

中期報告 INTERIM REPORT  
2022/23

ARTA  
TechFin

裕承科金有限公司  
ARTA TECHFIN CORPORATION LIMITED  
(STOCK CODE 股份代號 : 0279)



ARTA  
TechFin

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## BOARD OF DIRECTORS

### Executive Directors

Mr. Lau Fu Wing, Eddie (*Chief Executive Officer*)

Ms. Li Chuchu, Tracy

Ms. Yeung Shuet Fan Pamela (*Chief Financial Officer*<sup>#</sup>)

### Non-executive Directors

Dr. Cheng Chi-Kong, Adrian *JP* (*Chairman*)

Mr. Han Kam Leung, Michael

### Independent Non-executive Directors

Ms. Ling Kit Sum Imma

Mr. Lo Chun Yu Toby

Dr. Tam Lai Fan Gloria

## AUDIT COMMITTEE

Mr. Han Kam Leung, Michael

Ms. Ling Kit Sum Imma\*

Dr. Tam Lai Fan Gloria

## REMUNERATION COMMITTEE

Mr. Lau Fu Wing, Eddie

Mr. Lo Chun Yu Toby

Dr. Tam Lai Fan Gloria\*

## NOMINATION COMMITTEE

Ms. Ling Kit Sum Imma\*

Dr. Tam Lai Fan Gloria

Ms. Yeung Shuet Fan Pamela

## COMPANY SECRETARY

Ms. Chau Yuen Ching Ruby

## 董事會

### 執行董事

劉富榮先生 (*行政總裁*)

李楚楚女士

楊雪芬女士 (*首席財務總監*<sup>#</sup>)

### 非執行董事

鄭志剛博士 *JP* (*主席*)

韓金樑先生

### 獨立非執行董事

凌潔心女士

盧震宇先生

譚麗芬醫生

## 審核委員會

韓金樑先生

凌潔心女士\*

譚麗芬醫生

## 薪酬委員會

劉富榮先生

盧震宇先生

譚麗芬醫生\*

## 提名委員會

凌潔心女士\*

譚麗芬醫生

楊雪芬女士

## 公司秘書

周宛澄女士

\* Chairman of the relevant Board Committee

# Appointed as the Chief Financial Officer with effect from 30 November 2022

\* 相關董事委員會之主席

# 自二零二二年十一月三十日起獲委任為首席財務總監

## AUDITOR

Crowe (HK) CPA Limited  
9/F Leighton Centre  
77 Leighton Road  
Causeway Bay, Hong Kong

## LEGAL COUNSELS

Hong Kong  
Reed Smith Richards Butler  
17th Floor, One Island East  
Taikoo Place  
18 Westlands Road  
Quarry Bay, Hong Kong

## Cayman Islands

Conyers Dill & Pearman  
29th Floor, One Exchange Square  
8 Connaught Place  
Central, Hong Kong

## PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

## REGISTERED OFFICE

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

## PRINCIPAL PLACE OF BUSINESS

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K11 ATELIER King's Road  
728 King's Road  
Quarry Bay, Hong Kong

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Secretaries Limited  
17/F., Far East Finance Centre  
16 Harcourt Road  
Hong Kong

## WEBSITE

<https://www.artatechfin.com>

## TRADING OF SHARES

The Stock Exchange of Hong Kong Limited  
(Stock Code: 279)

## 核數師

國富浩華(香港)會計師事務所有限公司  
香港銅鑼灣  
禮頓道77號  
禮頓中心9樓

## 法律顧問

香港  
禮德齊伯禮律師行  
香港鰂魚涌  
華蘭路18號  
太古坊  
港島東中心17樓

## 開曼群島

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香港中環  
康樂廣場8號  
交易廣場第一座29樓

## 主要往來銀行

香港上海滙豐銀行有限公司

## 註冊辦事處

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

## 主要營業地點

香港鰂魚涌  
英皇道728號  
K11 ATELIER King's Road  
9樓1-2室

## 香港股份過戶登記分處

卓佳秘書商務有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

## 網址

<https://www.artatechfin.com>

## 股份買賣

香港聯合交易所有限公司  
(股份代號: 279)



國富浩華（香港）會計師事務所有限公司  
Crowe (HK) CPA Limited

香港 銅鑼灣 禮頓道77號 禮頓中心9樓  
9/F Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

TO THE BOARD OF DIRECTORS OF  
ARTA TECHFIN CORPORATION LIMITED  
(Incorporated in the Cayman Islands with limited liability)

致  
裕承科金有限公司董事會  
(於開曼群島註冊成立之有限公司)

## INTRODUCTION

We have reviewed the interim financial information set out on pages 9 to 50, which comprises the condensed consolidated statement of financial position of Arta TechFin Corporation Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 September 2022 and the condensed consolidated statement of profit or loss, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 *Interim Financial Reporting* ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34.

Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## SCOPE OF REVIEW

Except as explained in the following paragraphs, we conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## 緒言

吾等已審閱第9至50頁所載的中期財務資料，當中包括裕承科金有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於二零二二年九月三十日的簡明綜合財務狀況報表，以及截至該日止六個月期間的簡明綜合損益表、簡明綜合全面收入報表、簡明綜合權益變動表及簡明綜合現金流量表，以及其他註釋。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製報告須符合當中的相關條文，以及由香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號*中期財務報告*（「香港會計準則第34號」）。貴公司董事負責根據香港會計準則第34號編製及呈報該等中期財務資料。

吾等的責任是根據吾等的審閱對本中期財務資料作出結論，並僅按照吾等已協定的聘用條款向閣下（作為整體）報告吾等的結論，除此之外不作其他用途。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。

## 審閱範圍

除以下段落所述者外，吾等已根據香港會計師公會頒佈之香港審閱準則第2410號*由實體的獨立核數師執行中期財務資料審閱*進行審閱。審閱中期財務資料包括主要向負責財務及會計事務之人員作出查詢，並進行分析及其他審閱程序。審閱範圍遠少於根據香港核數準則進行審核之範圍，故吾等不能保證吾等將知悉如在審核中可能發現之所有重大事項。因此，吾等不會發表審核意見。

## BASIS FOR QUALIFIED CONCLUSION

Comparability of the current period's figures and the corresponding figures for the period ended 30 September 2021 in the condensed consolidated statement of profit or loss, the condensed consolidated statement of comprehensive income and the condensed consolidated statement of changes in equity

### 1. Deconsolidation of subsidiaries

As a result of the resignation of certain senior management members of the Company and non-cooperation of the management of certain subsidiaries (the "Deconsolidated Subsidiaries"), the directors of the Company had been unable to obtain and gain access to the books and records and assets of the Deconsolidated Subsidiaries of the Company and had therefore resolved that the Group no longer had the controlling power to govern the financial and operating policies of the Deconsolidated Subsidiaries so as to benefit from their activities. Accordingly, the Deconsolidated Subsidiaries were deconsolidated from the consolidated financial statements of the Group from 1 April 2019 onwards. Pursuant to the creditor's scheme under the Group's restructuring (the "Creditor's Scheme"), the Group has effectively disposed of its entire interests in the Deconsolidated Subsidiaries on 29 October 2021 ("date of Disposal").

During the six months ended 30 September 2021, the directors of the Company have been unable to provide us with a complete set of accounting books and records of the Deconsolidated Subsidiaries. We therefore previously disclaimed our review conclusion in respect of the Group's interim financial information for the six months ended 30 September 2021 due to limitations on the scope of work on the Group's conclusion of loss of control over the Deconsolidated Subsidiaries as we were unable to obtain sufficient information to satisfy ourselves as to whether the Group had lost its control over the Deconsolidated Subsidiaries since 1 April 2019 and other scope limitations, and we were therefore unable to determine whether any adjustments were necessary to be made to the accumulated losses as at 1 April 2021 and the results of operations for the period ended 30 September 2021 that might have a significant effect on the state of the Group's affairs as at 30 September 2021 and on its loss for the period ended 30 September 2021.

## 保留結論之基準

於簡明綜合損益表、簡明綜合全面收入報表及簡明綜合權益變動表中的本期間數字與截至二零二一年九月三十日止期間的相應數字的可比性

### 1. 取消綜合入賬附屬公司

由於貴公司若干高級管理層成員辭任及若干附屬公司（「取消綜合入賬附屬公司」）的管理層並不合作，貴公司董事無法獲得及查閱貴公司之取消綜合入賬附屬公司的賬簿及記錄以及資產，因而議決貴集團不再擁有控制權力規管取消綜合入賬附屬公司的財務及經營政策以從其活動中受益。因此，取消綜合入賬附屬公司已自二零一九年四月一日起取消綜合計入貴集團之綜合財務報表。根據貴集團重組項下之債權人計劃（「債權人計劃」），貴集團已於二零二一年十月二十九日（「出售日期」）實際出售其於取消綜合入賬附屬公司之全部權益。

截至二零二一年九月三十日止六個月，貴公司董事無法向吾等提供取消綜合入賬附屬公司完整的會計賬簿及記錄。由於對貴集團失去取消綜合入賬附屬公司之控制權結論之工作範圍的局限性（原因為吾等無法獲得充足資料以令吾等信納貴集團自二零一九年四月一日起失去其對取消綜合入賬附屬公司的控制權）及其他範圍限制，故吾等先前不就貴集團於截至二零二一年九月三十日止六個月之中期財務資料發表審閱結論，因此，吾等無法確定查實是否需要對於二零二一年四月一日之累計虧損以及截至二零二一年九月三十日止期間之經營業績作出任何可能對貴集團於二零二一年九月三十日之事務狀況以及對其於截至二零二一年九月三十日止期間之虧損產生重大影響之調整。



**BASIS FOR QUALIFIED CONCLUSION** *(Continued)***2. Investments in associates**

The Group held a number of associates which were accounted for using the equity method of accounting. Pursuant to the Creditor's Scheme, the Group has effectively disposed of its entire interests in the associates on the date of Disposal.

During the six months ended 30 September 2021, there was no sufficient financial information of the associates available because the management of the associates refused to provide such required financial information to the Group. Based on the assessment of the directors of the Company, the Group had fully impaired its investments in associates of HK\$341,674,000 during the year ended 31 March 2020. As (i) it was not practicable for a review to be performed by us on the associates due to insufficient financial information and the non-cooperation of the associates' management; (ii) the audited result of the associates for the year ended 31 March 2021 have not been made available to us as at the date of our report on the Group's interim financial information for the six months ended 30 September 2021; (iii) the directors of the Company were unable to provide us with adequate information in support of the impairment assessment of investments in associates, together with the basis and rationale of recognising the impairment loss of investments in associates of HK\$341,674,000 for the year ended 31 March 2020 and their basis for assessing the carrying amounts of the investments in associates as at 30 September 2021; and (iv) the directors of the Company were also unable to provide us with adequate information in support of the Group's significant influence power over an associate, FreeOpt Holdings Limited, which the Group's shareholding interest in FreeOpt Holdings Limited was diluted to 17.61% during the year ended 31 March 2021, we were therefore unable to obtain sufficient information in relation to (i) the amount of the Group's share of losses and other comprehensive income relating to investments in associates recognised in profit or loss and other comprehensive income for the period ended 30 September 2021; (ii) the estimate of the carrying value of the Group's investments in associates as at 30 September 2021; (iii) the accumulated losses of the Group as at 1 April 2021 resulted from the impairment loss of investments in associates of HK\$341,674,000 included in the consolidated statement of profit or loss of the Group for the year ended 31 March 2020 was free from material misstatement; and (iv) whether the investment in FreeOpt Holdings Limited had been properly accounted for, classified, presented and disclosed in the condensed consolidated financial statements as at and for the period ended 30 September 2021.

