have not been fulfilled or waived (as the case may be) on or before the Long Stop Date, and the parties have not agreed on any further extension of the Long Stop Date, the Share Transfer Agreement and the Acquisition have lapsed on 30 September 2021 pursuant to the terms of the Share Transfer Agreement.

As the companies comprising the Joint Venture Group remain to be subsidiaries of the Company and their financial results will continue to be consolidated into the Group's financial statements notwithstanding the lapse of the Share Transfer Agreement, the Board considers that the lapse of the Share Transfer Agreement will not have any material adverse impact on the business, operations and financial position of the Company.

MATERIAL RELATED PARTY TRANSACTION

Details of material related transactions of the Group as at 30 September 2021 are set out in Note 22 to the condensed consolidated financial statements.

SIGNIFICANT INVESTMENT

The Group did not hold any significant investment for the six months ended 30 September 2021.

由於未能於最後完成日期或之前達成或豁免（視情況而定）一項或多項條件，且各訂約方並無就最後完成日期協定任何進一步展期，故股份轉讓協議及收購事項已根據股份轉讓協議之條款於二零二一年九月三十日失效。

由於即使股份轉讓協議失效，合營企業集團旗下公司將繼續為本公司附屬公司，且彼等之財務業績將繼續綜合併入本集團之財務報表，故董事會認為，股份轉讓協議失效不會對本公司業務、營運及財務狀況產生任何重大不利影響。

重大關連人士交易

本集團於二零二一年九月三十日之重大關連人士交易之詳情載於簡明綜合財務報表附註22。

重大投資

本集團於截至二零二一年九月三十日止六個月並無持有任何重大投資。

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES
未經審核簡明綜合中期財務報表及附註

UNAUDITED CONDENSED CONSOLIDATED INTERIM
FINANCIAL STATEMENTS AND NOTES

The Board of the Company announces that the unaudited condensed consolidated interim results of the Group for the six months ended 30 September 2021.

CONDENSED CONSOLIDATED STATEMENTS OF
COMPREHENSIVE INCOME

For the six months ended 30 September 2021

未經審核簡明綜合中期財務報表及附註

本公司董事會謹此宣佈本集團截至二零二一年九月三十日止六個月之未經審核簡明綜合中期業績。

簡明綜合全面損益賬

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	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		Notes	
		附註	
Continuing operations	持續經營業務		
Turnover	營業額	4	111,791
Cost of sales	銷售成本		(96,526)
			128,648
			(125,671)
Gross profit	毛利		15,265
			2,977
Other income	其他收入	5	731
Other gains – net	其他收益 – 淨額	5	395
Selling expenses	銷售開支		(341)
Other operating expenses	其他營運開支		(12,126)
Equity-settled share-based payment	以權益結算並以股份支付之款項		(10,713)
			(1,596)
Loss from operating activities	經營業務虧損	6	(6,789)
Finance costs	融資成本	7	(1,156)
			(11,870)
			(66)
Loss before tax	除稅前虧損		(7,945)
Taxation	稅項	8	(3,947)
			(11,936)
			(126)
Loss for the period from continuing operations	持續經營業務之本期間虧損		(11,892)
			(12,062)
Discontinued operation	已終止經營業務		
Loss for the period from a discontinued operation	已終止經營業務之本期間虧損	10	(3,310)
			(393)
Loss for the period	本期間虧損		(15,202)
			(12,455)

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES
未經審核簡明綜合中期財務報表及附註

CONDENSED CONSOLIDATED STATEMENTS OF
COMPREHENSIVE INCOME

For the six months ended 30 September 2021

簡明綜合全面損益賬

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			
Other comprehensive income/(loss)	其他全面收入／(虧損)		
Items that will not be reclassified to profit or loss:	不會重新分類至損益之項目：		
Change in fair value of financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之財務資產公平值變動	(93)	(45)
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
Exchange differences on translation foreign operations	換算海外經營業務之匯兌差額	216	2,753
Other comprehensive income for the period	本期間其他全面收入	123	2,708
Total comprehensive loss for the period	本期間全面虧損總額	(15,079)	(9,747)
Loss for the period attributable to:	歸屬於下列人士之本期間虧損：		
Owners of the Company	本公司擁有人	(21,110)	(10,235)
Non-controlling interests	非控股權益	5,908	(2,220)
		(15,202)	(12,455)
Total comprehensive loss for the period attributable to:	歸屬於下列人士之本期間全面虧損總額：		
Owners of the Company	本公司擁有人	(20,603)	(7,146)
Non-controlling interests	非控股權益	5,524	(2,601)
		(15,079)	(9,747)
Loss per share	每股虧損		
From continuing and discontinued operations	持續經營及已終止經營業務		
– Basic	– 基本	11 (0.7) cents港仙	(0.3) cents港仙
– Diluted	– 攤薄	11 (0.7) cents港仙	(0.3) cents港仙
From continuing operations	持續經營業務		
– Basic	– 基本	11 (0.6) cents港仙	(0.3) cents港仙
– Diluted	– 攤薄	11 (0.6) cents港仙	(0.3) cents港仙

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES
未經審核簡明綜合中期財務報表及附註

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at 30 September 2021

簡明綜合財務狀況表

於二零二一年九月三十日

			As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		7,866	9,009
Right-of use assets	使用權資產		5,248	6,108
Financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之財務資產		90	89
			13,204	15,206
Current assets	流動資產			
Inventories	存貨		835	56
Trade receivables	貿易應收款項	12	64,731	16,864
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	13	58,077	72,756
Cash and cash equivalents	現金及現金等值項目		11,865	14,188
Assets classified as discontinued operation	分類為已終止經營業務之資產	10	67	4,482
Total current assets	流動資產總值		135,575	108,346
Less: Current liabilities	減：流動負債			
Trade payables	貿易應付款項	14	15,191	113
Accrued liabilities and other payables	累計負債及其他應付款項	15	27,848	22,065
Contract liabilities	合約負債		-	1,067
Lease liabilities	租賃負債	16	2,251	2,485
Amounts due to shareholders	應付股東款項	17	2,665	2,622
Amounts due to non-controlling interests	應付非控股權益款項	18	5,247	5,247
Tax payables	應付稅項		3,624	1,464
Liabilities directly associated with assets classified as discontinued operation	與分類為已終止經營業務之資產有直接關聯之負債	10	4	108
Total current liabilities	流動負債總值		56,830	35,171
Net current assets	流動資產淨值		78,745	73,175
Total assets less current liabilities	資產總值減流動負債		91,949	88,381
Less: Non-current liabilities	減：非流動負債			
Lease liabilities	租賃負債	16	1,470	2,446
Amounts due to shareholders	應付股東款項	17	12,585	11,878
Amounts due to non-controlling interests	應付非控股權益款項	18	4,168	3,934
			18,223	18,258
Net assets	資產淨值		73,726	70,123
Capital and reserves	股本及儲備			
Share capital	股本	19	66,493	61,933
Reserves	儲備		67,328	73,809
Equity attributable to owners of the Company	本公司擁有人應佔權益		133,821	135,742
Non-controlling interests	非控股權益		(60,095)	(65,619)
Total equity	權益總額		73,726	70,123

Approved by the Board of Directors on 29 November 2021 and signed on its behalf by:

Zhang Xiaobin
張曉彬
Director
董事

於二零二一年十一月二十九日獲董事會批准並由下列人士代表簽署：

Gao Feng
高峰
Director
董事

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES
未經審核簡明綜合中期財務報表及附註

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN
EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2021 (Unaudited)

截至二零二一年九月三十日止六個月(未經審核)

		Equity attributable to owners of the Company 本公司擁有人應佔權益										
		Share capital	Share premium account	Exchange reserves	Financial assets at fair value through other comprehensive income reserve 按公平值計入其他全面收益之財務資產	Accumulated losses	Shares held for share award scheme	Share options reserve	Other reserve	Sub-total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價賬 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	所持股份 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 April 2021 (Audited)	於二零二一年四月一日 (經審核)	61,933	333,369	(721)	(1,147)	(278,020)	(4,986)	35,143	(9,829)	135,742	(65,619)	70,123
Total comprehensive income/(loss) for the period	本期間全面收入/(虧損) 總額	-	-	600	(93)	(21,110)	-	-	-	(20,603)	5,524	(15,079)
Grant of shares under share award scheme	根據股份獎勵計劃授出股份	1,660	4,067	-	-	-	4,986	-	-	10,713	-	10,713
Subscription of shares (Note 19)	認購股份(附註19)	2,900	5,075	-	-	-	-	-	-	7,975	-	7,975
Share issuing expenses	股份發行開支	-	(6)	-	-	-	-	-	-	(6)	-	(6)
Share options lapsed	購股權失效	-	-	-	-	80	-	(80)	-	-	-	-
At 30 September 2021 (Unaudited)	於二零二一年九月三十日 (未經審核)	66,493	342,505	(121)	(1,240)	(299,050)	-	35,063	(9,829)	133,821	(60,095)	73,726

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES
未經審核簡明綜合中期財務報表及附註

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN
EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2020 (Unaudited)

截至二零二零年九月三十日止六個月(未經審核)

		Equity attributable to owners of the Company 本公司擁有人應佔權益										
		Share capital	Share premium account	Exchange reserves	Financial assets at fair value through other comprehensive income reserve 按公平值計入其他全面收益之財務資產	Accumulated losses	Shares held for share award scheme	Share options reserve	Other reserve	Sub-total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價賬 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	所持股份 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 April 2020 (Audited)	於二零二零年四月一日 (經審核)	59,319	311,419	(6,873)	(1,113)	(272,857)	(4,986)	51,426	(12,755)	123,580	(61,951)	61,629
Total comprehensive income/(loss) for the period	本期間全面收入／(虧損) 總額	-	-	3,134	(45)	(10,235)	-	-	-	(7,146)	(2,601)	(9,747)
Change in non-controlling interests	非控股權益變動	-	-	-	-	-	-	-	774	774	(769)	5
Equity-settled share-based payment	以權益結算並以股份支付之款項	-	-	-	-	-	-	1,596	-	1,596	-	1,596
Share options lapsed	購股權失效	-	-	-	-	16,246	-	(16,246)	-	-	-	-
At 30 September 2020 (Unaudited)	於二零二零年九月三十日 (未經審核)	59,319	311,419	(3,739)	(1,158)	(266,846)	(4,986)	36,776	(11,981)	118,804	(65,321)	53,483

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES
未經審核簡明綜合中期財務報表及附註

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW

For the six months ended 30 September 2021

簡明綜合現金流量表

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	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash outflow from operating activities	經營業務之現金流出淨額	(8,567)	(5,194)
Net cash inflow from investing activities	投資活動之現金流入淨額	123	19
Net cash inflow/(outflow) from financing activities	融資活動之現金流入／(流出)淨額	7,085	(307)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(1,359)	(5,482)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	14,188	16,201
Effect of foreign exchange rate changes	匯率變動之影響	(964)	2,532
Cash and cash equivalents at the end of the period	期終之現金及現金等值項目	11,865	13,251
Analysis of the balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Cash and bank balances	現金及銀行結餘	11,865	13,251

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES

未經審核簡明綜合中期財務報表及附註

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2021

1. CORPORATE INFORMATION

Elife Holdings Limited (the "Company") is a limited liability company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is located at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong.

The Directors consider that Ms. Liu Qiuhua, Mr. Gao Feng and Mr. Zhu Qian are the substantial shareholders of the Company which held approximately 10.79%, 7.57% and 6.29% of existing issued ordinary share capital of the Company respectively.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries include engaging in commodities trading and daily cleaning, anti-epidemic and other consumable products businesses. It has also been expanding its businesses into the consumer products market conforming to the Group's business principle of "making life easier and benefiting people's livelihood" (易生活，惠民生).

This condensed consolidated interim financial statement has not been audited.

2. BASIC OF PREPARATION

The unaudited condensed consolidated interim financial statements have been prepared in accordance with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). These condensed consolidated interim financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

These condensed consolidated interim financial statements should be read in conjunction with the Group's audited annual financial statements for the year ended 31 March 2021.

The accounting policies and method of computation adopted in the preparation of these condensed consolidated interim financial statements are consistent with those used in the Group's annual financial statements for the year ended 31 March 2021 except that the Group has adopted certain new and revised Hong Kong Financial Reporting Standards ("HKFRSs") (which also include HKASs and Interpretations) as disclosed in Note 3 below.

簡明綜合財務報表附註

截至二零二一年九月三十日止六個月

1. 公司資料

易生活控股有限公司（「本公司」）為於開曼群島註冊成立之有限公司，而其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司主要營業地點位於香港數碼港道100號數碼港3座D區8樓806室。

董事視劉秋華女士、高峰先生及朱其安先生為本公司之主要股東，彼等分別持有本公司現有已發行普通股本約10.79%、7.57%及6.29%。

本公司之主要業務為投資控股。其附屬公司之主要業務包括從事商品貿易以及日用清潔、防疫用品和消耗品業務。其亦正在拓展其業務至消費品市場，以配合本集團「易生活，惠民生」之經營原則。

本簡明綜合中期財務報表並未經審核。

2. 編製基準

未經審核簡明綜合中期財務報表已按照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十六之適用披露規定編製。本簡明綜合中期財務報表以港元呈列，而除另有指明外，所有數值均約整至千位（千港元）。

此等簡明綜合中期財務報表應與本集團截至二零二一年三月三十一日止年度之經審核年度財務報表一併閱覽。

編製簡明綜合中期財務報表所採納之會計政策及計算方法乃與編製本集團截至二零二一年三月三十一日止年度之年度財務報表所採納者一致，惟本集團已採納若干新訂及經修訂香港財務報告準則（「香港財務報告準則」）（其亦包括香港會計準則及詮釋）。有關詳情在下文附註3中披露。

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES

未經審核簡明綜合中期財務報表及附註

3. PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial information has been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values, as appropriate.

