



# 2022

## Interim Report

### 中期報告

## Domaine Power Holdings Limited

### 域能控股有限公司

(Formerly known as Hifood Group Holdings Co., Limited) (前稱海福德集團控股有限公司)

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

Stock Code 股份代號 : 442

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## CORPORATE INFORMATION

### 公司資料

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#### Executive Directors

Dr. So Shu Fai (*Chairman*)

Mr. Tom Xie (*Chief Executive Officer*)

#### Non-executive Director

Mr. Chan Wai Dune

#### Independent non-executive Directors

Mr. Yau Pak Yue

Mr. Chung Wai Man

Mr. Ning Rui

#### Company secretary

Ms. Lai Wai Sheung FCPA

(appointed on 1 June 2022)

#### Authorised representatives

Mr. Tom Xie

Ms. Lai Wai Sheung FCPA

(appointed on 1 June 2022)

#### Audit committee

Mr. Yau Pak Yue (*Chairman*)

Mr. Chung Wai Man

Mr. Ning Rui

#### Remuneration committee

Mr. Yau Pak Yue (*Chairman*)

(re-designated on 30 June 2022)

Dr. So Shu Fai

(re-designated on 30 June 2022)

Mr. Tom Xie

Mr. Chung Wai Man

Mr. Ning Rui

#### Nomination committee

Dr. So Shu Fai (*Chairman*)

(re-designated on 30 June 2022)

Mr. Tom Xie

(re-designated on 30 June 2022)

Mr. Chung Wai Man

Mr. Yau Pak Yue

Mr. Ning Rui

#### 執行董事

蘇樹輝博士 (*主席*)

謝祺祥先生 (*行政總裁*)

#### 非執行董事

陳維端先生

#### 獨立非執行董事

邱伯瑜先生

鍾衛民先生

寧睿先生

#### 公司秘書

賴偉嫦女士 資深會計師

(於2022年6月1日獲委任)

#### 授權代表

謝祺祥先生

賴偉嫦女士 資深會計師

(於2022年6月1日獲委任)

#### 審核委員會

邱伯瑜先生 (*主席*)

鍾衛民先生

寧睿先生

#### 薪酬委員會

邱伯瑜先生 (*主席*)

(於2022年6月30日調任)

蘇樹輝博士

(於2022年6月30日調任)

謝祺祥先生

鍾衛民先生

寧睿先生

#### 提名委員會

蘇樹輝博士 (*主席*)

(於2022年6月30日調任)

謝祺祥先生

(於2022年6月30日調任)

鍾衛民先生

邱伯瑜先生

寧睿先生

**Auditors**

Ernst & Young  
Certified Public Accountants  
Registered Public Interest Entity Auditor  
27/F, One Taikoo Place  
979 King's Road, Quarry Bay  
Hong Kong

**Principal bankers**

Bank of Communications (Hong Kong) Limited  
20/F., Henley Building  
5 Queen's Road Central  
Central  
Hong Kong

Bank of China (Hong Kong) Limited  
Bank of China Tower  
1 Garden Road  
Hong Kong

**Principal share registrar**

Ocorian Trust (Cayman) Limited  
Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

**Hong Kong share registrar**

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

**核數師**

安永會計師事務所  
執業會計師  
註冊公眾利益實體核數師  
香港  
鰂魚涌英皇道979號  
太古坊一座27樓

**主要往來銀行**

交通銀行(香港)有限公司  
香港  
中環  
皇后大道中5號  
衡怡大廈20樓

中國銀行(香港)有限公司  
香港  
花園道1號  
中國銀行大廈

**主要股份過戶登記處**

Ocorian Trust (Cayman) Limited  
Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

**香港股份過戶登記處**

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

## CORPORATE INFORMATION

### 公司資料

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#### Registered office

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

#### 註冊辦事處

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

#### Principal place of business and headquarters in Hong Kong

Unit 2203A, 22/F.  
Wu Chung House  
No. 213 Queen's Road East  
Wanchai  
Hong Kong

#### 香港主要營業地點及總部

香港  
灣仔  
皇后大道東 213 號  
胡忠大廈  
22 樓 2203A 室

#### Stock code

442

#### 股份代號

442

#### Company's website

[www.domainepower.com](http://www.domainepower.com)

#### 公司網站

[www.domainepower.com](http://www.domainepower.com)

## FINANCIAL HIGHLIGHTS

### 財務摘要

Revenue was approximately HK\$86.8 million for the six months ended 30 September 2022 (the “Period”), representing an increase of approximately 26.1% as compared with the same for the six months ended 30 September 2021.

截至2022年9月30日止六個月（「本期間」），收益約為86.8百萬港元，較截至2021年9月30日止六個月增加約26.1%。

Gross profit was approximately HK\$1.8 million for the six months ended 30 September 2022, representing a decrease of approximately 51.1% as compared with the same for the six months ended 30 September 2021.

截至2022年9月30日止六個月，毛利約為1.8百萬港元，較截至2021年9月30日止六個月下降約51.1%。

Gross profit margin was approximately 2.0% for the six months ended 30 September 2022, as compared with approximately 5.2% for the six months ended 30 September 2021.

截至2022年9月30日止六個月，毛利率約2.0%，而截至2021年9月30日止六個月則約為5.2%。

For the six months ended 30 September 2022, Domaine Power Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) recorded a consolidated loss attributable to the equity holders of approximately HK\$15.0 million, compared with consolidated losses of approximately HK\$68.0 million for the corresponding period of 2021.

截至2022年9月30日止六個月，域能控股有限公司（「本公司」）及其附屬公司（統稱為「本集團」）錄得股權持有人應佔綜合虧損約為15.0百萬港元，而2021年同期綜合虧損約為68.0百萬港元。

Basic and diluted losses per share amounted to approximately HK\$0.09 for the six months ended 30 September 2022, compared with the basic and diluted losses per share of approximately HK\$0.39 for the six months ended 30 September 2021.

截至2022年9月30日止六個月，每股基本及攤薄虧損約為0.09港元，而截至2021年9月30日止六個月每股基本及攤薄虧損約為0.39港元。

The board (the “Board”) of directors (the “Directors”) of the Company does not recommend the payment of an interim dividend for the six months ended 30 September 2022.

本公司董事（「董事」）會（「董事會」）不建議就截至2022年9月30日止六個月派付中期股息。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### BUSINESS OVERVIEW

Being an integrated fine jewellery provider and an original design manufacturer with a well-established operating history in Hong Kong, the Group is primarily engaged in designing, manufacturing and exporting fine jewellery to jewellery wholesalers, retailers and high-net-worth customers mainly in Hong Kong, Asia (including Mainland China), the Americas and Europe. With the management expertise, the Group allocated more resources to participate in the fine artistic jewellery market and captured the market of high-net-worth customers. The Group is pleased to announce that the first set of fine artistic jewellery was successfully sold during the Period. In producing fine artistic jewellery products, we are eager to design featured products with high quality gemstones and jadeites. The management believes that providing fine artistic jewellery products is a positive element in promoting the brand of the Group. The Group will continue to input sales and marketing resources in order to craft our fine artistic jewellery brand, and utilise online marketing to promote sales.

Moreover, the Group has been offering a wide range of fine jewellery products in karat gold encompassing rings, earrings, pendants, necklaces, bracelets, bangles, cufflinks, brooches and anklets that are generally targeted at the mass to middle segment, the lowest among the three tiers of the fine jewellery market segments in terms of retail prices. Recently, according to market analysis, the management is committed to the development of the service platform. At the same time, in order to enrich the product range, the Group also provides gold products and materials and watches. The Group's customers are mainly wholesalers and retailers of jewellery products, and high-net-worth customers.

#### 業務概覽

作為一家於香港營運歷史悠久的優質珠寶綜合供應商及原設計製造商，本集團主要從事優質珠寶設計及製造，並主要出口予香港、亞洲（包括中國內地）、美洲及歐洲的珠寶批發商、零售商及高淨值客戶群。憑藉管理層專業知識，本集團分配更多資源參與高級藝術珠寶市場以及爭取高淨值客戶市場。本集團欣然宣佈，首套高級藝術珠寶已於本期內成功出售。我們渴望使用優質寶石及翡翠等設計特色產品以製作高級藝術珠寶產品。管理層認為提供高級藝術珠寶產品乃推廣本集團品牌的一個正面因素。本集團將繼續投入銷售及營銷資源，精心打造我們的高級藝術珠寶品牌，以利用網絡的推廣及做好銷售。

此外，本集團供應多款K金優質珠寶產品，包括戒指、耳環、吊墜、項鏈、手鐲、臂鐲、袖扣、胸針及踝飾，有關產品一般提供優質珠寶市場分部按零售價劃分的三個級別中最低的大眾至中端分部。近期，根據市場的分析，管理層致力於服務平台的發展。同時，為豐富產品種類，本集團亦提供黃金製品、原材料及手錶。本集團客戶主要為珠寶產品批發商及零售商，及高淨值客戶群。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

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During the Period, global economic situation remained difficult, the tightening of U.S. monetary policy as well as the escalated trade conflict between Mainland China and U.S. posed considerable risks and challenges to the business environment. During the Period, the inflation of U.S. hit the highest level in four decades. The federal reserve board announced that the U.S. government will suppress the inflation by all means, including rapidly increasing the federal reserve interest rate in calendar year 2022 and 2023. The adjustment of U.S. monetary policy calmed down the market sentiment, therefore, slowed down the demand for luxury consumption. On the other hand, Sino-US trade war is not favorable to the export business in Hong Kong. Therefore, for the six month ended 30 September 2022, revenue generated from sales in the Americas market significantly decreased by 100.0% to zero as compared with the same period last year.

期內，全球經濟狀況依舊艱難，美國收緊貨幣政策以及中國內地與美國的貿易矛盾升溫，對營商環境構成巨大的風險及挑戰。期內，美國通脹達到四十年來最高水平。聯邦儲備委員會宣佈美國政府將使用一切手段抑制通脹，包括於2022及2023曆年迅速提高聯邦儲備利率。美國貨幣政策調整抑制了市場情緒，因此減緩了對奢侈品消費的需求。另一方面，中美貿易戰不利於香港出口業務。截至2022年9月30日止六個月，美洲市場銷售所產生的收益較去年同期大幅減少100.0%至零港元。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

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The social distancing policy and travel restrictions in Hong Kong also reduced the number of foreign jewellery traders participating in the international jewellery shows and exhibitions which were traditionally organised in Hong Kong. Therefore, the business opportunity to meet new partners in the industry was adversely affected. Moreover, Russia-Ukraine war (geopolitical risk) further worsened the economy in continental Europe. Uncertainty and risk associated with the sanction multiplied. The suspension of business relationship between the western corporations and Russia, and reduction of Russian export of materials for energy production to Europe increased the stagflation risk of the European market. In addition, termination of Russia participation in the SWIFT system directly distorted the international trade ability of Russian enterprises. As a result, the Group continued to cease the business in Russia for the six months ended 30 September 2022. Revenue generated from sales to European markets recorded a significant decrease of 100.0% to zero.

For the six months ended 30 September 2022, the Group's administrative expenses were approximately HK\$10.1 million, which were approximately 24.3% over than that of the corresponding period of last year, at the same time, selling expenses decreased by approximately 82.4% to approximately HK\$0.3 million.

香港的社交距離措施及旅遊限制亦減少參與傳統上在香港舉辦的國際珠寶展覽的外國珠寶商數目。因此，結識業內新合作夥伴的商機受到不利影響。此外，俄烏戰爭（地緣政治風險）進一步打擊歐洲大陸經濟。與制裁相關的不確定因素及風險倍增。西方企業與俄羅斯之間的業務關係中止，以及俄羅斯減少向歐洲出口能源生產材料，增加了歐洲市場的滯脹風險。此外，俄羅斯終止參與SWIFT系統直接扭曲了俄羅斯企業的國際貿易能力。因此，本集團於截至2022年9月30止六個月繼續停止來自俄羅斯的業務。來自歐洲市場銷售所產生的收益顯著下跌100.0%至零港元。

截至2022年9月30日止六個月，本集團行政開支約為10.1百萬港元，較去年同期增加約24.3%，同時，銷售開支同期減少約82.4%至約0.3百萬港元。

## FUTURE PLANS AND PROSPECTS

As disclosed in the paragraph headed “Business Overview” in this report, the first set of fine artistic jewellery was successfully sold during the Period. The Group is pleased to announce that the production of the second set of fine artistic jewellery was completed by the end of November 2022. It includes a full set of necklace, earrings and ring which is made of top-quality jade supplemented by GIA diamonds. The production of the third set of fine artistic jewellery is expected to be completed by the end of December 2022. It is made of “Burmese unburnt-pigeon blood-ruby”\* (緬甸無燒鴿血紅寶石). The Group has been liaising with top-tier international auction houses in Hong Kong recently on the sales of the second and third sets of fine artistic jewellery.

Moreover, as one of the sale channels of fine artistic jewellery products of the Group is auction houses, the Group may explore suitable opportunity to acquire the controlling interest of an auction house which operates jewellery and stones auction house business. The source of funding for such plan is from the operating cashflow and company reserves.

## 未來計劃及前景

誠如本報告中「業務概覽」一段所披露，首套高級藝術珠寶已於本期內成功出售。本集團欣然宣佈，第二套高級藝術珠寶產品已於2022年11月底完成，乃以頂級玉石輔以GIA鑽石製作的全套項鍊、耳環及戒指組成。第三套高級藝術珠寶產品預期將於2022年12月底完成，乃以「緬甸無燒鴿血紅寶石」製成。近期，本集團就出售第二套及第三套高級藝術珠寶與香港國際頂級拍賣行接洽。

此外，由於拍賣行是本集團高級藝術珠寶產品的銷售渠道之一，本集團可能會物色適當機會，收購一家經營珠寶及寶石拍賣行業務的拍賣行的控股權。該計劃的資金來自經營現金流及公司儲備。

\* The English translation of terms or names in Chinese used in this report which are marked with “\*” is for identification purpose only.

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Besides, in view of the growing popularity of e-commerce, the Group is eager to develop its online sales channel. After conducting market research and studies and in view of the sales trend of the jewellery market in the future, it will be cost-effective for the Group to utilise the established third-party online sales platform (including but not limited to Taobao and Xiaohongshu) as its online sales channels. The Company has started the online sales channels initially in Mainland China by taking advantage of the livestream e-commerce\* (直播帶貨) channel of Taobao in October 2022 and sold fashionable jewellery products. Since the target customers of these products were the general public, the prices were fixed at a level affordable to them. The Group expects to extend the online sales to the international market, including Hong Kong, Taiwan and South East Asia in 2023. The source of funding for such plan is from the operating cashflow and company reserves.

