



le saunda holdings ltd.

萊爾斯丹控股有限公司

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 00738)



interim

中期
報告書

2022/23

report



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A woman with long dark hair is standing in a modern architectural space, looking to her left. She is wearing a light green long-sleeved shirt with a large pocket, a green top underneath, and light green high-waisted trousers. She is also wearing black sneakers with gold accents. The background features a concrete wall and a curved concrete structure. The text "CORPORATE INFORMATION" and "公司資料" is overlaid on the image.

CORPORATE INFORMATION 公司資料

EXECUTIVE DIRECTORS

Chui Kwan Ho, Jacky
Li Wing Yeung, Peter
Liu Tsz Yan

NON-EXECUTIVE DIRECTOR

James Ngai (*Chairman*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Lam Siu Lun, Simon
Leung Wai Ki, George
Hui Chi Kwan

AUDIT COMMITTEE

Lam Siu Lun, Simon (*Chairman*)
Leung Wai Ki, George
Hui Chi Kwan

REMUNERATION COMMITTEE

Lam Siu Lun, Simon (*Chairman*)
Leung Wai Ki, George
Hui Chi Kwan
James Ngai

NOMINATION COMMITTEE

Hui Chi Kwan (*Chairman*)
Lam Siu Lun, Simon
Leung Wai Ki, George
James Ngai

COMPANY SECRETARY

Chan Tsz Lok

PRINCIPAL BANKERS

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

執行董事

徐群好
李永揚
廖芷茵

非執行董事

倪雅各 (*主席*)

獨立非執行董事

林兆麟
梁偉基
許次鈞

審核委員會

林兆麟 (*主席*)
梁偉基
許次鈞

薪酬委員會

林兆麟 (*主席*)
梁偉基
許次鈞
倪雅各

提名委員會

許次鈞 (*主席*)
林兆麟
梁偉基
倪雅各

公司秘書

陳子樂

主要往來銀行

香港上海滙豐銀行有限公司
中國建設銀行(亞洲)股份有限公司

CORPORATE INFORMATION

公司資料

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants and Registered PIE Auditor
22nd Floor, Prince's Building
Central, Hong Kong

LEGAL ADVISER

Wilkinson & Grist
6th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 1104–1106, 11th Floor
1063 King's Road
Quarry Bay, Hong Kong

PRINCIPAL SHARE REGISTRAR

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Units 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

核數師

羅兵咸永道會計師事務所
執業會計師及註冊公眾利益實體核數師
香港中環
太子大廈22樓

法律顧問

高露雲律師行
香港中環
遮打道10號
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註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及香港主要營業地點

香港鰂魚涌
英皇道1063號
11樓1104至1106室

股份登記總處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心
17樓1712–1716室

LISTING INFORMATION

Listing: The Stock Exchange of Hong Kong Limited
Stock Code: 00738
Board Size: 2,000 Shares

INVESTOR RELATIONS

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WEBSITE ADDRESS

<http://www.lesaunda.com.hk>

上市資料

上市：香港聯合交易所有限公司
股份代號：00738
每手買賣單位：2,000股

投資者關係

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網址

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MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層討論及分析



FINANCIAL REVIEW

Operating Results

The Group is engaged in the design, development and retailing of ladies' and men's footwear, handbags and fashionable accessories in Mainland China. The major proprietary brands of the Group include le saunda, le saunda MEN, LINEA ROSA and PITT DONNA, which aim to appeal to diversified target customer groups with their distinctive product lines. During the period, the Group also established diverse cosmetic shops in Hong Kong, in order to explore new consumer market and develop new customer base with the Group's new brand, charm & easy.

In the first half of fiscal year 2022/23, total revenue of the Group decreased by 24.5% year-on-year to RMB211,100,000 (2021/22: RMB279,500,000). Consolidated gross profit decreased by 18.5% year-on-year to RMB137,000,000 (2021/22: RMB168,000,000). The Group recorded an overall gross profit margin of 64.9%, representing an increase of 4.8 percentage points as compared to the corresponding period in the last year. During the period, consolidated loss attributable to owners of the Company was RMB23,400,000 (2021/22: consolidated loss of RMB2,200,000).

財務回顧

經營業績

本集團在中國大陸從事設計、開發以及銷售男女裝鞋履、手袋及配飾等產品。旗下主要自營品牌包括le saunda、le saunda MEN、LINEA ROSA及PITT DONNA，以不同定位的產品，覆蓋廣闊的目標客戶群。於本期內，本集團更在香港開設多元美妝專門店，以本集團新品牌charm & easy，來開拓新消費品市場及增加新客源。

二零二二／二三財政年度上半年，本集團總體收益同比下跌24.5%至人民幣211,100,000元(二零二一／二二年：人民幣279,500,000元)。綜合毛利額同比下跌18.5%至人民幣137,000,000元(二零二一／二二年：人民幣168,000,000元)。本集團整體毛利率較去年同期上升4.8個百分點至64.9%。期內，本公司權益持有人應佔綜合虧損為人民幣23,400,000元(二零二一／二二年：綜合虧損人民幣2,200,000元)。

RMB (million)	人民幣(百萬元)	1H 2022/23	1H 2021/22	Change
		二零二二／二三 上半年	二零二一／二二 上半年	
Revenue	收益	211.1	279.5	(24.5%)
Gross profit	毛利	137.0	168.0	(18.5%)
Gross profit margin	毛利率	64.9%	60.1%	4.8 percentage points 4.8個百分點
Consolidated loss attributable to owners	權益持有人應佔綜合虧損	(23.4)	(2.2)	
Basic loss per share (RMB cents)	每股基本虧損(人民幣分)	(3.31)	(0.32)	
Interim dividend (HK cents)	中期股息(港仙)	—	—	
Interim special dividend (HK cents)	中期特別股息(港仙)	—	—	
Dividend pay-out ratio	派息率	N/A 不適用	N/A 不適用	



FINANCIAL REVIEW (CONTINUED)

Profitability Analysis

During the period under review, due to the persistent COVID-19 pandemic (the "Pandemic") in China, the operations of some of the Group's retail stores in China were significantly impacted by strict precautionary measures. Lockdown measures even led to short-term closure in some areas, resulting in a year-on-year decrease of 24.5% in the Group's overall revenue to RMB211,100,000 (2021/22: RMB279,500,000) and a year-on-year decrease of 18.5% in consolidated gross profit to RMB137,000,000 (2021/22: RMB168,000,000). The Group recorded an overall gross profit margin of 64.9%, representing an increase of 4.8 percentage points compared to the corresponding period in the last year.

The Group has been exercising strict control over various selling expenses. During the period, selling and distribution expenses decreased by 6.3% year-on-year to RMB115,800,000 (2021/22: RMB123,600,000). The ratio of selling and distribution expenses to total revenue increased by 10.7 percentage points to 54.9% (2021/22: 44.2%). Such increase was mainly attributable to a greater decline in revenue than that of expense of the Group.

財務回顧(續)

盈利狀況分析

於回顧期內，由於國內COVID-19疫情（「疫情」）持續，嚴謹的防疫措施令本集團部份於國內的零售店之營運受到嚴重影響，若干地區甚至因封控措施而短暫停業，故此本集團總收益同比下跌24.5%至人民幣211,100,000元（二零二一／二二年：人民幣279,500,000元）；綜合毛利額同比下跌18.5%至人民幣137,000,000元（二零二一／二二年：人民幣168,000,000元），毛利率較去年同期增加4.8個百分點至64.9%。

本集團一向嚴格控制各項銷售費用。期內，銷售及分銷開支同比減少6.3%至人民幣115,800,000元（二零二一／二二年：人民幣123,600,000元）。銷售及分銷開支佔總收益的比重增加10.7個百分點至54.9%（二零二一／二二年：44.2%）。銷售費用佔總收益佔比上升主要由於本集團收益減幅較費用跌幅為高。



MANAGEMENT'S DISCUSSION AND ANALYSIS
管理層討論及分析



FINANCIAL REVIEW (CONTINUED)

Profitability Analysis (Continued)

General and administrative expenses decreased by 11.9% to RMB41,900,000 as compared to the corresponding period of last year (2021/22: RMB47,600,000). As much of the expenses of the back office were fixed cost, the decrease in sales led to an increase in the ratio of general and administrative expenses to total revenue by 2.9 percentage points to 19.9% (2021/22: 17.0%).

Other income increased by 72.7% year-on-year to RMB3,600,000 (2021/22: RMB2,100,000). Other loss was mainly represented by the foreign exchange difference. During the period, due to significant depreciation of RMB, the foreign exchange loss increased to RMB8,100,000 (2021/22: loss of RMB100,000).

Overall, during the first half of financial year 2022/23, the consolidated loss attributable to owners of the Company was RMB23,400,000 (2021/22: consolidated loss of RMB2,200,000). Basic loss per share was RMB3.31 cents (2021/22: loss of RMB0.32 cent). The Board did not recommend the payment of an interim dividend (2021/22: Nil).

Income Tax Expense

During the period under review, income tax expense amounted to approximately RMB1,100,000 (2021/22: RMB4,900,000), representing a decrease of 76.8% year-on-year. Effective from 2012, all business entities of the Group in China are subject to an income tax rate of 25%, while the profit tax rate for the operations in Hong Kong remains at 16.5%. Pursuant to the Enterprise Income Tax Law of China, a withholding income tax of 5–10% shall be levied on the dividends remitted by a Chinese subsidiary to its foreign parent company starting from 1 January 2008. Excluding the effects of the items not subject to taxation, the effective income tax rate of the Group was 28.8% (2021/22: 29.5%).

財務回顧(續)

盈利狀況分析(續)

一般及行政開支較去年同期減少11.9%至人民幣41,900,000元(二零二一／二二年：人民幣47,600,000元)。由於後勤部門開支較多為固定費用，銷售減少令一般及行政開支對總收益的佔比上升2.9個百分點至19.9% (二零二一／二二年：17.0%)。

其他收入較去年同期增加72.7%至人民幣3,600,000元(二零二一／二二年：人民幣2,100,000元)。其他虧損主要為匯兌損益，期內，人民幣顯著貶值，匯兌虧損增至人民幣8,100,000元(二零二一／二二年：虧損人民幣100,000元)。

總括而言，二零二二／二三財政年度上半年，本公司權益持有人應佔綜合虧損為人民幣23,400,000元(二零二一／二二年：綜合虧損人民幣2,200,000元)。每股基本虧損人民幣3.31分(二零二一／二二年：虧損人民幣0.32分)。董事會不建議宣派中期股息(二零二一／二二年：無)。

所得稅支出

於回顧期內，所得稅開支約為人民幣1,100,000元(二零二一／二二年：人民幣4,900,000元)，同比下跌76.8%。由二零一二年起，集團所有於中國經營的業務按照25%的稅率繳納所得稅，香港業務的所得稅稅率維持在16.5%的水平。根據中國企業所得稅法，由二零零八年一月一日起，中國附屬公司向境外母公司支付股息時須繳交5–10%的預扣所得稅。扣除毋須課稅項目，本集團的實際所得稅率為28.8% (二零二一／二二年：29.5%)。

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (CONTINUED)

Inventory Management

As at 31 August 2022, the Group's inventory balance was RMB191,900,000, representing an increase of 7.6% as compared to the inventory balance of RMB178,400,000 of the corresponding date of last year.

A breakdown of inventory balance was as follows:

財務回顧(續)

存貨管理

於二零二二年八月三十一日，本集團的存貨結餘為人民幣191,900,000元，較去年同日的人民幣178,400,000元增加7.6%。

存貨結餘明細如下：

RMB (million)	人民幣(百萬元)	As at 31 August 2022 於二零二二年 八月三十一日	As at 31 August 2021 於二零二一年 八月三十一日	Changes in value 變動 金額	Changes in % 變動 百分比
Finished goods	製成品	191.9	178.4	13.5	7.6%

The Group has adopted a prudent strategy towards inventory management since the outbreak of the Pandemic in early 2020. During the period, the Group had actively cleared off-season inventory and had appropriately replenished new products for the coming season in order to maintain a healthy product mix, so as to meet the anticipated market demand. Nevertheless, the Group will, as usual, maintain strict control on the ageing of inventory. As at 31 August 2022, 70% of the Group's inventory of finished goods aged less than one year (31 August 2021: 65%). In light of the significant decrease of the Group's total revenue as a result of the strict lockdown measures implemented to contain the Pandemic in China, inventory turnover of finished goods increased by 101 days to 389 days (31 August 2021: 288 days).

由二零二零年初疫情爆發至今，本集團對存貨管理一直採取審慎策略。於期內，本集團積極清理過季存貨及適當地補充來季新貨，以維持一個健康產品結構，應付預期市場需求。無論如何，本集團將秉持一貫對存貨賬齡嚴格控制，於二零二二年八月三十一日，本集團製成品中70%存貨賬齡少於一年(二零二一年八月三十一日：65%)。鑑於國內為了控制疫情而作出嚴厲的封控措施，本集團總收益顯著下跌，導致製成品存貨週轉期增加101天至389天(二零二一年八月三十一日：288天)。



FINANCIAL REVIEW (CONTINUED)

Liquidity and Financial Resources

The Group's financial position remained very strong and healthy. As at 31 August 2022, the Group's cash and bank balance amounted to RMB421,700,000 (28 February 2022: RMB442,600,000). Despite the continued slowdown of the retail market, the cash flow remained steady. The quick ratio was 3.4 times (28 February 2022: 3.8 times). When necessary, the Group would finance its operations and to fulfil its working capital requirements by banking facilities provided by its principal bankers in Hong Kong including but not limited to revolving loans and trade finance, which are primarily on a floating interest rate basis. During the period, the Group had repaid a bank loan of RMB20,200,000. As at the end of the financial period, the Group had no outstanding bank loan (28 February 2022: RMB20,200,000). Forward contracts will be used, if necessary, to hedge related debts and bank borrowings arising from overseas purchases. The Group did not enter into any forward contracts to hedge its foreign exchange risks during the period.

During the period ended 31 August 2022, the Group's cash and bank balances were held in Hong Kong dollars, U.S. dollars and RMB respectively, and were deposited in several leading banks with maturity of less than one year.

Based on the Group's steady cash inflow from its operations, coupled with its existing cash and banking facilities, the Group has adequate financial resources to fund its future needs.