**保留結論之基準 (續)****2. 於聯營公司之投資**

貴集團持有多家聯營公司，採用會計權益法入賬。根據債權人計劃，貴集團於出售日期已實際出售其於聯營公司的全部權益。

於截至二零二一年九月三十日止六個月，無法獲得聯營公司之充足財務資料，原因為該等聯營公司之管理層拒絕向貴集團提供所要求之財務資料。根據貴公司董事之評估，貴集團於截至二零二零年三月三十一日止年度已就其於聯營公司之投資悉數計提減值港幣341,674,000元。(i)由於財務資料不足以及聯營公司之管理層不合作，吾等對聯營公司進行審閱屬並不切實際；(ii)於吾等有關貴集團截至二零二一年九月三十日止六個月之中期財務資料之報告日期，並未向吾等提供聯營公司於截至二零二一年三月三十一日止年度之經審核業績；(iii)貴公司董事無法向吾等提供充足資料支持於聯營公司之投資之減值評估，以及於截至二零二零年三月三十一日止年度確認於聯營公司之投資之減值虧損港幣341,674,000元的基準及理由以及於二零二一年九月三十日評估於聯營公司投資之賬面值之基準；及(iv)貴公司董事亦無法向吾等提供充足資料，以證明貴集團對聯營公司FreeOpt Holdings Limited之重大影響力，而截至二零二一年三月三十一日止年度，貴集團於FreeOpt Holdings Limited之股權已攤薄至17.61%，故吾等無法獲得與以下有關之充足資料：(i)於截至二零二一年九月三十日止期間之損益及其他全面收入確認貴集團分佔於聯營公司之投資有關之虧損及其他全面收入金額；(ii)估計於二零二一年九月三十日貴集團於聯營公司之投資之賬面值；(iii)計入貴集團截至二零二零年三月三十一日止年度之綜合損益表內於聯營公司投資之減值虧損港幣341,674,000元產生之貴集團於二零二一年四月一日之累計虧損並無重大錯誤陳述；及(iv)於FreeOpt Holdings Limited之投資在於二零二一年九月三十日及截至二零二一年九月三十日止期間之簡明綜合財務報表內是否已正確列賬、分類、呈列及披露。

## BASIS FOR QUALIFIED CONCLUSION (Continued)

### 3. Investment in an unlisted equity investment

The Group held a financial asset classified as at fair value through other comprehensive income (non-recycling) with respect to 15.20% equity interest in an investment holding company ("Entity A") as at 30 September 2021 ("FVOCI in Entity A"). A fair value loss of HK\$841,762,000 has been recognised in the consolidated statement of comprehensive income during the year ended 31 March 2020 for such FVOCI in Entity A. Management assessed there was no change in the fair value of FVOCI in Entity A during the period ended 30 September 2021. Pursuant to the Creditor's Scheme, the Group has effectively disposed of its entire interests in Entity A on the date of Disposal.

In assessing the fair value of FVOCI in Entity A as at 30 September 2021, the directors of the Company adopted the net assets value approach based on Entity A's unaudited management accounts for the year ended 31 March 2020 and adjusted for the factors they considered might affect its fair value to estimate its fair value. The Group, however, was unable to obtain sufficient financial information of Entity A as at and for the period ended 30 September 2021 because of the non-cooperation of the management of Entity A. The directors of the Company considered that the basis applied in the fair value assessment of the FVOCI in Entity A represents their best estimate. We were unable to obtain sufficient information we considered necessary to assess the appropriateness of the basis of valuation of the FVOCI in Entity A as at 30 September 2021 adopted by the directors of the Company, including access to the management of Entity A to assess the appropriateness and accuracy of the financial information, and to obtain the latest audited financial information of Entity A and reliable information to support the adjustments made to the net assets value of Entity A. We therefore disclaimed our review conclusion in respect of the Group's interim financial information for the six months ended 30 September 2021. There were no other satisfactory procedures that we could perform to determine whether any adjustments to the carrying amount of the FVOCI in Entity A as at 30 September 2021 and the related fair value change were necessary.

Because of the possible effects of the above matters on the comparability of the current period's figures and the corresponding figures for the six months ended 30 September 2021 in the condensed consolidated statement of profit or loss, the condensed consolidated statement of comprehensive income and the condensed consolidated statement of changes in equity, our review conclusion on the interim financial information for the six months ended 30 September 2022 is therefore qualified.

## 保留結論之基準 (續)

### 3. 於非上市股權投資之投資

於二零二一年九月三十日，貴集團就於一間投資控股公司（「實體A」）之15.20%股本權益持有分類為透過其他全面收入以公平值列賬之金融資產（不回收）（「於實體A透過其他全面收入以公平值列賬」）。就該等於實體A透過其他全面收入以公平值列賬已於截至二零二零年三月三十一日止年度之綜合全面收入表內確認公平值虧損港幣841,762,000元。管理層評估於截至二零二一年九月三十日止期間於實體A透過其他全面收入以公平值列賬之公平值並無變動。根據債權人計劃，貴集團已於出售日期實際出售其於實體A之全部權益。

評估於二零二一年九月三十日於實體A透過其他全面收入以公平值列賬之公平值時，貴公司董事根據實體A於截至二零二零年三月三十一日止年度之未經審核管理賬目採納資產淨值法估計其公平值，並已就彼等認為可能影響公平值之因素作出調整。然而，貴集團無法獲得實體A於二零二一年九月三十日及截至二零二一年九月三十日止期間之充足財務資料，原因為實體A之管理層不合作。貴公司董事認為，於實體A透過其他全面收入以公平值列賬之公平值估值所用基準代表彼等的最佳估計。吾等無法獲得吾等認為評估貴公司董事所採納之於二零二一年九月三十日於實體A透過其他全面收入以公平值列賬之估值基準之適當性屬必要之充足資料，包括聯繫實體A之管理層評估財務資料之適當性及準確性，以及獲得實體A之最近期經審核財務資料及可靠資料以支持對實體A之資產淨值作出調整。因此，吾等已不就貴集團截至二零二一年九月三十日止六個月之中期財務資料發表審閱結論。吾等無法執行其他令人滿意之程序以釐定是否有必要就於二零二一年九月三十日於實體A透過其他全面收入以公平值列賬之賬面值作出任何調整。

由於上述事宜可能對簡明綜合損益表、簡明綜合全面收入報表及簡明綜合權益變動表中的本期間數字與截至二零二一年九月三十日止六個月的相應數字的可比性產生影響，故吾等對截至二零二二年九月三十日止六個月的中期財務資料作出保留審閱結論。

## QUALIFIED CONCLUSION

Based on our review, except for the possible effects on the comparability of the current period's figures and the corresponding figures of the matter described in the Basis for Qualified Conclusion section of our report, nothing has come to our attention that causes us to believe that the interim financial information of the Group is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 *Interim Financial Reporting*.

### Crowe (HK) CPA Limited

*Certified Public Accountants*

Hong Kong, 30 November 2022

Chan Wai Dune, Charles

Practising Certificate Number P00712

## 保留結論

根據吾等審閱，除吾等報告中「保留結論之基準」一節所述有關本期間數字與相應數字的可比性事項可能產生的影響外，吾等並無發現任何事宜，令吾等相信貴集團之中期財務資料並未於所有重大方面根據香港會計準則第34號*中期財務報告編製*。

### 國富浩華(香港)會計師事務所有限公司

執業會計師

香港，二零二二年十一月三十日

陳維端

執業證書編號P00712

簡明綜合損益表

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		For the six months ended 30 September 截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
	Notes 附註		
<b>REVENUE</b>	<b>收益</b>	<b>9,215</b>	<b>29,726</b>
Cost of sales	銷售成本	<u>(2,441)</u>	<u>(9,043)</u>
<b>Gross profit</b>	<b>毛利</b>	<b>6,774</b>	<b>20,683</b>
Other income and gains	其他收入及收益	5 1,243	5,345
Fair value gains/(losses) on investments at fair value through profit or loss, net	透過損益以公平值列賬之投資之公平值收益/(虧損)淨額	218	(288)
General and administrative expenses	一般及行政開支	(45,418)	(41,389)
Reversal of provision for impairment loss of accounts receivable, net	應收賬款之減值虧損撥備撥回淨額	16 26	551
Other expenses, net	其他開支淨額	-	(14,043)
Finance costs	融資成本	6 (1,008)	(329,336)
<b>LOSS BEFORE TAX</b>	<b>除稅前虧損</b>	<b>(38,165)</b>	<b>(358,477)</b>
Income tax expense	所得稅開支	8 -	(7,088)
<b>LOSS FOR THE PERIOD</b>	<b>本期間虧損</b>	<b>(38,165)</b>	<b>(365,565)</b>
Attributable to:	下列人士應佔:		
Shareholders of the Company	本公司股東	(38,170)	(365,565)
Non-controlling interests	非控股權益	5	-
		<u>(38,165)</u>	<u>(365,565)</u>
<b>LOSS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY</b>	<b>本公司股東應佔每股虧損</b>		
Basic and diluted	基本及攤薄	9	(港幣 HK0.20 cents 仙) (港幣 HK19.57 cents 仙)

The accompanying notes form an integral part of these condensed consolidated financial statements.

隨附附註構成該等簡明綜合財務報表的一部分。

簡明綜合全面收入報表

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		For the six months ended 30 September 截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
<b>LOSS FOR THE PERIOD</b>	<b>本期間虧損</b>	<b>(38,165)</b>	<b>(365,565)</b>
<b>OTHER COMPREHENSIVE INCOME</b>	<b>其他全面收入</b>		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:	將於隨後期間重新分類至損益之其他全面收入：		
Exchange difference on translation of foreign operations	換算境外業務產生之匯兌差額	-	119
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:	不會於隨後期間重新分類至損益之其他全面收入：		
Equity investments at fair value through other comprehensive income - net movement in investment revaluation reserve (non-recycling)	透過其他全面收入以公平值列賬之股權投資 - 投資重估儲備變動淨額 (不回收)	-	23,787
<b>OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>	<b>本期間其他全面收入 (除稅後)</b>	<b>-</b>	<b>23,906</b>
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>本期間全面虧損總額</b>	<b>(38,165)</b>	<b>(341,659)</b>
Attributable to:	下列人士應佔：		
Shareholders of the Company	本公司股東	(38,170)	(341,659)
Non-controlling interests	非控股權益	5	-
		<b>(38,165)</b>	<b>(341,659)</b>

The accompanying notes form an integral part of these condensed consolidated financial statements.