Furthermore, given that the application of augmented reality (AR) and blockchain to commercial use has become popular, the Group may explore suitable opportunities to develop a service platform making use of new technologies in order to increase its service variety and profitability. The services include but not limited to providing a one-stop virtual platform for sales of jewellery. The source of funding for such plan is from the operating cashflow and company reserves.

\* The English translation of terms or names in Chinese used in this report which are marked with “\*” is for identification purpose only.

另外，由於電子商貿日益受歡迎，本集團有意發展其網上銷售渠道。經進行市場調查及研究，因應未來珠寶市場的銷售趨勢，本集團利用已建立的第三方網上銷售平台（包括但不限於淘寶網及小紅書）作為其網上銷售渠道乃符合成本效益。本公司於2022年10月利用淘寶網的直播帶貨渠道，在中國內地初步開通網上銷售渠道，銷售時尚的珠寶產品。由於有關產品以普羅大眾為目標客戶，其價格定於大眾可接受水平。本集團預期將於2023年將網上銷售擴展至香港、台灣及東南亞等國際市場。有關計劃的資金來自經營現金流及公司儲備。

再者，鑒於擴增實境(AR)及區塊鏈應用於商業用途日益受歡迎，本集團可能會物色適當機會，利用新技術開發服務平台，以增加其服務種類及加強盈利能力。有關服務包括但不限於提供一站式珠寶銷售虛擬平台。該計劃的資金來自經營現金流及公司儲備。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Looking forward, the global economy recovery is suffering in the prolonged COVID-19 pandemic, conflict on international trade sanction and geopolitical tension. The distortion in value chain of the market is no doubt an uncertainty for the world economic growth prospect. The commencement of federal reserve interest rate hike cycle and federal policy on tapering are slowing down the consumption and investment sentiment. Moreover, the business opportunity in U.S. is filled with uncertainty as the Sino-U.S. trade war continues. In Europe, the globe is looking for an end of Russia-Ukraine war. The management is cautiously evaluating the future business plan in the overseas market and the risks and opportunities associated with the latest development.

With the effective implementation of prevention and control measures and the popularisation of vaccines all over the world, customs clearance between Hong Kong and the Mainland is imminent and consumer demand will be further released, so we believe that the luxury market will continue to recover. In order to grasp the business opportunities of the recovery of the luxury market, the Group intends to continue its existing business and at the same time explore suitable new business opportunities.

展望未來，全球經濟復甦正因 COVID-19 疫情持續、國際貿易制裁糾紛及地緣政治局勢緊張而遭受影響。市場價值鏈扭曲，無疑為世界經濟增長前景帶來不確定性。美聯儲加息週期及縮減購債的聯邦政策開始，正令消費及投資情緒有所放緩。此外，由於中美貿易戰持續，在美國的商機充滿不確定因素。在歐洲方面，全球正期待俄烏戰爭結束。管理層正謹慎評估海外市場的未來業務規劃及與最新發展相關的風險及機遇。

隨著防控措施的有效實施及疫苗在全球範圍內的普及，香港與內地通關在即，消費者需求將進一步釋放，我們相信奢侈品市場將持續復蘇。為了把握奢侈品市場復蘇的商機，本集團擬繼續其現有業務，同時探索合適的新商機。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

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### BUSINESS STRATEGIES

The Group continues to explore opportunities where it believes would benefit the integrated services it is offering, i.e. providing a wider range of styles and designs tailored for individual markets and adjusting its production resources and capacity to better cater for delivery period of varied products, consumer preferences and festive shopping practices. The Group will also strengthen its established corporate brand name and proven design capabilities and increase resources in procuring precious gems in order to attract high-net-worth customer group. The Group will spend its sales and marketing resources on promoting its brand and products, participating in selected trade exhibitions and utilising online marketing, and allocate sufficient design and product development resources to offer a wider range of products that is favourable to consumers in different markets.

The Group believes its abilities to create new product designs and develop innovative production techniques in response to market trends and consumer preferences contribute to the success of its products. The Group has been offering customers with a diverse range of products with appealing designs and made with assorted kinds of precious metals, diamonds and gem stones with various premium specifications in a bid to cater for a broad bandwidth of market demand, including collectible grade product.

### 業務策略

本集團將繼續發掘其認為會受惠於其所提供的綜合服務的商機，即通過提供各種專為個別市場度身訂造的造型及設計，以及調整其生產資源及產能，從而更好地迎合不同產品交付期、消費者喜好及節日購物慣例。本集團亦將提升企業品牌效應及卓越設計能力的優勢，在採購珍貴寶石投入更多資源，以吸引高淨值客戶群。本集團將投入更多銷售及市場推廣資源以推廣其品牌及產品，選擇性地參加貿易展覽，採用線上營銷並投放充足設計及產品開發資源，以提供更多更符合各地消費者的產品。

本集團認為，其產品的成功歸因於本集團能夠應對市場趨勢及消費者喜好，提供新穎的產品設計及開發創新生產技術。本集團一直向客戶提供多款設計優美，且由各種貴金屬及各種優質規格的鑽石及寶石製成的產品（包括收藏級產品），以迎合更廣泛的市場需求。

## CHANGE OF COMPANY NAME

On 18 August 2022, the special resolution approving the change of the company name and dual foreign name in Chinese of the Company respectively from “Hifood Group Holdings Co., Limited” to “Domaine Power Holdings Limited” and from “海福德集團控股有限公司” to “域能控股有限公司” (the “Change of Company Name”) was duly passed by the shareholders of the Company at the annual general meeting held on 18 August 2022.

The Certificate of Incorporation on Change of Name was issued by the Registry of Companies in the Cayman Islands on 29 August 2022 certifying the change of the company name and dual foreign name in Chinese of the Company with effect from 25 August 2022. The Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company was issued by the Companies Registry in Hong Kong on 19 September 2022 certifying the registration of the Company’s new name in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

## CHANGE OF STOCK SHORT NAME

The English and Chinese stock short names of the Company for trading in the shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) have changed respectively from “HIFOOD GROUP” to “DOMAINE POWER” and from “海福德集團” to “域能控股” since 3 October 2022. The stock code of the Company on the Stock Exchange remains unchanged as “442”.

## 更改公司名稱

於2022年8月18日所公佈，本公司股東已於2022年8月18日舉行的股東週年大會上正式通過特別決議案，批准本公司名稱由「Hifood Group Holdings Co., Limited」改為「Domaine Power Holdings Limited」，並將本公司的中文雙重外文名稱由「海福德集團控股有限公司」改為「域能控股有限公司」(「更改公司名稱」)。

開曼群島公司註冊處處長已於2022年8月29日發出更改公司名稱註冊證書，證明更改本公司名稱及本公司中文雙重外文名稱，自2022年8月25日起生效。香港公司註冊處處長於2022年9月19日發出註冊非香港公司變更名稱註冊證明書，證明本公司的新名稱已根據香港法例第622章公司條例第16部於香港登記。

## 更改股票簡稱

本公司於香港聯合交易所有限公司(「聯交所」)買賣本公司股份所用的英文股票簡稱由「HIFOOD GROUP」更改為「DOMAINE POWER」，而中文股票簡稱則由「海福德集團」更改為「域能控股」，自2022年10月3日起生效。本公司於聯交所的股份代號將維持不變，仍為「442」。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

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#### CHANGE OF COMPANY WEBSITE AND EMAIL ADDRESS

With effect from 28 September 2022, the website of the Company has been changed from “www.ktl.com.hk” to “www.domainepower.com” to reflect the Change of Company name. All announcements, notices or other documents submitted by the Company for publication on the websites of the Stock Exchange will also be published on this new website of the Company.

With effect from 28 September 2022, the contact email address of the Company has been changed from “enquiry@ktl.com.hk” to “enquiry@domainepower.com”.

Please refer to the announcement of the Company dated 28 September 2022 for further details.

#### CHANGE OF HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The headquarters and principal place of business of the Company in Hong Kong have been changed to Unit 2203A, 22/F., Wu Chung House, No. 213 Queen’s Road East, Wanchai, Hong Kong with effect from 22 November 2022.

#### AMENDMENT OF CONSTITUTIONAL DOCUMENT

The second amended and restated memorandum and articles of association of the Company was adopted by way of a special resolution passed by the shareholders of the Company at the annual general meeting held on 18 August 2022. The second amended and restated memorandum and articles of association is available on the website of the Stock Exchange and the Company.

#### 更改公司網址及電郵地址

本公司網址已由「www.ktl.com.hk」更改為「www.domainepower.com」，以反映更改公司名稱，自2022年9月28日起生效。本公司提交以於聯交所網站上刊發的所有公佈、通告或其他文件亦將於本公司的新網址刊發。

本公司聯絡電郵地址已由 enquiry@ktl.com.hk 更改為 enquiry@domainepower.com，自2022年9月28日起生效。

有關進一步詳情，請參閱本公司日期為2022年9月28日之公告。

#### 更改總部及香港主要營業地點

本公司之總部及香港主要營業地點已搬遷至香港灣仔皇后大道東213號胡忠大廈22樓2203A室，自2022年11月22日起生效。

#### 修訂章程文件

本公司股東於2022年8月18日舉行的股東週年大會上通過特別決議案，採納本公司的第二份經修訂及重列組織章程大綱及細則。第二份經修訂及重列組織章程大綱及細則於聯交所及本公司網站可供查閱。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

### 財務回顧

		Six months ended 30 September	
		截至9月30日止六個月	
		2022	2021
		2022年	2021年
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Revenue (HK\$'000)	收益(千港元)	86,825	68,845
Gross profit (HK\$'000)	毛利(千港元)	1,750	3,580
Gross profit margin (%)	毛利率(%)	2.0	5.2
Loss attributable to the equity holders of the Company (HK\$'000)	本公司股權持有人應佔虧損(千港元)	(14,976)	(67,978)

### REVENUE

The Group's revenue during the Period was approximately HK\$86.8 million, representing an increase of approximately HK\$18.0 million or 26.1% over the corresponding period in 2021. The increase in Group's revenue was mainly due to increase of approximately HK\$52.5 million in sales in the Hong Kong market. The significant increase in the Hong Kong market was due to the increase of gold business as the Group timely adjusted strategy and reallocated the resources of the business on dealing with gold products and fine artistic jewellery products. The revenue from sales in the Americas and in Europe (including Russia) markets decreased by approximately HK\$32.0 million and HK\$1.9 million respectively. The revenue generated from other countries decreased by approximately HK\$0.6 million.

### 收益

本集團於本期間的收益約為86.8百萬港元，較2021年同期上升約18.0百萬港元或26.1%。本集團的收益上升主要由於香港市場銷售額大幅上升約52.5百萬港元，香港市場的大幅增長主要來自黃金業務的增長。本集團及時調整策略，將業務資源重新分配至黃金製品及高級藝術珠寶。美洲及歐洲（包括俄羅斯）市場銷售所產生的收益分別下跌約32.0百萬港元及1.9百萬港元。來自其他國家的收益下跌約0.6百萬港元。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### GROSS PROFIT AND GROSS PROFIT MARGIN

The Group's gross profit for the Period was approximately HK\$1.8 million, representing a decrease of approximately HK\$1.8 million or 51.1% over the corresponding period in 2021. Gross profit margin decreased to approximately 2.0% from approximately 5.2%, which was mainly due to the increase in sales of gold business with lower gross profit.

#### SELLING EXPENSES

The Group's selling expenses decreased by approximately HK\$1.4 million or 82.4%, to approximately HK\$0.3 million for the Period from approximately HK\$1.7 million for the six months ended 30 September 2021. The decrease was mainly due to business operation adjustment and effective cost control measures.

#### ADMINISTRATIVE EXPENSES

The Group's administrative expenses increased by approximately HK\$2.0 million or 24.3%, to approximately HK\$10.1 million for the Period from approximately HK\$8.1 million for the six months ended 30 September 2021. The increase was primarily due to the combined effects of the following reasons:

- (i) Improved the office environment resulted in an increase of approximately HK\$0.5 million in depreciation and amortization expenses;
- (ii) In order to expand and operate new business, the consulting fees and professional service fees increased by approximately HK\$1.4 million; and
- (iii) Audit fees slightly increased by approximately HK\$0.1 million.

#### 毛利及毛利率

本集團於本期間的毛利約為1.8百萬港元，較2021年同期減少約1.8百萬港元或51.1%。毛利率則由約5.2%下降至約2.0%，主要由於毛利較低的黃金業務銷售上升所致。

#### 銷售開支

本集團的銷售開支由截至2021年9月30日止六個月的約1.7百萬港元下降約1.4百萬港元或82.4%至本期間的約0.3百萬港元。下降主要由於業務調整及有效的成本控制措施。

#### 行政開支

本集團的行政開支由截至2021年9月30日止六個月約8.1百萬港元增加約2.0百萬港元或24.3%，至本期間的約10.1百萬港元。行政開支增加主要由於以下各項之結合影響：

- (i) 改善辦公環境，導致折舊及攤銷費用增加約0.5百萬港元；
- (ii) 為了拓展和運營新業務，顧問費及專業服務費增加約1.4百萬港元；及
- (iii) 審計費略增長約0.1百萬港元。

### LOSS ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY

During the Period, the Group recorded a consolidated loss (the “Loss”) attributable to the equity holders of the Company of approximately HK\$15.0 million, mainly attributable to the decrease of gross profit of approximately HK\$1.8 million and the loss on changes in fair value on listed equity securities investment of approximately HK\$7.9 million while compared with consolidated losses of approximately HK\$68.0 million for the corresponding period of 2021, mainly attributable to the loss on changes in fair value on listed equity securities investment of approximately HK\$65.2 million. The consolidated loss decrease compared with the corresponding period in 2021 was mainly attributable to an increase in the Group’s revenue by approximately HK\$18.0 million or 26.1% and the loss on changes in fair value on listed equity securities investment decreased by approximately HK\$57.3 million or 87.9%.