財務回顧(續)

流動資金及財務資源

本集團財務狀況非常穩健。於二零二二年八月三十一日，本集團現金及銀行結餘為人民幣421,700,000元(二零二二年二月二十八日：人民幣442,600,000元)。在零售市場仍然放緩的情況下，仍維持穩定的現金流。速動比率為3.4倍(二零二二年二月二十八日：3.8倍)。當有需要，本集團將透過其在香港的主要銀行提供的銀行融資為集團營運提供資金及滿足流動資金需要，包括但不限於循環貸款及貿易融資，主要以浮動利率計息。期內，本集團已償還人民幣20,200,000元之銀行貸款。於財政期末日，本集團沒有銀行貸款餘額(二零二二年二月二十八日：人民幣20,200,000元)。如有需要，本集團將以遠期合同對沖因海外採購引起之相關債務及銀行借貸。本集團於期內並無訂立任何遠期合同以對沖其匯兌風險。

截至二零二二年八月三十一日止期間，本集團之現金及銀行結餘以港元、美元及人民幣呈列，並將一年內到期之存款存放於數間大銀行。

基於本集團之穩定經營業務現金流入，加上手持現金及銀行融資，本集團擁有充裕的財務資源以應付未來所需。



A woman with long dark hair is standing against a light-colored concrete wall with a triangular roofline. She is wearing a light purple blazer over a top with a pink and white floral pattern, and a matching light purple skirt. She is also wearing white loafers with a decorative strap. The image is framed by various geometric shapes in teal, white, and gold. The text "BUSINESS REVIEW" and "業務回顧" is overlaid on the image.

BUSINESS REVIEW

業務回顧

BUSINESS REVIEW

Overview

As of the first half of 2022, China's economy demonstrated sluggish growth, recording a year-on-year growth of 2.5% in GDP, as compared to the year-on-year growth of 12.7% in GDP in the previous year. This was not only due to complex geopolitical environment and the increasing uncertainties in the macro economy, but also due to the strict implementation of lockdowns, travel restrictions, large scale testing and other precautionary measures in various regions in April and May to prevent the spread of the Pandemic, which affected the economic activities in multiple key cities, especially the growth of industrial and commercial added value, investment and consumption in main cities like Shanghai, Beijing, Tianjin, Guangzhou and Shenzhen, and placed downward pressure on China's economy.

During the period under review, as a result of the domestic precautionary measures and the uncertainties on the recovery of domestic economy, the retail revenue of the Group decreased by 24.5% year-on-year to RMB211,100,000 (2021/22: RMB279,500,000), while its same-store sales decreased by 26.5% (2021/22: increased by 14.2%). Despite the great pressure on the retail industry of Mainland China and Hong Kong under the backdrop of the persistent Pandemic and sluggish economy, the Group stood fast on its operating policy of proactively facing challenges, and made the most suitable arrangements to mitigate the risks from the Pandemic and the unstable economy.

Retail Network

Mainland China is the key market of the Group's retail business. As at the end of the period under review, the Group had a total of 381 physical stores in Mainland China and Hong Kong, representing a net reduction of 8 stores compared to the corresponding date of last year. The number of self-owned stores dropped by 6, while the number of franchised stores decreased by 2 during the period.

業務回顧

概況

截止二零二二年上半年，中國經濟增長緩慢，國內生產總值同比上升2.5%，而去年國內生產總值同比為上升12.7%。不僅因為複雜的地緣政治局勢和宏觀經濟不確定性持續地上升影響，亦因為遏止疫情的蔓延，在四、五月期間國內對不同地區實施嚴厲的封控、限行及進行大規模的篩檢等多項防疫措施，導致多個重點城市的經濟活動都受到衝擊，尤其是減慢了上海、北京、天津、廣州及深圳等主要城市的工商業增加值、投資及消費增長，給中國經濟帶來下行壓力。

於回顧期內，受到國內防疫措施影響及面對國內經濟復甦的不確定性，本集團零售收益較去年下跌24.5%至人民幣211,100,000元(二零二一／二二年：人民幣279,500,000元)，同店銷售錄得26.5%跌幅(二零二一／二二年：14.2%增幅)。雖然中國大陸及香港零售業在持續的疫情及經濟低迷的情況下承受著巨大的壓力，但是本集團貫徹積極面對挑戰的經營方針，作出最適當的應對安排，減少疫情及經濟不穩帶來的風險。

零售網絡分佈

本集團的零售業務以中國大陸為主。於回顧期末日，本集團於中國大陸及香港合共擁有381家實體店舖，較去年同日淨減少8家店舖。期內自營店減少6家，特許經銷店舖減少2家。

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Retail Network (Continued)

As at 31 August 2022, there were an aggregate of 288 stores under the core brands le saunda and le saunda MEN, representing a net decrease of 5 stores as compared to the end of last corresponding period (among which: stores in Mainland China decreased by 2, while stores in Hong Kong and Macau decreased by 3). The high-end fashion brand, LINEA ROSA, also saw a net reduction of 7 stores, bringing the total number of stores to 32, as compared to the end of last corresponding period. There were also 2 new cosmetics stores under the brand charm & easy established in Hong Kong during the period under review.

As at 31 August 2022, the breakdown of the Group's retail network was as follows:

業務回顧(續)

零售網絡分佈(續)

於二零二二年八月三十一日，核心品牌le saunda及le saunda MEN總計288家店舖，較去年期末淨減少5家店舖(其中：中國大陸減少2家店舖、香港及澳門減少3家店舖)；高端時尚品牌LINEA ROSA店舖數目亦較去年期末淨減少7家至32家。於回顧期內，在香港以品牌charm & easy開設了2家全新的美妝專門店。

於二零二二年八月三十一日，本集團的線下零售網絡分佈如下：

Number of Outlets by Region	按地區劃分的 店舖數目	Self-owned (Year-on-year change) 自營 (較去年同期)		Franchise (Year-on-year change) 特許經營 (較去年同期)		Total (Year-on-year change) 總計 (較去年同期)	
Mainland China	中國大陸	343	(-5)	36	(-2)	379	(-7)
• Northern, Northeastern & Northwestern Regions	• 北部、東北及西北	92	(6)	33	(-1)	125	(5)
• Eastern Region	• 東部	110	(-6)	1	(-1)	111	(-7)
• Central and Southwestern Regions	• 中部及西南	66	(3)	2	(0)	68	(3)
• Southern Region	• 南部	75	(-8)	—	—	75	(-8)
Hong Kong and Macau	香港及澳門	2	(-1)	—	—	2	(-1)
Total	總數	345	(-6)	36	(-2)	381	(-8)

BUSINESS REVIEW (CONTINUED)

Mainland China

Retail Business

In the first half of 2022, the central government maintained the strict pandemic prevention policies, the Chinese economic and business environment was still very challenging, while consumption sentiment of citizens showed no significant rise. For the first six months of 2022, total retail sales of consumer goods dropped by 0.7% year-on-year, with a two-year average growth rate of only 0.5%. Hit by a new wave of the Pandemic since late March, with Eastern China suffering the most, consumer spending activities had significantly reduced due to lockdowns and travel restrictions imposed by the central government in April and May, which has severely impacted the sales of physical stores in various industries. Despite precautionary measures were slightly loosened in June and subsequent period, total retail sales of consumer goods only mildly increased. In particular, the growth rates of the garments, footwear, hats and knitwear category in this June and July were only at 1.2% and 0.8% respectively, lower than the growth rate of overall retail sales of goods.

During the period under review, the domestic retail industry declined significantly in April and May, dragging the Group's sales in Mainland China down by 23.6% year-on-year to RMB210,400,000 (2021/22: RMB275,400,000), while same-store sales declined by 26.5% (2021/22: increased by 14.2%). However, since this June, the central government had gradually lifted the lockdown measures in affected areas, especially that of Eastern and Northern China, whereby citizens could resume their normal pace of life and social activities. The Group organised a series of promotional events during this period, inviting celebrities, such as Tian Liang, Ye Yi Qian and Jessica Jung, to promote its products, so as to ride the recovery momentum of the retail industry.

E-Commerce Business

Despite the Pandemic-blighted environment, e-commerce was still the Group's most stable business. With reduced out-of-home consumption due to the Pandemic, the self-owned online store and various e-commerce platforms became practical shopping alternatives. Online consumption at home became the norm. As of this August, online retail sales of physical goods increased by 5.8% year-on-year, accounting for 25.6% of the total retail sales of consumer goods. Among online retail sales of physical goods, sales of wearable goods increased by 4.0%.

業務回顧(續)

中國大陸

零售業務

於二零二二年上半年，中央政府仍然維持嚴緊防疫政策，中國經濟及營商環境仍然很艱難，國民消費意慾亦未見有大幅增加。二零二二年首六個月的社會消費品零售總額同比減少0.7%，兩年平均增速只有0.5%。在三月下旬起，國內受新一輪疫情侵襲，尤以華東區最為嚴重，中央政府在四月及五月實施封控等措施，限制市民外出，令市民的消費空間大為減少，各行各業的實體店銷售情況都受到很大的打擊。雖然本年六月及之後的防疫措施略為放寬，但社會消費品零售總額也只是溫和增加。其中，服裝鞋帽、針紡織品類於本年六月及七月的增速分別為1.2%及0.8%，稍為高於整體商品零售的增速。

於回顧期內，國內零售業在四月及五月受到重挫，拖累本集團於中國大陸地區的銷售額同比下跌23.6%至人民幣210,400,000元(二零二一／二二年：人民幣275,400,000元)。同店銷售錄得26.5%跌幅(二零二一／二二年：14.2%增幅)。然而隨著本年六月起，中央政府容許受影響的地區特別是華東及華北逐步解除封控措施，使市民能回復正常的生活節奏及社交活動，本集團在此期間亦舉辦一系列推廣活動及邀請知名人士，包括田亮、葉一茜及鄭秀妍等，為本集團產品宣傳，務求追上零售業的復甦勢頭。

電商業務

縱使在疫情的陰霾下，電商依然是本集團最穩健的業務。現在市民都因疫情影響而減少外出消費，但是自家網店或各大電商平台卻提供了可行的替代購物模式，在家網上消費卻變得習以為常。截止本年八月份實物商品網上零售同比增長5.8%，該網上零售佔社會消費品零售總額的比重為25.6%。當中，在實物商品網上零售額中，穿類商品則增長4.0%。

BUSINESS REVIEW (CONTINUED)

Mainland China (Continued)

E-Commerce Business (Continued)

In spite of the fierce competition in the online market, the Group has always proactively adopted targeted measures. Apart from launching multiple online shopping promotions, the Group joined the Guangdong E-Commerce Association and became its executive director unit in this May, which raised the brand recognition of the Group in the e-commerce sector. During the period under review, revenue from the e-commerce business of the Group increased by 4.1% year-on-year, which slightly exceeded that of the overall online retail sales of wearable goods. Moreover, the Group continued to invest in social media platforms to enhance its interaction with existing and potential customers more proactively. In particular, the Group launched effective promotion on the benefits and characteristics of le saunda's products on Douyin social platform, so as to enhance the exposure of the brand. During the period, the Group's sales through Douyin platform recorded impressive results, with sales of the period increased by more than two folds year-on-year. Furthermore, domestic precautionary strategies led to an increase in customers' reliance on online shopping. Since the late August, the Group has been preparing for the "Omni-Channel Middle Platform Project", so as to further strengthen the integration of offline and online channels. Additionally, by improving the supply chain, the Group can ensure stable supply and speed up the launching of new products, so as to provide customers with reliable products and after-sales services.

業務回顧(續)

中國大陸(續)

電商業務(續)

儘管要面對線上市場的激烈競爭，但是本集團一直以來都積極採取針對性措施。本集團推出多項網上購物推廣之餘，於本年五月份加入廣東省電商協會並成為常務理事單位，以提升本集團在電商領域的品牌知名度。於回顧期內，本集團電商業務收益同比上升4.1%，略高於整體穿戴類商品網上零售額水平。此外，本集團秉持在社交媒體平台方面上投入資源，積極增加現有及潛在客戶的互動。特別是在抖音社交平台，有效地宣傳萊爾斯丹產品優點及其特性，以至提高了品牌的曝光率。期內，本集團於抖音平台的銷售成績亮麗，其銷售額同比增加了一倍多。另外，由於國內抗疫策略造就消費者對網上購物的依賴日益增加，於八月末，本集團已在籌備「全渠道中台項目」，藉此進一步增強線上線下渠道的融合。此外，藉著優化供應鏈，本集團可以確保供貨穩定及加快新貨上架，以至提供可靠的產品和售後服務給顧客。



BUSINESS REVIEW (CONTINUED)

Hong Kong

Due to the fifth wave of outbreaks, Hong Kong's economy has not yet entered to a path of recovery with real GDP declined by 3.9% and 1.3% in the first and second quarter of 2022. After over two years of its border being closed, the number of visitors to Hong Kong, both from Mainland China and overseas, has dropped significantly, putting the retail and tourism industry in a very difficult position. Meanwhile, with Hong Kong following the US's step towards a rate-hike cycle, as well as external uncertain economic and trade and political environment, the economy of Hong Kong would surely worsen. Despite this, the Group would hold fast on its forward-looking operating strategy to address current challenges and prepare for future recovery of retail activities.

In this April and July, the Group launched physical stores in traditional shopping areas in Causeway Bay and Mong Kok, engaging in cosmetic business under the new brand, charm & easy. With the philosophy of "Clean Beauty", the brand addressed the consumers' demand for mid to high-end cosmetic products and paid close attention to the cosmetic trend of non-toxic, non-damaging and natural products, by introducing over a hundred cosmetic brands from Europe, the US, Japan, Korea, Taiwan and Hong Kong. Furthermore, the Group's staff at physical stores would conduct thorough assessment on the skin condition and habits of consumers and provide tailored cosmetic solutions for each customer as well as providing complimentary hand massage services, in order to improve customer shopping experience.

業務回顧(續)

香港

香港經濟因第五波疫情而未能進入復甦的軌道，二零二二年第一季及第二季實質本地生產總值均下跌3.9%及1.3%。本港封關兩年多以來，國內或國外訪港旅客數目大幅減少，零售業和旅遊業等仍處於非常困難的經營環境。同時，本港跟隨美國進入加息週期，再加上外在不明朗的經貿和政治環境，無疑令本港經濟雪上加霜。即使如此，本集團堅持實行前瞻性的經營策略，以應對當前挑戰及為未來零售活動的復甦做好準備。

於本年四月及七月，本集團分別在銅鑼灣及旺角傳統購物區開設實體店，以全新品牌charm & easy經營美妝業務。品牌以潔淨美容「Clean Beauty」為理念，配合消費者對中高端美容產品的要求，引進歐美日韓台及本地過百個美容品牌，並緊貼無毒、零傷害及天然的美容潮流引進市場。另外，本集團實體店店員也會深入了解消費者的皮膚狀態以至日常生活習慣，為每一位顧客貼心地提供美妝方案及配合免費贈送的手部按摩服務，來提升顧客購物體驗。



A woman with long dark hair is standing in a modern architectural setting. She is wearing a white, strapless, textured dress with a full skirt, a tan blazer, and large, ornate gold earrings. She is also wearing tan pointed-toe pumps. The background features a textured grey wall and a white pillar. The image is overlaid with several semi-transparent geometric shapes in shades of green, brown, and white, and horizontal lines.