Other than additional accounting policies resulting from application of amendments to HKFRSs and application of certain accounting policies which became relevant to the Group, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2021 are the same as those presented in the Group's annual consolidated financial statements for the year ended 31 March 2021.

(a) Amended standards adopted by the Group

The following amended standards are mandatory for the financial year beginning on the after 1 April 2021:

- | | |
|---|---|
| • HKFRS 9, HKAS 39 and HKFRS 7, HKFRS 4 and HKFRS 16 (Amendments) | Interest rate benchmark reform – Phase 2 |
| • HKFRS 16 (Amendments) | Covid-19 – Related rent concessions beyond 30 June 2021 |

The adoption of these amended standards did not have a significant impact on the Group's accounting policies and did not require any adjustments.

3. 主要會計政策

除若干財務工具乃按公平值計量(倘適用)外,未經審核簡明綜合中期財務資料乃根據歷史成本法編製。

除因應用香港財務報告準則之修訂本及應用那些與本集團變得有關之若干會計政策而新加入會計政策外,截至二零二一年九月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與本集團截至二零二一年三月三十一日止年度之年度綜合財務報表所呈列者相同。

(a) 本集團採納之經修訂準則

下列經修訂準則於二零二一年四月一日或之後開始之財政年度強制生效:

- | | |
|--|---------------------------------|
| • 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號(修訂本) | 利率基準改革 – 第二階段 |
| • 香港財務報告準則第16號(修訂本) | Covid-19 – 於二零二一年六月三十日以後之相關租金減免 |

採納該等經修訂準則對本集團之會計政策並無重大影響,亦無須作出任何調整。

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES

未經審核簡明綜合中期財務報表及附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) New and amended standards, interpretations to standards and annual improvements (collectively the "Amendments") that have been issued but are not effective

The following Amendments have been issued, but are not effective for the Group's financial year beginning on 1 April 2021 and have not been early adopted:

• HKFRSs (Amendments)	Annual improvements to HKFRSs 2018-2020 cycle ¹
• HKFRS 3 (Amendments)	Reference to the conceptual framework ¹
• HKFRS 4 (Amendments)	Extension of the temporary exemption from applying HKFRS 9 ²
• HKFRS 10 and HKAS 28 (Amendments)	Sale or contribution of assets between an investor and its associate or joint venture ³
• HKFRS 17 and HKFRS 17 (Amendments)	Insurance contracts ²
• HKAS 1 (Amendments)	Classification of liabilities as current or non-current ²
• HKAS 1 and HKFRS Practice Statement 2 (Amendments)	Disclosure of accounting policies ²
• HKAS 8 (Amendments)	Definition of accounting estimates ²
• HKAS 12 (Amendments)	Deferred tax related to assets and liabilities arising from a single transaction ²
• HKAS 16 (Amendments)	Proceeds before intended use ¹
• HKAS 37 (Amendments)	Onerous contracts – costs of fulfilling a contract ¹
• Amendments to Accounting Guideline 5	Merger accounting for common control combinations ¹
• HK Int 5 (2020)	Presentation of financial statements – Classification by the borrower of a term loan that contains a repayment on demand clause ²

¹ Effective for financial years beginning on or after 1 January 2022

² Effective for financial years beginning on or after 1 January 2023

³ No mandatory effective date yet determined

The Group is in the process of making an assessment of the impact of these Amendments upon initial application but is not yet in a position to state whether these Amendments would have any significant impact on its results of operations and financial position.

3. 主要會計政策 (續)

(b) 已頒佈但尚未生效之新訂及經修訂準則、準則之詮釋及年度改進 (統稱「修訂本」)

以下修訂本已頒佈，惟於本集團二零二一年四月一日開始之財政年度尚未生效且未獲提早採納：

• 香港財務報告準則 (修訂本)	香港財務報告準則二零一八年至二零二零年周期之年度改進 ¹
• 香港財務報告準則第3號 (修訂本)	概念框架之提述 ¹
• 香港財務報告準則第4號 (修訂本)	延長暫時豁免應用香港財務報告準則第9號之期限 ²
• 香港財務報告準則第10號及香港會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業之間之資產買賣或注資 ²
• 香港財務報告準則第17號及香港財務報告準則第17號 (修訂本)	保險合約 ²
• 香港會計準則第1號 (修訂本)	流動或非流動負債之分類 ²
• 香港會計準則第1號及香港財務報告準則實務報告第2號 (修訂本)	會計政策披露 ²
• 香港會計準則第8號 (修訂本)	會計估計之定義 ²
• 香港會計準則第12號 (修訂本)	與單一交易產生之資產及負債相關之遞延稅項 ²
• 香港會計準則第16號 (修訂本)	達到預定用途前之所得款 ¹
• 香港會計準則第37號 (修訂本)	條件繁苛之合約 – 履約成本 ¹
• 會計指引第5號之修訂	共同控制合併之合併會計法 ¹
• 香港詮釋第5號 (二零二零年)	財務報表之呈列 – 借款人對載有按要求償還條文之定期貸款之分類 ²

¹ 由二零二二年一月一日或之後開始之財政年度生效

² 由二零二三年一月一日或之後開始之財政年度生效

³ 尚未釐定強制生效日期

本集團現正評估該等修訂本於首次應用時帶來之影響，惟現階段尚未能評定該等修訂本會否對其經營業績及財務狀況構成任何重大影響。

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES

未經審核簡明綜合中期財務報表及附註

4. SEGMENT INFORMATION

The Group organised into three operating divisions: commodities trading business, daily clearing, anti-epidemic and other consumable products business and esmart digital services. These divisions are the basis on which the Group reports its segment information.

The three operating and reportable segments under HKFRS 8 are as follows:

Commodities trading business	Provision of agency services and commodities trading in the PRC, Hong Kong and overseas
Daily clearing, anti-epidemic and other consumable products business	Engaged in the sales, marketing and brand building of daily cleaning, anti-epidemic and other consumable products in the PRC and overseas
Esmart digital services	Provision of esmart digital services in the PRC
Unconventional gas business	Provision of services in connection with unconventional gas and import of technical equipment for the unconventional gas industry (the operation was discontinued during the six months ended 30 September 2021)

Revenue represents the aggregate of the amounts received and receivable from third parties, income from commodities trading business and sales of daily cleaning, anti-epidemic and other consumable products. Revenue recognised during the periods are as following:

4. 分部資料

本集團分為三個經營分部：商品貿易業務、日用清潔、防疫用品和消耗品業務及智能數據服務。該等分部為本集團呈報其分部資料之基準。

根據香港財務報告準則第8號，三個經營及可申報分部如下：

商品貿易業務	於中國、香港及海外提供中介服務與商品貿易
日用清潔、防疫用品和消耗品業務	於中國及海外從事日用清潔、防疫用品和消耗品之銷售、行銷及品牌建設
智能數據服務	於中國提供智能數據服務
非常規天然氣業務	從事提供與非常規天然氣相關服務及非常規天然氣行業輸入技術設備（該業務已於截至二零二一年九月三十日止六個月內終止經營）

收益指已向及應向第三方收取之款項總額，有關收入來自商品貿易業務及銷售日用清潔、防疫用品和消耗品。期內確認之收益如下：

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)
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Disaggregation of revenue from contracts with customers

來自客戶合約之收入細分

Recognised at a point in time

於單一時間點確認

Commodities sales
Sales of daily cleaning, anti-epidemic and other consumable products

商品銷售
銷售日用清潔、防疫用品和消耗品

Total revenue from contracts with customers

來自客戶合約之收入總額

49,218	119,702
62,573	8,946
111,791	128,648

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES

未經審核簡明綜合中期財務報表及附註

4. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results

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

For the six months ended 30 September 2021 (Unaudited)

Turnover	營業額
Turnover from external customers	來自外界客戶之營業額
Result	業績
Segment (loss)/profit	分部(虧損)/溢利
Unallocated other income	未分配其他收入
Unallocated corporate expenses	未分配企業支出
Equity-settled share-based payment	以權益結算並以股份支付之款項
Finance costs	融資成本
Loss before tax	除稅前虧損
Taxation	稅項
Loss for the period from continuing operations	持續經營業務之本期間虧損

For the six months ended 30 September 2020 (Unaudited)

Turnover	營業額
Turnover from external customers	來自外界客戶之營業額
Result	業績
Segment (loss)/profit	分部(虧損)/溢利
Unallocated other income	未分配其他收入
Unallocated corporate expenses	未分配企業支出
Equity-settled share-based payment	以權益結算並以股份支付之款項
Finance costs	融資成本
Loss before tax	除稅前虧損
Taxation	稅項
Loss for the period from continuing operations	持續經營業務之本期間虧損

Turnover reported above represents revenue generated from external customers. There were no inter-segment sales in the Period (six months ended 30 September 2020: HK\$Nil).

Segment results represent the (loss)/profit generated from each segment without allocation of certain other income, equity-settled share-based payment, corporate expenses, finance costs and taxation. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment measurement.

4. 分部資料(續)

分部收益及業績

本集團收益及業績按可申報分部劃分之分析如下：

截至二零二一年九月三十日止六個月(未經審核)

Continuing operations 持續經營業務			
Commodities trading business 商品貿易業務 HK\$'000 千港元	Daily cleaning, anti-epidemic and other consumable products business 日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	Esmart digital services 智能數據服務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
49,218	62,573	-	111,791
(3,011)	14,683	(1,489)	10,183
			1,055
			(7,314)
			(10,713)
			(1,156)
			(7,945)
			(3,947)
			(11,892)

截至二零二零年九月三十日止六個月(未經審核)

Continuing operations 持續經營業務			
Commodities trading business 商品貿易業務 HK\$'000 千港元	Daily cleaning, anti-epidemic and other consumable products business 日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	Esmart digital services 智能數據服務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
119,702	8,946	-	128,648
(1,991)	2,487	(4,887)	(4,391)
			1,796
			(7,679)
			(1,596)
			(66)
			(11,936)
			(126)
			(12,062)

上文所呈報之營業額指來自外界客戶之收益。於本期間內並無分部間銷售(截至二零二零年九月三十日止六個月：零港元)。

分部業績指未分配若干其他收入、以權益結算並以股份支付之款項、企業開支、融資成本及稅項之前各分部產生之(虧損)/溢利。此為向主要經營決策者報告以分配資源及評估分部表現之方法。

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4. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

4. 分部資料(續)
分部資產及負債

		Continuing operations 持續經營業務			Discontinued operation 已終止經營業務	Consolidated 綜合 HK\$'000 千港元
		Commodities trading business 商品貿易業務 HK\$'000 千港元	Daily cleaning, anti-epidemic and other consumable products business 日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	Esmart digital services 智能數據服務 HK\$'000 千港元	Unconventional gas business 非常規天然氣業務 HK\$'000 千港元	
30 September 2021 (Unaudited)	二零二一年九月三十日(未經審核)					
Segment assets	分部資產	57,383	54,987	11,278	-	123,648
Segment liabilities	分部負債	4,928	22,248	10,230	-	37,406

		Continuing operations 持續經營業務			Discontinued operation 已終止經營業務	Total 總計 HK\$'000 千港元
		Commodities trading business 商品貿易業務 HK\$'000 千港元	Daily cleaning, anti-epidemic and other consumable products business 日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	Esmart digital services 智能數據服務 HK\$'000 千港元	Unconventional gas business 非常規天然氣業務 HK\$'000 千港元	
31 March 2021 (Audited)	二零二一年三月三十一日(經審核)					
Segment assets	分部資產	65,587	9,492	11,807	4,067	90,953
Segment liabilities	分部負債	2,639	3,765	10,114	108	16,626

Reconciliation of reportable segment assets and liabilities:

可申報分部資產與負債對賬：

		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)
Assets	資產		
Total assets of reportable segments	可申報分部之資產總值	123,648	90,953
Unallocated and other corporate assets:	未分配及其他企業資產：		
Property, plant and equipment	物業、廠房及設備	1,873	2,101
Right-of-use assets	使用權資產	1,924	2,449
Deposit, prepayments and other receivables	按金、預付款項及其他應收款項	20,916	23,215
Cash and cash equivalents	現金及現金等值項目	418	4,834
Consolidated total assets	綜合資產總值	148,779	123,552
Liabilities	負債		
Total liabilities of reportable segments	可申報分部之負債總值	37,406	16,626
Unallocated and other corporate liabilities:	未分配及其他企業負債：		
Accrued liabilities and other payables	累計負債及其他應付款項	10,426	9,958
Lease liabilities	租賃負債	2,555	3,164
Amounts due to shareholders	應付股東款項	15,251	14,500
Amounts due to non-controlling interests	應付非控股權益款項	9,415	9,181
Consolidated total liabilities	綜合負債總值	75,053	53,429

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4. SEGMENT INFORMATION (CONTINUED)

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than unallocated corporate assets (mainly comprising certain property, plant and equipment, certain right-of-use assets, certain deposits, prepayments and other receivables and certain cash and cash equivalents); and
- all liabilities are allocated to reportable segments other than unallocated corporate liabilities (mainly comprising certain accrued liabilities and other payables, lease liabilities amounts due to shareholders, amounts due to non-controlling interests and tax payables).