### 本公司股權持有人應佔虧損

於本期間，本集團錄得本公司股權持有人應佔綜合虧損（「虧損」）約15.0百萬港元，主要由於毛利下降約1.8百萬港元及股權證券投資組合公允值變動虧損約7.9百萬港元所致，而2021年同期綜合虧損約為68.0百萬港元，主要由於股權證券投資組合公允值變動虧損約65.2百萬港元所致。較2021年同期虧損減少主要由於本集團於本期間收益增加約18.0百萬港元或26.1%及股權證券投資組合公允值變動虧損減少約57.3百萬港元或87.9%。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2022, the Group had current assets of approximately HK\$86.0 million (31 March 2022: approximately HK\$95.6 million) which comprised cash and bank balances of approximately HK\$82.9 million (31 March 2022: approximately HK\$92.8 million). To proactively manage the liquidity and financial resources, the Group continues to expedite the collection of trade receivables from customers. As at 30 September 2022, the Group had non-current liabilities of approximately HK\$0.7 million (31 March 2022: approximately HK\$2.4 million), and its current liabilities amounted to approximately HK\$4.8 million (31 March 2022: approximately HK\$6.3 million), consisting mainly of payables arising in the normal course of operation. Accordingly, the current ratio, being the ratio of current assets to current liabilities, was approximately 17.9 as at 30 September 2022 (31 March 2022: approximately 15.1).

### GEARING RATIO

The gearing ratio of the Group as at 30 September 2022 was not applicable as cash and bank balances exceeded obligations under finance lease.

### TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and maintained a healthy liquidity position throughout the Period. The Group strives to reduce exposure to credit risk by buying credit insurance on certain customers' receivables, performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

### 流動資金及財務資源

於2022年9月30日，本集團的流動資產約86.0百萬港元(2022年3月31日：約95.6百萬港元)，包括現金及銀行結餘約82.9百萬港元(2022年3月31日：約92.8百萬港元)。為了積極管理企業的風險及營運資金，本集團加快了應收賬款的回收。於2022年9月30日，本集團的非流動負債約為0.7百萬港元(2022年3月31日：約2.4百萬港元)，及流動負債約為4.8百萬港元(2022年3月31日：約6.3百萬港元)，主要包括日常營運過程中產生的應付款項。因此，於2022年9月30日，流動比率(即流動資產與流動負債的比率)約為17.9(2022年3月31日：約15.1)。

### 資本負債比率

本集團於2022年9月30日的資本負債比率並不適用，原因是現金及銀行結餘超逾融資租賃承擔。

### 庫務政策

本集團在執行庫務政策上貫徹採取審慎的財務管理策略，於本期間整段時間內維持健全的流動資金狀況。本集團透過就若干客戶的應收款項購買信用保險，不斷評估其客戶的信貸狀況及財務狀況，務求降低信貸風險。為控制流動資金風險，董事會密切監察本集團的流動資金狀況，確保本集團資產、負債及其他承擔的流動資金架構可不時滿足其資金需要。

## FOREIGN EXCHANGE EXPOSURE

For the Period, the Group had monetary assets and monetary liabilities denominated in foreign currencies, i.e. currency other than the functional currency of the respective Group entities, which are mainly trade receivables, other receivables, cash and bank balance, trade and other payables. Since HK\$ is pegged to US\$, the Group does not expect any significant movements in HK\$/US\$ exchange rate. We are exposed to foreign exchange risk primarily with respect to Renminbi (“RMB”). However, the amount of the Group’s monetary assets and monetary liabilities denominated in RMB as foreign currency as at 30 September 2022 and 30 September 2021 is very small, and the foreign exchange risk from the conversion of amounts denominated in foreign currency is almost zero as at 30 September 2022 and 30 September 2021.

The Group does not engage in any derivatives activities and does not commit to any financial instruments to hedge its exposure to foreign currency risk.

## CAPITAL STRUCTURE

There was no change in the capital structure of the Group as at 30 September 2022 as compared with that as at 31 March 2022.

## CAPITAL COMMITMENTS

As at 30 September 2022, the Group had no capital commitments (31 March 2022: nil).

## INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the Period.

## 外匯風險

於本期間，本集團有以外幣（即相關集團實體功能貨幣以外的貨幣）計值的貨幣資產及貨幣負債，主要為貿易應收款項、其他應收款項、現金及銀行結餘、貿易及其他應付款項。由於港元與美元掛鈎，本集團預期港元兌美元的匯率不會發生任何重大變動。我們承受的外匯風險主要與人民幣（「人民幣」）有關。然而，本集團之貨幣資產及貨幣負債於2022年9月30日及2021年9月30日以人民幣作為外幣計值的款項很小，於2022年9月30日及2021年9月30日面臨來自換算以外幣計值的款項的外匯風險幾乎為零。

本集團並無從事任何衍生工具活動，亦無利用任何財務工具對沖其外幣風險。

## 資本架構

本集團於2022年9月30日的資本架構相對於2022年3月31日概無變動。

## 資本承擔

於2022年9月30日，本集團概無資本承擔（2022年3月31日：無）。

## 中期股息

董事會不建議就本期間派付中期股息。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### INFORMATION ON EMPLOYEES

As at 30 September 2022, the Group had 8 employees (31 March 2022: 6), including the executive Directors. Remuneration is determined with reference to market conditions and individual employees' performance, qualification and experience.

Apart from the provident fund scheme (operation in accordance with the provisions of the Mandatory Provident Fund Schemes Ordinance for Hong Kong employees) or social insurance fund (including retirement pension insurance, medical insurance, unemployment insurance, injury insurance and maternity insurance for the PRC employees), discretionary bonuses and employee share options are also awarded to employees according to the Group's performance as well as assessment of individual performance. Since the adoption of the share option scheme on 10 February 2015 and up to 30 September 2022, no options had been granted by the Company.

The Directors believe that the salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually.

#### SHARE OPTION SCHEME

The Company has adopted the share option scheme on 10 February 2015 (the "Scheme") under which certain selected classes of participants (including, among others, Directors and full-time employees) may be granted options to subscribe for the shares. Unless otherwise cancelled or amended, the scheme will remain in force for 10 years from that date. No share option had ever been granted under the Scheme since its adoption.

#### 僱員資料

於2022年9月30日，本集團有8名僱員(2022年3月31日：6名)，包括執行董事。薪酬乃參考市況及個別僱員之表現、資格及經驗而釐定。

除公積金計劃(根據強制性公積金計劃條例的條文為香港僱員設立)或社會保險基金(包括為中國僱員設立的退休養老保險、醫療保險、失業保險、工傷保險及生育保險)外，本公司會參考本集團表現及個別員工表現評估向僱員發放酌情花紅及僱員購股權。自2015年2月10日採納購股權計劃起至2022年9月30日，本公司概無授出購股權。

董事認為，本集團僱員之薪金及福利維持在具競爭力的水平，僱員在本集團薪金及花紅制度(每年進行檢討)的總體框架下按表現獲得獎勵。

#### 購股權計劃

本公司已於2015年2月10日採納購股權計劃(「計劃」)，據此，若干選定類別的參與者(包括(其中包括)董事及全職僱員)可獲授購股權以認購股份。除非以其他方式註銷或修訂，計劃於該日起計10年內仍有效。自其採納以來，並無根據計劃授出任何購股權。

## SIGNIFICANT INVESTMENTS HELD

As at 30 September 2022, the Group held financial assets at fair value through profit or loss in the amounts of approximately HK\$25,973,000 as non-current assets, representing approximately 22.5% of its total assets.

The financial assets at fair value through profit or loss consist of a life insurance policy in the amounts of approximately HK\$17,847,000, representing approximately 15.4% of its total assets, and Hong Kong listed equity securities in the amounts of approximately HK\$8,126,000, representing approximately 7.0% of its total assets.

Pursuant to paragraph 32(4A) of Appendix 16 to the Listing Rules, the particulars of the Group's significant investments in Hong Kong listed equity securities measured at fair value through profit or loss with a value of 5% or more of the Group's total assets as at 30 September 2022 and other significant investments of listed equity securities held as at 30 September 2022 are set out below:

## 持有之重大投資

於2022年9月30日，本集團持有為非流動資產之按公允值計入損益的金融資產約25,973,000港元，相當於其資產總值約22.5%。

按公允值計入損益的金融資產包括人壽保險保單約17,847,000港元，相當於其資產總值約15.4%，以及香港上市股權證券約8,126,000港元，相當於其資產總值約7.0%。

根據上市規則附錄十六第32(4A)段，按公允值計入損益且其價值於2022年9月30日佔本集團總資產5%或以上的本集團於香港上市股權證券的重大投資以及於2022年9月30日持有的其他重大上市股權證券投資詳情載列如下：

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

										For the six months ended 30 September 2022 截至2022年9月30日止六個月		
										Fair value 公允值	Unrealised gain/(loss) on change in fair value 公允值 變動之 未變現 收益/ (虧損)	Dividend income 股息收入
Place of incorporation	HK stock code	Date of acquisitions	Number of acquired shares as at 30 September 2022	Proportion of acquired shares in the total issued share capital of investee as at 30 September 2022	Cost (exclusive of transaction costs)	Principal activities	As at 30 September 2022	Percentage to the Group's total assets	Unrealised gain/(loss) on change in fair value	Dividend income		
											於2022年 9月30日 已收購股份 數目	於2022年 9月30日 被投資方已發行 股本總額的比例
	香港股份 註冊成立地點 代號	收購日期										
1)	China Automobile New Retail (Holdings) Limited (the former name is "Lisi Group (Holdings) Limited") ("China Auto NR")	Bermuda	0526	11 and 16 July 2019	69,202,000	Approximately 0.86%	Approximately 54,924	Provision of car trading platform related services, trading of imported cars, manufacturing and trading of household products, operation of supermarkets, wholesale of wine and electrical appliances and investments holding	Approximately 1,592	Approximately 1.38	Approximately (1,257)	-
	中國汽車新零售(控股) 有限公司(前稱為「利時集團(控股) 有限公司」) (「中國汽車新零售」)	百慕達	0526	2019年7月11日 及16日	69,202,000	均0.86%	均54,924	提供汽車交易平台相關服 務、買賣進口汽車、 家居用品之製造及貿易、 經營超級市場、 酒類及電器批發以及 投資控股	均1,592	均1.38	均(1,257)	-
2)	China U-Ton Future Space Industrial Group Holdings Limited (the former name is "China U-Ton Holdings Limited") (Note 1)	Cayman Islands	6168	11 July and 14 August 2019	200,540,000	Approximately 7.01%	Approximately 69,658	Provision of design, deployment and maintenance of optical fibers services, the provision of other communication networks services, the provision of environmentally intelligent technical products and services and the money lending services	-	-	-	-
	中國優邁未來空間產業 集團控股有限公司 (前稱為「中國優邁 控股有限公司」) (附註1)	開曼群島	6168	2019年7月11日 及8月14日	200,540,000	均7.01%	均69,658	提供光纖設計、佈放及維 護服務、提供其他通 訊網絡服務、提供環 球智能技術產品及服 務以及放債服務	-	-	-	-

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

	Place of incorporation	HK stock code	Date of acquisitions	Number of acquired shares as at 30 September 2022	Proportion of acquired shares in the total issued share capital of investee as at 30 September 2022	Cost (exclusive of transaction costs)	Principal activities	For the six months ended 30 September 2022 截至2022年9月30日止六個月				
								As at 30 September 2022	Percentage to the Group's total assets	Unrealised gain/(loss) on change in fair value	Dividend income	
	註冊成立地點	代號	收購日期	於2022年9月30日已收購股份數目	於2022年9月30日被投資方已發行股本總額的比例	成本 (不包括交易成本)	主要業務	於2022年9月30日 HKS'000 千港元	佔本集團總資產百分比	公允價值變動之未變現收益/(虧損) HKS'000 千港元	股息收入 HKS'000 千港元	
3)	Redsun Properties Group Limited	Cayman Islands	1996	14 August 2019	3,500,000	Approximately 0.10%	Approximately 8,470	Property development, commercial property investment and hotel operations	Approximately 2,905	Approximately 251	Approximately (6,230)	-
	弘勝地產業集團有限公司	開曼群島	1996	2019年8月14日	3,500,000	約0.10%	約8,470	物業開發、商業物業投資與經營以及酒店經營業務	約2,905	約251	約(6,230)	-
4)	China Anchu Energy Storage Group Ltd. (formerly known as China Fordoo Holdings Limited)	Cayman Islands	2399	11 July 2019	6,980,000	Approximately 0.32%	Approximately 14,746	Design, sourcing, manufacturing and sales of its branded menswear products	Approximately 3,629	Approximately 3.14	Approximately (419)	-
	中國安暢能源集團有限公司(前稱中國虎標控股有限公司)	開曼群島	2399	2019年7月11日	6,980,000	約0.32%	約14,746	設計、採購、生產及銷售自有品牌之男裝產品	約3,629	約3.14	約(419)	-
Total								Approximately 147,798	Approximately 8,126	Approximately 7.03	Approximately (7,906)	-
總計								約147,798	約8,126	約7.03	約(7,906)	-



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Note 1

Based on the announcements of China U-Ton Future Space Industrial Group Holdings Limited (the former name is “China U-Ton Holdings Limited”) (“U-Ton Future”) dated 5 May 2021, 13 May 2021, 27 May 2021 and 29 June 2021, a petition in the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) was filed in the High Court of The Hong Kong Special Administrative Region (the “High Court”) against U-Ton Future on 4 February 2021, upon which U-Ton Future was ordered to be wound up by the High Court on 5 May 2021 in HCCW 57/2021 and the Official Receiver was appointed as the Provisional Liquidator of U-Ton Future. Trading in the shares of U-Ton Future has been suspended since 5 May 2021 with share price of HK\$0.161 per share. On 7 May 2021, the Official Receiver made an application to the High Court seeking, inter alia, an order to appoint joint and several liquidators of U-Ton Future. U-Ton Future announces that, with effect date of 25 June 2021, Mr. Ho Man Kit and Ms. Kong Sze Man Simone of Maninvest Asia Limited, have been appointed as joint and several liquidators of the Company pursuant to an order dated 25 June 2021 made by the High Court. Please refer to the announcements of U-Ton Future for further details. At the date of approval of these financial statements, the Group held approximately 7.01% of the total issued share capital of U-Ton Future.

As U-Ton Future is under receivership and there is significant uncertainty about the prospect of resumption, the fair values of the shares of U-Ton Future held by the Group as at 30 September 2022 was assessed to be zero (31 March 2022: HK\$Nil).

For further information, please refer to (i) the announcement dated 17 July 2019 in relation to acquisitions of the shares of China Auto NR; (ii) the announcements dated 16 August and 19 August 2019 in relation to acquisitions of the shares of U-Ton Future; and (iii) the circular dated 19 September 2019 in relation to acquisitions of the shares of U-Ton Future.