OUTLOOK AND LONG-TERM STRATEGIES OF THE GROUP

集團展望及長期策略

OUTLOOK AND LONG-TERM STRATEGIES OF THE GROUP

Currently, uncertainties in the global political environment and economy remain high, while the persistent Pandemic also slowed down the economic recovery in Mainland China. In the end of August, the State Council of China implemented 19 economic revival policies, while at the same time launched economic stimulus measures of over a trillion in RMB, in order to revitalise the economy and expand domestic demand under the backdrop of the Pandemic outbreaks and the real-estate crisis. On the other hand, the Hong Kong SAR government also adopted expansionary fiscal policies in its budget, with over HK\$54 billion ready for citizen financial reliefs and revitalising the local economy. The Group will utilise the fundamentals of improving economy of China and Hong Kong, making use of its role as an asset-light brand and retail operator to focus on product design and brand management, in order to provide the latest and high-quality products and services for customers.

In the face of the sluggish retail industry, the Group will continue to review its development goals and brand positioning, enhance its brand value and provide a unique consumption experience for customers. With consumption mode evolving along with digitalization, the management of the Group will launch the "Omni-Channel Middle Platform Project" to further integrate offline and online marketing, provide digitalized management and an integration of shopping experience as well as to facilitate interactions with existing members. The Group has formed a project team to manage the progress of implementation and formulate the schedule of the implementation of the project and encourage close cooperation among all departments, in order to ensure the smooth launch of the project in the future. The final goal of the project is to cope with the diverse customer demands in the era of "stay-at-home economy", while at the same time enhancing the brand value and increasing operating profit of the Group.

集團展望及長期策略

當前環球政局及經濟不確定性仍然很大，持續疫情亦減慢了中國大陸經濟復甦。中國國務院於八月末推出19項提振經濟的接續政策，同時宣佈推出以人民幣萬億元起計的經濟刺激措施，在受疫情爆發和房地產市場危機影響的經濟環境中提振經濟及擴大內需市場。另一方面，香港特區政府在預算案中亦採取擴張性的財政政策，預備的資源已逾五百四十億港元，為市民紓困，振興本地經濟。本集團亦會繼續把握國內及香港經濟向好的基本面，以輕資產純品牌及零售商的身份，專注產品設計及品牌管理，為顧客提供新穎高質的產品及優質的服務。

面對零售業的不景氣，本集團將繼續審視發展目標及品牌定位，提升品牌價值，令客戶享受不一樣的消費體驗。由於消費模式亦循著數字化繼續演變，為更好地融合線上線下協同行銷，提供數位化管理，一體化的購物體驗及促進與現有會員間的互動，本集團管理層將啟動「全渠道中台項目」。本集團已成立項目小組，管理實施進度及制定項目上線的時間表，並鼓勵所有部門互相緊密合作，確保日後項目的順利上線，最終的項目目標是在「宅經濟」的時代，除了可配合客戶群的不同需要之外，更可增加本集團的品牌價值及提升經營利潤。

OUTLOOK AND LONG-TERM STRATEGIES OF THE GROUP (CONTINUED)

During the Pandemic, the Group has focused on the development of the e-commerce market. This is because the younger generation in China frequently shops on e-commerce platforms with high traffic, such as T-Mall, Douyin, Weibo and Xiaohongshu, etc. The Group will continue to concentrate on promoting and selling its products in a couple of large scale e-commerce platforms, in order to further develop its social e-commerce business and to facilitate the growth of its e-commerce business.

As for the cosmetic business in Hong Kong, the Group will also develop its e-commerce market. Apart from building its own online sales platform, the Group will also strengthen the cooperation with HKTVmall to allow customers to browse its latest product information and immediately order products anytime they want. The Group believes adopting both offline and online market promotion strategies at the same time can raise its brand recognition, expand its customer base and increase its market share in the cosmetic market.

In terms of operation, the Group will continue to focus its resources on product design and brand management. The Group will periodically reorganise the coverage of its sales networks, closing physical stores that could not meet the target and launching new stores in shopping areas with high traffic. Furthermore, the Group believes that investing in an omni-channel retail system could optimise its production cycle, speed up the delivery of new products and improve inventory management efficiency. The Group will continue to review its operating structure and implement the enhancement, such as using digitalized tools to develop new source of revenue, reduce cost and enhance operation efficiency, laying a sound foundation for future development. With the upcoming resumption of normal traveler clearance between China, Hong Kong and Macau, the Group will gear up for the opportunities arising from market recovery.

集團展望及長期策略(續)

在疫情下，本集團貫徹專注電商市場的發展。這是因為國內年輕一代經常在高流量平台上消費，例如天貓、抖音、微博及小紅書等，本集團將繼續集中於幾個大型電商平台推銷及售賣產品，繼續發展社交電商業務和推高電商業務的增長。

至於在香港美妝業務方面，本集團亦將發展其電商市場，除了將建立自家網上銷售平台之外，本集團也會加強與HKTVmall合作，好讓顧客可以隨時隨地瀏覽最新的產品資訊及即時訂購產品。本集團相信同步地採取線上線下的市場推廣策略，可以提升品牌知名度、拓闊客戶基礎群及增加美妝市場佔有率。

營運方面，本集團將持續集中資源於產品設計和品牌經營，定期重整零售覆蓋網絡，把未能達標的實體店關閉，在人流多的購物區內開設新店鋪。另外，本集團認為投入資源於全渠道零售系統，可優化生產週期、加快新產品到貨及提升庫存管理效率。本集團將持續審視營運架構及進行優化，使用電子化工具，持續開源節流，提高營運效率，為未來進一步的發展鋪路。中港澳通關在即，本集團會把握機遇為市場復甦做好準備。



OUTLOOK AND LONG-TERM STRATEGIES OF THE GROUP (CONTINUED)

The Group believes that the consumer market in China will gradually recover. The Group, with its le saunda brand, has established itself in China, Hong Kong and Macau for over 45 years, will work hard to keep up with changes in operating environment, allocate suitable amount of resources to improve its competitive edges in the market and expand its brand's market share.

PLEDGE OF ASSETS

As at 31 August 2022, the Group had no pledge of assets. (28 February 2022: RMB600,000).

CORPORATE GUARANTEES

The Company has given corporate guarantees in favour of banks for banking facilities granted to certain subsidiaries on letters of credit and bank loans to the extent of RMB70,400,000 (28 February 2022: RMB64,600,000), of which was not yet utilised as at 31 August 2022 (28 February 2022: RMB20,800,000).

INTERIM DIVIDEND

The Board did not recommend the payment of an interim dividend for the six months ended 31 August 2022 (2021: Nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 31 August 2022, the Group had a staff force of 1,296 people (28 February 2022: 1,342 people). Of this number, 36 were based in Hong Kong and 1,260 in Mainland China. The remuneration level of the Group's employees was in line with market trends and commensurate to the level of pay in the industry. Remuneration of the Group's employees comprised basic salaries, bonuses and long-term incentives. Total employee benefit expenses for the six months ended 31 August 2022, including Directors' emoluments, net pension contributions and the value of employee services, amounted to RMB67,900,000 (2021/22: RMB72,300,000). The Group has all along organised structured and diversified training programmes for staff at different levels. Outside consultants will be invited to broaden the contents of the training programmes.

集團展望及長期策略(續)

本集團相信國內消費市場會逐步回暖。本集團以萊爾斯丹品牌屹立中港澳超過45年，我們將堅持不懈，密切關注經營環境變化，作出相應資源配置，務求提高市場的競爭優勢及擴大品牌市場份額。

抵押資產

於二零二二年八月三十一日，本集團已沒有抵押資產(二零二二年二月二十八日：人民幣600,000元)。

公司擔保

本公司已就若干附屬公司所獲授之信用狀及銀行貸款之銀行融資最高限額人民幣70,400,000元(二零二二年二月二十八日：人民幣64,600,000元)向銀行提供公司擔保，於二零二二年八月三十一日尚未動用信用狀及銀行貸款(二零二二年二月二十八日：人民幣20,800,000元)。

中期股息

董事會不建議派發截至二零二二年八月三十一日止六個月之中期股息(二零二一年：無)。

僱員及薪酬政策

於二零二二年八月三十一日，本集團共有1,296名僱員(二零二二年二月二十八日：1,342名僱員)。其中，36人駐於香港，1,260人駐於中國大陸。本集團之僱員薪酬符合市場趨勢，與同業之薪金水平相若。本集團之僱員薪酬包括基本薪金、獎金及長期服務獎金。截至二零二二年八月三十一日止六個月之僱員福利開支總額(包括董事酬金、退休金供款淨額及僱員服務價值)為人民幣67,900,000元(二零二一／二二年：人民幣72,300,000元)。本集團為不同職級僱員設有完善之培訓計劃。本集團亦邀請外界顧問擔任導師加強培訓計劃之內容。

CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT

簡明綜合中期損益表

For the six months ended 31 August 2022

截至二零二二年八月三十一日止六個月

Unaudited
Six months ended
31 August
未經審核
截至八月三十一日止六個月

		Note	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
		附註		
Revenue	收益	6	211,081	279,544
Cost of sales	銷售成本	8	(74,073)	(111,514)
Gross profit	毛利		137,008	168,030
Other income	其他收入	7	3,619	2,096
Other loss, net	其他虧損，淨額	7	(8,077)	(112)
Selling and distribution expenses	銷售及分銷開支	8	(115,849)	(123,637)
General and administrative expenses	一般及行政開支	8	(41,929)	(47,569)
Operating loss	經營虧損		(25,228)	(1,192)
Finance income, net	財務收入，淨額	9	2,603	3,585
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		(22,625)	2,393
Income tax expense	所得稅支出	10	(1,131)	(4,875)
Loss for the period	期內虧損		(23,756)	(2,482)
Loss for the period attributable to:	應佔期內虧損：			
— owners of the Company	— 本公司權益持有人		(23,357)	(2,230)
— non-controlling interest	— 非控股權益		(399)	(252)
			(23,756)	(2,482)

The notes on pages 32 to 56 form an integral part of this condensed consolidated interim financial information.

第32至56頁附註為簡明綜合中期財務資料之組成部份。

CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT

簡明綜合中期損益表

For the six months ended 31 August 2022
截至二零二二年八月三十一日止六個月

		Unaudited Six months ended 31 August 未經審核 截至八月三十一日止六個月	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Note			
附註			
Loss per share attributable to owners of the Company (express in RMB cents)	本公司權益持有人應佔每股虧損 (人民幣分)		
— Basic	— 基本	11	(3.31)
— Diluted	— 攤薄	11	(3.31)
Dividend	股息	12	—

The notes on pages 32 to 56 form an integral part of this condensed consolidated interim financial information.

第32至56頁附註為簡明綜合中期財務資料之組成部份。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

簡明綜合中期全面收入表

For the six months ended 31 August 2022

截至二零二二年八月三十一日止六個月

Unaudited
Six months ended
31 August

未經審核

截至八月三十一日止六個月

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Loss for the period	期內虧損	(23,756)	(2,482)
Other comprehensive income/(loss) <i>Item that will be reclassified to profit or loss</i>	其他全面收入／(虧損) 其後可重新分類為 損益之項目		
— Currency translation differences	— 匯兌差額	12,835	(248)
Other comprehensive income/(loss) for the period	期內其他全面收入／(虧損)	12,835	(248)
Total comprehensive loss for the period	期內全面虧損總額	(10,921)	(2,730)
Total comprehensive loss for the period, attributable to:	應佔期內全面虧損總額：		
— owners of the Company	— 本公司權益持有人	(10,522)	(2,478)
— non-controlling interest	— 非控股權益	(399)	(252)
		(10,921)	(2,730)

The notes on pages 32 to 56 form an integral part of this condensed consolidated interim financial information.

第32至56頁附註為簡明綜合中期財務資料之組成部份。

CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

簡明綜合中期資產負債表

As at 31 August 2022
於二零二二年八月三十一日

		Note 附註	Unaudited 31 August 2022 未經審核 二零二二年 八月三十一日 RMB'000 人民幣千元	Audited 28 February 2022 經審核 二零二二年 二月二十八日 RMB'000 人民幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Investment properties	投資物業	13	72,798	66,999
Property, plant and equipment	物業、機器及設備	13	21,534	18,508
Right-of-use assets	使用權資產	13	60,523	52,761
Long-term deposits and prepayments	長期按金及預付款項		2,184	2,624
Deferred income tax assets	遞延所得稅項資產		31,443	32,150
			188,482	173,042
Current assets	流動資產			
Inventories	存貨		191,908	186,312
Trade receivables and other receivables	貿易應收賬項及其他應收賬項	14	43,060	48,206
Deposits and prepayments	按金及預付款項		37,780	37,237
Pledged bank deposit	已抵押銀行存款		—	647
Cash and bank balances	現金及銀行結餘		421,653	442,642
			694,401	715,044
Total assets	總資產		882,883	888,086

The notes on pages 32 to 56 form an integral part of this condensed consolidated interim financial information.

第32至56頁附註為簡明綜合中期財務資料之組成部份。

CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

簡明綜合中期資產負債表

As at 31 August 2022

於二零二二年八月三十一日

		Note 附註	Unaudited 31 August 2022 未經審核 二零二二年 八月三十一日 RMB'000 人民幣千元	Audited 28 February 2022 經審核 二零二二年 二月二十八日 RMB'000 人民幣千元
EQUITY	權益			
Capital and reserves attributable to owners of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	17	59,979	59,979
Reserves	儲備		625,510	636,032
			685,489	696,011
Non-controlling interest	非控股權益		8,708	9,328
Total equity	總權益		694,197	705,339
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Deferred income tax liabilities	遞延所得稅項負債		28,782	28,800
Lease liabilities	租賃負債		23,983	24,927
			52,765	53,727
Current liabilities	流動負債			
Trade payables, other payables and contract liabilities	貿易應付賬項、其他應付賬項及合約負債	15	103,754	83,466
Lease liabilities	租賃負債		31,079	22,387
Current income tax liabilities	當期所得稅項負債		1,088	2,967
Short-term bank loan	短期銀行貸款	16	—	20,200
			135,921	129,020
Total liabilities	總負債		188,686	182,747
Total equity and liabilities	權益及負債總值		882,883	888,086

The notes on pages 32 to 56 form an integral part of this condensed consolidated interim financial information.