Other segment information

For the six months ended 30 September 2021 (Unaudited)

	Commodities trading business 商品貿易業務 HK\$'000 千港元	Daily cleaning, anti-epidemic and other consumable products business 日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	Esmart digital services 智能數據服務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Continuing operations:					
Depreciation of property, plant and equipment	296	18	623	228	1,165
Depreciation of right-of-use assets	342	-	-	525	867

For the six months ended 30 September 2020 (Unaudited)

	Commodities trading business 商品貿易業務 HK\$'000 千港元	Daily cleaning, anti-epidemic and other consumable products business 日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	Esmart digital services 智能數據服務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Continuing operations:					
Depreciation of property, plant and equipment	361	-	1,746	265	2,372
Depreciation of right-of-use assets	558	-	66	486	1,110

* Additions to non-current assets excluding financial asset at fair value through other comprehensive income.

4. 分部資料(續)

就監控分部表現及分配分部間資源而言：

- 除未分配企業資產(主要包括若干物業、廠房及設備、若干使用權資產、若干按金、預付款項及其他應收款項以及若干現金及現金等值項目)外，所有資產分配至可申報分部；及
- 除未分配企業負債(主要包括若干累計負債及其他應付款項、租賃負債、應付股東款項、應付非控股權益款項及應付稅項)外，所有負債分配至可申報分部。

其他分部資料

截至二零二一年九月三十日止六個月(未經審核)

截至二零二零年九月三十日止六個月(未經審核)

* 非流動資產之增加不包括按公平值計入其他全面收益之財務資產。

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4. SEGMENT INFORMATION (CONTINUED)

Geographical information

The Company is domiciled in Hong Kong. The Group's operations are mainly located in the PRC and Hong Kong. The following analysis of the Group's turnover by geographical area is disclosed for the periods ended 30 September 2021 and 2020.

The PRC	中國
Hong Kong	香港
Overseas	海外

The following is an analysis of the carrying amount of non-current assets (excluding financial asset at fair value through other comprehensive income) analysed by the geographical area in which the assets are located:

The PRC	中國
Hong Kong	香港
Overseas	海外

4. 分部資料(續)

地區資料

本公司主要營業地點位於香港。本集團之經營主要位於中國及香港。截至二零二一年及二零二零年九月三十日止期間，本集團營業額按地區所作之分析披露如下。

Six months ended 30 September

截至九月三十日止六個月	2020
2021	二零二零年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
111,791	122,019
-	5,957
-	672
111,791	128,648

下表為非流動資產(不包括按公平值計入其他全面收益之財務資產)按資產所在地劃分之地區之賬面值分析：

Carrying amount of non-current assets

非流動資產之賬面值	As at
As at	31 March
30 September	2021
2021	二零二一年
於二零二一年	於二零二一年
九月三十日	三月三十一日
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)
885	1,794
6,793	7,796
5,436	5,533
13,114	15,123

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5. OTHER INCOME AND OTHER GAINS – NET

**Continuing operations:
Other income**

Interest income on:
Bank deposit
Other receivables

Government grant (Note)
Sundry income

Other gains – net

Net exchange losses
Loss on disposal of subsidiaries
Gain/(loss) on disposal of property, plant and equipment
Gain on waiver of rent
Gain on waiver of other payables

**持續經營業務：
其他收入**

利息收入：
銀行存款
其他應收款項

政府補助（附註）
雜項收入

其他收益 – 淨額

匯兌虧損淨額
出售附屬公司之虧損
出售物業、廠房及設備之收益／（虧損）
豁免租金之所得收益
豁免其他應付款項之收益

Note: Amounts represented the government grants received in relation to the outbreak of novel coronavirus ("COVID-19") pandemic.

6. LOSS FROM OPERATING ACTIVITIES

The Group's loss from operating activities from continuing operations is arrived at after charging:
Cost of inventory sold
Depreciation of property, plant and equipment
Depreciation of right-of-use-assets
Staff costs (including directors' remuneration)
– wages and salaries
– equity-settled share-based payment
– retirement benefits scheme contributions

Expenses relating to short-term lease

本集團持續經營業務之經營業務虧損已扣除：
已售存貨成本
物業、廠房及設備之折舊
使用權資產之折舊
員工成本（包括董事酬金）
– 工資及薪金
– 以權益結算並以股份支付
– 退休福利計劃供款

與短期租約有關之開支

5. 其他收入及其他收益 – 淨額

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)
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	10	14
	649	1,322
	659	1,336
	–	162
	72	218
	731	1,716
	(2)	(43)
	–	(1)
	60	(2)
	32	404
	305	–
	395	358

附註：此金額為基於新型冠狀病毒（「COVID-19」）大流行疫情而收取之政府補助。

6. 經營業務虧損

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)
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	96,526	125,671
	1,165	2,372
	867	1,110
	6,323	6,753
	21,425	1,596
	302	263
	28,050	8,612
	353	138

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7. FINANCE COSTS

Continuing operations:

Interests on lease liabilities
Imputed interests on amounts due to shareholders
Imputed interests on amounts due to non-controlling interests

持續經營業務：

租賃負債之利息
應付股東款項之推算利息
應付非控股權益款項之推算利息

8. TAXATION

Current tax
– PRC Enterprises Income Tax

本期稅項
– 中國企業所得稅

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No.7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of corporation not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime is applicable to the Group for the periods ended 30 September 2021 and 2020.

The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the unaudited condensed consolidated financial statements.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

Taxation in other jurisdictions are calculated at the rates prevailing in the respective jurisdictions. No provision has been made as the Group had no assessable profit for the six months ended 30 September 2021 and 2020.

7. 融資成本

Six months ended 30 September

截至九月三十日止六個月

2021	2020
二零二一年	二零二零年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

215	65
707	1
234	–
1,156	66

8. 稅項

Six months ended 30 September

截至九月三十日止六個月

2021	2020
二零二一年	二零二零年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

3,947	126

於二零一八年三月二十一日，香港立法會通過《2017年稅務（修訂）（第7號）條例草案》（「條例草案」），引入兩級利得稅稅率制度。條例草案於二零一八年三月二十八日獲簽署成為法律，並於翌日刊憲。根據兩級利得稅稅率制度，合資格集團實體首2,000,000港元之應課稅溢利將會按8.25%徵稅，而超過2,000,000港元之應課稅溢利則會按16.5%徵稅。不符合兩級利得稅稅率制度之公司之應課稅溢利將繼續劃一按16.5%徵稅。兩級利得稅稅率制度乃於截至二零二一年及二零二零年九月三十日止期間對本集團適用。

董事認為，實行兩級利得稅稅率制度後之所涉金額對未經審核簡明綜合財務報表而言並不重大。

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法之實施細則，自二零零八年一月一日起，中國附屬公司之稅率為25%。

其他司法權區之稅項按相關司法權區之當前稅率計算。由於本集團於截至二零二一年及二零二零年九月三十日止六個月並無產生應課稅溢利，故並無作出撥備。

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9. DIVIDENDS

The Board of the Company do not recommend a payment of an interim dividend for the six months ended 30 September 2021 (six months ended 30 September 2020: HK\$Nil).

9. 股息

本公司董事會不建議派付截至二零二零年九月三十日止六個月之中期股息(截至二零一九年九月三十日止六個月：零港元)。

10. DISCONTINUED OPERATION

During the six months ended 30 September 2021, the Group decided to discontinue its unconventional gas business and focus its resources on commodities trading business, daily cleaning, anti-epidemic and other consumable products business and esmart digital services. Hence, unconventional gas business was classified as discontinued operation.

The results of the unconventional gas business for the period are presented below:

Turnover	營業額
Other income	其他收入
Other gain	其他收益
Other operating expenses	其他營運開支
Loss from operating activities	經營業務虧損
Finance costs	融資成本
Loss before tax	除稅前虧損
Taxation	稅項
Loss for the period	本期間虧損

The major classes of assets and liabilities of the unconventional gas business classified as discontinued operation as at 30 September 2021 are as follows:

Assets
Property, plant and equipment
Deposits, prepayments and other receivables
Cash and cash equivalents

Assets classified as discontinued operation

Liabilities

Accrued liabilities and other payables

Liabilities directly associated with assets classified as discontinued operation

Net assets directly associated with the discontinued operation

資產
物業、廠房及設備
按金、預付款項及其他應收款項
現金及現金等值項目

分類為已終止經營業務之資產

負債

累計負債及其他應付款項

與分類為已終止經營業務之資產有直接關聯之負債

與已終止經營業務有直接關聯之資產淨值

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)
-	-
-	1
1,187	-
(4,497)	(394)
(3,310)	(393)
-	-
(3,310)	(393)
-	-
(3,310)	(393)

於二零二一年九月三十日分類為已終止經營業務之非常規天然氣業務主要資產及負債類別如下：

As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)

As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
6	-
4,074	-
402	67
4,482	67
108	4
108	4
4,374	63

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10. DISCONTINUED OPERATION (CONTINUED)

The cash flows incurred by the unconventional gas business are as follows:

10. 已終止經營業務(續)

非常規天然氣業務所產生之現金流量如下：

	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Net cash inflow/(outflow) from operating activities 經營業務之現金流入/(流出)淨額	4,311	(46,853)

11. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

(a) Basic

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

11. 本公司擁有人應佔每股虧損

(a) 基本

本公司擁有人應佔每股基本虧損乃按以下數據計算：

Continuing and discontinued operations
持續經營及已終止經營業務

Loss for the period attributable to owners of the Company (HK\$'000)	本公司擁有人應佔本期間虧損 (千港元)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)
Basic and diluted loss per share (HK cents per share)	每股基本及攤薄虧損 (每股港仙)

Six months ended 30 September 截至九月三十日止六個月 2021 二零二一年 (Unaudited) (未經審核)	2020 二零二零年 (Unaudited) (未經審核)
(21,110)	(10,235)
3,189,198	2,965,967
(0.7)	(0.3)

Continuing operations
持續經營業務

Loss for the period attributable to owners of the Company (HK\$'000)	本公司擁有人應佔本期間虧損 (千港元)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)
Basic and diluted loss per share (HK cents per share)	每股基本及攤薄虧損 (每股港仙)

Six months ended 30 September 截至九月三十日止六個月 2021 二零二一年 (Unaudited) (未經審核)	2020 二零二零年 (Unaudited) (未經審核)
(17,800)	(9,842)
3,189,198	2,965,967
(0.6)	(0.3)

Discontinued operation
已終止經營業務

Loss for the period attributable to owners of the Company (HK\$'000)	本公司擁有人應佔本期間虧損 (千港元)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)
Basic and diluted loss per share (HK cents per share)	每股基本及攤薄虧損 (每股港仙)

Six months ended 30 September 截至九月三十日止六個月 2021 二零二一年 (Unaudited) (未經審核)	2020 二零二零年 (Unaudited) (未經審核)
(3,310)	(393)
3,189,198	2,965,967
(0.1)	(0)

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11. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (CONTINUED)

(b) Diluted

The basic and diluted loss per share are the same for the periods ended 30 September 2021 and 2020. The calculation of the diluted loss per share for both periods did not assume the exercise of the Company's outstanding share options as the effect is anti-dilutive.

12. TRADE RECEIVABLES

Trade receivables
Less: allowance for expected credit losses on
trade receivables, net

貿易應收款項
減：貿易應收款項之預期信貸
虧損撥備淨額

The following is an ageing of trade receivables based on invoice date, at the end of reporting period.

0 to 30 days
31 to 60 days
61 to 90 days
91 to 180 days
Over 180 days

0至30日
31至60日
61至90日
91至180日
超過180日

11. 本公司擁有人應佔每股虧損(續)

(b) 攤薄

截至二零二一年九月三十日止期間之每股基本及攤薄虧損與截至二零二零年九月三十日止期間相同。該兩個年度之每股攤薄虧損之計算方式並無假設本公司之尚未行使購股權獲行使，原因是有關行使具反攤薄影響。

12. 貿易應收款項

As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
71,248	23,381
(6,517)	(6,517)
64,731	16,864

以下為於報告期末根據發票日期按賬齡分析之貿易應收款項。

As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
46,041	202
6,653	—
—	—
7	7,441
18,547	15,738
71,248	23,381

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13. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

Deposits	按金
Prepayments	預付款項
Other receivables (Note (i), (ii) & (iii))	其他應收款項 (附註(i)、(ii)及(iii))
Less: allowance for expected credit losses on other receivables, net (Note (iv))	減：其他應收款項之預期信貸虧損撥備淨額 (附註(iv))

Notes:

As at 30 September 2021, included the other receivables are several significant items as follows:

- (i) Outstanding consideration for sale of minority interest in an associated company

Pursuant to the sale and purchase agreement dated 2 June 2015 (as supplemented and amended by two supplemental agreements thereto dated 23 June 2017 and 28 November 2017) (the "Disposal Agreement") between Elife Investment Holdings Limited (formerly known as Sino Rich Energy Holdings Limited) (a wholly-owned subsidiary of the Company) ("Elife Investment") and Jetgo Group Limited ("Jetgo"), Elife Investment agreed to dispose of 10.5% of the issued share capital of an associated company to Jetgo at the consideration of HK\$150,000,000. The first and second instalments of the consideration of approximately HK\$75,304,000 were settled in accordance with the schedule.

In relation to the third instalment of the consideration of approximately HK\$74,696,000 due 31 December 2018, Jetgo settled HK\$200,000 in June 2018 and approximately HK\$74,496,000 has remained outstanding as at 30 September 2021 (31 March 2021: approximately HK\$74,496,000).