#### 附註 1

根據中國優通未來空間產業集團控股有限公司（前稱「中國優通控股有限公司」）（「優通未來」）日期為2021年5月5日、2021年5月13日、2021年5月27日及2021年6月29日的公佈，於2021年2月4日根據《公司（清盤及雜項規定）條例》（第32章）向香港特別行政區高等法院（「高等法院」）提交針對優通未來的呈請，據此，高等法院於2021年5月5日在HCCW 57/2021一案中頒令優通未來清盤，及委任破產管理署署長為優通未來的臨時清盤人。優通未來股份的股價為每股0.161港元，自2021年5月5日已暫停買賣。於2021年5月7日，破產管理署署長向高等法院提出申請，（其中包括）要求頒令委任優通未來的共同清盤人。根據高等法院於2021年6月25日之命令，優通未來宣佈，宏傑亞洲有限公司的文何文傑先生和江詩敏女士被委任為該公司之共同及各別清盤人，並自2021年6月25日起生效。進一步詳情請參閱優通未來的公佈。於該等財務報表獲批准日期，本集團持有優通未來已發行股本總額約7.01%。

於2022年9月30日，由於優通未來已被接管，且復牌的前景存在重大不確定性，本集團持有的優通未來股份的公允值經評估為零港元（2022年3月31日：零港元）。

有關進一步的資料，請參閱(i)日期為2019年7月17日有關收購中國汽車新零售股份的公佈；(ii)日期為2019年8月16日及8月19日有關收購優通未來的公佈；以及(iii)日期為2019年9月19日有關收購優通未來股份的通函。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The Group will continue to be on the search for new opportunities both locally and abroad, which is expected to provide an additional boost to our future growth. Hong Kong listed equity securities are still attractive investment and can enhance the returns on investment for the Group in long term. The Board did not alter the Group's investment strategy due to short-term market volatilities.

#### FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the paragraph headed "Future Plans and Prospects" in this report, there was no other definite plan for material investments and acquisition of material capital assets as at 30 September 2022.

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

Save as disclosed in the paragraph headed "Significant Investments Held" in this report, the Group did not have any material acquisition and disposal of subsidiaries and affiliated companies during the Period.

#### CHARGE OF ASSETS

The Group did not have any charge of assets as at 30 September 2022 (31 March 2022: nil).

#### CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 September 2022 (31 March 2022: nil).

本集團將繼續尋找本地及海外的新機遇，相信將為日後的增長提供更多動力。本集團認為香港上市股權證券仍為具吸引力之投資，長遠可提升本集團之投資回報。董事會未有因為短期市場波動而改變本集團的投資策略。

#### 重大投資及資本資產之未來計劃

除本報告中「未來計劃及前景」一段所披露者外，於2022年9月30日概無重大投資及收購重大資本資產的其他具體計劃。

#### 重大收購及出售附屬公司及聯屬公司

除本報告「持有之重大投資」一段披露外，本集團於本期間概無任何重大收購及出售附屬公司及聯屬公司事項。

#### 資產抵押

於2022年9月30日，本集團概無資產抵押(2022年3月31日：無)。

#### 或然負債

於2022年9月30日，本集團概無任何重大或然負債(2022年3月31日：無)。

## CORPORATE GOVERNANCE

### 企業管治

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#### CORPORATE GOVERNANCE PRACTICES

Adapting and adhering to recognised standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board believes that good corporate governance is one of the areas that lead to the success of the Company and in balancing the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

The corporate governance practices adopted by the Company during the six months ended 30 September 2022 are in line with those set out in the Corporate Governance Report of the Company's Annual Report 2022. For the Period, the Company had complied with the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules.

#### 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") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transaction by Directors of the Company. Having made specific enquiries to all the Directors, the Directors confirmed that they had complied with the required standard as set out in the Model Code during the Period.

#### 企業管治守則

配合及遵循企業管治原則及常規之公認標準一貫為本公司最優先原則之一。董事會認為良好的企業管治是帶領本公司邁向成功及平衡股東、客戶及僱員之間利益之因素之一，董事會致力於持續改善該等原則及常規之效率及有效性。

截至2022年9月30日止六個月，本公司採納之企業管治常規與本公司2022年年報之企業管治報告所載者一致。於本期間，本公司一直遵守上市規則附錄十四所載的企業管治守則及企業管治報告的守則條文。

#### 董事進行證券交易的標準守則

本公司已採納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」），作為本公司董事進行證券交易之行為守則。經向全體董事作出具體查詢後，董事確認於本期間已遵守標準守則所載規定標準。

**DISCLOSURE OF DIRECTORS'  
INFORMATION PURSUANT TO RULES  
13.51(2) AND 13.51B OF THE LISTING  
RULES**

During the six months ended 30 September 2022, there were certain changes in the board committees composition:

**With effect from 30 June 2022:**

- (i) Dr. So Shu Fai, the co-chairman of the Nomination Committee and Remuneration Committee has been re-designated as chairman of the Nomination Committee and member of the Remuneration Committee;
- (ii) Mr. Tom Xie, the co-chairman of the Nomination Committee has been re-designated as member of the Nomination Committee;
- (iii) Mr. Chan Wai Dune has ceased to be the co-chairman and member of the Remuneration Committee and the member of the Nomination Committee; and
- (iv) Mr. Yau Pak Yue, the member of the Remuneration Committee has been appointed as chairman of the Remuneration Committee.

Moreover, a new letter of appointment was entered into between the Company and each of the independent non-executive Directors, namely, Mr. Yau Pak Yue, Mr. Chung Wai Man and Mr. Ning Rui, pursuant to which, inter alia, with effect from 1 July 2022, (a) each of the independent non-executive Directors' monthly salary has been increased to HK\$11,000, and (b) the term of office has been increased to two years. The rest of the terms of the new letter of appointment remains unchanged as compared to the previous letter of appointment.

**根據上市規則第13.51(2)及  
13.51B條披露董事資料**

於截至2022年9月30日止六個月，  
董事會委員會成員組合有若干變動：

**自2022年6月30日起生效：**

- (i) 提名委員會及薪酬委員會之聯席主席蘇樹輝博士已調任為提名委員會之主席及薪酬委員會之成員；
- (ii) 提名委員會之聯席主席謝祺祥先生已調任為提名委員會之成員；
- (iii) 陳維端先生不再擔任薪酬委員會之聯席主席及成員以及提名委員會之成員；及
- (iv) 薪酬委員會成員邱伯瑜先生已獲委任為薪酬委員會主席。

此外，本公司與各獨立非執行董事（即邱伯瑜先生、鍾衛民先生及寧睿先生）已訂立新委任函件，據此，其中包括自2022年7月1日起，(a)各獨立非執行董事之月薪已增加至11,000港元；及(b)任期已增加至兩年。新委任函件其餘條款與先前之委任函件相比維持不變。

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

## 簡明綜合損益及其他全面收益表

For the six months ended 30 September 2022

截至2022年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月		
		2022		2021
		2022年		2021年
		HK\$'000		HK\$'000
		千港元		千港元
		(unaudited)		(unaudited)
		(未經審核)		(未經審核)
<b>Revenue</b>	<b>收益</b>	4	<b>86,825</b>	68,845
Cost of sales	銷售成本		<b>(85,075)</b>	(65,265)
Gross profit	毛利		<b>1,750</b>	3,580
Other income	其他收入		<b>506</b>	725
Selling expenses	銷售開支		<b>(308)</b>	(1,748)
Administrative expenses	行政開支		<b>(10,091)</b>	(8,117)
Reversal of impairment losses on financial assets	金融資產減值虧損撥回		-	1,194
<b>Operating loss</b>	<b>營運虧損</b>		<b>(8,143)</b>	(4,366)
Other gains, net	其他收益，淨額	5	<b>1,061</b>	1,737
Other losses, net	其他虧損，淨額	5	<b>(7,847)</b>	(65,310)
Finance costs	財務成本	6	<b>(48)</b>	(37)
Share of loss of a joint venture	應佔合營公司虧損		-	(2)
<b>Loss before tax</b>	<b>除稅前虧損</b>	7	<b>(14,977)</b>	(67,978)
Income tax expense	所得稅開支	8	<b>1</b>	-
<b>LOSS FOR THE PERIOD</b>	<b>期內虧損</b>		<b>(14,976)</b>	(67,978)
<b>OTHER COMPREHENSIVE INCOME</b>	<b>其他全面收益</b>			
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods</i>	可能於其後期間重新分類至損益的其他全面收益			
— Exchange differences on translation of foreign operations	— 換算國外業務產生的匯兌差額		<b>(2,874)</b>	359

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

## 簡明綜合損益及其他全面收益表

For the six months ended 30 September 2022  
截至2022年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	年內其他全面收益， 扣除稅項	(2,874)	359
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>		<b>(17,850)</b>	<b>(67,619)</b>
<b>Loss for the year attributable to:</b>		<b>下列人士應佔本年度虧損：</b>	
Owners of the Company	本公司擁有人	(14,976)	(67,978)
Non-controlling interests	非控股權益	—	—
		<b>(14,976)</b>	<b>(67,978)</b>
<b>Total comprehensive loss for the year attributable to:</b>		<b>下列人士應佔本年度全面虧損總額：</b>	
Owners of the Company	本公司擁有人	(17,850)	(67,619)
Non-controlling interests	非控股權益	—	—
		<b>(17,850)</b>	<b>(67,619)</b>
<b>LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>		<b>本公司普通權益持有人應佔每股虧損</b>	
— Basic and diluted	— 基本及攤薄	10 HK\$(0.09) (0.09) 港元	HK\$(0.39) (0.39) 港元

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 September 2022

於2022年9月30日

			At 30 September 2022 於2022年 9月30日 HK\$'000 (unaudited) (未經審核)	At 31 March 2022 於2022年 3月31日 HK\$'000 (audited) (經審核)
	Notes 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	11	物業、廠房及設備	1,764	2,017
Intangible assets		無形資產	724	1,158
Right-of-use assets		使用權資產	1,016	3,241
Financial asset at fair value through profit or loss		按公允值計入損益之 金融資產		
Prepayments, deposits and other receivables	12	預付款項、按金及 其他應收款項	25,973	34,399
			135	265
<b>Total non-current assets</b>		<b>非流動資產總值</b>	<b>29,612</b>	41,080
<b>Current assets</b>		<b>流動資產</b>		
Inventories	13	存貨	2,552	2,053
Trade receivables	14	貿易應收款項	-	-
Prepayments, deposits and other receivables		預付款項、按金及 其他應收款項		
Cash and bank balances	15	現金及銀行結餘	583	679
			82,874	92,833
<b>Total current assets</b>		<b>流動資產總值</b>	<b>86,009</b>	95,565

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 September 2022  
於 2022 年 9 月 30 日

			At 30 September 2022 於 2022 年 9 月 30 日 HK\$'000 (unaudited) (未經審核)	At 31 March 2022 於 2022 年 3 月 31 日 HK\$'000 (audited) (經審核)
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables and accruals	貿易及其他應付款項及應計費用	16	3,840	4,870
Lease liabilities	租賃負債		453	861
Tax payables	應付稅項		529	590
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>4,822</b>	6,321
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		569	2,244
Deferred tax liabilities	遞延稅項負債		106	106
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>675</b>	2,350
<b>Net assets</b>	<b>資產淨值</b>		<b>110,124</b>	127,974
<b>Equity</b>	<b>權益</b>			
Equity attributable to the equity holders of the Company	本公司股權持有人應佔權益			
Issued capital	已發行股本	17	863	863
Reserves	儲備		109,261	127,111
<b>Total equity</b>	<b>權益總額</b>		<b>110,124</b>	127,974



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 September 2022  
截至2022年9月30日止六個月

Attributable to the equity holders of the Company (unaudited)  
本公司股權持有人應佔(未經審核)

		Issued capital 已發行 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Statutory surplus reserve 法定盈餘 儲備 HK\$'000 千港元	Merger reserve 合併 儲備 HK\$'000 千港元	Capital surplus 資本 盈餘 HK\$'000 千港元	Exchange fluctuation reserve 外匯波動 儲備 HK\$'000 千港元	Retained earnings/ (accumulated losses) 保留盈利/ (累計虧損) HK\$'000 千港元	Total equity 權益 總額 HK\$'000 千港元
At 1 April 2022	於2022年4月1日	863	122,787	7,946	1,665	105,366	(1,769)	(108,884)	127,974
Loss for the period	期內虧損	-	-	-	-	-	-	(14,976)	(14,976)
Other Comprehensive loss for the period:	期內其他全面虧損：								
Exchange differences on translation of foreign operations	換算國外業務產生的 匯兌差額	-	-	-	-	-	(2,874)	-	(2,874)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	(2,874)	-	(2,874)
At 30 September 2022	於2022年9月30日	863	122,787	7,946	1,665	105,366	(4,643)	(123,860)	110,124

\* These reserve accounts comprise the consolidated reserves of approximately HK\$109,261,000 (31 March 2022: approximately HK\$127,111,000) in the condensed consolidated statement of financial position.