第32至56頁附註為簡明綜合中期財務資料之組成部份。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

簡明綜合中期權益變動表

For the six months ended 31 August 2022

截至二零二二年八月三十一日止六個月

		Unaudited 未經審核										
		Attributable to owners of the Company 本公司權益持有人應佔										
		Share capital	Share premium	Capital redemption reserve	Exchange translation reserve	Statutory reserves	Contributed surplus	Retained earnings	Capital reserve	Employee share-based compensation reserve	Other reserve	Total
		股本	股份溢價	資本贖回儲備	外匯換算儲備	法定儲備	應入盈餘	保留溢利	資本儲備	僱員股份報酬儲備	其他儲備	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 March 2022	於二零二二年三月一日之結餘	59,979	88,982	145	(58,127)	47,145	3,076	530,311	4,812	19,679	9	696,011
Loss for the period	期內虧損	-	-	-	-	-	-	(23,357)	-	-	-	(23,357)
Other comprehensive income	其他全面收入	-	-	-	12,835	-	-	-	-	-	-	12,835
- Currency translation differences	- 匯兌差額	-	-	-	12,835	-	-	-	-	-	-	12,835
Total comprehensive income/(loss)	截至二零二二年八月三十一日止期間之全面收入/(虧損)總額	-	-	-	12,835	-	-	(23,357)	-	-	-	(10,522)
Transaction with owners	與權益持有人之交易	-	-	-	-	-	-	19,679	-	(19,679)	-	-
Share option scheme	購股權計劃	-	-	-	-	-	-	-	-	-	-	-
- Share option lapsed	- 購股權失效	-	-	-	-	-	-	-	-	-	-	-
Dividend	股息	-	-	-	-	-	-	-	-	-	-	(221)
		-	-	-	-	-	-	19,679	-	(19,679)	-	(221)
Balance at 31 August 2022	於二零二二年八月三十一日之結餘	59,979	88,982	145	(45,292)	47,145	3,076	526,633	4,812	-	9	685,489
Representing:	代表:											
Share capital	股本											59,979
Others	其他											625,510
Non-controlling interest	非控股權益											8,708
												694,197

The notes on pages 32 to 56 form an integral part of this condensed consolidated interim financial information.

第32至56頁附註為簡明綜合中期財務資料之組成部份。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

簡明綜合中期權益變動表

For the six months ended 31 August 2022
截至二零二二年八月三十一日止六個月

		Unaudited 未經審核												
		Attributable to owners of the Company 本公司權益持有人應佔												
		Share capital	Share premium	Capital redemption reserve 資本贖回	Exchange translation reserve 外匯換算	Statutory reserves	Contributed surplus	Retained earnings	Capital reserve	Employee share-based compensation reserve 僱員股份	Other reserve	Total	Non-controlling interest	Total equity
		股本	股份溢價	儲備	儲備	法定儲備	繳入盈餘	保留溢利	資本儲備	薪酬儲備	其他儲備	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 March 2021	於二零二一年 三月一日之結餘	59,979	88,982	145	(45,727)	47,145	3,076	819,028	4,812	20,101	136	997,677	10,270	1,007,947
Loss for the period	期內虧損	-	-	-	-	-	-	(2,230)	-	-	-	(2,230)	(252)	(2,482)
Other comprehensive loss	其他全面虧損	-	-	-	-	-	-	-	-	-	-	-	-	-
- Currency translation differences	- 匯兌差額	-	-	-	(248)	-	-	-	-	-	-	(248)	-	(248)
Total comprehensive loss for the period ended 31 August 2021	截至二零二一年 八月三十一日止期間之 全面虧損總額	-	-	-	(248)	-	-	(2,230)	-	-	-	(2,478)	(252)	(2,730)
Transaction with owners	與權益持有人之交易	-	-	-	-	-	-	-	-	-	-	-	-	-
Share option scheme	購股權計劃	-	-	-	-	-	-	29	-	(29)	-	-	-	-
- Share option lapsed	- 購股權失效	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividend relating to 2021 paid in July 2021	於二零二一年七月支付之 二零二一年股息	-	-	-	-	-	-	(293,895)	-	-	-	(293,895)	(604)	(294,499)
		-	-	-	-	-	-	(293,866)	-	(29)	-	(293,895)	(604)	(294,499)
Balance at 31 August 2021	於二零二一年 八月三十一日之結餘	59,979	88,982	145	(45,975)	47,145	3,076	522,932	4,812	20,072	136	701,304	9,414	710,718
Representing:	代表:													
Share capital	股本													59,979
Others	其他													641,325
Non-controlling interest	非控股權益													9,414
														710,718

The notes on pages 32 to 56 form an integral part of this condensed consolidated interim financial information.

第32至56頁附註為簡明綜合中期財務資料之組成部份。

CONDENSED CONSOLIDATED INTERIM CASH FLOW STATEMENT

簡明綜合中期現金流量表

For the six months ended 31 August 2022

截至二零二二年八月三十一日止六個月

Unaudited Six months ended 31 August

未經審核

截至八月三十一日止六個月

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Net cash inflows from operating activities	經營活動之現金流入淨額	16,904	17,963
Net cash outflows from investing activities	投資活動之現金流出淨額	(6,440)	(62,500)
Net cash outflows from financing activities	融資活動之現金流出淨額	(35,556)	(263,461)
Net decrease in cash and cash equivalents	現金及等同現金項目 減少淨額	(25,092)	(307,998)
Effect of foreign exchange rate changes, net	匯率變動之影響，淨額	3,903	(228)
Cash and cash equivalents at 1 March	於三月一日之現金及 等同現金項目	422,342	742,382
Cash and cash equivalents at 31 August	於八月三十一日之現金及 等同現金項目	401,153	434,156
Analysis of the cash and bank balances:	現金及銀行結餘分析：		
Cash and cash equivalents	現金及等同現金項目	401,153	434,156
Term deposits with initial term over three months	年期逾三個月之定期存款	20,500	70,764
Cash and bank balances at 31 August	於八月三十一日之現金及 銀行結餘	421,653	504,920

The notes on pages 32 to 56 form an integral part of this condensed consolidated interim financial information.

第32至56頁附註為簡明綜合中期財務資料之組成部份。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

1 GENERAL INFORMATION

Le Saunda Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in trading and sales of footwear, accessories and cosmetic products. The Group mainly operates in Mainland China, Hong Kong and Macau.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

This condensed consolidated interim financial information is presented in thousands of units of Renminbi (RMB'000), unless otherwise stated. This condensed consolidated interim financial information was approved for issue by the board (the “Board”) of directors (the “Directors”) on 24 October 2022.

This condensed consolidated interim financial information has not been audited, but has been reviewed by the Company’s Audit Committee.

2 BASIS OF PREPARATION

The unaudited condensed consolidated interim financial information of the Group for the six months ended 31 August 2022 has been prepared in accordance with Hong Kong Accounting Standards (“HKAS”) 34 ‘Interim Financial Reporting’. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 28 February 2022, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

1 一般資料

萊爾斯丹控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事皮鞋、配飾及美妝產品之貿易及銷售。本集團主要在中國大陸、香港及澳門經營業務。

本公司為於百慕達註冊成立之有限公司，其註冊辦事處為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司於香港聯合交易所有限公司(「聯交所」)主板上市。

除另有指明外，簡明綜合中期財務資料以人民幣千元列賬。簡明綜合中期財務資料已於二零二二年十月二十四日經董事(「董事」)會(「董事會」)批准刊發。

簡明綜合中期財務資料乃未經審核，但已經本公司審核委員會審閱。

2 編製基準

截至二零二二年八月三十一日止六個月之本集團未經審核簡明綜合中期財務資料乃根據香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。簡明綜合中期財務資料應與根據香港財務報告準則(「香港財務報告準則」)而編製截至二零二二年二月二十八日止年度之年度財務報表一併閱讀。

3 PRINCIPAL ACCOUNTING POLICIES

The accounting policies applied in the condensed consolidated interim financial information for the six months ended 31 August 2022 are consistent with those adopted in the consolidated financial statements for the year ended 28 February 2022, except for the adoption of new and amended standards as set out below.

New and amended standards adopted by the Group

A number of new or amended standards became applicable for the current reporting period and the Group had to change its accounting policies and make retrospective adjustments, if applicable, as a result of adopting the following standards:

HKFRS 16 (Amendments)

香港財務報告準則第16號(修訂本)

Annual Improvements Project (Amendments)
年度改進項目(修訂本)

HKFRS 3, HKAS 16 and HKAS 37 (Amendments)
香港財務報告準則第3號、香港會計準則
第16號及第37號(修訂本)

Hong Kong Accounting Guideline 5 (Revised)
香港會計指引第5號(經修正)

The adoption of these new or amended standards listed above did not have any material impact on the Group's accounting policies.

3 主要會計政策

除採納以下所述之新準則及準則之修訂外，編製此截至二零二二年八月三十一日止六個月之簡明綜合中期財務資料所用之會計政策與截至二零二二年二月二十八日止年度之綜合財務報表所採納是一致的。

本集團採納之新準則及準則之修訂

若干新準則或準則之修訂於本報告期間已適用，由於採納以下準則，本集團須改變其會計政策並進行追溯調整(如適用)：

COVID-19-Related Rent Concessions beyond
30 June 2021

二零二一年六月三十日後新冠病毒疫情
相關租金減免

Annual Improvements to HKFRSs 2018–2020
二零一八年至二零二零年週期之香港財務報告
準則年度改進

Narrow-scope Amendments
小範圍修訂

Merger Accounting for Common Control
Combinations
共同控制合併之合併會計法

採納上述新準則或準則之修訂概無
對本集團的會計政策造成任何重大
影響。

4 ESTIMATES

The preparation of the condensed consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements of the Group for the year ended 28 February 2022.

5 FINANCIAL RISK MANAGEMENT

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), liquidity risk and credit risk.

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group for the year ended 28 February 2022.

There has been no change in the risk management policies of the Group since the year ended 28 February 2022.

4 估計

管理層編製簡明綜合中期財務資料時須作出影響會計政策之應用及資產及負債以及收益及開支之呈報金額的判斷、估計及假設。實際結果可能與該等估計有別。

編製本簡明綜合中期財務資料時，管理層對應用本集團會計政策及估計的不明朗因素主要來源作出的重要判斷，與本集團截至二零二二年二月二十八日止年度綜合財務報表所用者相同。

5 財務風險管理

5.1 財務風險因素

本集團的業務面對多項財務風險：市場風險(包括外匯風險及利率風險)、流動資金風險及信貸風險。

簡明綜合中期財務資料並不包括全年財務報表規定之一切財務風險管理資料及披露，而應與本集團截至二零二二年二月二十八日止年度綜合財務報表一併閱覽。

截至二零二二年二月二十八日止年度以來，本集團之風險管理政策概無任何變動。

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

5.2 Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash, which is mainly generated from the operating cash flow, and the availability of funding from an adequate amount of committed credit facilities. The Group aims to maintain flexibility in funding by keeping committed credit lines available.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

		Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
		一年以內	一年至 兩年之間	兩年至 五年之間	超過五年	總計
As at	於二零二二年	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
31 August 2022	八月三十一日	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade and other payables	貿易應付賬項及 其他應付賬項	83,266	—	—	—	83,266
Lease liabilities	租賃負債	31,237	16,015	11,015	—	58,267
		114,503	16,015	11,015	—	141,533

5 財務風險管理(續)

5.2 流動資金風險

審慎的流動資金風險管理包括維持充足現金(主要由經營現金流產生)，以及透過充裕的已承擔信貸融資以維持可供動用資金。本集團致力維持可動用的已承擔信貸融資，保持資金靈活調配。

下表將本集團的財務負債按由結算日至合約到期日的餘下期間分析為相關到期組別。表內所披露金額為合約未折現現金流。由於折現影響不大，於12個月內到期的結餘相等於其賬面結餘。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

5.2 Liquidity risk (Continued)

		Less than 1 year 一年以內 RMB'000 人民幣千元	Between 1 and 2 years 一年至 兩年之間 RMB'000 人民幣千元	Between 2 and 5 years 兩年至 五年之間 RMB'000 人民幣千元	Over 5 years 超過五年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 28 February 2022	於二零二二年 二月二十八日					
Trade and other payables	貿易應付賬項及 其他應付賬項	63,259	—	—	—	63,259
Lease liabilities	租賃負債	22,556	14,261	13,423	—	50,240
Short-term bank loan	短期銀行貸款	20,280	—	—	—	20,280
		106,095	14,261	13,423	—	133,779

6 REVENUE AND SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the executive Directors that are used to make strategic decisions.

The executive Directors review the Group's financial information mainly from a retail perspective and assess the performance of operations on a geographical basis (Mainland China, Hong Kong and Macau respectively). The reportable segments are classified in a manner consistent with the information reviewed by the executive Directors.

The executive Directors assess the performance of the operating segments based on a measure of reportable segment (loss)/profit. This measurement basis excludes other loss, net, finance income, net and unallocated items.

Segment assets mainly exclude deferred income tax assets and other assets that are managed on a central basis.

Segment liabilities mainly exclude current income tax liabilities, deferred income tax liabilities and other liabilities that are managed on a central basis.

5 財務風險管理(續)

5.2 流動資金風險(續)

6 收益及分類資料

管理層基於執行董事所審閱作為制定策略決定依據的報告釐定經營分類。

執行董事主要以零售觀點來審閱本集團的財務資料及按地理分類(中國大陸、香港及澳門)評估業務表現。可呈報分類按執行董事審閱資料之方式分類。

執行董事根據可呈報分類(虧損)/溢利評估經營分類之表現。該計量基準不包括其他虧損、淨額、財務收入、淨額及未分配項目。

分類資產主要不包括遞延所得稅項資產及被集中管理之其他資產。

分類負債主要不包括當期所得稅項負債、遞延所得稅項負債及被集中管理之其他負債。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION (CONTINUED)

In respect of geographical segment reporting, sales are based on the country in which the customer is located, and total assets and capital expenditure are based on the country where the assets are located.