13. 按金、預付款項及其他應收款項

As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
850	913
33,946	32,330
103,856	120,088
138,562	153,331
(80,575)	(80,575)
58,077	72,756

附註：

於二零二一年九月三十日，以下數項重大項目乃計入其他應收款項：

- (i) 出售聯營公司少數權益之未償還代價

根據本公司之全資附屬公司易生活投資控股有限公司 (前稱神州富卓能源控股有限公司) (「易生活投資」) 與捷高集團有限公司 (「捷高」) 所訂立日期為二零一五年六月二日之買賣協議 (經日期為二零一七年六月二十三日及二零一七年十一月二十八日之兩份補充協議所補充及修訂) (「出售協議」)，易生活投資同意按代價150,000,000港元出售聯營公司已發行股本之10.5%。代價之第一期及第二期分期款項約75,304,000港元已依照有關時間表結清。

有關於二零一八年十二月三十一日到期之代價之第三期分期款項約74,696,000港元，捷高於二零一八年六月償還200,000港元，餘下約74,496,000港元於二零二一年九月三十日尚未償還 (二零二一年三月三十一日：約74,496,000港元)。

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13. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

- (ii) Performance deposit due from Zhongshang Huimin (Beijing) E-Commerce Co. Ltd. ("Huimin")

An interest-free and unsecured performance deposit of RMB50,000,000 (the "Performance Deposit") was paid by Zhongnongxin Supply Chain Management Company Limited ("Zhongnongxin") (an indirect whollyowned subsidiary of the Company) to Huimin pursuant to the supply agreement dated 8 March 2017 (the "Supply Agreement") among Zhongnongxin, Huimin and Mr. Zhang Yichun ("Mr. Zhang"). Mr. Zhang, a former non-executive Director and a former vice-chairman of the Board, provided a personal guarantee to Zhongnongxin for the repayment of the Performance Deposit in full when due.

Pursuant to the Supply Agreement (as supplemented and amended by two supplemental agreements thereto on 11 September 2017 and 1 March 2018 respectively), the Performance Deposit shall become due on 16 September 2018. Huimin did not repay the Performance Deposit in full by the said due date. Since August 2018 (that is, one month before the due date), the Group has from time to time requested repayment of the Performance Deposit by Huimin by various means and in particular, (a) on 20 August 2018, the Group issued a letter to Huimin requesting for immediate repayment of the Performance Deposit; (b) on 22 August 2018 and 4 September 2018 respectively, the Group requested Huimin to repay the Performance Deposit in full before 16 September 2018 by email; (c) on 27 September 2018, the PRC legal counsel of the Company, issued a demand letter to Huimin and Mr. Zhang requesting Huimin for repayment of the Performance Deposit; (d) in early November 2018, the management of the Company attended physical meetings with representatives of Huimin to negotiate on, among other things, the means to settle the Performance Deposit, which is preliminarily proposed to be either by way of loan, equity pledge or equity transfer; (e) on 10 December 2018, Huimin provided a repayment schedule in respect of settlement of the Performance Deposit and approximately RMB2,000,000 had been received during the year ended 31 March 2019; (f) On 30 May 2019, a supplemental agreement was entered into among the parties and it was agreed that Huimin shall to repay the remaining balances of the Performance Deposit on or before 16 December 2019; and (g) On 15 June 2020, a supplemental agreement was entered into among the parties and it was agreed that Huimin shall to repay the remaining balances of RMB27,700,000 of the Performance Deposit on or before 31 December 2020. On 20 May 2021, a new supplemental agreement was entered into among the parties and it was agreed that Huimin shall to repay the remaining balances of the Performance Deposit on or before 31 December 2021. The said supplemental agreement contains a clause that the Group shall have the right to demand repayment of the outstanding sum on or before the due date.

As at 30 September 2021, the Performance Deposit of approximately HK\$6,257,000 (equivalent to RMB5,200,000) (31 March 2021: approximately HK\$16,894,000 and equivalent to RMB14,200,000) included in other receivables. The Performance Deposit was partially repaid of approximately RMB1,500,000 after the period ended 30 September 2021.

13. 按金、預付款項及其他應收款項 (續)

附註：(續)

- (ii) 應收中商惠民(北京)電子商務有限公司(「中商惠民」)之履約保證金

根據本公司之間接全資附屬公司中農信供應鏈管理有限公司(「中農信」)、中商惠民與張一春先生(「張先生」)所訂立日期為二零一七年三月八日之供應協議(「供應協議」)，中農信向中商惠民支付了一筆免息及無抵押之履約保證金，金額為人民幣50,000,000元(「履約保證金」)。張先生為前非執行董事兼前董事會副主席，彼就全數履約保證金能夠按時償還向中農信提供個人擔保。

根據供應協議(經日期為二零一七年九月十一日及二零一八年三月一日之兩份補充協議所補充及修訂)，履約保證金將於二零一八年九月十六日到期。中商惠民並無於上述到期日償還全數履約保證金。自二零一八年八月(即到期日前一個月)，本集團不時以各種方式要求中商惠民償還履約保證金，當中具體包括：(a)於二零一八年八月二十日，本集團發函要求中商惠民即時償還履約保證金；(b)於二零一八年八月二十二日及二零一八年九月四日，本集團以電郵方式要求中商惠民於二零一八年九月十六日前悉數償還履約保證金；(c)於二零一八年九月二十七日，本公司之中國法律顧問向中商惠民及張先生發出要求還款函件，要求中商惠民償還履約保證金；(d)於二零一八年十一月初，本公司管理層與中商惠民之代表當面會談，以商討有關(其中包括)結付履約保證金之方式，其初步建議為以貸款、股權質押或股權轉讓之方式結付；(e)於二零一八年十二月十日，中商惠民就結付履約保證金提供還款時間表，並於截至二零一九年三月三十一日止年度已償還約人民幣2,000,000元；(f)於二零一九年五月三十日，各訂約方訂立補充協議並協定中商惠民須於二零一九年十二月十六日或之前償還餘下履約保證金；及(g)於二零二零年六月十五日，各訂約方訂立補充協議，並同意中商惠民須於二零二零年十二月三十一日或之前償還履約保證金之餘下結餘人民幣27,700,000元。於二零二一年五月二十日，各訂約方訂立新補充協議並協定中商惠民須於二零二一年十二月三十一日或之前償還履約保證金之餘下結餘。該補充協議訂有條款，訂明本集團有權要求未償還款項於到期日或之前償還。

於二零二一年九月三十日，履約保證金約6,257,000港元(相當於人民幣5,200,000元)(二零二一年三月三十一日：約16,894,000港元，相當於人民幣14,200,000元)乃計入其他應收款項。於截至二零二一年九月三十日止期間後已償還部分履約保證金約人民幣1,500,000元。

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13. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

(iii) *Loan to Graceful Ocean International Group Holding Limited ("Graceful Ocean")*

On 11 September 2014, Sino Talent Holdings Limited ("Sino Talent"), a wholly-owned subsidiary of the Company, as lender, entered into a loan agreement (the "Loan Agreement") with Graceful Ocean, as borrower and Mr. Ma Haiké ("Mr. Ma") as first guarantor whereby Sino Talent agreed to advance to Graceful Ocean a term loan in the principal amount of HK\$18 million (the "Loan") with interest accrued at the rate of 13% per annum. The parties entered into five supplemental agreements to the Loan Agreement between April 2015 and June 2018 to, among other things, postpone the maturity date of the Loan to 31 March 2019. On 24 June 2019, the parties and Mr. Gao Feng ("Mr. Gao"), an executive director and the vice-chairman of the Board, entered into the sixth supplemental agreement to the Loan Agreement with the interest rate of 10% per annum, to further postpone the maturity date of the Loan to 31 March 2020. Meanwhile, as an additional security of the repayment obligations of the borrower under the Loan Agreement (as supplemented by the six supplemental agreements), Mr. Gao, entered into a second guarantee contract ("Mr. Gao's Second Guarantee") with Sino Talent and Graceful Ocean whereby Mr. Gao agreed to act as the second guarantor and in the event and only when Mr. Ma failed to or refused to fulfill its guarantee obligations as the first guarantor, guarantee the due performance of Graceful Ocean in respect of its repayment obligations under the Loan Agreement (as supplemented by the six supplemental agreements). On 12 June 2020, the Seventh supplemental agreement entered into the parties to further postpone the maturity date of the Loan to 31 March 2021. On 23 April 2021, Mr. Gao entered into a repayment agreement with Sino Talent to take up responsibilities to repay the outstanding balances according to the repayment schedule on behalf of Graceful Ocean when Mr. Ma failed to settle of the Loan. The repayment schedule has been agreed and due on 31 December 2022. The interest rate was changed to 5% per annum.

As at 30 September 2021, the total outstanding amount of the Loan and the interest accrued thereon was approximately HK\$25,449,000 (31 March 2021: approximately HK\$27,382,000) and included in other receivables. The loan was repaid of approximately HK\$400,000 subsequently to period ended 30 September 2021.

(iv) In respect of the sales consideration in Note (i), on 28 November 2018, 2 January 2019 and 25 April 2019, the Group (either by itself or through its legal advisers) issued demand letters to Jetgo while the management of both parties continued to discuss the means to settle the outstanding amount. The Company sought legal advices from two separate Hong Kong law firms on the viability and pros and cons of taking legal action against Jetgo on its failure to make the repayment in accordance with the Disposal Agreement. The Company will further instruct professionals to assess the assets and financial conditions of the Vendor, its associated companies and the sole shareholder of the Vendor in Hong Kong and elsewhere and will then decide whether or not to take legal action against the Vendor or explore other options including but not limited to disposal of the outstanding amount.

Due to the expected possibility of repayment from Jetgo in short period of time is very low and assessed its expected credit losses ("ECL") is very high by an independent firm of professional valuers, after thorough consideration, the Board decided to make an allowance for expected credit losses on the respective receivables, i.e. approximately HK\$74,496,000 for the year ended 31 March 2019.

13. 按金、預付款項及其他應收款項 (續)

附註：(續)

(iii) *向德海國際集團控股有限公司 (「德海國際」) 提供貸款*

於二零一四年九月十一日，本公司之全資附屬公司新圖集團有限公司 (「新圖」) (作為貸款方) 與德海國際 (作為借貸方) 及馬海科先生 (「馬先生」) (作為第一擔保人) 訂立貸款協議 (「貸款協議」)，據此，新圖同意向德海國際提供本金額為18,000,000港元之定期貸款 (「該貸款」)，按年利率13%計息。各訂約方其後於二零一五年四月至二零一八年六月期間就貸款協議訂立五份補充協議，以 (其中包括) 延遲該貸款之到期日至二零一九年三月三十一日。於二零一九年六月二十四日，各訂約方與執行董事兼董事會副主席高峰先生 (「高先生」) 就貸款協議訂立第六份補充協議，將利息訂為年利率10%，並進一步延遲該貸款之到期日至二零二零年三月三十一日。同時，作為借貸方履行其於貸款協議 (經六份補充協議所補充) 下之還款責任之額外擔保，高先生與新圖及德海國際訂立第二擔保合約 (「高先生之第二擔保」)，據此，高先生同意擔任第二擔保人，並在 (且只會在) 馬先生無法或拒絕履行其作為第一擔保人之擔保責任之情況下，擔保德海國際妥當履行其於貸款協議 (經六份補充協議所補充) 下之還款責任。於二零二零年六月十二日，各訂約方訂立第七份補充協議，以進一步延遲該貸款之到期日至二零二一年三月三十一日。於二零二一年四月二十三日，高先生與新圖訂立還款協議，以於馬先生未能清償該貸款之情況發生時，代替德海國際承擔按照還款時間表償還未償還結餘之責任。有關之還款時間表經協定後，還款之到期日改為二零二二年十二月三十一日，利率則改為年利率5%。

於二零二一年九月三十日，該貸款之未償還金額連同累計利息合共約25,449,000港元 (二零二一年三月三十一日：約27,382,000港元) 乃計入其他應收款項。於截至二零二一年九月三十日止期間後已部分償還該貸款約400,000港元。

(iv) 就附註(i)所述之銷售代價而言，本集團 (自行或透過其法律顧問) 已先後於二零一八年十一月二十八日、二零一九年一月二日及二零一九年四月二十五日向捷高發出要求還款函件，同時雙方管理層亦不斷就該筆未償還款項之償付商討解決辦法。本公司已就捷高未有依照出售協議作出還款一事而向其採取法律行動之可行性及利弊，分別向香港兩家律師行尋求法律意見。本公司將進一步指示有關專業人士評估賣方、其聯營公司及賣方之唯一股東於香港及其他地方之資產及財務狀況，然後將決定是否針對賣方採取法律行動還是應探討其他方法，包括但不限於出售該筆未償還款項。

由於捷高預期於短時間內還款之可能性極低及其預期信貸虧損 (「預期信貸虧損」) 被獨立專業估值師評定為極高，故董事會經詳細考慮後，決定對有關應收款項作出預期信貸虧損撥備，於截至二零一九年三月三十一日止年度約為74,496,000港元。

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13. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

(iv) (Continued)

Regarding the Performance deposits in Note (ii) and loan balance in Note (iii), the ECLs are relatively low as supported by the repayment schedules and the personal guarantees, the provision allowance for expected credit losses on other receivables are approximately HK\$370,000 and HK\$5,616,000 respectively as at 31 March 2021. Since Huimin and Graceful Ocean continuously to repay the Performance deposit (Note (ii) above) and the loan (Note (iii) above) as well as both debts not yet been expired, the directors of the Company considered both ECLs are relatively low, there is no further provision of the impairment on the respective receivables was made during the six months period ended 30 September 2021.