\* 該等儲備賬構成簡明綜合財務狀況表中的綜合儲備約109,261,000港元(2022年3月31日：約127,111,000港元)。

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

For the six months ended 30 September 2022  
截至2022年9月30日止六個月

Attributable to the equity holders of the Company (unaudited)  
本公司股權持有人應佔(未經審核)

		Issued capital 已發行 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Statutory surplus reserve 法定盈餘 儲備 HK\$'000 千港元	Merger reserve 合併 儲備 HK\$'000 千港元	Capital surplus 資本 盈餘 HK\$'000 千港元	Exchange fluctuation reserve 外匯波動 儲備 HK\$'000 千港元	Retained earnings/ (accumulated losses) 保留盈利/ (累計虧損) HK\$'000 千港元	Total equity 權益 總額 HK\$'000 千港元
At 1 April 2021	於2021年4月1日	863	122,787	7,946	1,940	105,366	(2,853)	(30,716)	205,333
Loss for the period	期內虧損	-	-	-	-	-	-	(67,978)	(67,978)
Other Comprehensive loss for the period:	期內其他全面虧損:								
Exchange differences on translation of foreign operations	換算國外業務產生的 匯兌差額	-	-	-	-	-	359	-	359
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	359	-	359
At 30 September 2021	於2021年9月30日	863	122,787	7,946	1,940	105,366	(2,494)	(98,694)	137,714

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For the six months ended 30 September 2022

截至2022年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
NET CASH FLOWS FROM/ (USED IN) OPERATING ACTIVITIES	經營活動所得／(所用) 現金流量淨額	(7,879)	33,190
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Interest received	已收利息	168	25
Dividends received from listed investments	自上市投資收取股息	-	508
Purchases of items of property, plant and equipment	購置物業、廠房及 設備項目	(264)	(32)
Proceeds from sale of financial assets at fair value through profit or loss	出售按公允值計入損益之 金融資產所得款項	792	15,437
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備 項目所得款項	3	-
Proceeds from disposal of intangible assets	出售無形資產所得款項	225	-
Net cash flows from/(used in) investing activities	投資活動所得／(所用) 現金流量淨額	924	15,938

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For the six months ended 30 September 2022  
截至2022年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動現金流量</b>		
Principle elements of lease payments	租賃付款的本金部分	(82)	(107)
Net cash flows (used in)/from financing activities	融資活動(所用)/所得 現金流量淨額	(82)	(107)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物 增加/(減少)淨額	(7,037)	49,021
Cash and cash equivalents at beginning of period	期初現金及現金等價物	92,833	37,213
Effect of foreign exchange rate changes, net	外匯匯率變動的 影響淨額	(2,922)	346
Cash and cash equivalents at the end of period	期末現金及現金等價物	82,874	86,580
Analysis of balances of cash and cash equivalents	現金及現金等價物 結餘分析		
Cash and bank balances as stated in the condensed consolidated statement of financial position	簡明綜合財務狀況表 所列的現金及 銀行結餘	82,874	86,580

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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### 1. CORPORATE AND GROUP INFORMATION

Domaine Power Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 6 June 2014. The registered office of the Company is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands.

The Shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 11 March 2015 (the “Listing”).

During the period, the Group involved in the manufacture and sale of jewellery products, sales of precious metals and other raw jewellery materials.

In the opinion of the directors, the immediate holding company of the Company is Perfect Gain Group Limited, which was incorporated in the British Virgin Islands and is beneficially wholly owned by Dr. So Shu Fai who is also the sole director of the company.

### 1. 公司及集團資料

域能控股有限公司（「本公司」）於2014年6月6日在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處設於Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands。

本公司股份於2015年3月11日在香港聯合交易所有限公司（「聯交所」）主板上市（「上市」）。

期內，本集團主要從事製造及銷售珠寶產品、銷售貴金屬及其他珠寶原材料。

董事認為，本公司的直屬控股公司為於英屬處女群島註冊成立的精益集團有限公司，精益集團有限公司由蘇樹輝博士實益全資擁有，蘇博士亦為該公司的唯一董事。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of preparation

The unaudited condensed consolidated interim financial statements for the Period have been prepared in accordance with the Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and with the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

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

The unaudited condensed consolidated interim financial statements have been prepared under the historical cost convention except for financial asset at fair value through profit or loss, which has been measured at fair values.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”, which also include HKASs and Interpretations), the significant accounting policies and basis of preparation adopted in the preparation of the unaudited condensed consolidated interim financial statements are consistent with those used in the Group’s audited consolidated financial statements for the year ended 31 March 2022.

## 2. 編製基準及重大會計政策

### 2.1 編製基準

本期間的未經審核簡明綜合中期財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」及聯交所證券上市規則（「上市規則」）附錄十六的適用披露規定編製。

簡明綜合中期財務報表未經本公司獨立核數師審核，惟已經本公司審核委員會審閱。

未經審核簡明綜合中期財務報表乃按歷史成本法編製，惟按公允值計入損益之金融資產以公允值計量除外。

除應用新訂香港財務報告準則及香港財務報告準則修訂本（「香港財務報告準則」），亦包括香港會計準則及詮釋）產生的會計政策變動外，編製未經審核簡明綜合中期財務報表所採用之重大會計政策及編製基準與編製本集團截至2022年3月31日止年度之經審核綜合財務報表所用者一致。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.2 Changes in accounting policies and disclosures

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	<i>Interest Rate Benchmark Reform — Phase 2</i>
Amendment to HKFRS 16	<i>Covid-19-Related Rent Concessions beyond 30 June 2021</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts — Cost of Fulfilling a Contract</i>
Annual Improvements to HKFRSs 2018–2020	<i>Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41</i>

## 2. 編製基準及重大會計政策 (續)

### 2.2 會計政策及披露之變動

本集團在本年度財務報表中首次採用以下經修訂的香港財務報告準則。

香港財務報告準則第3號 修訂本	概念框架修訂
香港財務報告準則第9號、 香港會計準則第39號、 香港財務報告準則第7號、 香港財務報告準則 第4號及香港財務報告 準則第16號修訂本	利率基準改革 — 第2階段
香港財務報告準則第16號 修訂本	於2021年6月30日 後之Covid-19 相關之租金優惠
香港會計準則第16號 修訂本	物業、廠房及設備： 作擬定用途前的 所得款項
香港會計準則第37號 修訂本	繁重合約—履行合約的 成本
香港財務報告準則2018年 至2020年的年度改進	香港財務報告準則第1號、 香港財務報告準則 第9號、香港財務報告 準則第16號隨附說明 示例及香港會計準則 第41號修訂本

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.2 Changes in accounting policies and disclosures (Continued)

The nature and the impact of the revised HKFRSs are described below:

- (a) Amendments to HKFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively from 1 April 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

## 2. 編製基準及重大會計政策 (續)

### 2.2 會計政策及披露之變動 (續)

經修訂香港財務報告準則的性質及影響載述如下：

- (a) 香港財務報告準則第3號修訂本擬以於2018年6月頒佈的對財務報告概念框架的提述取代對前財務報告編製及呈列框架的提述，而不會重大改變其規定。該等修訂本亦為香港財務報告準則第3號增添其確認原則的例外情況，使實體可提述概念框架釐定資產或負債的構成部分。香港會計準則第37號或香港(國際財務報告詮釋委員會)一詮釋第21號範圍內的負債及或然負債而言，倘其屬單獨產生而非於企業合併中產生，則採用香港財務報告準則第3號的實體應分別提述香港會計準則第37號或香港(國際財務報告詮釋委員會)一詮釋第21號而非概念框架。此外，該等修訂本澄清或然資產在收購日期不合資格確認。本集團已自2022年4月1日起採用該等修訂本。由於該等修訂本預期應用於收購日期為首次應用日期或之後的業務合併，故本集團過渡日期將不受該等修訂本影響。



# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 2.2 Changes in accounting policies and disclosures (Continued)

- (b) Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate (“RFR”). The amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging

### 2. 編製基準及重大會計政策 (續)

#### 2.2 會計政策及披露之變動 (續)

- (b) 現有利率基準被替代無風險利率(「無風險利率」)取代時，香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號修訂本解決先前影響財務報告的修訂本尚未處理的問題。該等修訂本提供對釐定金融資產及負債合約現金流量的基準變動進行會計處理時毋須調整金融資產及負債賬面值而允許更新實際利率的可行權宜方法，前提為該變動為利率基準改革的直接後果且釐定合約現金流量的新基準於經濟上等同於緊接有關變動前的先前基準。此外，該等修訂本允許利率基準改革所規定就

**NOTES TO CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS**  
簡明綜合財務報表附註

**2. BASIS OF PREPARATION AND  
SIGNIFICANT ACCOUNTING  
POLICIES (CONTINUED)**

**2.2 Changes in accounting policies and  
disclosures (Continued)**

(b) (Continued)

relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of HKFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity's financial instruments and risk management strategy.

These amendments had no impact on the consolidated financial statements of the Group. The Group intends to use the practical expedients in future periods if they become applicable.

**2. 編製基準及重大會計政策  
(續)**

**2.2 會計政策及披露之變動  
(續)**

(b) (續)

對沖指定及對沖文件進行更改，而不會中斷對沖關係。過渡期間可能產生的任何損益均透過香港財務報告準則第9號的正常規定處理，以計量及確認對沖無效性。倘無風險利率指定為風險組成部分，則該等修訂本亦提供暫時舒緩措施，以免實體達成可單獨識別的規定。倘實體合理地預期無風險利率風險組成部分於未來24個月內將變得可單獨識別，則該舒緩措施允許實體於指定對沖後假定已達成可單獨識別的規定。此外，該等修訂本亦規定實體須披露額外資料，以使財務報表使用者能了解利率基準改革對實體的金融工具及風險管理策略構成的影響。

該等修訂本對本集團的綜合財務報表並無影響。本集團擬在未來期間使用可行的權宜方法(如適用)。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 2.2 Changes in accounting policies and disclosures (Continued)

(c) Amendment to HKFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. In April 2021, the HKICPA issued another amendment to HKFRS 16 *Covid-19-Related Rent Concessions beyond 30 June 2021* to extend the availability of the practical expedient for any reduction in lease payments that affects only payments originally due on or before 30 June 2022 (the “2021 Amendment”). The 2021 Amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted.

### 2. 編製基準及重大會計政策 (續)

#### 2.2 會計政策及披露之變動 (續)

(c) 香港財務報告準則第16號修訂本為承租人提供可行權宜方法，可選擇不就Covid-19疫情直接導致的租金優惠應用租賃修訂會計處理。該可行權宜方法僅適用於該疫情直接導致的租金優惠，並僅在以下情況下適用：(i)租賃付款變動所導致的經修訂租賃代價與緊接該變動前的租賃代價大致相同或低於有關代價；(ii)租賃付款的任何減幅僅影響原到期日為2021年6月30日或之前的付款；及(iii)其他租賃條款及條件並無實質變動。2021年4月，香港會計師公會發佈對香港財務報告準則第16號於2021年6月30日後之Covid-19相關之租金優惠的另一項修訂，以擴大對任何減少租賃付款的可行權宜方法的適用範圍，只影響最初在2022年6月30日或之前到期的付款（「2021年修訂本」）。2021年修訂本於2021年4月1日或之後開始的年度期間追溯生效，初始應用該修訂本的任何累計影響確認為對本會計期初保留溢利的期初餘額作出的調整。准許提前應用。

**NOTES TO CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS**  
簡明綜合財務報表附註

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**2. BASIS OF PREPARATION AND  
SIGNIFICANT ACCOUNTING  
POLICIES (CONTINUED)**

**2.2 Changes in accounting policies and  
disclosures (Continued)**

(c) (Continued)

The Group has adopted the amendment on 1 April 2021. However, the Group has not received Covid-19-related rent concessions and plans to apply the practical expedient when it becomes applicable within the allowed period of application.

Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The Group has applied the amendments at 1 January 2022 retrospectively only to items of property, plant and equipment made available for use presented in the financial statements. The amendments are not expected to have any significant impact on the Group's financial statements.

**2. 編製基準及重大會計政策  
(續)**

**2.2 會計政策及披露之變動  
(續)**

(c) (續)

本集團已於2021年4月1日採納該修訂本。然而，本集團尚未收訖與Covid-19相關的租金優惠，並計劃在准許應用期內於可行權宜方法適用時應用有關方法。

香港會計準則第16號修訂本禁止實體自物業、廠房及設備項目的成本中扣除出售所生產項目並就該資產能以管理層擬定的方式運作將其送往所需地點及達致所需狀況的任何所得款項。相反，實體於損益內確認出售任何該等項目的所得款項及該等項目的成本。本集團已於2022年1月1日，僅就財務報表所呈列可供使用的物業、廠房及設備項目追溯應用該等修訂本。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.2 Changes in accounting policies and disclosures (Continued)

(d) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendment at 1 January 2022 to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the reporting period in which it first applies the amendments. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2. 編製基準及重大會計政策 (續)

### 2.2 會計政策及披露之變動 (續)

(d) 香港會計準則第37號修訂本澄清，就根據香港會計準則第37號評估合約是否屬繁重而言，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本（如直接勞工及材料）及與履行該合約直接相關的其他成本分配（如履行合約所用物業、廠房及設備項目的折舊費用以及合約管理及監督成本分配）。一般及行政成本與合約並無直接關係，除非根據合約可明確向交易對手收取，否則不予計入。本集團已於2022年1月1日，並須應用於實體於其首次應用該等修訂本的報告期間開始時尚未履行其所有責任的合約。首次應用該等修訂本的任何累計影響須於首次應用日期確認為對期初權益作出的調整，而毋須重列比較資料。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

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簡明綜合財務報表附註

**2. BASIS OF PREPARATION AND  
SIGNIFICANT ACCOUNTING  
POLICIES (CONTINUED)**

**2.2 Changes in accounting policies and  
disclosures (Continued)**

(c) *Annual Improvements to HKFRSs 2018–2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively to financial liabilities that are modified or exchanged on or after 1 January 2022. The amendment is not expected to have a significant impact on the Group's financial statements.

**2. 編製基準及重大會計政策  
(續)**

**2.2 會計政策及披露之變動  
(續)**

(c) 香港財務報告準則2018年至2020年的年度改進載列香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附說明示例及香港會計準則第41號修訂本。預期適用於本集團的修訂本詳情如下：

- 香港財務報告準則第9號金融工具：澄清實體於評估一項新訂或經修訂金融負債的條款是否與原有金融負債的條款重大不同時包括的費用。該等費用僅包括借貸人與貸款人之間已付或已收的費用，當中包括借貸人或貸款人代表對方支付或收取的費用。本集團已將修訂提前應用於2022年1月1日或之後修改或交換的財務負債。該修訂本預期不會對本集團的財務報表產生重大影響。

**NOTES TO CONDENSED CONSOLIDATED  
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**2. BASIS OF PREPARATION AND  
SIGNIFICANT ACCOUNTING  
POLICIES (CONTINUED)**

**2.2 Changes in accounting policies and  
disclosures (Continued)**

(c) (Continued)

- HKFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying HKFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying HKFRS 16.