- (i) The segment information provided to the executive Directors for the reportable segments for the six months ended 31 August 2022 is as follows:

6 收益及分類資料(續)

就地區分類報告而言，銷售乃基於客戶所在國家而釐定，總資產及資本支出乃基於資產所在的國家釐定。

- (i) 向執行董事提供截至二零二二年八月三十一日止六個月之可呈報分類之分類資料如下：

		Unaudited Six months ended 31 August 2022 未經審核 二零二二年八月三十一日止六個月		
		Mainland China 中國大陸 RMB'000 人民幣千元	Hong Kong and Macau 香港及澳門 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Revenue from external customers	外界客戶之收益	210,352	729	211,081
Reportable segment loss	可呈報分類虧損	(9,716)	(7,434)	(17,150)
Other loss, net	其他虧損，淨額			(8,077)
Finance income, net	財務收入，淨額			2,603
Unallocated items	未分配項目			(1)
Loss before income tax	除所得稅前虧損			(22,625)
Income tax expense	所得稅支出			(1,131)
Loss for the period	期內虧損			(23,756)
Depreciation and amortisation	折舊及攤銷	20,837	2,737	23,574
Additions to non-current assets (Other than deferred income tax assets and long-term deposits and prepayments)	非流動資產添置 (遞延所得稅項資產及長期按金及預付款項除外)	15,933	15,973	31,906

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION (CONTINUED)

- (ii) The segment information provided to the executive Directors for the reportable segments for the six months ended 31 August 2021 is as follows:

6 收益及分類資料(續)

- (ii) 向執行董事提供截至二零二一年八月三十一日止六個月之可呈報分類之分類資料如下：

		Unaudited Six months ended 31 August 2021 未經審核 二零二一年八月三十一日止六個月		
		Mainland China 中國大陸 RMB'000 人民幣千元	Hong Kong and Macau 香港及澳門 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Revenue from external customers	外界客戶之收益	275,406	4,138	279,544
Reportable segment profit/(loss)	可呈報分類溢利/(虧損)	2,573	(3,639)	(1,066)
Other loss, net	其他虧損，淨額			(112)
Finance income, net	財務收入，淨額			3,585
Unallocated items	未分配項目			(14)
Profit before income tax	除所得稅前溢利			2,393
Income tax expense	所得稅支出			(4,875)
Loss for the period	期內虧損			(2,482)
Depreciation and amortisation	折舊及攤銷	14,757	2,412	17,169
Additions to non-current assets (Other than deferred income tax assets and long-term deposits and prepayments)	非流動資產添置 (遞延所得稅項資產及長期按金及預付款項除外)	28,365	—	28,365

For the six months ended 31 August 2022 and 31 August 2021, revenues from external customers are mainly derived from the Group's own brands, le saunda, le saunda MEN, LINEA ROSA, PITTI DONNA and charm & easy.

截至二零二二年八月三十一日及二零二一年八月三十一日止六個月，外界客戶之收益主要來自本集團之自有品牌le saunda、le saunda MEN、LINEA ROSA、PITTI DONNA及charm & easy。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION (CONTINUED)

(iii) An analysis of the Group's assets and liabilities as at 31 August 2022 by reportable segment is set out below:

6 收益及分類資料(續)

(iii) 於二零二二年八月三十一日，本集團按可呈報分類劃分之資產與負債分析如下：

		Unaudited As at 31 August 2022 未經審核 於二零二二年八月三十一日		
		Mainland China 中國大陸 RMB'000 人民幣千元	Hong Kong and Macau 香港及澳門 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Segment assets	分類資產	661,328	169,243	830,571
Deferred income tax assets	遞延所得稅項資產			31,443
Unallocated assets	未分配資產			20,869
Total assets per condensed consolidated interim balance sheet	簡明綜合中期資產負債表之資產總額			882,883
Segment liabilities	分類負債	132,431	26,128	158,559
Current income tax liabilities	當期所得稅項負債			1,088
Deferred income tax liabilities	遞延所得稅項負債			28,782
Unallocated liabilities	未分配負債			257
Total liabilities per condensed consolidated interim balance sheet	簡明綜合中期資產負債表之負債總額			188,686

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION (CONTINUED)

- (iv) An analysis of the Group's assets and liabilities as at 28 February 2022 by reportable segment is set out below:

6 收益及分類資料(續)

- (iv) 於二零二二年二月二十八日，本集團按可呈報分類劃分之資產與負債分析如下：

		Audited As at 28 February 2022 經審核 於二零二二年二月二十八日		
		Mainland China 中國大陸 RMB'000 人民幣千元	Hong Kong and Macau 香港及澳門 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Segment assets	分類資產	661,545	173,750	835,295
Deferred income tax assets	遞延所得稅項資產			32,150
Unallocated assets	未分配資產			20,641
Total assets per consolidated balance sheet	綜合資產負債表之 資產總額			888,086
Segment liabilities	分類負債	114,962	35,755	150,717
Current income tax liabilities	當期所得稅項負債			2,967
Deferred income tax liabilities	遞延所得稅項負債			28,800
Unallocated liabilities	未分配負債			263
Total liabilities per consolidated balance sheet	綜合資產負債表之 負債總額			182,747

**6 REVENUE AND SEGMENT INFORMATION
(CONTINUED)**

- (v) The analysis of revenue from external customers by geographical segments is as follows:

Revenue

Mainland China	中國大陸
Hong Kong	香港
Macau	澳門
Total	總計

For the six months ended 31 August 2022 and 31 August 2021, there was no transaction with a single external customer that amounted to 10% or more of the Group's revenue.

6 收益及分類資料(續)

- (v) 按地理分類劃分之來自外界客戶收益之分析如下：

收益

**Unaudited
Six months ended
31 August**

未經審核

截至八月三十一日止六個月

2022	2021
二零二二年	二零二一年
RMB'000	RMB'000
人民幣千元	人民幣千元
210,352	275,406
729	3,435
—	703
211,081	279,544

截至二零二二年八月三十一日及二零二一年八月三十一日止六個月，並無與單一外界客戶進行金額達本集團收益10%或以上的交易。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION (CONTINUED)

- (vi) An analysis of the non-current assets (other than deferred income tax assets) of the Group by geographical segments is as follows:

Non-current assets

		Unaudited 31 August 2022 未經審核 二零二二年 八月三十一日 RMB'000 人民幣千元	Audited 28 February 2022 經審核 二零二二年 二月二十八日 RMB'000 人民幣千元
Mainland China	中國大陸	60,318	62,953
Hong Kong	香港	24,878	12,767
Macau	澳門	71,843	65,172
Total	總計	157,039	140,892

6 收益及分類資料(續)

- (vi) 本集團按地理分類劃分之非流動資產(遞延所得稅項資產除外)之分析如下：

非流動資產

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION
簡明綜合中期財務資料附註

7 OTHER INCOME AND OTHER LOSS, NET

7 其他收入及其他虧損，淨額

		Unaudited Six months ended 31 August 未經審核 截至八月三十一日止六個月	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Other income	其他收入		
Government incentives	政府補貼	3,619	2,096
Other loss, net	其他虧損，淨額		
Net exchange loss (Note)	淨匯兌虧損(附註)	(8,077)	(112)
		(4,458)	1,984

Note:

Net exchange loss arose from the settlement of transactions denominated in foreign currencies and from the translation at period-end exchange rates of monetary assets and liabilities, including inter-company balances, denominated in foreign currencies.

附註：

來自外幣計值交易結算及按期末匯率換算以外幣計值之貨幣資產及負債(包括集團公司間結餘)所產生之匯兌虧損淨額。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

8 EXPENSES BY NATURE

Expenses included in cost of sales, selling and distribution expenses and general and administrative expenses are analysed as follows:

8 按性質分類之開支

計入銷售成本、銷售及分銷開支和一般及行政開支之分析如下：

		Unaudited Six months ended 31 August 未經審核 截至八月三十一日止六個月	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Auditors' remuneration	核數師酬金	805	724
Depreciation of property, plant and equipment	物業、機器及設備折舊	7,815	6,217
Depreciation of right-of-use assets	使用權資產折舊	15,759	10,952
Loss on write off/disposal of property, plant and equipment	撇銷／出售物業、機器及設備虧損	332	393
Costs of sales	銷售成本	74,073	111,514
Expenses relating to short-term leases and variable lease payments	短期經營租賃開支及可變租賃付款	35,696	45,652
Freight charges	運費	2,576	3,414
Postage and express charges	郵遞及速遞費	955	916
Advertising and promotion expenses	廣告及宣傳開支	7,055	8,580
Employee benefit expenses (including directors' emoluments and value of employees services)	僱員福利開支(包括董事酬金及僱員服務價值)	67,915	72,266
Write back of impairment on inventories	存貨減值撥回	(3,456)	(806)
(Write back of impairment)/ impairment losses on trade receivables	貿易應收賬項(減值撥回)/減值虧損	(321)	370

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION
簡明綜合中期財務資料附註

9 FINANCE INCOME, NET

9 財務收入，淨額

		Unaudited Six months ended 31 August 未經審核 截至八月三十一日止六個月	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Interest income on bank deposits	銀行存款之利息收入	3,635	4,382
Interest expense on lease liabilities	租賃負債之利息支出	(949)	(731)
Interest expense on short-term bank loan	短期銀行貸款之利息支出	(83)	(66)
		2,603	3,585

10 INCOME TAX EXPENSE

The amount of income tax charged to the condensed consolidated interim income statement represents:

10 所得稅支出

於簡明綜合中期損益表中扣除之所得稅金額為：

		Unaudited Six months ended 31 August 未經審核 截至八月三十一日止六個月	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current income tax	當期所得稅		
— People's Republic of China ("the PRC") corporate income tax	— 中華人民共和國(「中國」)企業所得稅	189	12,089
Deferred income taxation	遞延所得稅項	942	(7,214)
		1,131	4,875

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

10 INCOME TAX EXPENSE (CONTINUED)

No provision for Hong Kong profits tax has been made during the period (2021: Nil).

The PRC corporate income tax is provided for on the profits of the Group's subsidiaries in the PRC at 25% (2021: 25%).

10 所得稅支出(續)

於期內，概無就香港利得稅作撥備(二零二一年：無)。

中國企業所得稅乃按本集團之中國附屬公司溢利之25%作撥備(二零二一年：25%)。

11 LOSS PER SHARE

Basic

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

11 每股虧損

基本

每股基本虧損乃按本公司權益持有人應佔虧損除以期內已發行普通股之加權平均數計算。

		Unaudited Six months ended 31 August 未經審核 截至八月三十一日止六個月	
		2022 二零二二年	2021 二零二一年
Loss attributable to owners of the Company (RMB'000)	本公司權益持有人應佔虧損(人民幣千元)	(23,357)	(2,230)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數(千計)	705,895	705,895
Basic loss per share (RMB cents)	每股基本虧損(人民幣分)	(3.31)	(0.32)

Diluted

For the six months ended 31 August 2022 and 31 August 2021, the diluted loss per share was the same as the basic loss per share as the Company's share options outstanding during the period was anti-dilutive potential ordinary shares.

攤薄

截至二零二二年八月三十一日及二零二一年八月三十一日止六個月期間之每股攤薄虧損與每股基本虧損相同，因為期內本公司之尚未行使購股權對每股潛在普通股有反攤薄之影響。

12 DIVIDEND

12 股息

		Unaudited Six months ended 31 August 未經審核 截至八月三十一日止六個月	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
No interim dividend (six months ended 31 August 2021: No interim dividend)	不派發中期股息 (截至二零二一年 八月三十一日止六個月: 不派發中期股息)	—	—
No interim special dividend (six months ended 31 August 2021: No interim special dividend)	不派發中期特別股息 (截至二零二一年 八月三十一日止六個月: 不派發中期特別股息)	—	—

At the Board meeting held on 24 October 2022, the Board did not recommend the payment of an interim dividend for the six months ended 31 August 2022.

於二零二二年十月二十四日舉行之董事會會議上，董事會不建議派發截至二零二二年八月三十一日止六個月之中期股息。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION
簡明綜合中期財務資料附註

13 INVESTMENT PROPERTIES, PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

13 投資物業、物業、機器及設備及使用權資產

		Unaudited Six months ended 31 August 2022 未經審核 截至二零二二年八月三十一日止六個月			
		Investment properties 投資物業 RMB'000 人民幣千元	Property, plant and equipment 物業、機器及設備 RMB'000 人民幣千元	Right-of-use assets 使用權資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 March 2022	於二零二二年三月一日	66,999	18,508	52,761	138,268
Additions	添置	—	10,522	21,384	31,906
Write off/disposals	撤銷／出售	—	(332)	—	(332)
Exchange differences	匯兌差額	5,799	651	2,137	8,587
Depreciation and amortisation	折舊及攤銷	—	(7,815)	(15,759)	(23,574)
At 31 August 2022	於二零二二年八月三十一日	72,798	21,534	60,523	154,855

		Unaudited Six months ended 31 August 2021 未經審核 截至二零二一年八月三十一日止六個月			
		Investment property 投資物業 RMB'000 人民幣千元	Property, plant and equipment 物業、機器及設備 RMB'000 人民幣千元	Right-of-use assets 使用權資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 March 2021	於二零二一年三月一日	2,360	81,420	34,439	118,219
Additions	添置	—	8,615	19,750	28,365
Write off/disposals	撤銷／出售	—	(393)	—	(393)
Exchange differences	匯兌差額	—	(434)	(80)	(514)
Depreciation and amortisation	折舊及攤銷	—	(6,217)	(10,952)	(17,169)
At 31 August 2021	於二零二一年八月三十一日	2,360	82,991	43,157	128,508

14 TRADE RECEIVABLES AND OTHER RECEIVABLES

The ageing analysis of the trade receivables, net of provision, based on invoice date is as follows:

Trade receivables (<i>Note</i>)	貿易應收賬項(附註)
Current to 30 days	即期至30天
31 to 60 days	31天至60天
61 to 90 days	61天至90天
Over 90 days	超過90天
Other receivables	其他應收賬項
Total	總額

Note:

The Group's concessionaire sales through department stores are generally collectible within 30 to 60 days from the invoice date.

The carrying amounts of trade receivables and other receivables approximate their fair values. There is no concentration of credit risk with respect to trade receivable as the Group has a large number of customers.