隨附附註構成該等簡明綜合財務報表的一部分。

簡明綜合財務狀況報表

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2022 於二零二二年九月三十日

			30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
		Notes 附註		
<b>NON-CURRENT ASSETS</b>				
	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	11,530	7,769
Goodwill	商譽	13	1,505	1,505
Intangible assets	無形資產		17,145	17,145
Prepayments and deposits	預付款項及按金		4,447	5,627
Fair value through profit or loss instrument	按公平值計入損益之工具	14	1,945	1,945
			<u>36,572</u>	<u>33,991</u>
Total non-current assets	非流動資產總值			
<b>CURRENT ASSETS</b>				
	<b>流動資產</b>			
Loan receivable	應收貸款	15	5,850	-
Accounts receivable	應收賬款	16	13,336	21,524
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		9,416	7,955
Investments at fair value through profit or loss	透過損益以公平值列賬之投資	17	-	1,356
Cash and bank balances	現金及銀行結餘	18	50,537	68,452
			<u>79,139</u>	<u>99,287</u>
Total current assets	流動資產總值			
<b>CURRENT LIABILITIES</b>				
	<b>流動負債</b>			
Accounts payable	應付賬款	19	2,113	6,616
Other payables and accruals	其他應付款項及應計費用	20	9,086	12,193
Borrowings	借貸	21	30,000	40,000
Lease liabilities	租賃負債		4,272	4,607
Tax payable	應付稅項		1	1
			<u>45,472</u>	<u>63,417</u>
Total current liabilities	流動負債總值			
<b>Net current assets</b>	<b>流動資產淨值</b>		<u>33,667</u>	<u>35,870</u>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<u>70,239</u>	<u>69,861</u>

簡明綜合財務狀況報表

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2022 於二零二二年九月三十日

			30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
		Notes 附註		
<b>NON-CURRENT LIABILITIES</b>				
	<b>非流動負債</b>			
Borrowings	借貸	21	40,000	-
Lease liabilities	租賃負債		1,162	2,619
Deferred tax liability	遞延稅項負債		2,561	2,561
			<u>43,723</u>	<u>5,180</u>
Total non-current liabilities	非流動負債總值			
			<u>43,723</u>	<u>5,180</u>
<b>Net assets</b>	<b>資產淨值</b>		<u>26,516</u>	<u>64,681</u>
<b>EQUITY</b>				
	<b>權益</b>			
<b>Equity attributable to shareholders of the Company</b>	<b>本公司股東應佔權益</b>			
Issued capital	已發行股本	22	186,818	186,818
Reserves	儲備		(160,302)	(122,132)
			<u>26,516</u>	<u>64,686</u>
<b>Non-controlling interests</b>	<b>非控股權益</b>		<u>-</u>	<u>(5)</u>
<b>Total equity</b>	<b>權益總值</b>		<u>26,516</u>	<u>64,681</u>

The accompanying notes form an integral part of these condensed consolidated financial statements.

隨附附註構成該等簡明綜合財務報表的一部分。

簡明綜合權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		Attributable to shareholders of the Company 本公司股東應佔					
		Issued capital 已發行股本 (Unaudited) (未經審核) HK\$'000 港幣千元	Share premium account 股份溢價賬 (Unaudited) (未經審核) HK\$'000 港幣千元	Accumulated losses 累計虧損 (Unaudited) (未經審核) HK\$'000 港幣千元	Total 總額 (Unaudited) (未經審核) HK\$'000 港幣千元	Non-controlling interests 非控股權益 (Unaudited) (未經審核) HK\$'000 港幣千元	Total equity 權益總值 (Unaudited) (未經審核) HK\$'000 港幣千元
At 1 April 2022	於二零二二年四月一日	186,818	73,039	(195,171)	64,686	(5)	64,681
Loss and total comprehensive loss for the period	本期間虧損及全面虧損總額	-	-	(38,170)	(38,170)	5	(38,165)
At 30 September 2022	於二零二二年九月三十日	186,818	73,039	(233,341)	26,516	-	26,516

		Attributable to shareholders of the Company 本公司股東應佔										
		Issued capital (Unaudited) (未經審核) HK\$'000 港幣千元	Capital redemption reserve 資本贖回儲備 (Unaudited) (未經審核) HK\$'000 港幣千元	Distributable reserve 可供分派儲備 (Unaudited) (未經審核) HK\$'000 港幣千元	Special reserve 特別儲備 (Unaudited) (未經審核) HK\$'000 港幣千元	Statutory reserve 法定儲備 (Unaudited) (未經審核) HK\$'000 港幣千元	Investment revaluation reserve (non-recycling) 投資重估儲備 (不回收) (Unaudited) (未經審核) HK\$'000 港幣千元	Exchange fluctuation reserve 外匯波動儲備 (Unaudited) (未經審核) HK\$'000 港幣千元	Accumulated losses 累計虧損 (Unaudited) (未經審核) HK\$'000 港幣千元	Total 總額 (Unaudited) (未經審核) HK\$'000 港幣千元	Non-controlling interests 非控股權益 (Unaudited) (未經審核) HK\$'000 港幣千元	Net deficit 虧絀淨額 (Unaudited) (未經審核) HK\$'000 港幣千元
At 1 April 2021	於二零二一年四月一日	18,682	485	(187,195)	35,131	787	(511,534)	(5,207)	(2,325,970)	(2,974,821)	(2)	(2,974,823)
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(365,565)	(365,565)	-	(365,565)
Other comprehensive income for the period:	本期間其他全面收入：											
Exchange difference on translation of foreign operations	換算境外業務產生之匯兌差額	-	-	-	-	-	-	119	-	119	-	119
Equity investments at fair value through other comprehensive income - net movement in investment revaluation reserve (non-recycling)	透過其他全面收入以公平值列賬之股權投資 - 投資重估儲備變動淨額 (不回收)	-	-	-	-	-	23,787	-	-	23,787	-	23,787
Total comprehensive income/(loss) for the period	本期間全面收入/(虧損) 總額	-	-	-	-	-	23,787	119	(365,565)	(341,659)	-	(341,659)
At 30 September 2021	於二零二一年九月三十日	18,682	485	(187,195)	35,131	787	(487,747)	(5,088)	(2,691,535)	(3,316,480)	(2)	(3,316,482)

The accompanying notes form an integral part of these condensed consolidated financial statements.

隨附附註構成該等簡明綜合財務報表之一部分。



簡明綜合現金流量表

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 港幣千元
	Note 附註		
<b>Cash (used in)/generated from operations</b>	<b>營運(所用) / 產生之現金</b>	<b>(40,599)</b>	<b>142,280</b>
Interest received	已收利息	348	2,420
Interest paid	已付利息	(592)	(1,313)
<b>Net cash flows (used in)/generated from operating activities</b>	<b>營運活動所(動用) / 產生之現金流量淨額</b>	<b>(40,843)</b>	<b>143,387</b>
<b>CASH FLOWS FROM INVESTING ACTIVITY</b>	<b>投資活動所產生之現金流量</b>		
Additions to property, plant and equipment	添置物業、廠房及設備	(4,909)	(32)
<b>Net cash flows used in investing activity</b>	<b>投資活動所動用之現金流量淨額</b>	<b>(4,909)</b>	<b>(32)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所產生之現金流量</b>		
Payments of lease rentals	租金付款	(2,163)	(1,371)
Drawdown of bank and other borrowings	提取銀行及其他借貸	30,000	2,767,931
Repayment of other borrowings	償還其他借貸	-	(2,871,777)
<b>Net cash flows from/(used in) financing activities</b>	<b>融資活動所產生 / (動用)之現金流量淨額</b>	<b>27,837</b>	<b>(105,217)</b>
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物(減少) / 增加淨額</b>	<b>(17,915)</b>	<b>38,138</b>
Effect of foreign exchange rate changes, net	匯率波動之影響淨額	-	217
Cash and cash equivalents at beginning of period	期初之現金及現金等值物	66,952	399,039
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期末之現金及現金等值物</b>	<b>49,037</b>	<b>437,394</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物之結餘分析</b>		
Cash at bank and on hand	銀行結餘及現金	18 49,037	437,394

The accompanying notes form an integral part of these condensed consolidated financial statements.

隨附附註構成該等簡明綜合財務報表之一部分。

## 1. CORPORATE AND GROUP INFORMATION

Arta TechFin Corporation Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands. The principal place of business of the Company is located at Units 1-2, Level 9, K11 ATELIER King’s Road, 728 King’s Road, Quarry Bay, Hong Kong. The Company’s shares (the “Shares”) are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

During the period, the Company and its subsidiaries (collectively, referred to as the “Group”) were principally engaged in the financial services sector, including (a) global markets business (comprising securities and futures brokerage businesses, corporate and securities advisory, placing, underwriting and margin financing businesses), (b) investment advisory and asset management, and (c) the provision of insurance brokerage and financial planning services.

The immediate holding company of the Company is Radiant Alliance Limited, a company incorporated in the British Virgin Islands (the “BVI”), which is wholly-owned by Divine Artemis Limited, a company incorporated in the BVI as the ultimate holding company of the Company. Dr. Cheng Chi-Kong, Adrian JP wholly owns Divine Artemis Limited as the ultimate controlling party of the Group.

## 2. BASIS OF PREPARATION

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

The condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 March 2022.

The accounting policies adopted in the preparation of the condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2022, except for the accounting policy changes that are expected to be reflected in the annual consolidated financial statements for the year ended 31 March 2023. Details of any changes in accounting policies are set out in note 3.

## 1. 公司及集團資料

裕承科金有限公司（「本公司」）為一間於開曼群島註冊成立之有限公司。本公司之主要營業地點位於香港鰂魚涌英皇道728號K11 ATELIER King’s Road 9樓1-2室。本公司股份（「股份」）在香港聯合交易所有限公司（「聯交所」）主板上市。

期內，本公司及其附屬公司（統稱「本集團」）主要從事金融服務業，包括(a)全球市場業務（包括證券及期貨經紀業務、企業及證券顧問、配售、包銷及孖展融資業務），(b)投資顧問及資產管理，及(c)提供保險經紀及理財策劃服務。

本公司之直接控股公司為Radiant Alliance Limited，其為一間於英屬處女群島（「英屬處女群島」）註冊成立之公司，及由Divine Artemis Limited全資擁有，其為一間於英屬處女群島註冊成立之公司，為本公司之最終控股公司。鄭志剛博士JP作為本集團之最終控制方，全資擁有Divine Artemis Limited。

## 2. 編製基準

本簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「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」）之適用披露規定編製。

簡明綜合財務報表並不包括須於年度綜合財務報表載列之所有資料及披露，並應與本集團截至二零二二年三月三十一日止年度之年度綜合財務報表一併閱讀。

編製簡明綜合財務報表時所採用之會計政策與編製本集團截至二零二二年三月三十一日止年度之年度綜合財務報表所採用者一致，惟預期於截至二零二三年三月三十一日止年度之年度綜合財務報表中反映的會計政策變動除外。會計政策任何變動的詳情載列於附註3。

**2. BASIS OF PREPARATION (Continued)**

The condensed consolidated financial statements for the six months ended 30 September 2022 have been reviewed by the Company's Audit Committee and those charged with governance, and have not been audited, but have been reviewed by the Company's external auditor, Crowe (HK) CPA Limited in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA.

**Completion of the restructuring of the Group and resumption of trading in Shares**

References are made to the circular of the Company dated 26 May 2021 (the "Whitewash Circular") and the announcement of the Company dated 29 October 2021. Unless otherwise stated, capitalised terms used in this report shall have the same meanings as those defined in the Whitewash Circular and the announcement.

On the application of the Provisional Liquidators, the High Court ordered on 4 October 2021 the dismissal of Petition and the discharge of the Provisional Liquidators on 1 November 2021, with liberty for the petitioner or the Provisional Liquidators to apply for the adjournment of the Petition. On 1 November 2021, the Company fulfilled all the resumption conditions to the satisfaction of the Stock Exchange and the Petition had been dismissed and the Provisional Liquidators had been discharged. Trading in the Shares on the Stock Exchange resumed with effect from 9:00 a.m. on 1 November 2021 and all trading restrictions imposed by the Stock Exchange and the Securities and Futures Commission of Hong Kong had been lifted.