14. TRADE PAYABLES

0 to 30 days	0至30日
31 to 60 days	31日至60日
61 to 90 days	61日至90日
91 to 180 days	91日至180日
Over 180 days	超過180日

15. ACCRUED LIABILITIES AND OTHER PAYABLES

Accrued liabilities	累計負債
Deposits received in advance	預收按金
Other payables	其他應付款項

13. 按金、預付款項及其他應收款項 (續)

附註：(續)

(iv) (續)

關於附註(ii)所述之履約保證金及附註(iii)所述之貸款結餘，基於已有還款時間表及個人擔保，有關之預期信貸虧損相對較低，於二零二一年三月三十一日就其他應收款項作出之預期信貸虧損撥備計提分別約為370,000港元及5,616,000港元。由於中商惠民及德海國際持續償還履約保證金(上文附註(ii))及其貸款(上文附註(iii))，以及兩者之債務尚未到期，故本公司董事認為兩者之預期信貸虧損均相對較低，於截至二零二一年九月三十日止六個月期間並無對有關應收款項作進一步減值撥備。

14. 貿易應付款項

As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
12,865	7
2,021	—
—	—
—	—
305	106
15,191	113

15. 累計負債及其他應付款項

As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
6,360	6,573
1,520	49
19,968	15,443
27,848	22,065

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16. LEASE LIABILITIES

The Group's lease liabilities arise from the leasing of office premises and motor vehicles with a fixed lease term from 2 to 5 years. The weight average incremental borrowing rates applied by the Group range from 1.85% to 12.9% (31 March 2021: 1.85% to 12.9%).

The Group had lease liabilities repayable as follows:

Within 1 year	1年內
Over 1 year, less than 2 years	1年後但2年內
Less: total future interest expenses	減：未來利息開支總額
Present value of lease liabilities	租賃負債之現值
Analysis for reporting purpose as:	就報告目的作出分析：
Current liabilities	流動負債
Non-current liabilities	非流動負債

Within 1 year	1年內
Over 1 year, less than 2 years	1年後但2年內
Over 2 years, less than 5 years	2年後但5年內
Less: total future interest expenses	減：未來利息開支總額
Present value of lease liabilities	租賃負債之現值
Analysis for reporting purpose as:	就報告目的作出分析：
Current liabilities	流動負債
Non-current liabilities	非流動負債

As at 30 September 2021, the Group's lease in respect of approximately HK\$2,991,000 (31 March 2021: approximately HK\$3,233,000) are secured by the lessor's title to the leased assets. The Group's lease liabilities are denominated in Hong Kong dollars and RMB, being the functional currency of the relevant group entity.

16. 租賃負債

本集團之租賃負債產生自租用寫字樓及汽車，有關租約之固定租期介乎2至5年。本集團採用之加權平均增量借貸利率為1.85%至12.9%（二零二一年三月三十一日：1.85%至12.9%）。

本集團須予償還之租賃負債如下：

As at 30 September 2021 (Unaudited) 於二零二一年九月三十日（未經審核）	
Present value of the minimum lease payments 最低租賃付款之現值 HK\$'000 千港元	Total minimum lease payments 最低租賃付款總額 HK\$'000 千港元
2,251	2,524
1,470	1,544
3,721	4,068 (347)
	3,721
	2,251
	1,470
	3,721

As at 31 March 2021 (Audited) 於二零二一年三月三十一日（經審核）	
Present value of the minimum lease payments 最低租賃付款之現值 HK\$'000 千港元	Total minimum lease payments 最低租賃付款總額 HK\$'000 千港元
2,485	2,862
1,900	2,070
546	559
4,931	5,491 (560)
	4,931
	2,485
	2,446
	4,931

於二零二一年九月三十日，金額約為2,991,000港元（二零二一年三月三十一日：約3,233,000港元）之本集團租約以承租人之租賃資產作抵押。本集團租賃負債以港元及人民幣列值，即相關集團實體之功能貨幣。

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17. AMOUNTS DUE TO SHAREHOLDERS

Current liabilities

Amount due to Gao Feng ("Mr. Gao") (Note (i))
Amount due to Zhang Xiaobin ("Mr. Zhang") (Note (i))

流動負債

應付高峰(「高先生」)款項(附註(i))
應付張曉彬(「張先生」)款項(附註(i))

Non-current liabilities

Amount due to Mr. Gao (Note (ii))
Amount due to Mr. Zhang (Note (ii))
Amount due to Mr. Chiu (Note (ii))

非流動負債

應付高先生款項(附註(ii))
應付張先生款項(附註(ii))
應付趙先生款項(附註(ii))

Notes:

- (i) The amounts due to shareholders under current liabilities are non-trade in nature, unsecured, interest-free and repayable on demand.
- (ii) On 27 July 2020, the Company signed a supplementary agreement with shareholders for extending the repayment date of the amounts due to shareholders for approximately HK\$13,995,000. The amounts due to shareholders are classified as non-current liabilities, and are non-trade in nature, unsecured, interest-free and repayable with fixed term of two years. The principal amount of the loans were approximately HK\$13,995,000 and the fair value were approximately HK\$10,836,000. Deemed capital contribution arising from shareholders amounted approximately HK\$3,159,000 were the difference of the principal amount and the fair value which initially recognised in other reserve during the year ended 31 March 2021.

17. 應付股東款項

	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
	259	256
	2,406	2,366
	2,665	2,622
	10,319	9,739
	2,064	1,948
	202	191
	12,585	11,878
	15,250	14,500

附註：

- (i) 於流動負債下之應付股東款項屬非交易性質，且為無抵押、免息及須應要求償還。
- (ii) 於二零二零年七月二十七日，本公司與股東簽訂補充協議，以延長應付股東款項約13,995,000港元之還款日期。應付股東款項乃分類為非流動負債及屬非交易性質，其為無抵押、免息及須於兩年固定期內償還。該等貸款之本金額約為13,995,000港元，公平值約為10,836,000港元。由股東產生之視作出資額約3,159,000港元乃於截至二零二一年三月三十一日止年度內初步在其他儲備中確認之本金額與公平值之間的差額。

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18. AMOUNTS DUE TO NON-CONTROLLING INTERESTS

The amounts due to non-controlling interests under current liabilities are non-trade in nature, unsecured, interest-free and repayable within one year (31 March 2021: repayable within one year).

On 27 July 2020, the Company signed a supplementary agreement with non-controlling interests for extending the repayment date of the amounts due to with several non-controlling interests for approximately HK\$4,635,000. The amounts due to non-controlling interests are classified as non-current liabilities and are non-trade in nature, unsecured, interest-free and repayable with fixed term of two years. Deem capital contribution arising from non-controlling interests amounted approximately HK\$1,046,000 were initially recognised from the difference of principal amount of approximately HK\$4,635,000 and fair value amount of approximately HK\$3,589,000.

Current liabilities
Non-current liabilities

流動負債
非流動負債

18. 應付非控股權益款項

於流動負債下之應付非控股權益款項屬非交易性質，其為無抵押、免息及須於一年內償還（二零二一年三月三十一日：須於一年內償還）。

於二零二零年七月二十七日，本公司與數名非控股權益簽訂補充協議，以延長應付非控股權益款項約4,635,000港元之還款日期。應付非控股權益款項乃分類為非流動負債及屬非交易性質，其為無抵押、免息及須於兩年固定期內償還。自非控股權益產生之視作出資額約1,046,000港元乃初步確認自本金額約4,635,000港元與公平值約3,589,000港元之間的差額。

As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元
5,247	5,247
4,168	3,934
9,415	9,181

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19. SHARE CAPITAL OF THE COMPANY

19. 本公司股本

As at 30 September 2021
於二零二一年九月三十日
(Unaudited)
(未經審核)

As at 31 March 2021
於二零二一年三月三十一日
(Audited)
(經審核)

Authorised:
Ordinary shares of HK\$0.02 each

法定：
每股面值0.02港元之普通股

Issued and fully paid:
At beginning of the period/year
Subscription of shares (Note (i))
Grant of shares under share award scheme
(Note (ii))

已發行及繳足：
於期／年初
認購股份(附註(i))
根據股份獎勵計劃授出股份(附註(ii))

At end of the period/year

於期／年終

Number of shares 股份數目 '000 千股	Amounts 金額 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Amounts 金額 HK\$'000 千港元
15,000,000	300,000	15,000,000	300,000
3,096,643	61,933	2,965,967	59,319
145,000	2,900	130,676	2,614
83,000	1,660	-	-
3,324,643	66,493	3,096,643	61,933

Notes:

附註：

- (i) The Company was successfully subscribed 145,000,000 Shares at HK\$0.02 each on 15 September 2021 at a subscription price of HK\$0.055 per share for a total consideration, before expenses of approximately HK\$7,975,000. The proceeds were used for the working capital to maintain the Group's daily operations and funding for developing the Group's business.

- (i) 本公司於二零二一年九月十五日成功按認購價每股0.055港元獲認購145,000,000股每股面值0.02港元之股份，總代價(扣除開支前)約為7,975,000港元。有關所得款項用於一般營運資金以維持本集團日常營運及為發展本集團業務提供資金。

During the year ended 31 March 2021, the Company was successfully subscribed 111,702,000 shares and 18,974,000 shares at HK\$0.02 each on 15 December 2020 and 31 March 2021 respectively at a subscription price of HK\$0.188 per share for a total consideration, before expenses, of approximately HK\$24,567,000. The proceeds were used for the Group's daily operations and the funding for developing the daily consumer goods trading business of the Group.

於截至二零二一年三月三十一日止年度，本公司於二零二零年十二月十五日及二零二一年三月三十一日成功按認購價每股0.188港元分別獲認購111,702,000股及18,974,000股每股面值0.02港元之股份，總代價(扣除開支前)約為24,567,000港元。有關所得款項用於本集團日常營運及為發展本集團日常消費品貿易業務提供資金。

- (ii) On 8 April 2021, the Board has resolved to grant and transfer a total of 5,050,000 existing awarded shares to Mr. Zhang Shaoyan, the Chief Investment Officer of the Group under the shares held by Trustee and 83,000,000 new awarded shares are to be granted to eight employees of a subsidiary under the share award scheme by way of issue and allotment of new shares. The Company issued the respective awarded shares at fair value of HK\$0.069 per share.

- (ii) 於二零二一年四月八日，董事會議決以受託人持有之股份向本集團首席投資總監張紹岩先生授出及轉讓合共5,050,000股現有獎勵股份及根據股份獎勵計劃以配發及發行新股份之方式向八名附屬公司僱員授出83,000,000股新獎勵股份。本公司按公平值每股0.069港元發行相關獎勵股份。

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20. SHARE-BASED PAYMENTS

Share Options Scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and/or rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any directors and employees of the Company, including all executive directors of the Company and its subsidiaries. The Scheme became effective on 8 October 2010 and expired on 8 October 2020 (Existing Share Option Scheme). On 23 September 2021, the Company passed an ordinary resolution by the shareholders at the annual general meeting to New Share Option Scheme.

The New Share Option Scheme become effective on 23 September 2021 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. 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 of the Company in issue at any time. Any further grant of share option in excess of this limit is subject to shareholders' approval in a general meeting.

The share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their subsidiaries, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted would be determined by the directors.

The exercise price of the share options would be determined by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options, which must be a business day; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer, provided that the subscription price shall not be lower than the nominal value of the shares.

The fair value of share options granted to any directors, employees and other parties is recognised as an employee cost with a corresponding increase in a share option reserve within equity. The fair value is measured at grant date using the Black-Scholes-Merton option pricing model, taking into account the terms and conditions upon which the options were granted.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

20. 以股份支付之款項

購股權計劃

本公司設有一項購股權計劃（「該計劃」），藉以向對本集團業務成功作出貢獻之合資格參與者給予鼓勵及／或回報。該計劃之合資格參與者包括本公司任何董事及僱員（包括本公司及其附屬公司之所有執行董事）。該計劃於二零一零年十月八日起生效及已於二零二零年十月八日屆滿（現有購股權計劃）。於二零二一年九月二十三日，本公司獲股東於股東週年大會上通過普通決議案，以採納新購股權計劃。

新購股權計劃於二零二一年九月二十三日起生效，除非以其他方式取消或修訂該計劃，否則該計劃自該日起計十年內保持有效。

根據該計劃，現時獲准授出而尚未行使之購股權所涉及之最高股份數目相等於其行使時本公司於任何時間已發行股份之10%。該計劃各合資格參與者於任何12個月期間根據購股權可獲發行之最高股份數目以本公司於任何時間已發行股份之1%為限。凡進一步授出超過此限額之購股權，必須於股東大會上獲股東批准。

凡向本公司董事、主要行政人員或主要股東或彼等之任何聯繫人士授出購股權，必須事先取得獨立非執行董事批准。此外，凡於任何12個月期間內向本公司之主要股東或獨立非執行董事或彼等之附屬公司授出任何購股權，而有關數額超過本公司於任何時間已發行股份之0.1%，或總值（根據授出日期本公司股份之價格計算）超過5,000,000港元，必須事先於股東大會上獲股東批准。

授出購股權之建議可於提出建議日期起計28日內接納，接納時承授人須支付合共1港元之象徵式代價。所授購股權之行使期由董事釐定。

購股權之行使價由董事釐定，惟不得低於(i)本公司股份於建議授出購股權日期（必須為營業日）在聯交所之收市價；及(ii)本公司股份於緊接建議授出日期前五個交易日在聯交所之平均收市價兩者中較高者，惟認購價不得低於股份面值。

授予任何董事、僱員及其他人士之購股權之公平值確認為一項僱員成本，而權益內之購股權儲備會相應增加。該公平值乃於授出日期經計及授出購股權之條款及條件後以畢蘇莫期權定價模式計量。