14 貿易應收賬項及其他應收賬項

減值後之貿易應收賬項之賬齡按發票日期分析如下：

Unaudited 31 August 2022 未經審核 二零二二年 八月三十一日 RMB'000 人民幣千元	Audited 28 February 2022 經審核 二零二二年 二月二十八日 RMB'000 人民幣千元
37,256	40,385
1,272	2,443
576	936
766	1,164
39,870	44,928
3,190	3,278
43,060	48,206

附註：

本集團於百貨商場之特許銷售款項一般可於發票日起30天至60天內收回。

貿易應收賬項及其他應收賬項之賬面值與其公平值相若。由於本集團客戶眾多，故貿易應收賬項並無信貸風險集中情況。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

15 TRADE PAYABLES, OTHER PAYABLES AND CONTRACT LIABILITIES

The ageing analysis of the trade payables based on invoice date is as follows:

		Unaudited 31 August 2022 未經審核 二零二二年 八月三十一日 RMB'000 人民幣千元	Audited 28 February 2022 經審核 二零二二年 二月二十八日 RMB'000 人民幣千元
Trade payables (Note)	貿易應付賬項(附註)		
Current to 30 days	即期至30天	37,737	22,242
31 to 60 days	31天至60天	16	—
61 to 90 days	61天至90天	—	—
91 to 120 days	91天至120天	—	—
Over 120 days	超過120天	164	164
		37,917	22,406
Other payables	其他應付賬項	45,371	40,880
Value added tax payables	應付增值稅稅項	9,341	9,634
Contract liabilities	合約負債	11,125	10,546
Total	總額	103,754	83,466

Note:

The credit periods granted by suppliers are generally ranged from 7 to 60 days.

The carrying amounts of trade payables, other payables, value added tax payables and contract liabilities approximate their fair values.

15 貿易應付賬項、其他應付賬項及合約負債

貿易應付賬項之賬齡按發票日期分析如下：

		Unaudited 31 August 2022 未經審核 二零二二年 八月三十一日 RMB'000 人民幣千元	Audited 28 February 2022 經審核 二零二二年 二月二十八日 RMB'000 人民幣千元
貿易應付賬項	貿易應付賬項(附註)		
即期至30天	即期至30天	37,737	22,242
31天至60天	31天至60天	16	—
61天至90天	61天至90天	—	—
91天至120天	91天至120天	—	—
超過120天	超過120天	164	164
		37,917	22,406
其他應付賬項	其他應付賬項	45,371	40,880
應付增值稅稅項	應付增值稅稅項	9,341	9,634
合約負債	合約負債	11,125	10,546
總額	總額	103,754	83,466

附註：

供應商提供之信貸期一般為7天至60天。

貿易應付賬項、其他應付賬項、應付增值稅稅項及合約負債之賬面值與其公平值相若。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

16 SHORT-TERM BANK LOAN

The analysis of the carrying amount of short-term bank loan is as follows:

16 短期銀行貸款

短期銀行貸款之賬面值分析如下：

		Unaudited 31 August 2022 未經審核 二零二二年 八月三十一日 RMB'000 人民幣千元	Audited 28 February 2022 經審核 二零二二年 二月二十八日 RMB'000 人民幣千元
Unsecured and repayable within 1 year or on demand	無抵押及一年內或 應要求償還	—	20,200

As at 31 August 2022, the Group had no outstanding bank loan. As at 28 February 2022, the short-term bank loan was denominated in HK\$, unsecured, which bears average interest rate at 1.29% per annum and repayable within 1 year or on demand.

於二零二二年八月三十一日，本集團並無銀行貸款餘額。於二零二二年二月二十八日，短期銀行貸款以港元計值，無抵押，平均年利率為1.29%及須於一年內或應要求償還。

17 SHARE CAPITAL

17 股本

		Unaudited 31 August 2022 未經審核 二零二二年八月三十一日	Audited 28 February 2022 經審核 二零二二年二月二十八日
		Number of ordinary shares 普通股 數目	Share capital HK\$'000 股本 千港元
Ordinary shares of HK\$0.10	普通股0.10港元		
Authorised:	法定股本：		
At the beginning of period/year and at the end of period/year	於期／年初及期／年末	1,000,000,000	100,000

17 SHARE CAPITAL (CONTINUED)

17 股本(續)

		Unaudited 31 August 2022 未經審核 二零二二年八月三十一日		Audited 28 February 2022 經審核 二零二二年二月二十八日	
		Number of ordinary shares 普通股 數目	Share capital RMB'000 股本 人民幣千元	Number of ordinary shares 普通股 數目	Share capital RMB'000 股本 人民幣千元
Issued and fully paid:	已發行及繳足股本：				
At the beginning of period/year and	於期／年初及期／年末				
at the end of period/year		705,895,060	59,979	705,895,060	59,979

18 SHARE OPTIONS

At a special general meeting of the Company held on 22 July 2002, the shareholders of the Company approved the adoption of the share option scheme (the “Scheme”), pursuant to which the directors may grant options to eligible persons (as defined under the Scheme) to subscribe for shares in the Company in accordance with the terms of the Scheme. The number of shares in respect of which options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company as at the date of shareholders’ approval. The aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share options schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time.

18 購股權

在本公司於二零零二年七月二十二日舉行的股東特別大會上，本公司股東批准採納購股權計劃（「計劃」）；據此，董事可向合資格人士（定義見計劃）授予購股權，該等人士可根據計劃條款認購本公司股份。計劃可授予的購股權所涉及股份數目不得超過股東批准當日本公司已發行股本的10%。因行使計劃或本公司任何其他購股權計劃全部已授予但尚未行使購股權而發行的股份總數，不得超過本公司不時已發行股本的30%。

18 SHARE OPTIONS (CONTINUED)

Each share option under the Scheme entitles the holder to subscribe for one share of HK\$0.10 each in the Company at a price, which is to be determined by the Board of Directors provided always that it shall be at least the higher of: (i) the closing price of the shares as stated in the daily quotation sheet issued by the Stock Exchange for the date of offer of grant (which is deemed to be the date of grant if the offer for the grant of an option is accepted by the eligible person), which must be a business day; and (ii) the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer of grant.

- (a) Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

18 購股權(續)

計劃下每份購股權賦予持有人權利，按由董事會釐定的價格認購一股本公司每股面值0.10港元的股份，惟規定該價格須不少於：(i) 授予日期(合資格人士接納購股權當日視為授予日期，且必須為營業日)當日股份在聯交所每日報價表所示的收市價；及(ii) 授予購股權當日前五個營業日股份在聯交所每日報價表的平均收市價兩者的較高者。

- (a) 尚未行使的購股權數目及其相關加權平均行使價變動如下：

		Unaudited Six months ended 31 August 未經審核 截至八月三十一日止六個月			
		2022 二零二二年		2021 二零二一年	
		Average exercise price per share 每股平均 行使價 (HK\$) (港元)	Number of share options 購股權 數目 (thousands) (千份)	Average exercise price per share 每股平均 行使價 (HK\$) (港元)	Number of share options 購股權 數目 (thousands) (千份)
At the beginning of period	於期初	2.185	1,073	2.185	1,625
Lapsed	已失效	2.185	(1,073)	2.185	(38)
At the end of period	於期末	—	—	2.185	1,587

The Group has no legal or constructive obligation to repurchase or settle the options in cash. For the six months ended 31 August 2022, 1,073,000 (2021: 38,000) share options at an adjusted exercise price of HK\$2.185 were lapsed.

本集團並無法律或推定責任以現金購回或清償購股權。截至二零二二年八月三十一日止六個月，每股調整行使價為2.185港元之1,073,000(二零二一年：38,000)份購股權已失效。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

18 SHARE OPTIONS (CONTINUED)

- (b) Share options outstanding at the end of the period/year have the following expiry dates and exercise prices:

		Unaudited 31 August 2022 未經審核 二零二二年八月三十一日		Audited 28 February 2022 經審核 二零二二年二月二十八日	
		(Adjusted) Exercise price per share (調整後) 每股行使價 (HK\$) (港元)	Number of share options 購股權數目 (thousands) (千份)	(Adjusted) Exercise price per share (調整後) 每股行使價 (HK\$) (港元)	Number of share options 購股權數目 (thousands) (千份)
Expiry date at:	到期日：				
9 July 2022 (Note)	二零二二年七月九日(附註)	—	—	2.185	1,073

Note:

Become exercisable from a range of dates between 10 July 2014 and 10 July 2016 and expiring on the 10th anniversary from date of grants of 10 July 2012.

For the six months ended 31 August 2022, no amount was recognised and included in “employee benefit expenses” (2021: Nil).

18 購股權(續)

- (b) 於期／年末尚未行使購股權的到期日及行使價如下：

附註：

可於由二零一四年七月十日起至二零一六年七月十日期間予以行使，並於授出日期二零一二年七月十日起計滿10周年之日屆滿無效。

截至二零二二年八月三十一日止六個月，並無購股權獲確認及計入「僱員福利開支」內(二零二一年：無)。

19 COMMITMENTS

Capital commitments

19 承擔

資本承擔

		Unaudited 31 August 2022 未經審核 二零二二年 八月三十一日 RMB'000 人民幣千元	Audited 28 February 2022 經審核 二零二二年 二月二十八日 RMB'000 人民幣千元
Contracted but not provided for, in respect of	已訂約但並無計提撥備		
— Purchase of property, plant, and equipment	— 有關購買物業、機器及 設備	—	363

20 PLEDGE OF ASSETS

As at 31 August 2022, the Group had no pledge of assets (28 February 2022: RMB647,000).

20 抵押資產

於二零二二年八月三十一日，本集團並無抵押資產。(二零二二年二月二十八日：人民幣647,000元)。

21 RELATED PARTY TRANSACTIONS

(a) Transaction with a related party

Significant transaction with a related party, which was carried out in the normal course of the Group's business, is summarised as follows:

21 關連人士之交易

(a) 與一位關連人士之交易

與一位關連人士進行之主要交易乃於本集團日常業務中進行，現概述如下：

		Unaudited Six months ended 31 August 未經審核 截至八月三十一日止六個月 2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Rental expenses charged by a related party (Note)	向一位有關連人士支付 租金開支(附註)	368	—

**21 RELATED PARTY TRANSACTIONS
(CONTINUED)**

**(a) Transaction with a related party
(Continued)**

Note:

For the six months ended 31 August 2022, the Group rented a shop located in Macau from Mr. Lee Tze Bun, Marces, a substantial shareholder of the Company, as a retail outlet in Macau (2021: Nil).

(b) Key management compensation

21 關連人士之交易(續)

(a) 與一位關連人士之交易(續)

附註：

截至二零二二年八月三十一日止六個月，本集團向本公司之主要股東李子彬先生租用一間位於澳門的店舖作為澳門的一間零售門市(二零二一年：無)。

(b) 主要管理層酬金

		Unaudited Six months ended 31 August 未經審核 截至八月三十一日止六個月	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries and other employee benefits	薪金及其他僱員福利	1,527	2,181
Contributions to retirement scheme	退休計劃供款	16	13
		1,543	2,194

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

As at 31 August 2022, the interests and short positions of directors (the "Directors") and chief executive of Le Saunda Holdings Limited (the "Company") in the ordinary shares of HK\$0.10 each in the capital of the Company (the "Shares"), underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, the "SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券中所擁有之權益及淡倉

於二零二二年八月三十一日，萊爾斯丹控股有限公司（「本公司」）董事（「董事」）及最高行政人員於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股本中每股面值0.10港元之普通股（「股份」）、相關股份及債券中所擁有，且根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉），並已記入根據證券及期貨條例第352條規定所存置之登記冊之權益及淡倉；或如根據聯交所證券上市規則（「上市規則」）附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須另外知會本公司及聯交所之權益及淡倉如下：

DISCLOSURE OF INTERESTS

權益披露

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (CONTINUED)

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券中所擁有之權益及淡倉(續)

(I) Long positions in Shares (including underlying Shares)

(I) 股份之好倉(包括相關股份)

Name of Directors 董事姓名	Number of Shares 股份數目				Total 總計	Approximate percentage of the issued share capital of the Company 約佔本公司已發行股本百分比
	Personal interests 個人權益	Spouse interests 配偶權益	Corporate interests 公司權益	Other interests 其他權益		
Mr. Li Wing Yeung, Peter ("Mr. Li") 李永揚先生	5,909,200	11,000	—	55,000,000 (Note 1) (附註1)	60,920,200	8.63%
Ms. Chui Kwan Ho, Jacky ("Ms. Chui") 徐群好女士(「徐女士」)	5,779,000	—	—	—	5,779,000	0.81%
Mr. Leung Wai Ki, George ("Mr. Leung") 梁偉基先生(「梁先生」)	—	—	—	1,700,000 (Note 2) (附註2)	1,700,000	0.24%

Notes:

- Mr. Li, Ms. Lee Wing Kam Rowena Jackie and Ms. Cheung Man Ching, Teresa jointly held 55,000,000 Shares as trustees of The Lee Keung Charitable Foundation, (the "Charitable Foundation") representing approximately 7.79% of the issued share capital of the Company. Therefore, all of them are deemed to be interested in these Shares which are duplicated amongst their respective interests.
- Mr. Leung was a governor of Xin Chuan Middle School Foundation Limited, which held 1,700,000 Shares. Therefore, Mr. Leung was deemed to be interested in these Shares.

附註:

- 李永揚先生、李詠琴女士及張文菁女士作為李強慈善基金(「慈善基金」)之受託人共同持有55,000,000股股份，佔本公司已發行股本約7.79%，因此彼等均被視為擁有該等股份之權益，而彼等各自之股份權益互相重疊。
- 莘村中學基金有限公司(「莘村」)(梁先生為莘村之管理人)持有1,700,000股股份。因此，梁先生被視為擁有該等股份之權益。

DISCLOSURE OF INTERESTS 權益披露

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (CONTINUED)

(II) Long positions in underlying Shares and debentures of the Company

Interests in share options

董事及最高行政人員於本公司及其相
聯法團之股份、相關股份及債券中所
擁有之權益及淡倉(續)

(II) 本公司之相關股份及債券之好倉

購股權權益

Name of Directors	Date of share options granted (Notes 1 & 2)	Adjusted number of share options (Note 3) 經調整之購股權數目(附註3)					Total outstanding as at 31 August 2022	Adjusted exercise price per Share (Note 3) HK\$ 經調整之 每股行使價 (附註3) 港元	Exercise period
		Balance as at 1 March 2022 於二零二二年 三月一日 之結餘	Granted during the period 於期內授出	Exercised during the period 於期內行使	Cancelled during the period 於期內註銷	Lapsed during the period 於期內失效			
董事姓名	授出購股權之日期 (附註1及2)						於二零二二年 八月三十一日 尚未行使		行使期間
Mr. Li 李永揚先生	10 July 2012 2012年7月10日	110,000	—	—	—	(110,000)	—	2.185	10 July 2014–9 July 2022 2014年7月10日至2022年7月9日
	10 July 2012 2012年7月10日	110,000	—	—	—	(110,000)	—	2.185	10 July 2015–9 July 2022 2015年7月10日至2022年7月9日
	10 July 2012 2012年7月10日	110,000	—	—	—	(110,000)	—	2.185	10 July 2016–9 July 2022 2016年7月10日至2022年7月9日
Ms. Liao Jian Yu (resigned with effect from 1 May 2022) 廖健瑜女士 (自二零二二年五月一日起辭任)	10 July 2012 2012年7月10日	184,800	—	—	—	(184,800)	—	2.185	10 July 2016–9 July 2022 2016年7月10日至2022年7月9日
Total 總計		514,800	—	—	—	(514,800)	—		

DISCLOSURE OF INTERESTS

權益披露

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (CONTINUED)

(II) Long positions in underlying Shares and debentures of the Company (Continued)

Interests in share options (Continued)

Notes:

1. The respective vesting periods of the above share options are from their dates of grant until the commencement of their respective exercise periods.
2. The closing price of the Shares immediately before 10 July 2012 on which the share options were granted was HK\$2.41 per Share.
3. On 13 July 2015, an ordinary resolution was duly passed by the Shareholders at the annual general meeting of the Company to approve the issue of bonus Shares on the basis of one bonus Share for every ten existing Shares held by the qualifying Shareholders on the record date (the "Bonus Issue"). As a result of the Bonus Issue, adjustments were made to the exercise price and the number of Shares to be allotted and issued upon full exercise of subscription rights attached to the outstanding share options with effect from 30 July 2015. The exercise price per Share indicated in the above table is the exercise price per Share after the said adjustments were made on 30 July 2015. Prior to the adjustments, the exercise price per Share in relation to share options granted on 10 July 2012 was HK\$2.404. For details, please refer to the announcement of the Company dated 29 July 2015.