**Restructuring of the Group**

ListCo Schemes became effective on the same day that the Provisional Liquidators (i) filed a copy of the order of the Grand Court sanctioning the Cayman Islands ListCo Scheme with the Cayman Islands Registrar of Companies on 28 October 2021; and (ii) delivered a copy of the order of the High Court sanctioning the Hong Kong ListCo Scheme to the Registrar of Companies in Hong Kong on 1 November 2021. As a result, with effect from 1 November 2021, the Group no longer had any interest in the Excluded Subsidiaries which had all been transferred to the ListCo Schemes SchemeCo under the Restructuring.

Completion of the Subscription, the First Loan Conversion, the Placing Down and the issue of the Scheme Shares all took place on 29 October 2021 and the Company issued to (i) the Investor, the First Loan Conversion Shares and the Subscription Shares (other than the Placing Shares); (ii) the ListCo Schemes SchemeCo, the Scheme Shares for the benefit of the ListCo Schemes Creditors; and (iii) the Placees, the Placing Shares as directed by the Investor.

**2. 編製基準 (續)**

截至二零二二年九月三十日止六個月的簡明綜合財務報表已由本公司審核委員會及負責管治人員審閱，且並未審核，但已由本公司外部核數師國富浩華（香港）會計師事務所有限公司根據香港會計師公會頒佈的香港審閱工作準則第2410號由實體的獨立核數師執行中期財務資料審閱進行審閱。

**本集團重組完成及股份恢復買賣**

茲提述本公司日期為二零二一年五月二十六日之通函（「清洗通函」）及本公司日期為二零二一年十月二十九日之公告。除另有所指外，本報告所用之詞彙具有清洗通函及該公告內所界定之相同涵義。

應臨時清盤人申請，高等法院於二零二一年十月四日頒令駁回呈請，並於二零二一年十一月一日頒令解除臨時清盤人職務，而呈請人或臨時清盤人可自由申請押後呈請。於二零二一年十一月一日，本公司按聯交所信納方式已達成所有復牌條件，並且呈請已駁回及臨時清盤人獲解除。股份已於二零二一年十一月一日上午九時正起於聯交所恢復買賣，且聯交所及香港證券及期貨事務監察委員會施加之所有交易限制均已解除。

**本集團重組**

上市公司計劃已於同日生效，臨時清盤人(i)已於二零二一年十月二十八日向開曼群島公司註冊處處長遞交大法院批准開曼群島上市公司計劃之命令副本；(ii)已於二零二一年十一月一日將高等法院批准香港上市公司計劃之命令副本送達香港公司註冊處處長。因此，自二零二一年十一月一日起，本集團不再於已根據重組全部轉讓予上市公司計劃之計劃公司之除外附屬公司中擁有任何權益。

認購事項、第一筆貸款換股、配售減持及發行計劃股份均已於二零二一年十月二十九日完成，及本公司(i)向投資者發行第一筆貸款換股股份及認購股份（配售股份除外）；(ii)為上市公司計劃債權人利益向上市公司計劃之計劃公司發行計劃股份；及(iii)按投資者指示向承配人發行配售股份。

## 2. BASIS OF PREPARATION (Continued)

### Restructuring of the Group (Continued)

On 1 November 2021, the Company had completed the Restructuring of indebtedness of the Group which included, among others, the Subscription, the First Loan Conversion and the ListCo Schemes becoming effective and certain indebtedness of the Group had been relieved.

### The Second Loan Agreement

On 10 September 2020, the Company (as borrower), the Provisional Liquidators and the Investor (as lender) entered into the Second Loan Agreement, pursuant to which the Investor shall make available to the Company interest-free and unsecured loans of up to HK\$40 million in aggregate. The Investor may, within the Conversion Period, convert the Second Loan into the Second Loan Conversion Shares which, together with the First Loan Conversion Shares and the Subscription Shares, shall represent approximately 75% of the enlarged issued share capital of the Company upon completion of the First Loan Conversion, the Subscription, the issue of the Scheme Shares, the Placing Down and the Second Loan Conversion. Upon completion of the Second Loan Conversion, all outstanding liabilities of the Company under the Second Loan Agreement shall be deemed fully paid and settled and no longer outstanding.

As at 30 September 2022, the Company had drawn down Second Loan of HK\$40 million from the Investor. No Second Loan has been converted into the Second Loan Conversion Shares.

## 3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by HKICPA, which are mandatorily effective for their reporting period on or after 1 April 2022:

Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

## 2. 編製基準 (續)

### 本集團重組 (續)

於二零二一年十一月一日，本公司已完成本集團之債務重組，其中（其中包括）認購事項、第一筆貸款轉換以及上市公司計劃已生效，以及本集團之若干債務已減免。

### 第二份貸款協議

於二零二零年九月十日，本公司（作為借方）、臨時清盤人及投資者（作為貸方）訂立第二份貸款協議，據此投資者將向本公司提供免息及無抵押貸款合共最多港幣40,000,000元。投資者可於轉換期內將第二筆貸款轉換為第二筆貸款換股股份，該等股份連同第一筆貸款換股股份及認購股份將相當於完成第一筆貸款轉換、認購事項、發行計劃股份、配售減持及第二筆貸款轉換後本公司經擴大已發行股本之約75%。於完成第二筆貸款轉換後，本公司於第二份貸款協議項下之所有未償還負債將視為已悉數償還及結算且不再欠付。

於二零二二年九月三十日，本公司已自投資者提取第二筆貸款港幣40,000,000元。概無第二筆貸款已轉換為第二筆貸款換股股份。

## 3. 會計政策及披露之變動

本集團已首次應用下列由香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）修訂，其於二零二二年四月一日或之後開始之報告期強制生效：

香港會計準則 第16號之修訂	物業、廠房及設備 - 擬定用途前所得 款項
香港會計準則 第37號之修訂	有償合約 - 履行合約 之成本
香港財務報告準則 第3號之修訂	引用概念框架
香港財務報告準則 之修訂	香港財務報告準則 二零一八年至 二零二零年週期 之年度改進

### 3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

The application of the above amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 4. OPERATING SEGMENT INFORMATION

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

- (a) global markets business segment composes of brokerage operations including (i) securities and futures brokerage and margin financing operations; (ii) placing, in both equity capital market and debt capital market, and underwriting; and (iii) provision of advisory service for private structured finance transactions and mergers and acquisitions;
- (b) asset management business segment offers traditional asset management products and services, including investment advisory services, portfolio management services and transaction execution services, to professional and institutional investors; and
- (c) insurance brokerage business segment engages in insurance brokerage business and the provision of wealth management planning and related services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted loss before tax. The adjusted loss before tax is measured consistently with the Group's loss before tax except that bank and other interest income (excluding interest income from the provision of margin financing), finance costs as well as head office and corporate expenses are excluded from such measurement.

### 3. 會計政策及披露之變動 (續)

於本期間應用上述香港財務報告準則之修訂對本集團於本期間及過往期間之財務狀況及表現及／或該等簡明綜合財務報表所載披露並無重大影響。本集團並無應用任何於本會計期間尚未生效之新準則或詮釋。

### 4. 經營分類資料

本集團將業務單位按其服務劃分，以方便管理，並有下列可報告經營分類：

- (a) 全球市場業務分類包括經紀業務，包含(i)證券及期貨經紀以及孖展融資業務；(ii)配售（於股權資本市場及債務資本市場）以及包銷；及(iii)為私募結構性融資交易以及併購提供顧問服務；
- (b) 資產管理業務分類向專業及機構投資者提供傳統資產管理產品及服務，包括投資顧問服務、投資組合管理服務及交易執行服務；及
- (c) 保險經紀業務分類從事保險經紀業務及提供理財規劃及相關服務。

管理層在作出資源分配及表現評估之決策時會獨立監察本集團經營分類之業績。分類表現會按照可報告分類溢利／（虧損）評估，而可報告分類溢利／（虧損）乃用作計量經調整除稅前虧損。經調整除稅前虧損之計量方式與本集團除稅前虧損一致，惟有關計量會剔除銀行及其他利息收入（不包括提供孖展融資之利息收入）、融資成本以及總辦事處與公司開支。

#### 4. OPERATING SEGMENT INFORMATION

(Continued)

Intersegment transactions are made with reference to the prices used for services made to independent third parties at the then prevailing market prices.

No analysis of the Group's assets and liabilities by operating segments was provided to the management for review during the six months ended 30 September 2022 and 2021 for the purposes of resources allocation and performance assessment.

Based on the location of the customers at which the services were rendered, all of the Group's revenue are derived from customers located in Hong Kong. As at 30 September 2022 and 31 March 2022, substantially all of the non-current assets of the Group were located in Hong Kong.

For the six months ended 30 September 2022

#### 4. 經營分類資料 (續)

分類間交易乃參照按當前市場價格向獨立第三方提供服務所用之價格而作出。

截至二零二二年及二零二一年九月三十日止六個月並無就資源分配及表現評估向管理層提供本集團按經營分類劃分的資產及負債分析，以供其審閱。

根據客戶提供服務的地點，本集團所有收入均來自位於香港的客戶。於二零二二年九月三十日及二零二二年三月三十一日，本集團的絕大部分非流動資產均位於香港。

截至二零二二年九月三十日止六個月

		Global markets business 全球市場業務 (Unaudited) (未經審核) HK\$'000 港幣千元	Asset management business 資產管理業務 (Unaudited) (未經審核) HK\$'000 港幣千元	Insurance brokerage business 保險經紀業務 (Unaudited) (未經審核) HK\$'000 港幣千元	Total 總額 (Unaudited) (未經審核) HK\$'000 港幣千元
<b>Segment revenue:</b>	<b>分類收益：</b>				
Sales to external customers	對外部客戶之銷售	6,968	167	2,080	9,215
Intersegment sales	分類間銷售	-	-	-	-
		6,968	167	2,080	9,215
<b>Reconciliation:</b>	<b>調整：</b>				
Elimination of intersegment sales	分類間銷售對銷				-
Total revenue	收益總額				9,215
<b>Segment results:</b>	<b>分類業績：</b>	(3,665)	2,298	320	(1,047)
<b>Reconciliation:</b>	<b>調整：</b>				
Bank interest income	銀行利息收入				5
Other interest income	其他利息收入				6
Corporate and other unallocated expenses	公司及其他未分配開支				(36,121)
Finance costs	融資成本				(1,008)
Loss before tax	除稅前虧損				(38,165)

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

#### 4. OPERATING SEGMENT INFORMATION

(Continued)

For the six months ended 30 September 2021

#### 4. 經營分類資料 (續)

截至二零二一年九月三十日止六個月

		Global markets business 全球市場業務 (Unaudited) (未經審核) HK\$'000 港幣千元	Asset management business 資產管理業務 (Unaudited) (未經審核) HK\$'000 港幣千元	Insurance brokerage business 保險經紀業務 (Unaudited) (未經審核) HK\$'000 港幣千元	Total 總額 (Unaudited) (未經審核) HK\$'000 港幣千元
<b>Segment revenue:</b>	<b>分類收益:</b>				
Sales to external customers	對外部客戶之銷售	23,729	3,063	2,934	29,726
Intersegment sales	分類間銷售	-	-	6	6
		23,729	3,063	2,940	29,732
<i>Reconciliation:</i>	<i>調整:</i>				
Elimination of intersegment sales	分類間銷售對銷				(6)
Total revenue	收益總額				29,726
<b>Segment results:</b>	<b>分類業績:</b>	(2,333)	(258)	647	(1,944)
<i>Reconciliation:</i>	<i>調整:</i>				
Bank interest income	銀行利息收入				23
Other interest income	其他利息收入				3
Corporate and other unallocated expenses	公司及其他未分配開支				(27,223)
Finance costs	融資成本				(329,336)
Loss before tax	除稅前虧損				(358,477)

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

**5. REVENUE, OTHER INCOME AND GAINS**

Revenue represents income from placing, underwriting and advisory services; income from insurance brokerage; income from marketing and management services; commission and brokerage income from securities and futures dealings; interest income on margin financing activities; income from asset management services; dividend income from investments at fair value through profit or loss; income from custodian business; and net losses from the sale of investments at fair value through profit or loss for the period.