**2. 編製基準及重大會計政策  
(續)**

**2.2 會計政策及披露之變動  
(續)**

(c) (續)

- 香港財務報告準則第16號租賃：剔除香港財務報告準則第16號隨附說明示例13中有關租賃裝修的出租人付款說明。此舉消除於應用香港財務報告準則第16號時有關租賃優惠處理的潛在混淆情況。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.3 Issued but not yet effective HKFRSs

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>2</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>1</sup>
Amendments to HKFRS 17	<i>Insurance Contracts</i> <sup>1,4</sup>
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information</i> <sup>5</sup>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current</i> <sup>3</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> <sup>1</sup>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i> <sup>1</sup>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> <sup>1</sup>

## 2. 編製基準及重大會計政策 (續)

### 2.3 已頒佈但尚未生效的香港財務報告準則

本集團於該等財務報表中並無應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第10號及香港會計準則第28號(2011年)修訂本	投資者與其聯營公司或合營公司之間的資產出售或注資 <sup>2</sup>
香港財務報告準則第17號	保險合約 <sup>1</sup>
香港財務報告準則第17號修訂本	保險合約 <sup>1,4</sup>
香港財務報告準則第17號修訂本	首次應用香港財務報告準則第17號及香港財務報告準則第9號—比較資料 <sup>5</sup>
香港會計準則第1號修訂本	將負債分類為流動或非流動 <sup>3</sup>
香港會計準則第1號修訂本及香港財務報告準則實務說明第2號	會計政策披露 <sup>1</sup>
香港會計準則第8號修訂本	會計估計的定義 <sup>1</sup>
香港會計準則第12號修訂本	與單一交易產生的資產及負債相關的遞延稅項 <sup>1</sup>



# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 2.3 Issued but not yet effective HKFRSs (Continued)

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2023
- <sup>2</sup> No mandatory effective date yet determined but available for adoption
- <sup>3</sup> As a consequence of the amendments to HKAS 1, Hong Kong Interpretation 5 *Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised in October 2020 to align the corresponding wording with no change in conclusion
- <sup>4</sup> As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023
- <sup>5</sup> The HKICPA amends HKFRS 17 in February 2022 to permit a classification overlay for financial assets presents in comparative periods on initial application of HKFRS 17

### 2. 編製基準及重大會計政策 (續)

#### 2.3 已頒佈但尚未生效的香港 財務報告準則(續)

- <sup>1</sup> 於2023年1月1日或之後開始的年度期間生效
- <sup>2</sup> 強制生效日期尚未釐定，但可供採納
- <sup>3</sup> 由於香港會計準則第1號修訂本，故於2020年10月修訂香港詮釋第5號財務報表呈列方式——借貸人對包含按的要求償還款條的定期貸款進行的分類方法，以使相應辭彙一致而結論不變
- <sup>4</sup> 由於2020年10月頒佈香港財務報告準則第17號修訂本，故香港財務報告準則第4號已予以修訂，以延長暫時豁免期間，允許承保人於2023年1月1日前開始的年度期間應用香港會計準則第39號而非香港財務報告準則第9號
- <sup>5</sup> 香港會計師公會於2022年2月修訂香港財務報告準則第17號，以准許在首次應用香港財務報告準則第17號時就比較期間呈列的金融資產重新分類

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**2. BASIS OF PREPARATION AND  
SIGNIFICANT ACCOUNTING  
POLICIES (CONTINUED)**

**2.3 Issued but not yet effective HKFRSs  
(Continued)**

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

**2. 編製基準及重大會計政策  
(續)**

**2.3 已頒佈但尚未生效的香港  
財務報告準則(續)**

預期適用於本集團有關該等香港財務報告準則的進一步資料載述如下。

香港財務報告準則第10號及香港會計準則第28號(2011年)修訂本解決香港財務報告準則第10號與香港會計準則第28號(2011年)之間有關處理投資者與其聯營公司或合營公司之間的資產出售或注資兩者規定的不一致性。該等修訂本規定，當投資者與其聯營公司或合營公司之間的資產出售或注資構成一項業務時，須全數確認下游交易收益或虧損。當交易涉及及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營公司的權益為限。該等修訂本將按前瞻基準應用。香港會計師公會已於2016年1月剔除香港財務報告準則第10號及香港會計準則第28號(2011年)修訂本的以往強制生效日期，而新的強制生效日期將於對聯營公司及合營公司的會計處理完成更廣泛的檢討後釐定。然而，該等修訂本可於現時採納。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.3 Issued but not yet effective HKFRSs (Continued)

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2. 編製基準及重大會計政策 (續)

### 2.3 已頒佈但尚未生效的香港 財務報告準則(續)

香港會計準則第1號修訂本將負債分類為流動或非流動澄清將負債分類為流動或非流動的規定。該等修訂本指明，倘實體推遲清償負債的權利受限於該實體須符合特定條件，則實體有權於報告期末推遲清償負債，前提為其於該日符合該等條件。負債分類不受實體將行使其權利延遲清償負債的可能性影響。該等修訂本亦澄清被視為清償負債的情況。該等修訂本於2023年1月1日或之後開始的年度期間生效，並須追溯應用。可提早應用該等修訂本。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

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**2. BASIS OF PREPARATION AND  
SIGNIFICANT ACCOUNTING  
POLICIES (CONTINUED)**

**2.3 Issued but not yet effective HKFRSs  
(Continued)**

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently assessing the impact of the amendments on the Group's accounting policy disclosures.

**2. 編製基準及重大會計政策  
(續)**

**2.3 已頒佈但尚未生效的香港  
財務報告準則(續)**

香港會計準則第1號修訂本會計政策披露，規定實體披露其重大會計政策資料，而非其重大會計政策。倘會計政策資料與實體財務報表所載其他資料一併考慮時，可合理預期會影響一般用途財務報表主要使用者根據該等財務報表作出的決策，則有關資料屬重大。香港財務報告準則實務說明第2號修訂本，就如何將重要性概念應用於會計政策披露提供非強制指引。香港會計準則第1號修訂本於2023年1月1日或之後開始的年度期間生效，並准許提前應用。由於香港財務報告準則實務說明第2號修訂本所提供指引並非強制，故該等修訂本的生效日期並非必要。本集團目前正評估修訂本對本集團會計政策披露產生的影響。



# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 3. OPERATING SEGMENT INFORMATION

The Group is primarily engaged in the manufacture and sale of jewellery products, trading of precious metals and other raw jewellery materials during the reporting period. Management has determined the operating segments based on the reports reviewed by the chief operating decision makers, who have been identified as the executive Directors of the Company. Information reported to the Group's chief operating decision makers, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole as the Group's resources are integrated. Accordingly, the Group has identified one reportable operating segment, i.e. manufacture and sales of jewellery products, sales of precious metals and other raw jewellery materials and sales of luxury watches, and no further analysis thereof is presented.

### 3. 經營分部資料

於報告期內，本集團主要從事珠寶產品的製造及銷售、買賣貴金屬及其他珠寶原材料。管理層已根據首席營運決策者（已獲確定為本公司的執行董事）審閱的報告釐定經營分部。就資源分配及業績評估向本集團首席營運決策者報告的資料著重本集團的整體經營業績，原因在於本集團的資源已整合。因此，本集團已確定一個可報告經營分部，即珠寶產品的製造及銷售、銷售貴金屬及其他珠寶原材料及銷售奢侈品手錶，且並無呈列有關進一步分析。

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**3. OPERATING SEGMENT  
INFORMATION (CONTINUED)**

**Geographical segment**

Information about the Group's revenue by geographical locations is presented based on the jurisdiction or country in which external customers are operated.

**(a) Revenue from external customers**

**3. 經營分部資料 (續)**

**地域分部**

本集團地域性收益的資料乃根據外部客戶經營業務所在司法權區或國家呈列。

**(a) 來自外部客戶的收益**

**Six months ended 30 September  
截至9月30日止六個月**

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Hong Kong	香港	86,825	34,351
Americas	美洲	-	31,967
Europe (including Russia)	歐洲 (包括俄羅斯)	-	1,925
Mainland China	中國內地	-	-
Other countries	其他國家	-	602
		<b>86,825</b>	<b>68,845</b>

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**3. OPERATING SEGMENT  
INFORMATION (CONTINUED)**

**Geographical segment (Continued)**

**(b) Non-current assets excluding financial assets  
at fair value through profit or loss**

Information about the Group's non-current assets, excluding financial asset at fair value through profit or loss, is presented based on the locations of the assets.

Hong Kong	香港		
Mainland China	中國內地		

<b>At 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)</b>	<b>At 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核)</b>
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		<b>3,498</b>	6,392
		<b>6</b>	24
		<b>3,504</b>	6,416

The Company is domiciled in the Cayman Islands while the Group operates its business in Hong Kong and Mainland China. During the Period, no revenue was generated from any customer in the Cayman Islands and no assets were located in the Cayman Islands.

本公司的原駐地為開曼群島，而本集團於香港及中國內地經營其業務。於本期間，並無任何來自開曼群島客戶的收益，且並無任何資產位於開曼群島。

**3. 經營分部資料 (續)**

**地域分部 (續)**

**(b) 非流動資產 (不包括按公允  
值計入損益的金融資產)**

本集團非流動資產 (不包括按公允值計入損益之金融資產) 的資料乃根據資產所在地區呈列。



# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 4. REVENUE

Revenue represents the net amounts received and receivable arising from sales of jewellery products, sales of precious metals and other raw jewellery materials and sales of luxury watches during the Period.

### 4. 收益

收益指本期間銷售珠寶產品，銷售貴金屬及其他珠寶原材料及銷售奢侈品手錶所產生的已收及應收款項淨額。

		<b>Six months ended 30 September</b>	
		<b>截至9月30日止六個月</b>	
		<b>2022</b>	<b>2021</b>
		<b>2022年</b>	<b>2021年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
		<b>(unaudited)</b>	<b>(unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
Revenue recognised at a point in time	於時間點確認的收益		
— Sales of jewellery products*	— 銷售珠寶產品*	<b>10,200</b>	34,494
— Sales of precious metals and other raw jewellery materials	— 銷售貴金屬及其他珠寶原材料	<b>76,625</b>	18,068
— Sales of luxury of watches	— 銷售奢侈品手錶	—	16,283
		<b>86,825</b>	68,845

\* Among the sales of jewellery products, no products (2021: nil) were sold to any related party.

\* 在銷售珠寶產品中，概無向任何關聯方銷售產品(2021年：無)。

**NOTES TO CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS**  
簡明綜合財務報表附註

**5. OTHER GAINS, NET AND OTHER  
LOSSES, NET**

**Other gains, net**

**5. 其他收益，淨額或其他虧  
損，淨額**

**其他收益，淨額**

		<b>Six months ended 30 September</b>	
		截至9月30日止六個月	
		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Gains from lease termination	租賃終止收益	132	-
Foreign exchange differences, net	外幣換算差額，淨額	929	-
		<b>1,061</b>	-

**Other losses, net**

**其他虧損，淨額**

		<b>Six months ended 30 September</b>	
		截至9月30日止六個月	
		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Fair value losses on financial assets at fair value through profit or loss	按公允值計入損益的金融資產公允值虧損	7,634	63,147
Losses on disposal of property, plant and equipment	處置物業、廠房及設備的虧損	4	-
Losses on disposal of intangible assets	處置無形資產的虧損	209	-
Foreign exchange differences, net	外幣換算差額，淨額	-	426
		<b>7,847</b>	63,573

**NOTES TO CONDENSED CONSOLIDATED  
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簡明綜合財務報表附註

**6. FINANCE COSTS**

An analysis of finance costs is as follows:

		<b>Six months ended 30 September</b>	
		<b>截至9月30日止六個月</b>	
		<b>2022</b>	<b>2021</b>
		<b>2022年</b>	<b>2021年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
		<b>(unaudited)</b>	<b>(unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
Interest on lease liabilities	租賃負債利息	<b>48</b>	37
		<b>48</b>	37

**6. 財務成本**

財務成本分析如下：

**7. LOSS BEFORE TAX**

The Group's loss before tax is arrived at after charging/(crediting):

		<b>Six months ended 30 September</b>	
		<b>截至9月30日止六個月</b>	
		<b>2022</b>	<b>2021</b>
		<b>2022年</b>	<b>2021年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
		<b>(unaudited)</b>	<b>(unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
Cost of inventories sold*	已售存貨成本*	<b>84,988</b>	56,143
Depreciation	折舊	<b>508</b>	280
Write-down/(write-back) of inventories to net realisable value	撇減/(撥回)存貨至可變現淨值	-	(879)
Minimum lease payments under operating lease	經營租賃最低租賃款項	<b>223</b>	236

**7. 除稅前虧損**

本集團的除稅前虧損已扣除/(計入)下列各項：

\* These items are included in "Cost of sales" on the face of the condensed consolidated statement of profit or loss and other comprehensive income.

\* 該等項目計入簡明綜合損益及其他全面收益表「銷售成本」內。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 8. INCOME TAX EXPENSE

The statutory income tax rates for Hong Kong and Mainland China are 16.5% and 25.0%, respectively. A subsidiary of the Group enjoyed a lower profit tax rate during the Period as further explained below. The Group had no income tax expenses in Hong Kong and Mainland China during the Period (six months ended 30 September 2021: nil).

In relation to the Departmental Interpretation and Practice Notes No. 21 (Revised) (apportionment under a 50:50 basis) of the Inland Revenue Department Hong Kong, a portion of profits from KTL Jewellery Trading Limited (“KTL Trading”), a wholly-owned subsidiary of the Company, is considered neither arisen in, nor derived from Hong Kong. Accordingly, that portion of KTL Trading’s profit is not subject to Hong Kong Profits Tax. Further, in the opinion of the Directors that portion of KTL Trading’s profit is not subject to taxation in any other jurisdiction in which KTL Trading operates during the Period.

### 9. INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the Period (six months ended 30 September 2021: nil).

### 8. 所得稅開支

香港與中國內地的法定所得稅率分別為16.5%及25.0%。誠如下文詳述，本集團一家附屬公司於本期間享有較低利得稅率。於本期間，本集團於香港和中國內地並無所得稅開支（截至2021年9月30日止六個月：無）。

就香港稅務局《稅務條例釋義及執行指引第21號》（經修訂）（按50：50基準攤分）而言，本公司全資附屬公司三和珠寶貿易有限公司（「三和珠寶貿易」）的部分溢利被視為既不產生於亦非得自香港。因此，三和珠寶貿易的該部分溢利毋須繳納香港利得稅。此外，董事認為，本期間三和珠寶貿易的該部分溢利毋須就三和珠寶貿易經營所在的任何其他司法權區繳納稅項。

### 9. 中期股息

董事不建議於本期間派付中期股息（截至2021年9月30日止六個月：無）。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 10. LOSSES PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic losses per share amounts is based on the loss for the Period attributable to ordinary equity holders of the Company of approximately HK\$14,976,000 (2021: losses of approximately HK\$67,978,000), and the weighted average number of ordinary shares in issue of 172,600,000 (2021: 172,600,000). The Group has no potentially dilutive ordinary shares in issue during the periods ended 30 September 2022 and 2021.