Save as disclosed above, as at 31 August 2022, none of the Directors or chief executive (including their spouse and children under the age of 18) of the Company had any interests and/or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which are taken or deemed to have under such provisions of the SFO), as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券中所擁有之權益及淡倉(續)

(II) 本公司之相關股份及債券之好倉(續)

購股權權益(續)

附註：

1. 上述購股權各自的歸屬期由各授出日期起至行使期間開始為止。
2. 緊接二零一二年七月十日授出購股權前，股份收市價為每股2.41港元。
3. 於二零一五年七月十三日，本公司之股東於本公司之股東周年大會上正式通過普通決議案，以批准進行紅股發行，基準為於記錄日期合資格股東每持有十股現有股份獲發一股紅股（「紅股發行」）。由於進行紅股發行，尚未行使購股權之行使價及該等購股權所附認購權獲全面行使時將予配發及發行之股份數目已被調整，自二零一五年七月三十日起生效。於前表所述之每股行使價為於二零一五年七月三十日調整後之每股行使價。於調整前，有關於二零一二年七月十日授出之購股權之每股行使價為2.404港元。有關詳情，請參閱本公司於二零一五年七月二十九日之公告。

除上文所披露者外，於二零二二年八月三十一日，概無本公司董事或最高行政人員（包括彼等之配偶及十八歲以下之子女）於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券擁有任何根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及／或淡倉（包括根據證券及期貨條例之該等條文被當作或視為擁有之權益及／或淡倉），並記入根據證券及期貨條例第352條規定所存置之登記冊之權益及／或淡倉；或根據標準守則須知會本公司及聯交所之權益及／或淡倉。

ARRANGEMENTS FOR DIRECTORS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in the paragraph headed “Directors’ and chief executive’s interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations” above and the paragraph headed “Share Option Scheme” below, during the six months ended 31 August 2022, (a) at no time was the Company or a specified undertaking (as defined in the Companies (Directors’ Report) Regulation (Chapter 622D of the Laws of Hong Kong)) of the Company a party to any arrangements to enable the Directors or the chief executive of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate; and (b) none of the Directors, their respective spouses nor their respective children under the age of 18 had any right to subscribe for securities of the Company or had exercised any such rights.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS’ INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 August 2022, according to the register of interests in Shares and short positions of the Company required to be kept under section 336 of the SFO, the following persons or corporations (other than the Directors or chief executive of the Company) had interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

董事購買股份及債券之安排

除上文「董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券中所擁有之權益及淡倉」一節及下文「購股權計劃」一節所披露之權益外，於截至二零二二年八月三十一日止六個月期間，(a) 於任何時間，並無作出任何安排的其中一方是本公司或本公司的指明企業(定義見香港法例第622D章之《公司(董事報告)規例》，致使本公司董事或最高行政人員藉收購本公司或任何其他法人團體之股份或債券而獲益；及(b)概無董事或彼等各自之配偶或彼等各自之十八歲以下子女擁有任何認購本公司證券之權利，亦無行使任何該等權利。

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二二年八月三十一日，本公司根據證券及期貨條例第336條規定所存置之股份權益及淡倉之登記冊所記錄，下列人士或法團(本公司董事或最高行政人員除外)於股份及相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及第3分部作出披露：

DISCLOSURE OF INTERESTS

權益披露

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

(I) Interests and short positions of substantial shareholders in the Shares and underlying Shares

(I) 主要股東於股份及相關股份之權益及淡倉

Long positions in Shares

股份之好倉

Name of Shareholders	Number of Shares and nature of interests 股份數目及權益類別			Total	Approximate percentage of the issued Share capital of the Company 約佔本公司已發行股本百分比
	Beneficial owner	Interests of controlled corporation	Other interests		
股東名稱	權益擁有人	控股公司權益	其他權益	總計	
Mr. Lee Tze Bun, Marces ("Mr. Lee") 李子彬先生(「李先生」)	54,561,000	36,600,000 (Notes 1 & 2) (附註1及2)	280,500,000 (Notes 3 & 4) (附註3及4)	371,661,000	52.65%
Stable Gain Holdings Limited ("Stable Gain")	225,500,000 (Note 5) (附註5)	—	—	225,500,000	31.94%
Stable Profit Holdings Limited ("Stable Profit")	—	225,500,000 (Note 5) (附註5)	—	225,500,000	31.94%
HSBC International Trustee Limited ("HSBC Trustee")	—	—	225,500,000 (Note 5) (附註5)	225,500,000	31.94%

Notes:

附註:

- Succex Limited, a corporation which was controlled and wholly owned by Mr. Lee, held 33,000,000 Shares. Therefore, Mr. Lee was deemed to be interested in these Shares.
- Mr. Lee was a founder and governor of Qing Yun Middle School Education Development Foundation Limited, which held 3,600,000 Shares. Therefore, Mr. Lee was deemed to be interested in these Shares.

- Succex Limited (該公司由李先生控制及全資擁有)持有33,000,000股股份。因此，李先生被視為擁有該等股份之權益。
- 青雲中學教育發展基金有限公司(「青雲」)(李先生為青雲之創辦人及管理人)持有3,600,000股股份。因此，李先生被視為擁有該等股份之權益。

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

(I) Interests and short positions of substantial shareholders in the Shares and underlying Shares (Continued)

Long positions in Shares (Continued)

Notes: (Continued)

3. Stable Gain held 225,500,000 Shares, representing approximately 31.94% of the issued share capital of the Company. The entire issued share capital of Stable Gain was registered in the name of Stable Profit, a company wholly-owned by HSBC Trustee which acted as trustee of Lee Tze Bun Family Trust (the "LTB Family Trust"), a discretionary trust, of which Mr. Lee was the founder (as defined in section 308 of the SFO) and an eligible beneficiary thereunder. Mr. Lee was also the sole director of Stable Profit. Therefore, Mr. Lee was deemed to be interested in these Shares.
4. The Charitable Foundation, of which Mr. Lee was the founder (as defined in section 308 of the SFO), held 55,000,000 Shares, representing approximately 7.79% of the issued share capital of the Company. Therefore, Mr. Lee was deemed to be interested in these Shares.
5. Stable Gain held 225,500,000 Shares, representing approximately 31.94% of the issued share capital of the Company. The entire issued share capital of Stable Gain was registered in the name of Stable Profit, a company wholly-owned by HSBC Trustee which acted as trustee of the LTB Family Trust, a discretionary trust, of which Mr. Lee was a founder (as defined in section 308 of the SFO) and an eligible beneficiary thereunder. Mr. Lee was also the sole director of Stable Profit. Therefore, HSBC Trustee was deemed to be interested in these Shares in its capacity as trustee (other than a bare trustee) and Stable Profit was deemed to be interested in these Shares by virtue of the interest of its controlled corporation (being Stable Gain). The respective interests of Stable Gain, Stable Profit and HSBC Trustee were thus duplicated.

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

(I) 主要股東於股份及相關股份之權益及淡倉(續)

股份之好倉(續)

附註：(續)

3. Stable Gain 持有225,500,000股股份，佔本公司已發行股本約31.94%。Stable Gain 全部已發行股本由HSBC Trustee全資擁有之公司Stable Profit名義登記，該HSBC Trustee為Lee Tze Bun Family Trust (「LTB Family Trust」)(為酌情信託)之受託人，而李先生為LTB Family Trust之創辦人(定義見證券及期貨條例第308條)及合資格受益人，亦為Stable Profit之唯一董事。因此，李先生被視為擁有該等股份之權益。
4. 慈善基金(李先生為該慈善基金之創辦人)(定義見證券及期貨條例第308條)持有55,000,000股股份，相當於本公司已發行股本約7.79%。因此，李先生被視為擁有該等股份之權益。
5. Stable Gain持有225,500,000股股份，佔本公司已發行股本約31.94%。Stable Gain 全部已發行股本由HSBC Trustee全資擁有之公司Stable Profit名義登記，該HSBC Trustee為LTB Family Trust (為酌情信託)之受託人，而李先生為LTB Family Trust之創辦人(定義見證券及期貨條例第308條)及合資格受益人，亦為Stable Profit之唯一董事。因此，HSBC Trustee於其為受託人身份(被動受託人除外)被視為擁有該等股份之權益；及Stable Profit亦藉其作為控股公司於Stable Gain所擁有之權益，而被視為擁有該等股份之權益。Stable Gain, Stable Profit及HSBC Trustee各自之權益因而互相重疊。

DISCLOSURE OF INTERESTS

權益披露

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

(II) Interests and short positions of other persons in the Shares and underlying Shares

(II) 其他人士於股份及相關股份之權益及淡倉

Long positions in Shares

股份之好倉

Name of Shareholders	Note	Number of Shares and nature of interests 股份數目及權益類別				Approximate percentage of the issued Share capital of the Company 約佔本公司已發行股本百分比
		Personal interests	Spouse interests	Other interests	Total	
股東名稱	附註	個人權益	配偶權益	其他權益	總計	
Ms. Lee Wing Kam Rowena Jackie ("Ms. Lee") 李詠琴女士(「李女士」)	1	6,985,000	—	55,000,000	61,985,000	8.78%
Ms. Cheung Man Ching Teresa ("Ms. Cheung") 張文菁女士(「張女士」)	2	—	2,585,000	55,000,000	57,585,000	8.15%
Ms. Lee, Mr. Li and Ms. Cheung as trustees of the Charitable Foundation 李女士、李永揚先生及張女士均作為慈善基金之受託人	3	—	—	55,000,000	55,000,000	7.79%
Ophorst Van Marwijk Kooy Vermogensbeheer N.V. ("OVMK")	4	35,454,000	—	—	35,454,000	5.02%

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

(II) Interests and short positions of other persons in the Shares and underlying Shares (Continued)

Long positions in Shares (Continued)

Notes:

1. Ms. Lee was interested in an aggregate of 61,985,000 Shares (comprising 6,985,000 Shares personally held as beneficial owner and 55,000,000 Shares jointly held by her, Mr. Li and Ms. Cheung as trustees of the Charitable Foundation), representing approximately 8.78% of the issued share capital of the Company.
2. Ms. Cheung was interested in an aggregate of 57,585,000 Shares (comprising 2,585,000 Shares held by her spouse as beneficial owner and 55,000,000 Shares jointly held by her, Ms. Lee and Mr. Li as trustees of the Charitable Foundation), representing approximately 8.15% of the issued share capital of the Company.
3. Ms. Lee, Mr. Li and Ms. Cheung jointly held 55,000,000 Shares as trustees of the Charitable Foundation, representing approximately 7.79% of the issued share capital of the Company. Therefore, all of them were deemed to be interested in these Shares which were duplicated amongst their respective interests.
4. OVMK held 35,454,000 Shares, representing approximately 5.02% of the issued share capital of the Company.

Save as disclosed above, as at 31 August 2022, the Company had not been notified of any other persons (other than the Directors or chief executive of the Company) or corporation who had interests directly or indirectly and/or short positions in the Shares and underlying Shares of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

(II) 其他人士於股份及相關股份之權益及淡倉(續)

股份之好倉(續)

附註：

1. 李女士於合共61,985,000股股份中擁有權益(包括6,985,000股股份為個人持有之實益擁有人，及連同與李永揚先生及張女士作為慈善基金之受託人共同持有之55,000,000股股份)，佔本公司已發行股本約8.78%。
2. 張女士於合共57,585,000股股份中擁有權益(包括由其配偶作為實益擁有人持有之2,585,000股股份及連同與李女士及李永揚先生作為慈善基金之受託人共同持有之55,000,000股股份)，佔本公司已發行股本約8.15%。
3. 李女士、李永揚先生及張女士作為慈善基金之受託人共同持有55,000,000股股份，佔本公司已發行股本約7.79%，因此彼等均被視為擁有該等股份之權益，而彼等各自之股份權益互相重疊。
4. OVMK持有35,454,000股股份，佔本公司已發行股本約5.02%。

除上文所披露者外，於二零二二年八月三十一日，本公司並無接獲通知有任何其他人士(本公司董事或最高行政人員除外)或法團於本公司之股份及相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司及聯交所披露，或須登記於本公司根據證券及期貨條例第336條規定所存置之登記冊之直接或間接權益及／或淡倉。

DISCLOSURE OF INTERESTS

權益披露

SHARE OPTION SCHEME

At the special general meeting of the Company held on 22 July 2002, the Shareholders approved the adoption of a share option scheme (the “Scheme”) pursuant to Chapter 17 of the Listing Rules. The purpose of the Scheme was to enable the board of Directors of the Company to grant share options to selected eligible persons (as defined under the Scheme) as incentives or rewards for their contribution or potential contribution to the Group (as defined below).

Pursuant to the Scheme, the Company granted 14,100,000 and 17,440,000 share options to certain Directors and employees of the Company to subscribe for up to a total of 31,540,000 ordinary shares of HK\$0.10 each in the capital of the Company on 27 June 2011 and 10 July 2012 respectively.