An analysis of revenue, other income and gains is as follows:

**5. 收益、其他收入及收益**

收入指期內配售、包銷及諮詢服務收入；保險經紀收入；營銷及管理服務收入；證券及期貨買賣佣金及經紀收入；孖展融資活動之利息收入；資產管理服務收入；透過損益以公平值列賬之投資之股息收入；託管業務收入；及出售透過損益以公平值列賬之投資之虧損淨額。

收益、其他收入及收益之分析如下：

	For the six months ended 30 September 截至九月三十日止六個月	
	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 港幣千元
<b>Revenue</b>	<b>收益</b>	
Placing, underwriting and advisory fee income	配售、包銷及諮詢費收入	5,311 11,496
Insurance brokerage income	保險經紀收入	2,080 2,934
Marketing and management fee income	營銷及管理服務費收入	1,174 -
Commission and brokerage income from securities and futures dealings	證券及期貨買賣佣金及經紀收入	545 9,843
Interest income on margin financing activities	孖展融資活動之利息收入	337 2,394
Asset management fee income	資產管理費收入	167 3,063
Dividend income from investments at fair value through profit or loss	透過損益以公平值列賬之投資之股息收入	35 24
Custodian business fee income	託管業務費收入	2 -
Losses from the sale of investments at fair value through profit or loss, net (note a)	出售透過損益以公平值列賬之投資之虧損淨額（附註a）	(436) (28)
		<b>9,215 29,726</b>



For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

**5. REVENUE, OTHER INCOME AND GAINS (Continued)**

An analysis of revenue, other income and gains is as follows  
(Continued):

Other income and gains	其他收入及收益
Bank interest income	銀行利息收入
Other interest income	其他利息收入
Dividend handling charge and other surcharge	股息處理費及其他附加費
Foreign exchange differences, net	外匯差額淨額
Government grants (note b)	政府補助 (附註b)
Referral fee income	推薦費收入
Others	其他

Notes:

- (a) The gross proceeds from sale of investments at fair value through profit or loss for the reporting period were HK\$1,180,000 (six months ended 30 September 2021: HK\$724,000).
- (b) There are no unfulfilled conditions or contingencies relating to these grants.

**6. FINANCE COSTS**

Interests on borrowings	借貸之利息
Interest on lease liabilities	租賃負債之利息
Other finance costs	其他融資成本

**5. 收益、其他收入及收益 (續)**

收益、其他收入及收益之分析如下 (續):

For the six months ended 30 September 截至九月三十日止六個月	
2022 二零二二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 港幣千元
5	23
6	3
164	583
-	537
923	384
-	2,674
145	1,141
<b>1,243</b>	<b>5,345</b>

附註:

- (a) 報告期內出售透過損益以公平值列賬之投資所得款項總額約為港幣1,180,000元 (截至二零二一年九月三十日止六個月: 港幣724,000元)。
- (b) 就該等補助並無未達成之條件或或然事項。

**6. 融資成本**

For the six months ended 30 September 截至九月三十日止六個月	
2022 二零二二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 港幣千元
338	328,156
370	210
300	970
<b>1,008</b>	<b>329,336</b>

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

## 7. LOSS BEFORE TAX

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

## 7. 除稅前虧損

本集團之除稅前虧損已扣除/(計入)：

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 港幣千元
		Notes 附註	
Employee benefit expenses (excluding directors' remuneration):	僱員福利開支 (不包括董事酬金)：		
Salaries and allowances	薪金及津貼		21,775 19,300
Retirement benefit scheme contributions (defined contribution scheme)	退休福利計劃供款 (定額供款計劃)		489 504
			<u>22,264 19,804</u>
Depreciation of property, plant and equipment	物業、廠房及設備折舊	12	559 560
Depreciation of right-of-use assets	使用權資產折舊	12	2,408 1,332
Reversal of provision for impairment loss of accounts receivable, net	應收賬款之減值虧損撥備 撥回淨額	16	(26) (551)
Impairment loss of other receivables (note)	其他應收款項之減值虧損 (附註)		- 904
Loss on disposal of items of property, plant and equipment (note)	出售物業、廠房及設備項目之 虧損 (附註)		- 29
Loss on disposal of subsidiaries (note)	出售附屬公司之虧損 (附註)		- 178
Restructuring cost (note)	重組成本 (附註)		- 12,932

Note: These items are included in "Other expenses, net" in the condensed consolidated statement of profit or loss.

附註：該等項目計入簡明綜合損益表之「其他開支淨額」內。

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

**8. INCOME TAX EXPENSE**

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the BVI and the Cayman Islands, the Group is not subject to any income tax in the BVI and the Cayman Islands respectively.

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the six months ended 30 September 2022 and 2021.

Following the completion of the Restructuring on 1 November 2021, the Group had no operations in the People's Republic of China (the "PRC") and did not generate any assessable profits arising in the PRC. Under the law of the PRC on Enterprise Income Tax (the "EIT Law") and Interpretation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for the six months ended 30 September 2021. No provision for the PRC enterprise income tax had been made for the six months ended 30 September 2021 as the Group had no assessable profits arising in the PRC.

**8. 所得稅開支**

本集團須按實體就產生自或源自本集團成員公司的住所及經營所在司法權區的溢利繳納所得稅。

根據英屬處女群島及開曼群島的規則及法規，本集團毋須在英屬處女群島及開曼群島繳納任何所得稅。

由於本集團於截至二零二二年及二零二一年九月三十日止六個月內並無於香港產生任何應課稅溢利，故並無計提香港利得稅撥備。

隨重組於二零二一年十一月一日完成後，本集團於中華人民共和國（「中國」）並無業務及並無於中國產生任何應課稅溢利。根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，截至二零二一年九月三十日止六個月中國附屬公司的稅率為25%。由於本集團並無於中國產生任何應課稅溢利，故於截至二零二一年九月三十日止六個月並無計提中國企業所得稅撥備。

**For the six months ended  
30 September****截至九月三十日止六個月****2022**                      **2021****二零二二年**                      **二零二一年****(Unaudited)**                      **(Unaudited)****(未經審核)**                      **(未經審核)****HK\$'000**                      **HK\$'000****港幣千元**                      **港幣千元**

Current-Charge for the period	本期 - 本期間支出	-	-
Under-provision for prior year	過往年度撥備不足	-	7,088
Tax expense for the period	本期間稅項開支	-	7,088

## 9. LOSS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

### (a) Basic loss per share

The calculation of the basic loss per share is based on the loss for the period attributable to shareholders of the Company (the "Shareholders") of HK\$38,170,000 (six months ended 30 September 2021: HK\$365,565,000), and the weighted average number of ordinary shares of 18,681,761,880 (six months ended 30 September 2021: 1,868,176,188) in issue during the period.

### (b) Diluted loss per share

The calculation of diluted loss per share is based on the loss for the period attributable to Shareholders of HK\$38,170,000 (six months ended 30 September 2021: HK\$365,565,000), and the weighted average number of ordinary shares of 18,681,761,880 (six months ended 30 September 2021: 1,868,176,188).

No adjustment has been made to the basic loss per share amount presented for the six months ended 30 September 2022 and 2021 in respect of a dilution. The calculation of diluted loss per share for the six months ended 30 September 2022 does not assume the exercise of the Company's outstanding convertible loan as it had an anti-dilutive effect on the basic loss per share. The Company had no dilutive potential ordinary shares in issue during the period ended 30 September 2021.

## 10. INTERIM DIVIDEND

The directors of the Company do not recommend the payment of an interim dividend for the six months ended 30 September 2022 (six months ended 30 September 2021: Nil).

## 11. INFORMATION FOR THE SCHEME

References are made to the circular of the Company dated 26 May 2021 and the announcement of the Company dated 29 October 2021. As disclosed in note 2, the ListCo Schemes became effective on 1 November 2021. The Group no longer had any interest in the Excluded Subsidiaries which had been transferred to the ListCo Schemes SchemeCo under the Restructuring and the following assets were part of the assets of the Excluded Subsidiaries and transferred to the ListCo Schemes on 1 November 2021.

## 9. 本公司股東應佔每股虧損

### (a) 每股基本虧損

每股基本虧損乃按本公司股東（「股東」）應佔本期間虧損港幣38,170,000元（截至二零二一年九月三十日止六個月：港幣365,565,000元）及本期間已發行普通股之加權平均數18,681,761,880股（截至二零二一年九月三十日止六個月：1,868,176,188股）計算。

### (b) 每股攤薄虧損

每股攤薄虧損乃按股東應佔本期間虧損港幣38,170,000元（截至二零二一年九月三十日止六個月：港幣365,565,000元）及普通股之加權平均數18,681,761,880股（截至二零二一年九月三十日止六個月：1,868,176,188股）計算。

截至二零二二年及二零二一年九月三十日止六個月所呈列之每股基本虧損金額並無作出攤薄調整。計算截至二零二二年九月三十日止六個月之每股攤薄虧損並未假設本公司之未行使可換股貸款獲行使（原因為其對每股基本虧損具有反攤薄影響）。於截至二零二一年九月三十日止期間，本公司並無已發行潛在攤薄普通股。

## 10. 中期股息

本公司董事不建議派發截至二零二二年九月三十日止六個月之中期股息（截至二零二一年九月三十日止六個月：無）。

## 11. 計劃之資料

茲提述本公司日期為二零二一年五月二十六日之通函及本公司日期為二零二一年十月二十九日之公告。如附註2所披露，上市公司計劃已於二零二一年十一月一日生效。本集團不再於根據重組已轉讓予上市公司計劃之計劃公司之除外附屬公司中擁有任何權益，且以下資產為除外附屬公司資產之一部分，並已於二零二一年十一月一日轉讓予上市公司計劃。

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

**11. INFORMATION FOR THE SCHEME (Continued)****(1) Deconsolidation of Subsidiaries**

The directors of the Company considered that the control over certain subsidiaries had been lost since 1 April 2019, due to the resignation of certain senior management personnel of the Company and non-cooperation of the management of certain subsidiaries (the "Deconsolidated Subsidiaries"). The directors of the Company had been unable to obtain and gain access to the books and records and assets of the Deconsolidated Subsidiaries and resolved that the Group no longer had control to govern the financial and operating policies of the Deconsolidated Subsidiaries so as to benefit from their activities. Accordingly the control over the Deconsolidated Subsidiaries was deemed to have lost since 1 April 2019. The Deconsolidated Subsidiaries had therefore been deconsolidated from the consolidated financial statements of the Group from 1 April 2019 onwards on the basis of loss of control. Further details of which were described in the Group's annual financial statements for the years ended 31 March 2022 and 2021.