### 10. 本公司普通股權益持有人應 佔每股虧損

每股基本虧損金額乃根據本公司普通股權益持有人應佔本期間虧損約14,976,000港元(2021年：虧損約67,978,000港元)及已發行普通股的加權平均數172,600,000股(2021年：172,600,000股)計算。截至2022年及2021年9月30日止各期間，本集團並無具有潛在攤薄效應的已發行普通股。

#### Six months ended 30 September 截至9月30日止六個月

2022	2021
2022年	2021年
HK\$'000	HK\$'000
千港元	千港元
(unaudited)	(unaudited)
(未經審核)	(未經審核)

Losses	虧損		
Losses attributable to ordinary equity holders of the Company used in the basic losses per share calculation	計算每股基本虧損時使用的本公司普通股權益持有人應佔虧損	(14,976)	(67,978)

**NOTES TO CONDENSED CONSOLIDATED  
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簡明綜合財務報表附註

**10. LOSSES PER SHARE ATTRIBUTABLE  
TO ORDINARY EQUITY HOLDERS  
OF THE COMPANY (CONTINUED)**

**10. 本公司普通股權益持有人應  
佔每股虧損(續)**

	<b>Number of shares</b>	
	<b>股份數目</b>	
	<b>Six months ended 30 September</b>	
	<b>截至9月30日止六個月</b>	
	<b>2022</b>	<b>2021</b>
	<b>2022年</b>	<b>2021年</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
	<b>(未經審核)</b>	<b>(未經審核)</b>
Issued Shares		
Weighted average number of ordinary shares in issue during the period used in the basic losses per share calculation	<b>172,600,000</b>	172,600,000

已發行股份  
計算每股基本虧損時  
使用的期內已發行  
普通股加權平均數

**11. PROPERTY, PLANT AND  
EQUIPMENT**

During the Period, the Group acquired items of property, plant and equipment with an aggregate cost of approximately HK\$264,000 (six months ended 30 September 2021: approximately HK\$32,000). During the Period, approximately HK\$18,000 of property, plant and equipment were disposed by the Group (six months ended 30 September 2021: nil).

**11. 物業、廠房及設備**

於本期間，本集團收購物業、廠房及設備項目之成本合共約264,000港元(截至2021年9月30日止六個月：約32,000港元)。於本期間，本集團出售物業、廠房及設備項目約18,000港元(截至2021年9月30日止六個月：無)。

**NOTES TO CONDENSED CONSOLIDATED  
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簡明綜合財務報表附註

**12. FINANCIAL ASSET AT FAIR VALUE  
THROUGH PROFIT OR LOSS**

**(i) Classification of financial assets at fair value through profit or loss**

The Group classifies the following financial assets at FVPL:

- debt instruments that do not qualify for measurement at either amortised cost or at FVOCI;
- equity investments that are held for trading; and
- equity investments for which the entity has not elected to recognise fair value gains or losses through other comprehensive income.

Financial assets measured at FVPL include the following:

		At <b>30 September</b> 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核)
<b>Included in non-current assets:</b>	<b>計入非流動資產：</b>		
Life insurance policy (a)	人壽保險保單 (a)	17,847	17,575
Hong Kong listed equity securities (b)	香港上市股權證券 (b)	8,126	16,824
		<b>25,973</b>	<b>34,399</b>

**12. 按公允值計入損益之金融資產**

**(i) 按公允值計入損益之金融資產分類**

本集團將以下金融資產分類為按公允值計入損益：

- 不符合按攤銷成本或按公允值計入其他全面收益計量的債務工具；
- 持作買賣的股本投資；及
- 實體並無選擇透過其他全面收益確認公允值收益或虧損的股本投資。

按公允值計入損益之金融資產包括以下各項：

**NOTES TO CONDENSED CONSOLIDATED  
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**12. FINANCIAL ASSET AT FAIR VALUE  
THROUGH PROFIT OR LOSS  
(CONTINUED)**

**(i) Classification of financial assets at fair  
value through profit or loss (Continued)**

- (a) The fair values of Hong Kong listed equity securities are determined based on quoted market closing prices available on the Stock Exchange or a valuation under the asset approach when the trading of listed shares is suspended at the end of the reporting period.

The movements in fair value measurement within Level 3 for the Hong Kong listed equity security without active market during the period are as follows:

At the beginning of the year	於年初	—	—
Transfer from Level 1	轉撥自第一級	—	32,287
Change in fair value	公允值變動	—	(32,287)
<hr/>			
At the end of the period	於期末	—	—

**12. 按公允值計入損益之金融資產 (續)**

**(i) 按公允值計入損益之金融資產分類 (續)**

- (a) 於報告期末，香港上市股權證券的公允值按照聯交所所報收市價或上市股份暫停買賣時根據資產法作出的估值釐定。

期內公允值計量第三級（並無活躍市場的香港上市股權證券）的變動如下：

<b>At 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)</b>	<b>At 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核)</b>
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**NOTES TO CONDENSED CONSOLIDATED  
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簡明綜合財務報表附註

**12. FINANCIAL ASSET AT FAIR VALUE  
THROUGH PROFIT OR LOSS  
(CONTINUED)**

**(i) Classification of financial assets at fair value through profit or loss (Continued)**

(a) (Continued)

The fair values of Hong Kong listed equity securities and their respective percentages to the Group's total assets are as follows:

	Fair value		Percentage to the Group's total assets	
	At	At	At	At
	30 September 2022	31 March 2022	30 September 2022	31 March 2022
	於2022年9月30日	於2022年3月31日	於2022年9月30日	於2022年3月31日
	HK\$'000	HK\$'000	%	%
	千港元	千港元	百分比	百分比
	(unaudited)	(audited)	(unaudited)	(audited)
	(未經審核)	(經審核)	(未經審核)	(經審核)
<b>Hong Kong listed equity securities</b>				
香港上市股權證券				
China Auto NR	1,592	3,640	1.38	2.66
中國汽車新零售				
U-Ton Future*	-	-	-	-
優通未來*				
CN Anchu Energy	3,629	4,049	3.14	2.96
中國安儲能源				
Redsun	2,905	9,135	2.51	6.69
弘陽				
	<b>8,126</b>	<b>16,824</b>	<b>7.03</b>	<b>12.31</b>

**12. 按公允值計入損益之金融資產 (續)**

**(i) 按公允值計入損益之金融資產分類 (續)**

(a) (續)

香港上市股權證券的公允值及分別佔本集團資產總值之百分比列示如下：

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**12. FINANCIAL ASSET AT FAIR VALUE  
THROUGH PROFIT OR LOSS  
(CONTINUED)**

**(i) Classification of financial assets at fair  
value through profit or loss (Continued)**

(a) (Continued)

- \* Based on the announcements of China U-Ton Future Space Industrial Group Holdings Limited (the former name is “China U-Ton Holdings Limited”) (“U-Ton Future”) dated 5 May 2021, 13 May 2021, 27 May 2021 and 29 June 2021, a petition in the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) was filed in the High Court of The Hong Kong Special Administrative Region (the “High Court”) against U-Ton Future on 4 February 2021, upon which U-Ton Future was ordered to be wound up by the High Court on 5 May 2021 in HCCW 57/2021 and the Official Receiver was appointed as the Provisional Liquidator of U-Ton Future. Trading in the shares of U-Ton Future has been suspended since 5 May 2021 with share price of HK\$0.161 per share. On 7 May 2021, the Official Receiver made an application to the High Court seeking, inter alia, an order to appoint joint and several liquidators of U-Ton Future. U-Ton Future announces that, with effect date of 25 June 2021, Mr. Ho Man Kit and Ms. Kong Sze Man Simone of Maninvest Asia Limited, have been appointed as joint and several liquidators of the Company pursuant to an order dated 25 June 2021 made by the High Court. Please refer to the announcements of U-Ton Future for further details. At the date of approval of these financial statements, the Group held approximately 7.01% of the total issued share capital of U-Ton Future.

**12. 按公允值計入損益之金融資  
產 (續)**

**(i) 按公允值計入損益的金融  
資產分類 (續)**

(a) (續)

- \* 根據中國優通未來空間產業集團控股有限公司(前稱「中國優通控股有限公司」)(「優通未來」)日期為2021年5月5日、2021年5月13日、2021年5月27日及2021年6月29日的公佈，於2021年2月4日根據《公司(清盤及雜項規定)條例》(第32章)向香港特別行政區高等法院(「高等法院」)提交針對優通未來的呈請，據此，高等法院於2021年5月5日在HCCW 57/2021一案中頒令優通未來清盤，及委任破產管理署署長為優通未來的臨時清盤人。優通未來股份的股價為每股0.161港元，自2021年5月5日已暫停買賣。於2021年5月7日，破產管理署署長向高等法院提出申請，(其中包括)要求頒令委任優通未來的共同清盤人。根據高等法院於2021年6月25日之命令，優通未來宣佈，宏傑亞洲有限公司的何文傑先生和江詩敏女士被委任為該公司之共同及各別清盤人，並自2021年6月25日起生效。進一步詳情請參閱優通未來的公佈。於該等財務報表獲批准日期，本集團持有優通未來已發行股本總額約7.01%。

**NOTES TO CONDENSED CONSOLIDATED  
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簡明綜合財務報表附註

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**12. FINANCIAL ASSET AT FAIR VALUE  
THROUGH PROFIT OR LOSS  
(CONTINUED)**

**(i) Classification of financial assets at fair  
value through profit or loss (Continued)**

(a) (Continued)

\* (Continued)

As U-Ton Future is under receivership and there is significant uncertainty about the prospect of resumption, the fair values of the shares of U-Ton Future held by the Group as at 30 September 2022 was assessed to be zero (30 September 2022: approximately HK\$Nil).

For further information, please refer to (i) the announcement dated 17 July 2019 in relation to acquisitions of the shares of China Auto NR; (ii) the announcements dated 16 August and 19 August 2019 in relation to acquisitions of the shares of U-Ton Future; and (iii) the circular dated 19 September 2019 in relation to acquisitions of the shares of U-Ton Future.

**12. 按公允價值計入損益之金融資  
產(續)**

**(i) 按公允價值計入損益的金融  
資產分類(續)**

(a) (續)

\* (續)

於2022年9月30日，由於優通未來已被接管，且復牌的前景存在重大不確定性，本集團持有的優通未來股份的公允價值經評估為零港元(2022年9月30日：約零港元)。

有關進一步的資料，請參閱(i)日期為2019年7月17日有關收購中國汽車新零售股份的公佈；(ii)日期為2019年8月16日及8月19日有關收購優通未來股份的公佈；以及(iii)日期為2019年9月19日有關收購優通未來股份的通函。

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**12. FINANCIAL ASSET AT FAIR VALUE  
THROUGH PROFIT OR LOSS  
(CONTINUED)**

**(i) Classification of financial assets at fair  
value through profit or loss (Continued)**

(b) Under the life insurance policy (the “Policy”), the beneficiary and policy holder is KTL Trading and the total insured sum is approximately US\$6,500,000 (equivalent to HK\$50,375,000). The Group paid an upfront premium for the Policy of approximately US\$2,325,000 (equivalent to HK\$18,020,000) and may surrender any time by filing a written request and receive cash based on the surrender value of the Policy at the date of withdrawal, which is calculated by the insurer. In the opinion of the directors, the surrender value of the Policy provided by the insurance company is the best approximation of its fair value, which is categorised within Level 3 of the fair value hierarchy.

The movements in fair value measurement within Level 3 (life insurance policy) during the period are as follows:

		<b>At 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)</b>	<b>At 30 September 2021 於2021年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)</b>
At the beginning of the period	於期初	17,575	17,111
Change in fair value	公允值變動	272	272
At the end of the period	於期末	<b>17,847</b>	17,383

**12. 按公允值計入損益之金融資  
產 (續)**

**(i) 按公允值計入損益的金  
融資產分類 (續)**

(b) 根據人壽保險保單(「該保單」)，受益人及保單持有人為三和珠寶貿易，且承保總金額約為6,500,000美元(相當於50,375,000港元)。本集團為該保單預付保費約2,325,000美元(相當於18,020,000港元)及可能透過提交書面請求隨時退保，並根據該保單於撤回日期的退保價值(由承保人計算)收取現金。董事認為，保險公司規定的該保單退保價值與其公允值相若，歸類為公允值架構的第三級。

期內公允值計量第三級(人壽保險保單)的變動如下：

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**12. FINANCIAL ASSET AT FAIR VALUE  
THROUGH PROFIT OR LOSS  
(CONTINUED)**

**(ii) Amounts recognised in profit or loss**

During the period, the following (losses)/gains were recognised in profit or loss:

**12. 按公允值計入損益之金融資產 (續)**

**(ii) 於損益確認的金額**

期內，下列(虧損)/收益在損益中確認：

**Six months ended 30 September  
截至9月30日止六個月**

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Fair value (losses)/gains on financial assets at FVPL	按公允值計入損益的金融資產公允值(虧損)/收益		
— Life insurance policy	— 人壽保險保單	272	272
— Hong Kong listed equity securities:	— 香港上市股權證券：		
China Auto NR	中國汽車新零售	(1,257)	(3,987)
U-Ton Future	優通未來	—	(35,896)
CN Anchu Energy	中國安儲能源	(419)	(23,523)
Redsun PPT	弘陽地產	(6,230)	(1,750)
Dividend income	股息收入	—	508
		<b>(7,634)</b>	<b>(64,376)</b>

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**13. INVENTORIES**

**13. 存貨**

		At 30 September 2022 於 2022 年 9 月 30 日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於 2022 年 3 月 31 日 HK\$'000 千港元 (audited) (經審核)
Raw materials	原材料	2,026	2,053
Work in progress	在製品	-	-
Finished goods	製成品	526	-
		<b>2,552</b>	<b>2,053</b>

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**14. TRADE RECEIVABLES**

**14. 貿易應收款項**

		At 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核)
Trade receivables	貿易應收款項	—	—
Less: Allowance for doubtful debts	減：呆賬撥備	—	—
		—	—

The Group's trading terms with its customers are mainly on credit, except for new customers. Before accepting any new customer, the Group will apply an internal credit assessment policy to assess the potential customer's credit quality and define credit limits by customer. The credit period is generally for a period of 90 to 120 days for major customers. The Group seeks to maintain strict control over its outstanding receivables and has a treasury department to minimise the credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