Particulars of such share options and their movements during the six months ended 31 August 2022 were as follows:

購股權計劃

本公司於二零零二年七月二十二日舉行之股東特別大會上，股東已批准採納一項符合上市規則第17章規定之購股權計劃（「該計劃」）。該計劃之目的為使本公司之董事會可將購股權授予指定之合資格人士（定義見該計劃），作為彼等對本集團已經或可能作出貢獻的獎勵或回報（定義見下文）。

根據該計劃，本公司分別於二零一一年六月二十七日及二零一二年七月十日，向本公司若干董事及僱員授予14,100,000及17,440,000份購股權，以認購最多合計本公司股本中每股面值0.10港元之31,540,000股普通股。

截至二零二二年八月三十一日止六個月期間，此等購股權的詳情及變動如下：

SHARE OPTION SCHEME (CONTINUED)

購股權計劃(續)

Name or Category of Participant	Date of share options granted (Notes 1 & 2)	Adjusted number of share options (Note 4) 經調整之購股權數目(附註4)					Outstanding as at 31 August 2022	Adjusted exercise price per Share (Note 4) HK\$	Exercise period
		Balance as at 1 March 2022	Granted during the period (Note 3)	Exercised during the period	Cancelled during the period	Lapsed during the period			
參與者姓名 或類別	授出購股權 之日期 (附註1及2)	於二零二二年 三月一日 之結餘	於期內授出 (附註3)	於期內行使	於期內註銷	於期內失效	於二零二二年 八月三十一日 尚未行使	經調整之 每股行使價 (附註4) 港元	行使期間
Directors (Note 5) 董事(附註5)	27 June 2011 2011年6月27日	—	—	—	—	—	—	4.300	27 June 2014–26 June 2021 2014年6月27日至2021年6月26日
	27 June 2011 2011年6月27日	—	—	—	—	—	—	4.300	27 June 2015–26 June 2021 2015年6月27日至2021年6月26日
	27 June 2011 2011年6月27日	—	—	—	—	—	—	4.300	27 June 2016–26 June 2021 2016年6月27日至2021年6月26日
	10 July 2012 2012年7月10日	110,000	—	—	—	(110,000)	—	2.185	10 July 2014–9 July 2022 2014年7月10日至2022年7月9日
	10 July 2012 2012年7月10日	110,000	—	—	—	(110,000)	—	2.185	10 July 2015–9 July 2022 2015年7月10日至2022年7月9日
	10 July 2012 2012年7月10日	294,800	—	—	—	(294,800)	—	2.185	10 July 2016–9 July 2022 2016年7月10日至2022年7月9日
Sub-total 小計		514,800	—	—	—	(514,800)	—		
Employees 僱員	27 June 2011 2011年6月27日	—	—	—	—	—	—	4.300	27 June 2014–26 June 2021 2014年6月27日至2021年6月26日
	27 June 2011 2011年6月27日	—	—	—	—	—	—	4.300	27 June 2015–26 June 2021 2015年6月27日至2021年6月26日
	27 June 2011 2011年6月27日	—	—	—	—	—	—	4.300	27 June 2016–26 June 2021 2016年6月27日至2021年6月26日
	10 July 2012 2012年7月10日	—	—	—	—	—	—	2.185	10 July 2014–9 July 2022 2014年7月10日至2022年7月9日
	10 July 2012 2012年7月10日	78,100	—	—	—	(78,100)	—	2.185	10 July 2015–9 July 2022 2015年7月10日至2022年7月9日
	10 July 2012 2012年7月10日	479,600	—	—	—	(479,600)	—	2.185	10 July 2016–9 July 2022 2016年7月10日至2022年7月9日
Sub-total 小計		557,700	—	—	—	(557,700)	—		
Total 總計		1,072,500	—	—	—	(1,072,500)	—		

DISCLOSURE OF INTERESTS

權益披露

SHARE OPTION SCHEME (CONTINUED)

Notes:

1. The respective vesting periods of the above share options are from their respective dates of the grant until the commencement of their respective exercise periods.
2. The closing prices of the Shares immediately before 27 June 2011 and 10 July 2012 on which the share options were granted were HK\$4.65 and HK\$2.41 per Share respectively.
3. Upon the grant of 17,440,000 share options to eligible persons by the Company on 10 July 2012, there were 1,960 share options available for grant under the Scheme. The Scheme expired on 21 July 2012.
4. On 13 July 2015, an ordinary resolution was duly passed by the Shareholders at the annual general meeting of the Company to approve the Bonus Issue. As a result of the Bonus Issue, adjustments were made to the exercise price and the number of Shares to be allotted and issued upon full exercise of subscription rights attached to the outstanding share options with effect from 30 July 2015. The exercise price per Share indicated in the above table is the exercise price per Share after the said adjustments were made on 30 July 2015. Prior to the adjustments, the exercise price per Share in relation to share options granted on 27 June 2011 was HK\$4.730 while that in relation to share options granted on 10 July 2012 was HK\$2.404. For details, please refer to the announcement of the Company dated 29 July 2015.
5. For a detailed breakdown of the Directors' interest in share options, please refer to page 59 of this report.

購股權計劃(續)

附註:

1. 上述購股權各自的歸屬期由各授出日期起至行使期間開始為止。
2. 緊接二零一一年六月二十七日及二零一二年七月十日授出購股權前，股份收市價分別為每股4.65港元及2.41港元。
3. 本公司於二零一二年七月十日向合資格人士授出17,440,000份購股權後，該計劃尚可發行1,960份購股權，惟該計劃已於二零一二年七月二十一日屆滿。
4. 於二零一五年七月十三日，股東於本公司之股東周年大會上正式通過普通決議案，以批准進行紅股發行。由於進行紅股發行，尚未行使購股權之行使價及該等購股權所附認購權獲全面行使時將予配發及發行之股份數目已被調整，自二零一五年七月三十日起生效。於前表所述之每股行使價為於二零一五年七月三十日調整後之每股行使價。於調整前，有關於二零一一年六月二十七日授出之購股權之每股行使價為4.730港元，而有關於二零一二年七月十日授出之購股權之每股行使價為2.404港元。有關詳情，請參閱本公司於二零一五年七月二十九日之公告。
5. 有關董事所擁有之購股權權益，詳情可參閱本報告第59頁。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

CORPORATE GOVERNANCE PRACTICES

The board (the “Board”) of directors (the “Directors”) of Le Saunda Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) is committed to achieving and maintaining the highest standard of corporate governance. The Board and its management understand that it is their responsibility to establish a good corporate management system and practice and strictly comply with the principles of independence, accountability, responsibility and impartiality so as to improve the operation transparency of the Company, protect the interests of shareholders of the Company (the “Shareholders”) and create value for the Shareholders.

During the period under review, the Company has complied with the code provisions of, and applied the principles in, the Corporate Governance Code (the “CG Code”) as set out in Part 2 of Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Since October 2019, the position of Chief Executive Officer has been vacant. To ensure the roles of the Chairman and the Chief Executive Officer not to be performed by the same individual, the responsibilities of the Chief Executive Officer for the conduct of the business of the Company have been taken up by other executive Directors of the Company, who have extensive knowledge of the Group’s operations and business issues, particularly on corporate strategy matters, that they can exercise the appropriate judgement and make proposal to the Board.

AUDIT COMMITTEE

As at 31 August 2022 and up to the date of this report, the Audit Committee comprises three Independent Non-Executive Directors, namely Mr. Lam Siu Lun, Simon (chairman of the Audit Committee), Mr. Leung Wai Ki, George and Mr. Hui Chi Kwan. Mr. Lam has appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.21 of the Listing Rules.

企業管治常規

萊爾斯丹控股有限公司(「本公司」)與其附屬公司(統稱「本集團」)之董事(「董事」)會(「董事會」)致力達至及保持最高標準的企業管治。董事會與其管理層明白，其有責任制定良好的企業管理架構系統及常規，並嚴格遵循獨立、問責、負責、及公平的公司管理原則，致使不斷提高公司運作的透明度，保障本公司股東(「股東」)權益及為股東創造價值。

於回顧期內，本公司貫徹遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四的第二部分中所載之企業管治守則(「企業管治守則」)的守則條文，並將其應用於公司管治。自二零一九年十月起，行政總裁職位一直懸空。為確保主席及行政總裁角色並不是由一人同時擔任，行政總裁處理本公司業務的職責已經由本公司其他執行董事承擔，該等執行董事對本集團營運及業務事情擁有深入認知，尤其在企業策略事項方面，能作出適當判斷並提交方案給董事會。

審核委員會

於二零二二年八月三十一日及直至本報告日期，審核委員會包括三名獨立非執行董事林兆麟先生(審核委員會主席)、梁偉基先生及許次鈞先生。林先生具備上市規則第3.21條所規定之適當專業資格或會計或相關財務管理專業知識。

AUDIT COMMITTEE (CONTINUED)

The primary functions and duties of the Audit Committee are to recommend the appointment, re-appointment and removal of the external auditor, oversee the integrity of financial information of the Company and its disclosure, provide independent review of the effectiveness of the financial controls, risk management and internal control systems of the Group, and review the accounting policies and practices adopted by the Group. The full terms of reference of the Audit Committee are posted on the respective websites of the Stock Exchange and the Company.

The Audit Committee has reviewed this report, which was prepared based on (i) the accounting policies and practices adopted by the Group, and (ii) the unaudited condensed consolidated interim financial information for the six months ended 31 August 2022. After review and discussions, the Audit Committee recommended the Board to approve the unaudited condensed consolidated interim financial information for the six months ended 31 August 2022.

REMUNERATION COMMITTEE

As at 31 August 2022 and up to the date of this report, the Remuneration Committee comprises three Independent Non-Executive Directors, namely Mr. Lam Siu Lun, Simon (chairman of the Remuneration Committee), Mr. Leung Wai Ki, George and Mr. Hui Chi Kwan, and one Non-Executive Director, namely Mr. James Ngai.

The primary functions and duties of the Remuneration Committee are to make recommendation to the Board on the Company's policy and structure for remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy, determine the terms of specific remuneration package of the Executive Directors and senior management, and review and approve the performance-based remuneration proposals with reference to the corporate goals and objective resolved by the Board from time to time. The full terms of reference of the Remuneration Committee are posted on the respective websites of the Stock Exchange and the Company.

審核委員會(續)

審核委員會之主要功能及職責為就外聘核數師之委任、重新委任及罷免提供推薦建議、監督本公司財務資料之真實性及其披露、就本集團之財務監控、風險管理及內部監控系統之有效性提供獨立檢討，並就本集團採納之會計政策及實務進行檢討。審核委員會之職權範圍詳情已分別於聯交所及本公司網站登載。

審核委員會已審閱本報告，其編製乃基於(i)本集團採納之會計政策及實務；及(ii)截至二零二二年八月三十一日止六個月之未經審核簡明綜合中期財務資料。審核委員會經審閱及磋商後，建議董事會批准截至二零二二年八月三十一日止六個月之未經審核簡明綜合中期財務資料。

薪酬委員會

於二零二二年八月三十一日及直至本報告日期，薪酬委員會包括三名獨立非執行董事林兆麟先生(薪酬委員會主席)、梁偉基先生及許次鈞先生及一名非執行董事倪雅各先生。

薪酬委員會之主要功能及職責為就本公司全體董事及高層管理人員之薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提供建議，並釐定執行董事及高層管理人員薪酬待遇之特定條款，及因應董事會不時釐定之企業方針及宗旨而檢討及批准以表現為基準之薪酬建議。薪酬委員會之職權範圍詳情已分別於聯交所及本公司網站登載。

NOMINATION COMMITTEE

As at 31 August 2022 and up to the date of this report, the Nomination Committee comprises three Independent Non-Executive Directors, namely Mr. Hui Chi Kwan (chairman of the Nomination Committee), Mr. Lam Siu Lun, Simon and Mr. Leung Wai Ki, George, and one Non-Executive Director, namely Mr. James Ngai.

The primary functions and duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategies, identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships. The full terms of reference of the Nomination Committee are posted on the respective websites of the Stock Exchange and the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct (the "Code of Conduct") regarding securities transactions by the Directors since 4 October 2005. The terms of the Code of Conduct are no less exacting than the required standards in the Model Code, and the Code of Conduct applies to all the relevant persons as defined in the Code of Conduct, including the Directors, any employee of the Company, or a director or employee of a subsidiary or holding company of the Company, who, by reason of such office or employment, are likely to be in possession of unpublished price sensitive information in relation to the Company or its securities.

Having made specific enquiry of all the Directors, all Directors have confirmed that they have complied with the Code of Conduct and the required standard set out in the Model Code during the six months ended 31 August 2022 and up to the date of this report.

提名委員會

於二零二二年八月三十一日及直至本報告日期，提名委員會包括三名獨立非執行董事許次鈞先生(提名委員會主席)、林兆麟先生及梁偉基先生及一名非執行董事倪雅各先生。

提名委員會之主要功能及職責為每年至少一次檢討董事會的架構、人數及組成(包括技能、知識、經驗及多樣的觀點與角度等方面)，並就任何建議變動向董事會提供意見，以完成本公司之企業策略，物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見。提名委員會之職權範圍詳情已分別於聯交所及本公司網站登載。

董事進行證券交易之標準守則

本公司自二零零五年十月四日起已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)為董事進行證券交易之行為守則(「行為守則」)。行為守則之條款不低於標準守則之規定標準，且行為守則適用於行為守則所界定之所有相關人士，包括董事、本公司任何僱員，或本公司附屬公司或控股公司之董事或僱員(其基於該等職務或僱傭關係，而可能掌握本公司或其證券之尚未公開之股價敏感資料)。

經向全體董事作出具體查詢後，彼等確認截至二零二二年八月三十一日止六個月及直至本報告日期已遵從行為守則及標準守則所載規定之標準。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 31 August 2022.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

INTERIM DIVIDEND

The Board did not recommend the payment of an interim dividend for the six months ended 31 August 2022 (2021: No interim dividend).

ACKNOWLEDGEMENT

On behalf of the Board, I would also like to take this opportunity to express my gratitude to all our staff for their dedication and hard work, plus my sincere appreciation to all customers, business partners and Shareholders for their continuing supports.

By Order of the Board
James Ngai
Chairman

Hong Kong, 24 October 2022

購買、出售或贖回本公司上市證券

截至二零二二年八月三十一日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

足夠公眾持股量

根據本公司所得的公開資料及就董事所知，於本報告日期，本公司一直維持上市規則所規定之足夠公眾持股量，即超過本公司已發行股份之25%。

中期股息

董事會不建議派發截至二零二二年八月三十一日止六個月之中期股息(二零二一年：無中期股息)。

致謝

本人(代表董事會)謹藉此機會向全體員工所付出之熱誠及努力致以深切之謝意，並感謝所有客戶、業務夥伴及股東一直以來之支持。

承董事會命
主席
倪雅各

香港，二零二二年十月二十四日



INTERIM REPORT 2022/23 中期報告書



le saunda holdings ltd.
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