The assets and liabilities of these subsidiaries which were deconsolidated from the consolidated financial statements of the Group as at the date of loss of control were as follows:

**11. 計劃之資料 (續)****(1) 取消綜合入賬附屬公司**

本公司董事認為，自二零一九年四月一日起已失去若干附屬公司之控制權，原因為本公司若干高級管理層成員辭任及若干附屬公司（「取消綜合入賬附屬公司」）的管理層並不合作。本公司董事無法獲得及查閱取消綜合入賬附屬公司的賬簿及記錄以及資產，因而議決本集團不再擁有控制權力規管取消綜合入賬附屬公司的財務及經營政策以從其活動中受益。因此對取消綜合入賬附屬公司的控制權被視為已自二零一九年四月一日起失去。因此，鑒於失去控制權，取消綜合入賬附屬公司已自二零一九年四月一日起取消綜合計入本集團之綜合財務報表。有關進一步詳情載述於本集團截至二零二二年及二零二一年三月三十一日止年度之年度財務報表內。

已取消綜合計入本集團之綜合財務報表之該等附屬公司於失去控制權日期之資產及負債載列如下：

		HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	951
Goodwill	商譽	659,169
Investment in an associate	於一間聯營公司之投資	23,387
Other financial assets	其他金融資產	1,148,314
Finance lease receivables	應收融資租賃款項	863,326
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	84,090
Accounts receivable	應收賬款	22,865
Restricted bank deposits	受限制銀行存款	157,312
Cash and bank balances	現金及銀行結餘	25,400
Other payables and accruals	其他應付款項及應計費用	(108,126)
Borrowings	借貸	(30,313)
Tax payable	應付稅項	(23,073)
Deferred tax liability	遞延稅項負債	(839)
Net assets deconsolidated	取消綜合入賬之資產淨值	2,822,463
Less: Release of exchange fluctuation reserve	減：解除外匯波動儲備	(52,085)
Release of statutory reserve	解除法定儲備	(8,597)
Non-controlling interests	非控股權益	(669,581)
Loss on deconsolidation of subsidiaries	取消綜合入賬附屬公司之虧損	2,092,200

**11. INFORMATION FOR THE SCHEME (Continued)****(1) Deconsolidation of Subsidiaries (Continued)**

Following the completion of the Restructuring on 1 November 2021, the Deconsolidated Subsidiaries, being part of the assets of the Excluded Subsidiaries, had been transferred to the ListCo Schemes SchemeCo and the Group no longer had any interest in them.

**(2) Investments in Associates**

As disclosed in note 2, following the completion of the Restructuring on 1 November 2021, the investments in the following associates, being part of the assets of the Excluded Subsidiaries, were transferred to the ListCo Schemes SchemeCo and the Group no longer had any interest in these associates. As at 30 September 2022 and 31 March 2022, the Group had no investment in associate.

Before the completion of the Restructuring on 1 November 2021, the investments in associates were indirectly held by the Company and accounted for using the equity method. The Group had not shared any equity from the associates as there was no sufficient financial information of all the associates for the period from 1 April 2021 to 1 November 2021 available to the Group. The management of the associates refused to provide such required financial information to the Group. The Group had fully impaired its investments in associates during the year ended 31 March 2020 of approximately HK\$341,674,000 and no information of the assets, liabilities, non-controlling interests, revenue, profit/loss for the year and other comprehensive income of the associates as of, and for the year ended 31 March 2022 were presented.

FreeOpt Holdings Limited ("FreeOpt"), Imagination Holding Limited ("Imagination") and Jocasta Ventures Ltd ("Jocasta") and their subsidiaries, being the former associates of the Group, are principally engaged in investment holding and money lending service. Based on the latest records available to the Company, the Group's shareholding interests in Jocasta and FreeOpt had been diluted to 28.13% and 17.61%, respectively during the year ended 31 March 2021.

The Group held 15% equity interest in Huiyue Financial Leasing (Ningbo) Co. Ltd. ("Huiyue") which was an associate of the Group through a subsidiary of Wins Finance Holdings Inc. ("Wins Finance"). As Wins Finance had been deconsolidated effective from 1 April 2019, the directors of the Company deconsolidated the equity interest in Huiyue from the consolidated financial statements of the Group since 1 April 2019.

No result has been shared from associates for the year ended 31 March 2022 as there was no sufficient financial information of all the associates available to the Group.

**11. 計劃之資料 (續)****(1) 取消綜合入賬附屬公司 (續)**

隨重組於二零二一年十一月一日完成後，該等取消綜合入賬附屬公司（即除外附屬公司之資產之一部分）已轉讓予上市公司計劃之計劃公司，且本集團不再於其擁有任何權益。

**(2) 於聯營公司之投資**

誠如附註2所披露，隨重組於二零二一年十一月一日完成後，於下述聯營公司之投資（即除外附屬公司之資產之一部分）已轉讓予上市公司計劃之計劃公司以及本集團不再於該等聯營公司擁有任何權益。於二零二二年九月三十日及二零二二年三月三十一日，本集團並無於聯營公司之投資。

於二零二一年十一月一日完成重組前，於聯營公司之投資由本公司間接持有，且已使用權益法入賬。本集團並無分佔任何聯營公司權益，原因為本集團無法獲得二零二一年四月一日至二零二一年十一月一日止期間所有聯營公司之充足財務資料。聯營公司管理層拒絕向本集團提供該等所需財務資料。本集團於截至二零二零年三月三十一日止年度已就其於聯營公司之投資悉數計提減值約港幣341,674,000元，且並無呈列該等聯營公司於及截至二零二二年三月三十一日止年度之資產、負債、非控股權益、收入、年度溢利／虧損及其他全面收入相關之資料。

FreeOpt Holdings Limited (「FreeOpt」)、Imagination Holding Limited (「Imagination」) 及Jocasta Ventures Ltd (「Jocasta」) 及其附屬公司（即本集團之前聯營公司）主要從事投資控股及借貸服務。根據本公司取得之最新記錄，截至二零二一年三月三十一日止年度本集團於Jocasta及FreeOpt之股權已分別攤薄至28.13%及17.61%。

本集團透過Wins Finance Holdings Inc. (「Wins Finance」) 之一間附屬公司持有本集團聯營公司輝月融資租賃（寧波）有限公司（「輝月」）之15%股權。由於Wins Finance已自二零一九年四月一日起取消綜合入賬，故本公司董事自二零一九年四月一日起將於輝月之股權取消綜合計入至本集團之綜合財務報表。

由於本集團並無取得所有聯營公司之足夠財務資料，故截至二零二二年三月三十一日止年度並無錄得分佔聯營公司業績。

**11. INFORMATION FOR THE SCHEME (Continued)****(3) Other Financial Assets**

As at 30 September 2022 and 31 March 2022, the Group had no other financial assets.

- (a) Before the completion of the Restructuring on 1 November 2021, balance represented 12.17% equity interest in a full-licensed securities company in China (Shanghai) Pilot Free Trade Zone (the “Securities Company” or “SSCL”) under the framework of the Closer Economic Partnership Arrangement between Mainland China and Hong Kong.

On 10 November 2020, Arta Global Markets Limited (“AGML”), the Scheme Administrators (formerly the Provisional Liquidators), Jiangsu Shagang Group Company Limited\* (江蘇沙鋼集團有限公司) (the “SSCL Purchaser”) and Cheery Plus Limited (the “SSCL Secured Creditor”) entered into a term sheet, pursuant to which AGML conditionally agreed to sell, and the SSCL Purchaser conditionally agreed to acquire, 12.17% of shareholding interest in the Securities Company at the consideration of Renminbi (“RMB”)600,000,000.

On 9 February 2021, AGML, the Scheme Administrators, the SSCL Purchaser and the SSCL Secured Creditor entered into the SSCL disposal supplemental term sheet, pursuant to which the parties agreed to amend and supplement the terms of the SSCL disposal term sheet. On the same date, AGML, the Scheme Administrators and the SSCL Purchaser entered into the SSCL share transfer agreement, pursuant to which AGML conditionally agreed to sell, and the SSCL Purchaser conditionally agreed to acquire, the SSCL interest at the consideration of RMB600,000,000 (equivalent to approximately HK\$711,128,000), which is at a discount of approximately 1.48% to the appraised value, as determined by an independent valuer, of RMB609,000,000 (equivalent to HK\$734,127,000). The disposal transaction will proceed to completion after the government approvals, registration and filing procedures incidental to the SSCL Disposal, including but not limited to the approval of the China Securities Regulatory Commission.

\* for identification purpose only

**11. 計劃之資料 (續)****(3) 其他金融資產**

於二零二二年九月三十日及二零二二年三月三十一日，本集團並無其他金融資產。

- (a) 於二零二一年十一月一日完成重組前，結餘指根據《內地與香港關於建立更緊密經貿關係的安排》框架下於中國（上海）自由貿易試驗區的全牌照證券公司（「證券公司」或「申港證券」）的12.17%股本權益。

於二零二零年十一月十日，裕承環球市場有限公司（「AGML」）、計劃管理人（前稱臨時清盤人）、江蘇沙鋼集團有限公司（「申港證券買方」）及添樂有限公司（「申港證券有抵押債權人」）訂立條款書，據此，AGML有條件同意出售及申港證券買方有條件同意收購證券公司之12.17%股權，代價為人民幣（「人民幣」）600,000,000元。

於二零二一年二月九日，AGML、計劃管理人、申港證券買方及申港證券有抵押債權人訂立申港證券出售事項補充條款書，據此訂約各方同意修訂及補充申港證券出售事項條款書之條款。於同日，AGML、計劃管理人及申港證券買方訂立申港證券股份轉讓協議，據此AGML有條件同意出售，而申港證券買方有條件同意收購申港證券權益，代價為人民幣600,000,000元（相當於約港幣711,128,000元），較獨立估值師釐定之估值人民幣609,000,000元（相當於港幣734,127,000元）折讓約1.48%。出售交易將於申港證券出售事項相關之政府批准、註冊及備案程序（包括但不限於中國證券監督管理委員會批准）後完成。

**11. INFORMATION FOR THE SCHEME (Continued)****(3) Other Financial Assets (Continued)****(a) (Continued)**

As stated in the Whitewash Circular, the terms of the ListCo Schemes require that the entire interests of the Excluded Subsidiaries (which term includes SSCL) be transferred to the ListCo Schemes SchemeCo at a nominal value and any realisation from the assets of the ListCo Schemes (which includes shares in and assets of the Excluded Subsidiaries) shall be applied for distribution in accordance with the terms of the ListCo Schemes. Accordingly, regardless of whether or not the SSCL Disposal is completed, the Group no longer holds any controlling interest or beneficial interest in the SSCL upon the ListCo Schemes taking effect on 1 November 2021, notwithstanding that they remain as the registered holder of the SSCL Interest.

- (b) Before the completion of the Restructuring on 1 November 2021, the Group had 15.20% equity interest in an investment holding company ("Entity A") which was acquired in April 2018. Due to the non-cooperation of the management of Entity A, the directors of the Company were unable to obtain and access to the books and records and no sufficient financial information of Entity A as at and for the period from 1 April 2021 to 1 November 2021 was available to the directors of Company. The fair values of financial asset at fair value through other comprehensive income (non-recycling) of Entity A as at 31 March 2021 ("FVOCI in Entity A") were estimated by the directors of the Company using the net assets value approach based on Entity A's unaudited management accounts as at 31 March 2020 and adjusted for the factors they considered might affect its fair value. The directors of the Company considered that the basis applied in the fair value assessment of the FVOCI in Entity A including the recognition of fair value loss of HK\$841,762,000 during the year ended 31 March 2020 represented their best estimate.