本集團與其客戶的貿易條款主要為信貸，惟新客户除外。於接納任何新客户之前，本集團將採用內部信貸評估政策以評估潛在客戶的信貸質素並確定客戶的信貸額度。主要客戶的信貸期一般為90至120天。本集團致力就未清償應收款項進行嚴格控制，並設立庫務部以降低信貸風險。逾期結餘由高級管理層定期審閱。貿易應收款項不計利息。

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**14. TRADE RECEIVABLES  
(CONTINUED)**

An aged analysis of the trade receivables at the end of the reporting period, based on the invoice date is as follows:

**14. 貿易應收款項(續)**

於報告期末按發票日期呈列的貿易應收款項的賬齡分析如下：

		<b>At 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)</b>	<b>At 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核)</b>
Within 1 month	一個月內	—	—
1 to 2 months	一至兩個月	—	—
2 to 3 months	兩至三個月	—	—
Over 3 months	超過三個月	—	—
		—	—



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**15. PREPAYMENT, DEPOSIT AND  
OTHER RECEIVABLES**

**15. 預付款項、按金及其他應收  
款項**

		At 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核)
Deposits	按金	221	450
Prepayment	預付款項	371	86
Other receivables	其他應收款項	126	408
		<b>718</b>	944
Portion classified as non-current assets	分類為非流動資產部分	<b>(135)</b>	(265)
		<b>583</b>	679

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**16. TRADE AND OTHER PAYABLES  
AND ACCRUALS**

**16. 貿易及其他應付款項及應計  
費用**

		At 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核)
Trade payables	貿易應付款項	22	22
Other payables and accruals:	其他應付款項及應計 費用：		
Salaries and bonus payables	應付薪金及花紅	31	53
Other taxes payables	其他應付稅項	2,409	2,519
Auditor's remuneration	核數師酬金	882	1,599
Others	其他	479	677
		<b>3,823</b>	<b>4,870</b>

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**16. TRADE AND OTHER PAYABLES  
AND ACCRUALS (CONTINUED)**

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

		At 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核)
Within 1 month	一個月內	—	—
1 to 2 months	一至兩個月	—	—
2 to 3 months	兩至三個月	—	—
Over 3 months	超過三個月	22	22
		<b>22</b>	<b>22</b>

The trade payables are non-interest-bearing and the credit period of purchases ranges from 30 to 180 days. Other payables are non-interest-bearing and have an average term of one to three months. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

**16. 貿易及其他應付款項及應計  
費用(續)**

於報告期末按發票日期呈列的貿易應付款項的賬齡分析如下：

貿易應付款項乃不計息且採購的信貸期介乎30至180天。其他應付款項乃不計息且平均期限為一至三個月。本集團已實施財務風險管理政策，以確保全部應付款項於信貸期間內償付。

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**17. SHARE CAPITAL**

**17. 股本**

		At 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核)
Authorised:	法定：		
2,000,000,000 ordinary shares of HK\$0.005 each	2,000,000,000 股每股面值 0.005 港元的普通股	<b>10,000</b>	10,000
Issued and fully paid:	已發行及繳足：		
172,600,000 ordinary shares of HK\$0.005 each	172,600,000 股每股面值 0.005 港元的普通股	<b>863</b>	863

**18. COMMITMENTS**

At 30 September 2022 (2021: Nil), the Group had no capital commitments.

**18. 承擔**

於2022年9月30日(2021年：無)，本集團概無資本承擔。

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**19. RELATED PARTY TRANSACTIONS**

- (a) In addition to the transactions detailed elsewhere in the unaudited condensed consolidated interim financial statements, the Group had no related parties transactions during the six months ended 30 September 2022 (2021: Nil).
- (b) Compensation of key management personnel of the Group:

**19. 關聯方交易**

- (a) 除該未經審核簡明綜合中期財務報表詳述的交易外，於截至2022年9月30日止六個月，本集團概無關聯方交易（2021年：無）。
- (b) 本集團主要管理人員的薪酬：

**Six months ended 30 September**  
截至9月30日止六個月

	<b>2022</b>	2021
	<b>2022年</b>	2021年
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
	<b>(unaudited)</b>	(unaudited)
	<b>(未經審核)</b>	(未經審核)
Short-term employee benefits	<b>2,575</b>	1,542
Pension scheme contributions	<b>15</b>	-
Total compensation paid to key management personnel	<b>2,590</b>	1,542

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**20. FAIR VALUE AND FAIR VALUE  
HIERARCHY OF FINANCIAL  
INSTRUMENTS**

The carrying amount and fair value of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

**20. 金融工具公允值及公允值層級**

本集團金融工具的賬面值及公允值（賬面值與公允值合理地相若的金融工具除外）載列如下：

	Carrying amount 賬面值		Fair value 公允值	
	At 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核)	At 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核)
<b>Financial asset</b>	<b>金融資產</b>			
Hong Kong listed equity securities (i)	香港上市股權證券(i)			
	17,847	16,824	17,847	16,824
Life insurance policy (ii)	人壽保險保單(ii)			
	8,126	17,575	8,126	17,575
	<b>25,973</b>	<b>34,399</b>	<b>25,973</b>	<b>34,399</b>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 20. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

- (i) The fair value of Hong Kong listed equity securities is based on the quoted market closing prices available on the stock exchange at the end of the reporting period. These instruments are included in Level 1 of the fair value hierarchy.
- (ii) The fair value of the Policy is estimated at the surrender value of the Policy as disclosed in Note 12 as at the end of reporting period. As there is no active market to demonstrate the fair value of FVPL, and the potential exit price in a hypothetical transfer of the life insurance policy to another market participant cannot be reliably estimated, the directors believe that the estimated fair value resulting from the surrender value is reasonable and is the most appropriate value at the end of the reporting period. This instrument is included in Level 3 of the fair value hierarchy.

Management has assessed that the fair values of cash and bank balances, trade receivables, financial assets included in other receivables, trade payables and financial liabilities included in other payables approximate to their carrying amounts largely due to the short term maturities of these instruments.

#### 20. 金融工具公允值及公允值層級 (續)

- (i) 香港上市的股本證券的公允值根據於報告期末於聯交所所報的市場收市價釐定。該等工具計入第一級公允值層級。
- (ii) 誠如附註12所披露，於報告期末該保單之公允值已根據該保單的退保價值估算。由於沒有活躍市場展示按公允值計入損益之金融資產的公允值，且無法可靠地估計假設將人壽保險保單轉讓予另一個市場參與者的潛在脫售價格，董事認為根據退保價值所得出的估計公允值屬合理，而且為於報告期末最恰當的價值。此工具計入第三級公允值層級。

管理層已評估現金及銀行結餘、貿易應收款項、計入其他應收款項的金融資產、貿易應付款項及計入其他應付款項的金融負債的公允值與賬面值相若，主要由於該等工具於短期內到期。

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**20. FAIR VALUE AND FAIR VALUE  
HIERARCHY OF FINANCIAL  
INSTRUMENTS (CONTINUED)**

**Fair value hierarchy**

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments: As at 30 September 2022, the financial assets measured at fair value are as followings:

**20. 金融工具公允值及公允值層級 (續)**

**公允值層級**

下表說明本集團的金融工具的公允值計量層級：於2022年9月30日，以公允值計量的金融資產如下：

		Fair value measurement using 採用公允值計量			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		活躍市場中 報價 (第一級)	重大可觀察 輸入數據 (第二級)	重大不可觀察 輸入數據 (第三級)	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
At 30 September 2022	於2022年9月30日				
Hong Kong listed equity securities	香港上市的股本證券	8,126	-	-	8,126
Life insurance policy	人壽保險保單	-	-	17,847	17,847
		8,126	-	17,847	25,973
At 31 March 2022	於2022年3月31日				
Hong Kong listed equity securities	香港上市的股本證券	16,824	-	-	16,824
Life insurance policy	人壽保險保單	-	-	17,575	17,575
		16,824	-	17,575	34,399



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## 簡明綜合財務報表附註

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### 20. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

The Group did not have any financial liabilities measured at fair value as at 30 September 2022 and 31 March 2022.

During the Period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

### 21. APPROVAL OF INTERIM FINANCIAL REPORT

The interim financial report was approved and authorised for issue by the Board on 30 November 2022.

### 20. 金融工具公允值及公允值層 級 (續)

本集團在2022年9月30日及2022年3月31日並無任何按公允值計值的金融負債。

於期內，就金融資產及金融負債而言，第一級和第二級的公允值計量之間並無轉移及並無轉入第三級或自第三級轉出。

### 21. 批准中期財務報告

董事會已於2022年11月30日批准及授權刊發本中期財務報告。

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES AND INTEREST IN ASSOCIATED CORPORATION**

At as 30 September 2022, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, as set out in Appendix 10 to the Listing Rules were as follows:

**董事及主要行政人員於股份、相關股份及債券中之權益及淡倉及於相聯法團之權益**

於2022年9月30日，本公司董事及主要行政人員於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例第XV部（證券及期貨條例））之股份、相關股份或債券中擁有記錄於按本公司根據證券及期貨條例第352條規定存置的登記冊的權益及淡倉，或根據上市規則附錄十所載的標準守則知會本公司及聯交所的權益及淡倉如下：

Name of Director 董事姓名	Capacity/ nature of interest 身份／權益性質	Number of shares 股份數目	Approximate percentage of shareholding in our Company 佔本公司股權的 概約百分比
Dr. So Shu Fai (Note 1) 蘇樹輝博士（附註1）	Interest of a controlled corporation 受控制法團權益	129,449,494 (long position) 129,449,494 股 (好倉)	75%

Note:

1. Perfect Gain Group Limited is solely owned by Dr. So Shu Fai which in turn owns 129,449,494 shares of the Company. By virtue of the SFO, Dr. So Shu Fai is deemed or taken to be interested in all the shares which are beneficially owned by Perfect Gain Group Limited.

附註：

1. 精益集團有限公司由蘇樹輝博士全資擁有，因而，蘇樹輝博士擁有本公司129,449,494股股份。根據證券及期貨條例，蘇樹輝博士被視為或當作於精益集團有限公司實益擁有的所有股份中擁有權益。

## OTHER INFORMATION

### 其他資料

Save as disclosed above, as at 30 September 2022, none of the Directors and chief executives of the Company had or was deemed to have any interests 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 was required to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or which was required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2022, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company 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 under Section 336 of the SFO were as follows:

Name of Shareholder	Capacity/ nature of interest	Number of shares	Approximate percentage of shareholding in our Company 佔本公司股權的 概約百分比
股東名稱／姓名	身份／權益性質	股份數目	
Perfect Gain Group Limited (Note 1) 精益集團有限公司(附註1)	Beneficial owner 實益擁有人	129,449,494 (long position) 129,449,494股 (好倉)	75%
Ms. Cheng Miu Bing Christina (Note 2) 鄭妙冰女士(附註2)	Interest of spouse 配偶權益	129,449,494 (long position) 129,449,494股 (好倉)	75%

除上文所披露者外，於2022年9月30日，本公司董事及主要行政人員在本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中概無擁有或被視為擁有記錄於按本公司根據證券及期貨條例第352條規定存置的登記冊的權益及淡倉，或根據標準守則須知會本公司及聯交所或根據標準守則其他規定須知會本公司及聯交所的任何權益或淡倉。

### 主要股東及其他人士於本公司股份及相關股份中之權益及／或淡倉

於2022年9月30日，就董事所知，以下人士／實體(董事或本公司主要行政人員除外)於本公司股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露的權益或淡倉，或已錄入根據證券及期貨條例第336條本公司須存置的股東名冊內的權益或淡倉如下：

Notes:

1. Dr. So Shu Fai beneficially owns 100% of the issued share capital of Perfect Gain Group Limited. By virtue of the SFO, Dr. So Shu Fai is deemed to be interested in 129,449,494 shares held by Perfect Gain Group Limited.
2. Ms. Cheng Miu Bing Christina is the spouse of Dr. So Shu Fai. By virtue of the SFO, Ms. Cheng Miu Bing is deemed to be interested in the shares of the Company held by Dr. So Shu Fai.

Save as disclosed above, as at 30 September 2022, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests and short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

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

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

### **BOARD OF DIRECTORS**

As at the date of this report, the Board comprises two executive Directors, namely Dr. So Shu Fai and Mr. Tom Xie, one non-executive Director, Mr. Chan Wai Dune and three independent non-executive Directors, namely Mr. Yau Pak Yue, Mr. Chung Wai Man and Mr. Ning Rui.

附註：

1. 蘇樹輝博士實益擁有精益集團有限公司100%已發行股本。根據證券及期貨條例，蘇樹輝博士被視為於精益集團有限公司持有的129,449,494股股份中擁有權益。
2. 鄭妙冰女士為蘇樹輝博士的配偶。根據證券及期貨條例，鄭妙冰女士被視為於蘇樹輝博士所持有的本公司股份中擁有權益。

除上文所披露者外，於2022年9月30日，董事並不知悉有任何其他人士／實體（本公司董事及主要行政人員除外）於本公司股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露之權益及淡倉，或根據證券及期貨條例第336條記入本公司規定存置的股東名冊之權益及淡倉。

### **購買、出售或贖回本公司的上市證券**

於本期間，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

### **董事會**

於本報告日期，董事會由兩名執行董事，即蘇樹輝博士及謝祺祥先生，一名非執行董事陳維端先生以及三名獨立非執行董事，即邱伯瑜先生、鍾衛民先生及寧睿先生組成。

## OTHER INFORMATION

### 其他資料

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#### AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) consists of three independent non-executive Directors, namely Mr. Yau Pak Yue (Chairman of the Audit Committee), Mr. Chung Wai Man and Mr. Ning Rui.

The Audit Committee has reviewed the Company’s unaudited interim report (containing the unaudited condensed consolidated interim financial statements) for the Period, including the accounting principles and practices adopted by the Group, and discussed with management regarding internal control and financial reporting matters.

By order of the Board

**Domaine Power Holdings Limited**

**Dr. So Shu Fai**

*Chairman and Executive Director*

Hong Kong, 30 November 2022

#### 審核委員會

本公司的審核委員會（「審核委員會」）由三名獨立非執行董事組成，即邱伯瑜先生（審核委員會主席）、鍾衛民先生及寧睿先生。

審核委員會已審閱本公司於本期間的未經審核中期報告（載有未經審核簡明綜合中期財務報表），包括本集團採納的會計原則及準則，並與管理層討論有關內部監控及財務報告事宜。

承董事會命

**域能控股有限公司**

**蘇樹輝博士**

*主席兼執行董事*

香港，2022年11月30日