購股權並無賦予持有人權利收取股息或在股東大會上投票。

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Options Scheme (Continued)

Movement in share options during the period ended 30 September 2021 are as follows:

20. 以股份支付之款項 (續)

購股權計劃 (續)

截至二零二一年九月三十日止期間購股權變動如下：

Category of Participants	Date of grant (Note (b))	Exercisable period (Note (a))	Exercisable price per share HK\$	Adjusted exercisable price per share after share consolidation HK\$	Outstanding at 1 April 2021	Granted during the period	Exercised during the period	Lapsed during the period	Reclassified during the period	Outstanding at 30 September 2021
參與者類別	授出日期 (附註(b))	行使期 (附註(a))	每股行使價 港元	股份合併後之經調整可行使每股價格 港元	於二零二一年四月一日尚未行使	期內授出	期內行使	期內失效	期內重新分類	於二零二一年九月三十日尚未行使
Directors										
董事										
Mr. Zhang Xiaobin	16 December 2016	Period 3	0.285	0.57	22,500,000	-	-	-	-	22,500,000
張曉彬先生	二零一六年十二月十六日	第三期								
	21 January 2020	Period 5	0.11	N/A	29,000,000	-	-	-	-	29,000,000
	二零二零年一月二十一日	第五期		不適用						
					51,500,000	-	-	-	-	51,500,000
Mr. Gao Feng	16 December 2016	Period 3	0.285	0.57	22,500,000	-	-	-	-	22,500,000
高峰先生	二零一六年十二月十六日	第三期								
	21 January 2020	Period 5	0.11	N/A	29,000,000	-	-	-	-	29,000,000
	二零二零年一月二十一日	第五期		不適用						
					51,500,000	-	-	-	-	51,500,000
Mr. Chiu Sui Keung	16 December 2016	Period 3	0.285	0.57	22,500,000	-	-	-	-	22,500,000
趙瑞強先生	二零一六年十二月十六日	第三期								
	21 January 2020	Period 5	0.11	N/A	29,000,000	-	-	-	-	29,000,000
	二零二零年一月二十一日	第五期		不適用						
					51,500,000	-	-	-	-	51,500,000
Mr. Sun Qiang (resigned on 24 March 2021)	27 June 2017	Period 4	0.21	0.42	24,460,000	-	-	-	(24,460,000)	-
孫強先生 (於二零二一年三月二十四日辭任)	二零一七年六月二十七日	第四期								
	27 January 2020	Period 5	0.11	N/A	2,900,000	-	-	-	(2,900,000)	-
	二零二零年一月二十一日	第五期		不適用						
					27,360,000	-	-	-	(27,360,000)	-
Mr. Cheng Wing Keung, Raymond	16 December 2016	Period 3	0.285	0.57	1,000,000	-	-	-	-	1,000,000
鄭永強先生	二零一六年十二月十六日	第三期								
	21 January 2020	Period 5	0.11	N/A	2,900,000	-	-	-	-	2,900,000
	二零二零年一月二十一日	第五期		不適用						
					3,900,000	-	-	-	-	3,900,000
Mr. Lam Williamson	16 December 2016	Period 3	0.285	0.57	1,000,000	-	-	-	-	1,000,000
林全智先生	二零一六年十二月十六日	第三期								
	21 January 2020	Period 5	0.11	N/A	2,900,000	-	-	-	-	2,900,000
	二零二零年一月二十一日	第五期		不適用						
					3,900,000	-	-	-	-	3,900,000
Mr. Wong Hoi Kuen	16 December 2016	Period 3	0.285	0.57	1,000,000	-	-	-	-	1,000,000
黃海權先生	二零一六年十二月十六日	第三期								
	21 January 2020	Period 5	0.11	N/A	2,900,000	-	-	-	-	2,900,000
	二零二零年一月二十一日	第五期		不適用						
					3,900,000	-	-	-	-	3,900,000

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Options Scheme (Continued)

Movement in share options during the period ended 30 September 2021 are as follows: (Continued)

20. 以股份支付之款項 (續)

購股權計劃 (續)

截至二零二一年九月三十日止期間購股權變動如下：
(續)

Category of Participants	Date of grant (Note (b))	Exercisable period (Note (a))	Exercisable price per share HK\$	Adjusted exercisable price per share after share consolidation HK\$ 股份合併後之經調整可行使每股價格 港元	Outstanding at 1 April 2021 於二零二一年四月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	Reclassified during the period 期內重新分類	Outstanding at 30 September 2022 於二零二一年九月三十日 尚未行使
參與者類別	授出日期 (附註(b))	行使期 (附註(a))	每股行使價 港元	每股價格 港元	於二零二一年 四月一日 尚未行使	期內授出	期內行使	期內失效	期內重新分類	於二零二一年 九月三十日 尚未行使
Dr. Lam Lee G. 林家禮博士	20 October 2016 二零一六年十月二十日	Period 2 第二期	0.3	0.6	1,181,000	-	-	-	-	1,181,000
	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.570	1,000,000	-	-	-	-	1,000,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	2,900,000	-	-	-	-	2,900,000
					5,081,000	-	-	-	-	5,081,000
					Sub-total 小計	198,641,000	-	-	(27,360,000)	171,281,000
Employees of the Group 本集團僱員										
In aggregate 總計	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.570	5,516,000	-	-	-	-	5,516,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	66,000,000	-	-	(1,000,000)	-	65,000,000
					Sub-total 小計	71,516,000	-	-	(1,000,000)	70,516,000
Others 其他										
In aggregate 總計	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.57	22,500,000	-	-	-	-	22,500,000
	27 June 2017 二零一七年六月二十七日	Period 4 第四期	0.21	0.42	-	-	-	-	24,460,000	24,460,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	53,900,000	-	-	(2,000,000)	2,900,000	54,800,000
					Sub-total 小計	76,400,000	-	-	(2,000,000)	101,760,000
					Total 合計	346,557,000	-	-	(3,000,000)	343,557,000
Weighted average exercise price (in HK\$) (Note (c)) 加權平均行使價 (港元) (附註(c))					0.27	-	-	0.11	0.39	0.27

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Options Scheme (Continued)

Movement in share options during the period ended 30 September 2020 are as follows:

20. 以股份支付之款項 (續)

購股權計劃 (續)

截至二零二零年九月三十日止期間購股權變動如下：

Category of Participants	Date of grant (Note (b))	Exercisable period (Note (a))	Exercisable price per share HK\$	Adjusted exercisable price per share after share consolidation HK\$ 股份合併後之經調整可行使每股價格 港元	Outstanding at 1 April 2020	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30 September 2020
參與者類別	授出日期 (附註(b))	行使期 (附註(a))	每股行使價 港元	每股價格 港元	於二零二零年 四月一日 尚未行使	期內授出	期內行使	期內失效	於二零二零年 九月三十日 尚未行使
Directors									
董事									
Mr. Zhang Xiaobin	16 December 2016	Period 3	0.285	0.57	22,500,000	-	-	-	22,500,000
張曉彬先生	二零一六年十二月十六日	第三期							
	21 January 2020	Period 5	0.11	N/A	3,625,000	7,250,000	-	-	10,875,000
	二零二零年一月二十一日	第五期		不適用					
					26,125,000	7,250,000	-	-	33,375,000
Mr. Gao Feng	22 September 2015	Period 1	0.17	0.34	8,000,000	-	-	(8,000,000)	-
高峰先生	二零一五年九月二十二日	第一期							
	16 December 2016	Period 3	0.285	0.57	22,500,000	-	-	-	22,500,000
	二零一六年十二月十六日	第三期							
	21 January 2020	Period 5	0.11	N/A	3,625,000	7,250,000	-	-	10,875,000
	二零二零年一月二十一日	第五期		不適用					
					34,125,000	7,250,000	-	(8,000,000)	33,375,000
Mr. Chiu Sui Keung	22 September 2015	Period 1	0.17	0.34	8,000,000	-	-	(8,000,000)	-
趙瑞強先生	二零一五年九月二十二日	第一期							
	16 December 2016	Period 3	0.285	0.57	22,500,000	-	-	-	22,500,000
	二零一六年十二月十六日	第三期							
	21 January 2020	Period 5	0.11	N/A	3,625,000	7,250,000	-	-	10,875,000
	二零二零年一月二十一日	第五期		不適用					
					34,125,000	7,250,000	-	(8,000,000)	33,375,000
Mr. Sun Qiang	27 June 2017	Period 4	0.21	0.42	24,460,000	-	-	-	24,460,000
孫強先生	二零一七年六月二十七日	第四期							
	21 January 2020	Period 5	0.11	N/A	362,500	725,000	-	-	1,087,500
	二零二零年一月二十一日	第五期		不適用					
					24,822,500	725,000	-	-	25,547,500
Mr. Zhang Yichun	20 October 2016	Period 2	0.3	0.6	15,000,000	-	-	(15,000,000)	-
(Resigned on	二零一六年十月二十日	第二期							
29 February 2020)	16 December 2016	Period 3	0.285	0.57	7,500,000	-	-	(7,500,000)	-
張一春先生	二零一六年十二月十六日	第三期							
(於二零二零年									
二月二十九日辭任)									
					22,500,000	-	-	(22,500,000)	-

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Options Scheme (Continued)

Movement in share options during the period ended 30 September 2020 are as follows: (Continued)

20. 以股份支付之款項 (續)

購股權計劃 (續)

截至二零二零年九月三十日止期間購股權變動如下：
(續)

Category of Participants	Date of grant (Note (b))	Exercisable period (Note (a))	Exercisable price per share HK\$	Adjusted exercisable price per share after share consolidation HK\$ 股份合併後之經調整可行使每股價格 港元	Outstanding at 1 April 2020	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30 September 2020
參與者類別	授出日期 (附註(b))	行使期 (附註(a))	每股行使價 港元		於二零二零年 四月一日 尚未行使	期內授出	期內行使	期內失效	於二零二零年 九月三十日 尚未行使
Mr. Cheng Wing Keung, Raymond 鄭永強先生	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.57	1,000,000	-	-	-	1,000,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	362,500	725,000	-	-	1,087,500
					1,362,500	725,000	-	-	2,087,500
Mr. Lam Williamson 林全智先生	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.57	1,000,000	-	-	-	1,000,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	362,500	725,000	-	-	1,087,500
					1,362,500	725,000	-	-	2,087,500
Mr. Wong Hoi Kuen 黃海權先生	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.57	1,000,000	-	-	-	1,000,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	362,500	725,000	-	-	1,087,500
					1,362,500	725,000	-	-	2,087,500
Dr. Lam Lee G. 林家禮博士	20 October 2016 二零一六年十月二十日	Period 2 第二期	0.3	0.6	1,181,000	-	-	-	1,181,000
	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.570	1,000,000	-	-	-	1,000,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	362,500	725,000	-	-	1,087,500
					2,543,500	725,000	-	-	3,268,500
				Sub-total 小計	148,328,500	25,375,000	-	(38,500,000)	135,203,500
Employees of the Group									
本集團僱員									
In aggregate 總計	22 September 2015 二零一五年九月二十二日	Period 1 第一期	0.17	0.34	25,500,000	-	-	(25,500,000)	-
	20 October 2016 二零一六年十月二十日	Period 2 第二期	0.3	0.6	9,500,000	-	-	-	9,500,000
	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.570	14,516,000	-	-	-	14,516,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	10,125,000	20,250,000	-	-	30,375,000
					59,641,000	20,250,000	-	(25,500,000)	54,391,000

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Options Scheme (Continued)

Movement in share options during the period ended 30 September 2020 are as follows: (Continued)

20. 以股份支付之款項(續)

購股權計劃(續)

截至二零二零年九月三十日止期間購股權變動如下：
(續)

Category of Participants	Date of grant (Note (b))	Exercisable period (Note (a))	Exercisable price per share HK\$	Adjusted exercisable price per share after share consolidation HK\$ 股份合併後之經調整可行使每股價格 港元	Outstanding at 1 April 2020 於二零二零年四月一日尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	Outstanding at 30 September 2020 於二零二零年九月三十日尚未行使
參與者類別	授出日期 (附註(b))	行使期 (附註(a))	每股行使價 港元						
Others									
其他									
In aggregate	16 December 2016	Period 3	0.285	0.57	22,500,000	-	-	-	22,500,000
總計	二零一六年十二月十六日	第三期							
	27 June 2017	Period 4	0.21	0.42	24,460,000	-	-	(24,460,000)	-
	二零一七年六月二十七日	第四期							
	21 January 2020	Period 5	0.11	N/A	6,737,500	13,475,000	-	-	20,212,500
	二零二零年一月二十一日	第五期		不適用					
				Sub-total	53,697,500	13,475,000	-	(24,460,000)	42,712,500
				小計					
				Total	261,667,000	59,100,000	-	(88,460,000)	232,307,000
				合計					
Weighted average exercise price (in HK\$) (Note (c))					0.432	0.11	-	0.4257	0.38
加權平均行使價 (港元)									
(附註(c))									

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Options Scheme (Continued)

Notes:

- (a) Period 1 22 September 2015 to 21 September 2020
 Period 2 20 October 2016 to 19 October 2021
 Period 3 16 December 2016 to 15 December 2021
 Period 4 27 June 2017 to 26 June 2022
 Period 5 21 January 2020 to 20 January 2025
- (b) The vesting date of the share options for Period 1 to 4 is the date of grant. The vesting dates of the share options for Period 5 are as follows:
- (1) 12.5% of the Share Options shall be vested on 31 March 2020 and exercisable from 31 March 2020 to 20 January 2025, both dates inclusive;
 - (2) 12.5% of the Share Options shall be vested on 30 June 2020 and exercisable from 30 June 2020 to 20 January 2025, both dates inclusive;
 - (3) 12.5% of the Share Options shall be vested on 30 September 2020 and exercisable from 30 September 2020 to 20 January 2025, both dates inclusive;
 - (4) 12.5% of the Share Options shall be vested on 31 December 2020 and exercisable from 31 December 2020 to 20 January 2025, both dates inclusive;
 - (5) 12.5% of the Share Options shall be vested on 31 March 2021 and exercisable from 31 March 2021 to 20 January 2025, both dates inclusive;
 - (6) 12.5% of the Share Options shall be vested on 30 June 2021 and exercisable from 30 June 2021 to 20 January 2025, both dates inclusive;
 - (7) 12.5% of the Share Options shall be vested on 30 September 2021 and exercisable from 30 September 2021 to 20 January 2025, both dates inclusive; and
 - (8) 12.5% of the Share Options shall be vested on 31 December 2021 and exercisable from 31 December 2021 to 20 January 2025, both dates inclusive.