**11. 計劃之資料 (續)****(3) 其他金融資產 (續)****(a) (續)**

誠如清洗通函所述，上市公司計劃之條款規定除外附屬公司（此詞彙包含申港證券）之全部權益將按面值轉讓予上市公司計劃之計劃公司，以及上市公司計劃之資產（包括於除外附屬公司之股份及其資產）之任何變現將根據上市公司計劃之條款進行分配。因此，不論申港證券出售事項是否完成，於上市公司計劃於二零二一年十一月一日生效後，本集團不再於申港證券中擁有任何控股權益或實益權益，惟仍屬申港證券權益之登記持有人。

- (b) 於二零二一年十一月一日完成重組前，本集團持有15.20%於二零一八年四月收購的一間投資控股公司（「實體A」）之股本權益。由於實體A管理層並不合作，本公司董事無法獲得及查閱實體A於及自二零二一年四月一日至二零二一年十一月一日期間之賬簿及記錄以及本公司董事並無獲提供充足財務資料。於二零二一年三月三十一日實體A之透過其他全面收入以公平值列賬（「於實體A透過其他全面收入以公平值列賬」）之金融資產（不回收）之公平值乃根據實體A於二零二零年三月三十一日之未經審核管理賬目使用資產淨值法由本公司董事估計，並就彼等認為可能影響其公平值之因素作調整。本公司董事認為，於實體A透過其他全面收入以公平值列賬之公平值評估所用基準（包括於截至二零二零年三月三十一日止年度確認公平值虧損港幣841,762,000元）為彼等之最佳估計。



## 11. INFORMATION FOR THE SCHEME (Continued)

### (3) Other Financial Assets (Continued)

#### (b) (Continued)

As disclosed in note 2, following the completion of the Restructuring on 1 November 2021, the equity interest in Entity A, being part of the assets of the Excluded Subsidiaries, was transferred to the ListCo Schemes SchemeCo and the Group no longer had any interest in it.

## 11. 計劃之資料 (續)

### (3) 其他金融資產 (續)

#### (b) (續)

誠如附註2所披露，隨重組於二零二一年十一月一日完成後，於實體A之股權（即除外附屬公司之資產之一部分）已轉讓予上市公司計劃之計劃公司且本集團不再於其擁有任何權益。

## 12. PROPERTY, PLANT AND EQUIPMENT

## 12. 物業、廠房及設備

		30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
<b>Carrying amount</b>	<b>賬面值</b>		
At beginning of period/year	於期/年初	7,769	6,463
Additions	添置	6,728	6,056
Depreciation provided during the period/year	期/年內之折舊撥備	(2,967)	(4,334)
Discharged pursuant to the ListCo Schemes	根據上市公司計劃已解除	-	(422)
Exchange differences	匯兌差額	-	6
At end of period/year	於期/年末	<u>11,530</u>	<u>7,769</u>

## 13. GOODWILL

## 13. 商譽

		30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
<b>Carrying amount</b>	<b>賬面值</b>		
At beginning and at end of period/year	於期/年初及期/年末	<u>1,505</u>	<u>1,505</u>

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**13. GOODWILL (Continued)**

Goodwill of HK\$1,505,000 has been allocated for impairment testing purposes to the cash generating unit of insurance and securities brokerage businesses in Hong Kong as at 30 September 2022 and 31 March 2022.

**14. FAIR VALUE THROUGH PROFIT OR LOSS INSTRUMENT**

In March 2022, the Company entered into a loan purchase agreement with a private limited company, in relation to the acquisition of a convertible loan of US\$250,000 (equivalent to HK\$1,945,000), which will be repaid upon maturity or converted into the share of a private limited company on the maturity date. The loan shall mature on the date of 6 months after the notice of utilisation. In September 2022, the Company entered into a loan extension agreement with the private limited company extending the mature date to March 2023.

The convertible loan is determined to be unquoted in an active market with the fair value of the convertible loan of initial recognition approximating to be the transaction price.

**15. LOAN RECEIVABLE**

Loan receivable	應收貸款
Less: Provision for impairment loss	減：減值虧損撥備

The loan receivable as at 30 September 2022 was unsecured, interest-free and has no fixed repayment terms. In the opinion of the directors of the Company, the amount will be settled within next twelve months after the end of reporting period. Accordingly, the amount is classified as current.

**13. 商譽 (續)**

於二零二二年九月三十日及二零二二年三月三十一日，為減值測試目的已分配至香港保險及證券經紀業務之現金產生單位之商譽為港幣1,505,000元。

**14. 按公平值計入損益之工具**

於二零二二年三月，本公司與一間私人有限公司訂立貸款購買協議，內容有關收購一筆250,000美元（相當於港幣1,945,000元）之可換股貸款，可換股貸款將於到期時償還或於到期日轉換為一間私人有限公司之股份。該貸款將於動用通知後滿六個月之日到期。於二零二二年九月，本公司與該私人有限公司訂立貸款延期協議，將到期日延期至二零二三年三月。

可換股貸款乃釐定為於活躍市場上並無報價，初始確認之可換股貸款之公平值與交易價格相若。

**15. 應收貸款**

30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
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	5,850	-
	-	-
	<b>5,850</b>	<b>-</b>

於二零二二年九月三十日之應收貸款為無抵押、免息且無固定還款期限。本公司董事認為，該金額將於報告期末後未來十二個月內結付。因此，該金額分類為流動。

## 15. LOAN RECEIVABLE (Continued)

Loan receivable, determined based on its age since the effective draw down date of the loan, was all aged between 90 to 180 days, as at 30 September 2022 (31 March 2022: Nil).

As at 30 September 2022, no credit loss allowance has been provided for loan receivable as the related credit loss allowance was immaterial.

The movement in the provision for impairment loss of the loans receivable at 31 March 2022 is as follows:

At 31 March 2022 (audited)

於二零二二年三月三十一日 (經審核)

## 15. 應收貸款 (續)

於二零二二年九月三十日，按自貸款實際提取日期起應收貸款之賬齡釐定之應收貸款之賬齡均介乎90至180日 (二零二二年三月三十一日：無)。

於二零二二年九月三十日，就應收貸款並無計提信貸虧損撥備，原因是相關信貸虧損撥備不大。

於二零二二年三月三十一日，應收貸款之減值虧損撥備之變動如下：

		12-month expected credit loss ("ECL")	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信貸虧損 (「預期 信貸虧損」)	存續期預期 信貸虧損 無信貸減值	存續期預期 信貸虧損 信貸減值	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
At beginning of year	於年初	-	-	1,791,936	1,791,936
Discharged pursuant to the ListCo Schemes (note)	根據上市公司計劃已解除 (附註)	-	-	(1,791,936)	(1,791,936)
At end of year	於年末	-	-	-	-
ECL rate	預期信貸虧損率	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用

Note: Following the completion of the Restructuring on 1 November 2021, certain loans receivable, being part of the assets of the Excluded Subsidiaries, were transferred to the ListCo Schemes SchemeCo and the Group no longer had any interest in them.

附註：隨重組於二零二一年十一月一日完成後，若干應收貸款 (即除外附屬公司之資產之一部分) 已轉讓予上市公司計劃之計劃公司以及本集團不再於其擁有任何權益。

## 16. ACCOUNTS RECEIVABLE

## 16. 應收賬款

		30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Accounts receivable arising from the ordinary course of business of:	於日常業務過程中產生之應收賬款：		
- Global market business	- 全球市場業務		
Securities brokerage business	證券經紀業務		
Cash clients	現金客戶	-	4,360
Margin clients	孖展客戶	3,643	5,952
Clearing houses	結算所	2,739	6,910
Futures brokerage business	期貨經紀業務	8	6
Advisory business	顧問業務	5,034	3,040
Others	其他	1,174	-
- Insurance brokerage business	- 保險經紀業務	785	1,329
		<b>13,383</b>	<b>21,597</b>
Less: Provision for impairment loss	減：減值虧損撥備	<b>(47)</b>	<b>(73)</b>
		<b>13,336</b>	<b>21,524</b>

The settlement terms of accounts receivable attributable to the dealing in securities transactions are two trading days after the trade date except for the balances with margin clients which are repayable on demand or according to agreed repayment schedules, and bearing interest ranging from 2.59% to 17.33% per annum as at 30 September 2022 (31 March 2022: 2.28% to 15.33% per annum). The settlement terms of accounts receivable attributable to dealing in futures transactions are repayable on demand and generally up to 12 months. Except for dealing in securities and futures transactions, the trading terms with customers of global markets business, asset management business and insurance brokerage business are mainly on credit. The credit period for customers of global markets business and insurance brokerage business are generally 30 days, extended up to 90 days for major customers. The credit period for customers of asset management business is generally 30 days, extended up to 60 days for certain customers.

除孖展客戶之結餘須按要求或根據協定還款計劃償還及於二零二二年九月三十日按每年2.59%至17.33%之利率計息(二零二二年三月三十一日：每年2.28%至15.33%)外，證券買賣業務應佔之應收賬款結算期為交易日期後兩個交易日。期貨買賣業務應佔之應收賬款結算期為須按要求償還及一般最多12個月。除買賣證券及期貨交易外，與全球市場業務、資產管理業務及保險經紀業務客戶的交易條款主要以記賬形式進行。一般而言，全球市場業務及保險經紀業務客戶的信貸期為30日，而主要客戶則可延長至最多90日。資產管理業務客戶的信貸期通常為30日，而若干客戶則可延長至最多60日。

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

**16. ACCOUNTS RECEIVABLE (Continued)**

An ageing analysis of the accounts receivable as at the end of the reporting period, based on the trade date, is as follows:

		30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within 90 days	90日內	9,697	18,282
Between 91 to 180 days	91至180日	6	275
Between 181 to 365 days	181至365日	640	3,040
Over one year	一年以上	3,040	-
		<b>13,383</b>	<b>21,597</b>

An ageing analysis of the accounts receivable as at the end of the reporting period based on past due, and net of loss allowance is as follows:

		30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Not past due	未逾期	9,650	17,469
Less than 1 month past due	逾期1個月內	-	755
1 to 3 months past due	逾期1至3個月	-	2
Over 3 months past due	逾期3個月以上	3,686	3,298
		<b>13,336</b>	<b>21,524</b>

As at 30 September 2022, except for margin loans receivable of HK\$3,643,000 (31 March 2022: HK\$5,952,000), which were secured by underlying equity securities amounted to approximately HK\$10,292,000 (31 March 2022: HK\$24,669,000), the Group did not hold any collateral or other credit enhancements over these balances.

**16. 應收賬款 (續)**

於報告期末的應收賬款基於交易日期之賬齡分析如下：

		30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within 90 days	90日內	9,697	18,282
Between 91 to 180 days	91至180日	6	275
Between 181 to 365 days	181至365日	640	3,040
Over one year	一年以上	3,040	-
		<b>13,383</b>	<b>21,597</b>

於報告期末，按逾期計算之應收賬款（扣除虧損撥備）之賬齡分析如下：

		30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Not past due	未逾期	9,650	17,469
Less than 1 month past due	逾期1個月內	-	755
1 to 3 months past due	逾期1至3個月	-	2
Over 3 months past due	逾期3個月以上	3,686	3,298
		<b>13,336</b>	<b>21,524</b>

於二零二二年九月三十日，除港幣3,643,000元（二零二二年三月三十一日：港幣5,952,000元）之應收孖展貸款以金額約港幣10,292,000元（二零二二年三月三十一日：港幣24,669,000元）之相關股本證券作抵押品外，本集團並無就該等結餘持有任何抵押品或其他信用增強措施。

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

**16. ACCOUNTS RECEIVABLE (Continued)**

Trading limits are set for margin customers. The Group seeks to maintain tight control over its outstanding accounts receivable in order to minimise the credit risk. Overdue balances are regularly monitored by management.