20. 以股份支付之款項(續)

購股權計劃(續)

附註：

- (a) 第一期 二零一五年九月二十二日至二零二零年九月二十一日
 第二期 二零一六年十月二十日至二零二一年十月十九日
 第三期 二零一六年十二月十六日至二零二一年十二月十五日
 第四期 二零一七年六月二十七日至二零二二年六月二十六日
 第五期 二零二零年一月二十一日至二零二五年一月二十日
- (b) 第一期至第四期購股權之歸屬日期為授出日期。第五期購股權之歸屬日期如下：
- (1) 購股權之12.5%將於二零二零年三月三十一日歸屬，並可自二零二零年三月三十一日至二零二五年一月二十日(包括首尾兩日)行使；
 - (2) 購股權之12.5%將於二零二零年六月三十日歸屬，並可自二零二零年六月三十日至二零二五年一月二十日(包括首尾兩日)行使；
 - (3) 購股權之12.5%將於二零二零年九月三十日歸屬，並可自二零二零年九月三十日至二零二五年一月二十日(包括首尾兩日)行使；
 - (4) 購股權之12.5%將於二零二零年十二月三十一日歸屬，並可自二零二零年十二月三十一日至二零二五年一月二十日(包括首尾兩日)行使；
 - (5) 購股權之12.5%將於二零二一年三月三十一日歸屬，並可自二零二一年三月三十一日至二零二五年一月二十日(包括首尾兩日)行使；
 - (6) 購股權之12.5%將於二零二一年六月三十日歸屬，並可自二零二一年六月三十日至二零二五年一月二十日(包括首尾兩日)行使；
 - (7) 購股權之12.5%將於二零二一年九月三十日歸屬，並可自二零二一年九月三十日至二零二五年一月二十日(包括首尾兩日)行使；及
 - (8) 購股權之12.5%將於二零二一年十二月三十一日歸屬，並可自二零二一年十二月三十一日至二零二五年一月二十日(包括首尾兩日)行使。

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Options Scheme (Continued)

Notes: (Continued)

- (c) The exercise prices of the outstanding share options as at 30 September 2021 range from HK\$0.11 to HK\$0.6 (30 September 2020: range from HK\$0.11 to HK\$0.6) per share and their weighted average remaining contractual life as at 30 September 2020 is 2.23 years (six months ended 30 September 2020: 2.44 years).

On 23 September 2021, the Shareholders under the Annual General Meeting approved and refreshed the Share Option Scheme Limit which will allow the Company to grant share options entitling holders thereof to subscribe for up to 317,964,356 Shares.

During the periods ended 30 September 2021 no share options were granted to directors, employees and other parties while 3,000,000 share options lapsed (six months ended 30 September 2020: 59,100,000 and 88,460,000 respectively).

Share Award Scheme

The Board has approved the adoption of a share award scheme (the "Old Share Award Scheme") on 11 February 2011, pursuant to which existing shares will be purchased by the Bank of East Asia (Trustees) Limited (the "BEA Trustee") from the market at the cost of the Company and be held in trust. On 9 March 2011, the Board approved and transferred HK\$5,000,000 to the BEA Trustee. On 18 December 2019, the Company transferred shares from the shares under the share award scheme from the BEA Trustee to Xin Yongan International Securities Company Limited (the "Trustee"). As at 30 September 2021, no shares were purchased and held by the Trustee, (31 March 2021: 5,050,000 shares were held by Trustee, representing 0.16% and approximately 0.16% of the issued share capital of the Company). No awarded share was granted to any persons since the commencement of the Old Share Award Scheme.

On 27 June 2017 (the "Adoption Date"), the Board resolved to terminate the Old Share Award Scheme with immediate effect. Such termination shall not affect the share awarded by the Board under the Old Share Award Scheme. On the same day, the Board has conditionally resolved to adopt the new share award scheme (the "New Share Award Scheme").

The purposes and objectives of the New Share Award Scheme are to recognise the contributions by certain employees and persons to the Group and to provide them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group. Subject to any early termination as may be determined by the Board in accordance with the scheme rules, the New Share Award Scheme shall be valid and effective for 10 years from the Adoption Date.

20. 以股份支付之款項 (續)

購股權計劃 (續)

附註：(續)

- (c) 於二零二一年九月三十日尚未行使購股權之行使價介乎於每股0.11港元至0.6港元 (二零二零年九月三十日：介乎於每股0.11港元至0.6港元)，而其於二零二一年九月三十日之加權平均餘下合約期為2.23年 (截至二零二零年九月三十日止六個月：2.44年)。

於二零二一年九月二十三日，股東於股東週年大會上批准更新購股權計劃授權限額，此將容許本公司授出購股權，從而讓購股權持有人有權認購最多317,964,356股股份。

於截至二零二一年九月三十日止期間，並無向董事、僱員及其他方授出購股權，另有3,000,000份購股權失效 (截至二零二零年九月三十日止六個月：分別為59,100,000及88,460,000)。

股份獎勵計劃

董事會於二零一一年二月十一日批准採納股份獎勵計劃 (「舊股份獎勵計劃」)，據此，Bank of East Asia (Trustees) Limited (「BEA受託人」) 將會在市場購入並以信託形式持有現有股份 (有關成本由本公司支付)。於二零一一年三月九日，董事會批准及轉撥5,000,000港元予BEA受託人。於二零一九年十二月十八日，本公司將股份獎勵計劃下之股份由BEA受託人轉撥至新永安國際證券有限公司 (「受託人」)。於二零二一年九月三十日，受託人並無購買並持有股份 (二零二一年三月三十一日：受託人持有5,050,000股股份，佔本公司已發行股本約0.16%)。自舊股份獎勵計劃開始以來，概無向任何人士獲授獎勵股份。

於二零一七年六月二十七日 (「採納日期」)，董事會議決終止舊股份獎勵計劃，即時生效。有關終止概不影響董事會已根據舊股份獎勵計劃發行之股份。同日，董事會有條件議決採納新股份獎勵計劃 (「新股份獎勵計劃」)。

新股份獎勵計劃之目的及目標為嘉許本集團若干僱員及人士之貢獻並給予獎勵，務求挽留彼等繼續為本集團之持續營運及發展效力，以及為本集團之進一步發展吸引合適人才。除非董事會決定按計劃規則提前終止，否則新股份獎勵計劃將由採納日期起生效並維持10年有效。

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Award Scheme (Continued)

The Board may select any individual or corporate entity being a director (including executive and non-executive director), employee, officer, agent, advisor, consultant or business partner of the Company or any of its subsidiaries and other persons who/which in the opinion of the Board has contributed or will contribute to the growth and development of the Group (the "Eligible Participant") for participation in the New Share Award Scheme and determine the number of the awarded shares to be awarded to the selected participants (the "Selected Participants").

The Board shall offer the awarded shares ("Awarded Shares") to the Selected Participant(s) by any of the following ways as the Board deems fit:

- (a) subject to (i) the passing of an ordinary resolution by the Shareholders in general meeting approving the Scheme Mandate and the transactions contemplated thereunder; and (ii) the Listing Committee granting approval of the listing of, and permission to deal in, any new shares as Awarded Shares, pay such sum to the Trustee for the purpose of subscribing for the new Shares to be allotted and issued to the Trustee for the benefit of the Selected Participant(s) or allot and issue the new Shares as Awarded Shares to the Selected Participant(s) directly; and/or
- (b) pay the reference amount to the Trustee (or as it shall direct) and direct the Trustee to purchase old Awarded Shares. The Board is entitled to impose any conditions as it deems appropriate with respect to the entitlement of the Selected Participant to the Awarded Shares.

Pursuant to the scheme rules, the total number of Shares, whether they are new shares or old shares purchased on-market by the Trustee, underlying all grants made pursuant to the New Share Award Scheme shall not exceed 10% of the total number of issued shares as at the Adoption Date. Such scheme limit may however be refreshed from time to time subject to the certain conditions set out in the New Share Award Scheme. The Company shall not make any further grant of Awarded Share(s) which would result in the total number of the Awarded Shares together with the shares which may be allotted and issued upon exercise of all outstanding share options granted but yet to be exercised under the other share option or award scheme(s) of the Company representing an aggregate over thirty per cent (30%) of the Share in issue as at the date of such grant.

Unless otherwise approved by the shareholders and subject to the adjustment in the event of consolidation or subdivision of shares, the maximum number of Shares which may be awarded to a Selected Participant under the New Share Award Scheme in any 12-month period shall not exceed 1 per cent (1%) of the issued share capital of the Company as at the Adoption Date or the date of refreshment of the scheme limit (as the case may be), excluding all the shares awarded under the New Share Awarded Scheme up to the Adoption Date or the latest date of refreshment.

Any Awarded Shares and the related income thereof held by the Trustee and which are referable to a Selected Participant shall vest in that Selected Participant in accordance with the timetable and conditions as imposed by the Board at its absolute discretion, provided that the Selected Participant remains at all times after the approved by the Board and on the relevant vesting date an Eligible Participant of the Group.

If the Board selects a director as the Selected Participant, the grant of the Awarded Shares to the director may constitute a connected transaction of the Company. However, since the grant of awarded shares to director forms part of the remuneration of the relevant director under his/her service contract, such grant of awarded shares is exempted from all the reporting, announcement and independent Shareholder's approval requirement under Rule 14A.31(6) of the Listing Rules.

20. 以股份支付之款項(續)

股份獎勵計劃(續)

董事會可挑選任何身份屬本公司董事(包括執行及非執行董事)、僱員、主管人員、代理、諮詢人、顧問或業務夥伴之任何人士或法團,或任何附屬公司及董事會認為對本集團增長或發展有貢獻或將會有所貢獻之其他人士(「合資格參與者」)參與新股份獎勵計劃,並可釐定將向該甄選之參與者(「經甄選參與者」)授出之獎勵股份數目。

董事會可按以下其認為合適之任何方式,向經甄選參與者授出獎勵股份(「獎勵股份」):

- (a) 待(i)股東於股東大會上通過批准計劃授權之普通決議案以及其項下擬進行之交易;及(ii)上市委員會批准任何作為獎勵股份之新股份上市及買賣後,為經甄選參與者之利益認購將配發及發行予受託人之新股份,並就此目的向受託人支付有關款項,或直接向經甄選參與者發行新股份作為獎勵股份;及/或
- (b) 向受託人(或按其指示)支付參考款額,並指示受託人購買舊獎勵股份。董事會有權在其認為適當時就經甄選參與者於獎勵股份所享有之權利施加任何條件。

根據計劃規則,與根據新股份獎勵計劃作出之任何獎勵有關之股份總數(不論屬新股份或受託人在市場上購入之舊股份)不得超過於採納日期已發行股份總數之10%。然而,上述計劃上限可在符合新股份獎勵計劃所載若干條件之情況下不時更新。倘若會導致獎勵股份總數(連同根據本公司其他購股權或獎勵計劃已授出但有待行使之全部尚未行使購股權於獲行使時可予配發及發行之股份)合共佔授出當日已發行股份超過百分之三十(30%),本公司不得進一步授出任何獎勵股份。

除非獲股東另行批准,否則於任何12個月期間,根據新股份獎勵計劃可向一名經甄選參與者發放之股份上限數目,不得超過於採納日期或更新計劃上限當日(視情況而定)本公司已發行股本之百分之一(1%) (不包括截至採納日期或最近期更新當日止根據新股份獎勵計劃發放之全部股份),此項條件可於股份拆細或合併事件時予以調整。

受託人所持有並可轉介至經甄選參與者之任何獎勵股份及其相關收入,應按董事會全權酌情施加之時間表及條件歸屬予經甄選參與者,惟經甄選參與者須於董事會作出批准後任何時間及於相關歸屬日期時一直為本集團之合資格參與者。

倘若董事會選出一名董事作為經甄選參與者,向該名董事授出獎勵股份可能構成本公司一項關連交易。然而,由於根據相關董事之服務合約,向董事授出獎勵股份構成相關董事之部分酬金,故有關授出獎勵股份一事可獲豁免遵守上市規則第14A.31(6)條項下之所有申報、公告及獨立股東批准規定。

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Award Scheme (Continued)

For the Awarded Shares to the Selected Participants who are connected persons (excluding directors), the Company will comply with the relevant provisions of the Listing Rules in relation to the reporting, announcement and independent shareholders' approval requirements. However, any grant to any director or senior management of the Company must first be approved by the Remuneration Committee.

The New Share Award Scheme shall terminate on the earlier of (i) the date falling on the 10th anniversary date of the Adoption Date and (ii) such date of early termination as determined by the Board provided that such termination shall not materially and adversely affect any subsisting rights of any Selected Participant thereunder.

The Share Award Scheme Mandate Limit of 317,964,356 shares has been refreshed and approved by shareholders under the Annual General Meeting on 23 September 2021.

During the period ended 30 September 2021, 5,050,000 awarded share was granted and transferred to Mr. Zhang Shaoyan, the Chief Investment Officer of the Group under the shares held by Trustee. The Group also granted and issued new awarded shares of 83,000,000 to eight employees of a subsidiary (six months ended 30 September 2020: Nil). The Group recognised total expenses of approximately HK\$10,713,000 (six months ended 30 September 2020: Nil) during the six months ended 30 September 2021 in relation to equity-settled share-based payment.

There was no purchase of shares by the Trustee under the New Share Award Scheme during the period ended 30 September 2021 (six months ended 30 September 2020: Nil).

21. CAPITAL COMMITMENTS

As at 30 September 2021, the Group had the following capital commitments:

Authorised and contracted for capital contributions payable to subsidiaries

應付附屬公司之法定及已訂約出資

20. 以股份支付之款項(續)

股份獎勵計劃(續)

倘若向身份屬關連人士之經甄選參與者(不包括董事)授予獎勵股份,本公司將遵守上市規則有關申報、公告及獨立股東批准規定之相關條文。然而,向本公司任何董事或高級管理人員作出任何授予前,必須先經薪酬委員會批准。

新股份獎勵計劃將於(i)採納日期滿十週年之日或(ii)董事會決定提早終止(前提是有關終止不會對任何經甄選參與者在當中之任何存續權利有重大不利影響)之日期(以較早者為準)終止。

股份獎勵計劃授權限額317,964,356股股份已於二零二一年九月二十三日之股東週年大會上獲股東批准及更新。

於截至二零二一年九月三十日止期間,已經以受託人持有之股份向本集團首席投資總監張紹岩先生授出及轉讓5,050,000股獎勵股份(截至二零二零年九月三十日止六個月:無)。本集團亦已向八名附屬公司僱員授出及發行83,000,000股新獎勵股份。本集團於截至二零二一年九月三十日止六個月內已確認有關以權益結算並以股份支付之款項之總支出約10,713,000港元(截至二零二零年九月三十日止六個月:零)。

於截至二零二一年九月三十日止期間,受託人並無根據新股份獎勵計劃購買股份(截至二零二零年九月三十日止六個月:無)。

21. 資本承擔

於二零二一年九月三十日,本集團有以下資本承擔:

As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
184,220	181,103

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22. RELATED PARTY TRANSACTIONS

In additions to the transactions and balances disclosed elsewhere in condensed consolidated financial statements, during the six months period ended 30 September 2021 and 2020, the Group had the following material related party transactions:

Yangzhou Yiyuantang Commodity Co., Ltd
Procurement daily cleaning and anti-epidemic products
(Note (i))

Graceful Ocean International Group Holding Limited

Personal guarantee provided by Mr. Gao Feng for a loan
(Note 13(iii))

揚州易遠棠日用品有限公司
採購日用清潔和防疫用品 (附註(i))

德海國際集團控股有限公司

高峰先生就貸款提供個人擔保
(附註13(iii))

The above related parties were company controlled by substantial shareholder during the reporting period. The transactions were conducted on terms and conditions mutually agreed between the relevant parties.

Note:

- (i) These related party transactions also constitute non-exempt continuing connected transactions as defined in Chapter 14A of the Listing Rules.

23. EVENT AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in the interim report, the Group did not have any significant subsequent event after the end of the reporting period.

22. 關連人士交易

除簡明綜合財務報表其他地方所披露之交易及結餘外，於截至二零二一年及二零二零年九月三十日止六個月期間內，本集團曾訂立以下重大關連人士交易：

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

2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
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19,737	6,402
25,449	26,327

上述關連人士為主要股東於報告期內控制之公司。該等交易按各關連人士相互協定之條款及條件進行。

附註：

- (i) 該等關連人士交易亦構成上市規則第14A章所界定之不獲豁免持續關連交易。

23. 報告期後事項

除中期報告之其他地方所披露者外，本集團於報告期末後並無任何重大期後事項。

DIRECTOR AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

Save as disclosed below, as at 30 September 2021, no director or chief executive had any beneficial interest (including interests or short positions) in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they are taken or deemed to have taken under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to in that section, or will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issues (the "Model Code") set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange.

Long positions in the shares of the Company

Long Positions in the shares and underlying shares of the company

Name of Directors 董事姓名	Interest in shares/ Underlying shares 於股份／相關股份之權益	Capacity 身份	Number of shares/ underlying shares held 所持股份／相關股份之數目
Zhang Xiaobin 張曉彬	Shares 股份	Beneficial owner 實益擁有人	95,651,489
	Share options 購股權	Beneficial owner 實益擁有人	51,500,000
Gao Feng (Note 1) 高峰 (附註1)	Shares 股份	Beneficial owner 實益擁有人	162,757,531
	Shares 股份	Interest of a controlled corporation 擁有受控制公司之權益	89,000,000
	Shares options 購股權	Beneficial owner 實益擁有人	51,500,000
Chiu Sui Keung 趙瑞強	Shares 股份	Beneficial owner 實益擁有人	28,271,000
	Share options 購股權	Beneficial owner 實益擁有人	51,500,000
Cheng Wing Keung, Raymond 鄭永強	Shares 股份	Beneficial owner 實益擁有人	2,041,000
	Share options 購股權	Beneficial owner 實益擁有人	3,900,000
Lam Williamson 林全智	Shares 股份	Beneficial owner 實益擁有人	2,181,000
	Share options 購股權	Beneficial owner 實益擁有人	3,900,000
Wong Hoi Kuen 黃海權	Shares 股份	Beneficial owner 實益擁有人	2,181,000
	Share options 購股權	Beneficial owner 實益擁有人	3,900,000
Lam Lee G. 林家禮	Shares 股份	Beneficial owner 實益擁有人	1,000,000
	Share options 購股權	Beneficial owner 實益擁有人	5,081,000

Note:

- Mr. Gao Feng is beneficially interested in the entire issued share capital of ACE Channel Limited.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

除下文披露者外，於二零二一年九月三十日，概無董事或主要行政人員於本公司或其任何聯營公司（具有證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括根據證券及期貨條例之有關條文被當作或被視為擁有之權益及淡倉）或根據證券及期貨條例第352條須記錄於該條例所述之登記冊或須根據上市規則附錄十之董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所之任何實益權益（包括權益或淡倉）。

於本公司股份之好倉

於本公司股份及相關股份之好倉

附註：

- 高峰先生實益擁有ACE Channel Limited之全部已發行股本。

ADDITIONAL INFORMATION

其他資料

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the share options scheme as set out in Note 18 to the unaudited consolidated interim financial statements, at no time during the six months ended 30 September 2021 was the Company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SHARE OPTION SCHEME

Details of the Company's share option scheme are set out in Note 20 to the unaudited condensed consolidated interim financial statements.

During the period ended 30 September 2021, no share options were granted to the directors, employee or other parties while 3,000,000 share options lapsed. As at 30 September 2021, 343,557,000 share options remained outstanding.

SHARE AWARD SCHEME

Details of the Company's share award scheme are set out in Note 20 to the unaudited condensed consolidated interim financial statements.

During the period ended 30 September 2021, 5,050,000 awarded share was granted and transferred to Mr. Zhang Shao Yan, the Chief Investment Officer of the Group, under the shares held by Trustee. The Group also granted and issued new awarded shares of 83,000,000 to eight employees of a subsidiary.

董事收購股份或債券之權利

除於未經審核綜合中期財務報表附註18所載購股權計劃內所披露者外，於截至二零二一年九月三十日止六個月內，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事、彼等各自之配偶或18歲以下之子女可藉購入本公司或任何其他法人團體之股份或債券而得益。

購股權計劃

本公司購股權計劃之詳情載於未經審核簡明綜合中期財務報表附註19。

於截至二零二一年九月三十日止期間，並無向董事、僱員或其他人士授出購股權，另有3,000,000份購股權失效。於二零二一年九月三十日，343,557,000份購股權尚未行使。

股份獎勵計劃

本公司股份獎勵計劃之詳情載於未經審核簡明綜合中期財務報表附註20。

於截至二零二一年九月三十日止期間，已經以受託人持有之股份向本集團首席投資總監張紹岩先生授出及轉讓5,050,000股獎勵股份。本集團亦已向八名附屬公司僱員授出及發行83,000,000股新獎勵股份。

SUBSTANTIAL SHAREHOLDERS AND INTERESTS REQUIRED TO BE DISCLOSED UNDER THE SFO

As at 30 September 2021, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name of shareholders	Notes	Number of shares interested	Nature of interests	Capacity	Approximate percentage of existing issued ordinary share capital of the Company 佔本公司現有已發行普通股股本之概約百分比
股東姓名／名稱	附註	持有權益之股份數目	權益性質	身份	
Ms. Liu Qiuhua 劉秋華女士		358,817,000	Long positions 好倉	Beneficial owner 實益擁有人	10.79%
ACE Channel Limited ("ACE Channel") (「ACE Channel」)	1	89,000,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	2.68%
Mr. Gao Feng 高峰先生	1	162,757,531	Long positions 好倉	Beneficial owner 實益擁有人	4.90%
Zhu Qian 朱其安先生		209,000,000	Long positions 好倉	Beneficial owner 實益擁有人	6.29%

Notes:

1. Mr. Gao Feng is beneficially interested in the entire issued share capital of ACE Channel. By virtue of the SFO, he is deemed to be interested in the 89,000,000 shares beneficially owned by ACE Channel.
2. This percentage is calculated based on the existing issued share capital of the Company as at 30 September 2021.

主要股東及根據證券及期貨條例須予披露之權益

於二零二一年九月三十日，本公司已發行股本5%或以上之下列權益乃載於本公司根據證券及期貨條例第336條須存置之權益登記冊內：

附註：

1. 高峰先生實益擁有ACE Channel全部已發行股本之權益。根據證券及期貨條例，彼被視為擁有89,000,000股由ACE Channel實益擁有之股份之權益。
2. 該百分比乃根據本公司於二零二一年九月三十日之現有已發行股本計算。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

優先購買權

本公司之公司組織章程細則或開曼群島（本公司註冊成立所處之司法權區）法例概無載有關於優先購買權之條文，而令本公司須按比例向現有股東發售新股份。

COMPETING INTERESTS

For the six months ended 30 September 2021, the directors are not aware of any business or interest of the directors, the management, shareholders and their respective associates that compete or may compete with the business of the Group.

競爭權益

截至二零二一年九月三十日止六個月，董事並不知悉各董事、管理層、股東及彼等各自之聯繫人士之任何業務或權益與本集團業務出現競爭或可能出現競爭。

ADDITIONAL INFORMATION

其他資料

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

The Company or any of its subsidiaries had not purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 September 2021.

COMPLIANCE WITH MODEL CODE

The Company adopted a code of conduct regarding directors' securities transactions based on the terms as set out in the Model Code in Appendix 10 to the Listing Rules on the terms no less exacting than the required standard set out in the Model Code throughout the six months ended 30 September 2021. After having made specific enquiry to all directors of the Company, the directors are of the opinion that they have complied with the required standard set out in the Model Code and its code of conduct regarding directors' securities transactions throughout the six months ended 30 September 2021.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company applied the principles and complied with all code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 September 2021.

UPDATE ON DIRECTORS' INFORMATION

There is no updated information of directors of the Company required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules:

AUDIT COMMITTEE

The audit committee of the Company comprises three independent non-executive directors, chaired by Mr. Lam Williamson and the other two members of the committee are Mr. Cheng Wing Keung, Raymond and Mr. Wong Hoi Kuen.

The audit committee of the Company has reviewed, together with the management of the Company, the accounting principles, accounting standards and methods adopted by the Company, discussed the matters concerning internal control, auditing and financial reporting matters and has reviewed the condensed consolidated financial statements of the Group for the six months ended 30 September 2021.

On Behalf of the Board

Zhang Xiaobin
Chairman

Hong Kong, 29 November 2021

購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司在截至二零二一年九月三十日止六個月內概無購買、贖回或出售任何本公司之上市證券。

遵守標準守則

本公司於截至二零二一年九月三十日止六個月內一直採納一套適用於董事進行證券交易之行為守則，該守則乃基於上市規則附錄十之標準守則所載之條款，且與標準守則所載之必守準則同樣嚴謹。向本公司全體董事作出特定查詢後，各董事認為彼等於截至二零二一年九月三十日止六個月內一直遵守標準守則所載之必守準則及其有關董事進行證券交易之行為守則。

遵守企業管治守則

本公司於截至二零二一年九月三十日止六個月內已應用上市規則附錄十四所載之企業管治守則之原則，並一直遵守其所有守則條文。

更新董事資料

概無任何根據上市規則第13.51B(1)條須予披露之本公司董事更新資料。

審核委員會

本公司審核委員會由三名獨立非執行董事組成，林全智先生為主席，而其餘兩名成員為鄭永強先生及黃海權先生。

本公司審核委員會已與本公司管理層共同審閱本公司採納之會計原則、會計準則及方法、討論有關內部監控之事宜、審核及財務報告事宜及已審閱本集團截至二零二一年九月三十日止六個月之簡明綜合財務報表。

代表董事會

張曉彬
主席

香港，二零二一年十一月二十九日



易生活控股有限公司
Elife Holdings Limited