The movements in the provision for impairment loss of accounts receivable are as follow:

At 30 September 2022 (unaudited)

於二零二二年九月三十日(未經審核)

**16. 應收賬款(續)**

孖展客戶受買賣限額限制。本集團致力對其未收回應收賬款維持嚴謹之監控，以將信貸風險減至最低。管理層定期監察逾期結餘。

應收賬款之減值虧損撥備的變動如下：

		12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Simplified approach	Total
		存續期預期 信貸虧損	存續期預期 信貸虧損	存續期預期 信貸虧損	簡化法	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At beginning of period	於期初	30	-	-	43	73
Other remeasurement of loss allowance	虧損撥備的其他重新計量	(12)	-	-	(14)	(26)
At end of period	於期末	18	-	-	29	47
Arising from:	因以下各項產生：					
- Margin clients	- 孖展客戶	18	-	-	-	18
- Other accounts receivables	- 其他應收賬款	-	-	-	29	29
		18	-	-	29	47
ECL rate	預期信貸虧損率					
- Margin clients	- 孖展客戶	0.5%	N/A不適用	N/A不適用	N/A不適用	N/A不適用

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

## 16. ACCOUNTS RECEIVABLE (Continued)

At 31 March 2022 (audited)

於二零二二年三月三十一日 (經審核)

## 16. 應收賬款 (續)

		12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Simplified approach	Total
		12個月預期 信貸虧損	存續期預期 信貸虧損 無信貸減值	存續期預期 信貸虧損 信貸減值	簡化法	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At beginning of year	於年初	690	-	157,701	41	158,432
Other remeasurement of loss allowance	虧損撥備的其他重新計量	(660)	-	-	2	(658)
Uncollectible amounts written off (note)	撇銷未收回款項 (附註)	-	-	(157,701)	-	(157,701)
At end of year	於年末	30	-	-	43	73
Arising from:	因以下各項產生:					
- Cash clients	- 現金客戶	-	-	-	22	22
- Margin clients	- 孖展客戶	30	-	-	-	30
- Other accounts receivables	- 其他應收賬款	-	-	-	21	21
		30	-	-	43	73
ECL rate	預期信貸虧損率					
- Margin clients	- 孖展客戶	0.5%	N/A不適用	N/A不適用	N/A不適用	N/A不適用

Note: In June 2021, accounts receivable of HK\$157,701,000 were assigned to one of the Excluded Subsidiaries which had been transferred to the ListCo Schemes SchemeCo on 29 October 2021. These accounts receivable of HK\$157,701,000, which were subject to enforcement activity, were determined as uncollectible and were written off against accounts receivable during the year ended 31 March 2022. Thus, the fully written off amount of HK\$157,701,000 was discharged. There was no accounts receivable written off during the period ended 30 September 2022.

附註: 於二零二一年六月, 應收賬款港幣157,701,000元已轉讓予一間除外附屬公司(其已於二零二一年十月二十九日轉讓予上市公司計劃之計劃公司)。仍處採取執法行動之該等應收賬款港幣157,701,000元釐定為未收回, 且已於截至二零二二年三月三十一日止年度內於應收賬款中作出撇銷。因此, 悉數撇銷款項港幣157,701,000元已予解除。截至二零二二年九月三十日止期間, 並無撇銷應收賬款。

No credit loss allowance has been provided for clearing house receivables as the related credit loss allowances were immaterial.

未就應收結算所款項作出信貸虧損撥備, 原因是相關信貸虧損撥備不大。

The Group does not hold any collateral over the impaired receivables.

本集團並無就已減值應收款項持有任何抵押品。

## 16. ACCOUNTS RECEIVABLE (Continued)

As disclosed in note 11 to these condensed consolidated financial statements, the directors of the Company deconsolidated the accounts receivable of the Deconsolidated Subsidiaries from the consolidated financial statements of the Group since 1 April 2019. As disclosed in note 2, following the completion of the Restructuring on 1 November 2021, (i) the accounts receivable of the Deconsolidated Subsidiaries, being part of the assets of Excluded Subsidiaries; and (ii) accounts receivable of HK\$3,704,000, were transferred to the ListCo Schemes SchemeCo and the Group no longer had any interest in them.

## 17. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

Listed equity investments, at market value 上市股權投資，按市值

The investments as at 31 March 2022 were classified as held for trading. The listed equity investments were stated at fair values based on quoted market prices in active market.

As disclosed in note 2, following the completion of the Restructuring on 1 November 2021, the investments at fair value through profit or loss of HK\$100,000, being part of the assets of the Excluded Subsidiaries, were transferred to the ListCo Schemes SchemeCo and the Group no longer had any interest in them.

## 18. CASH AND BANK BALANCES

Cash at bank and on hand 銀行結餘及現金  
Time deposit at bank with original maturity of not less than three months 原到期日不少於三個月之銀行定期存款

## 16. 應收賬款 (續)

誠如簡明綜合財務報表附註11所披露，本公司董事已自二零一九年四月一日起將取消綜合入賬附屬公司之應收賬款取消綜合計入本集團之綜合財務報表。誠如附註2所披露，隨重組於二零二一年十一月一日完成後，(i)取消綜合入賬附屬公司之應收賬款（即除外附屬公司之資產之一部分）；及(ii)應收賬款港幣3,704,000元已轉讓予上市公司計劃之計劃公司以及本集團不再於其擁有任何權益。

## 17. 透過損益以公平值列賬之投資

30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
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- 1,356

於二零二二年三月三十一日之投資分類為持作買賣類別。上市股權投資乃根據活躍市場上之市場報價按公平值列賬。

誠如附註2所披露，隨重組於二零二一年十一月一日完成後，透過損益以公平值列賬之投資港幣100,000元（即除外附屬公司之資產之一部分）已轉讓予上市公司計劃之計劃公司以及本集團不再於其擁有任何權益。

## 18. 現金及銀行結餘

30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
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49,037 66,952

1,500 1,500

50,537 68,452



## 18. CASH AND BANK BALANCES (Continued)

The carrying amounts of the cash and bank balances are denominated in the following currencies:

		30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Hong Kong dollar	港幣	40,744	45,325
Renminbi	人民幣	4,422	5,930
United States dollar	美元	4,858	16,593
Others	其他	513	604
		<b>50,537</b>	<b>68,452</b>

Certain cash at banks of the Group earns interest at floating rates based on daily bank deposit rates. The carrying amounts of the cash and bank balances approximate their fair values. As at 30 September 2022, a time deposit of HK\$1,500,000 (31 March 2022: HK\$1,500,000) with original maturity of not less than three months carries interest at 0.05% (31 March 2022: 0.05%) per annum.

The Group maintains trust accounts with authorised institutions in respect of clients' monies arising from the course of securities brokerage, futures brokerage, asset management and insurance brokerage businesses. As at 30 September 2022, approximately HK\$73,916,000 (31 March 2022: HK\$94,360,000) was held by the Group on behalf of the clients in the trust accounts. The client monies as at 30 September 2022 and 31 March 2022 were not included in the Group's cash and bank balances.

As disclosed in note 11 to these condensed consolidated financial statements, the directors of the Company deconsolidated the cash and bank balances of the Deconsolidated Subsidiaries from the consolidated financial statements of the Group since 1 April 2019. As disclosed in note 2, following the completion of the Restructuring on 1 November 2021, the cash and bank balances of the Deconsolidated Subsidiaries, being part of the assets of the Excluded Subsidiaries, was transferred to the ListCo Schemes SchemeCo and the Group no longer had any interest in them.

## 18. 現金及銀行結餘 (續)

現金及銀行結餘之賬面值以下列貨幣計值：

	30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Hong Kong dollar	40,744	45,325
Renminbi	4,422	5,930
United States dollar	4,858	16,593
Others	513	604
	<b>50,537</b>	<b>68,452</b>

本集團若干銀行結餘乃根據每日銀行存款利率按浮動利率賺取利息。現金及銀行結餘之賬面值與其公平值相若。於二零二二年九月三十日，原到期日不少於三個月之定期存款港幣1,500,000元（二零二二年三月三十一日：港幣1,500,000元）按年利率0.05%（二零二二年三月三十一日：0.05%）計息。

本集團於獲授權機構設立託管賬戶，存放於證券經紀、期貨經紀、資產管理及保險經紀業務過程中產生之客戶款項。於二零二二年九月三十日，本集團代表客戶於託管賬戶持有約港幣73,916,000元（二零二二年三月三十一日：港幣94,360,000元）。於二零二二年九月三十日及二零二二年三月三十一日的客戶款項並無計入本集團之現金及銀行結餘。

誠如該等簡明綜合財務報表附註11所披露，本公司董事已自二零一九年四月一日起將取消綜合入賬附屬公司之現金及銀行結餘取消綜合計入本集團之綜合財務報表。誠如附註2所披露，隨重組於二零二一年十一月一日完成後，取消綜合入賬附屬公司之現金及銀行結餘（即除外附屬公司之資產之一部分）已轉讓予上市公司計劃之計劃公司以及本集團不再於其擁有任何權益。

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

## 19. ACCOUNTS PAYABLE

The balances as at 30 September 2022 and 31 March 2022, based on the trade date, were all aged within 90 days.

## 19. 應付賬款

於二零二二年九月三十日及二零二二年三月三十一日，按交易日計算的結餘之賬齡均為90日內。

## 20. OTHER PAYABLES AND ACCRUALS

## 20. 其他應付款項及應計費用

		30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Accrued expenses	應計開支	8,968	12,146
Interest payables	應付利息	45	-
Other payables	其他應付款項	73	47
		<b>9,086</b>	<b>12,193</b>

## 21. BORROWINGS

## 21. 借貸

		30 September 2022 二零二二年九月三十日			31 March 2022 二零二二年三月三十一日		
		Effective interest rate (%) p.a. 實際年利率 (%)	Maturity 到期日	(Unaudited) HK\$'000 (未經審核) 港幣千元	Effective interest rate (%) p.a. 實際年利率(%)	Maturity 到期日	(Audited) HK\$'000 (經審核) 港幣千元
<b>Current:</b>	<b>流動：</b>						
Bank borrowing	銀行借貸						
- secured (note (a))	- 有抵押 (附註(a))	6.12	2023	30,000	-	-	-
Other borrowing	其他借貸						
- unsecured (note (b))	- 無抵押 (附註(b))	-	-	-	N/A 不適用	2024	40,000
				<b>30,000</b>			<b>40,000</b>
<b>Non-current:</b>	<b>非流動：</b>						
Other borrowing	其他借貸						
- unsecured (note (b))	- 無抵押 (附註(b))	N/A 不適用	2024	40,000	-	-	-
				<b>40,000</b>			-

## 21. BORROWINGS (Continued)

Notes:

- (a) In July 2022, the Company obtained a secured banking facility of HK\$30,000,000 bearing interests at 1-month Hong Kong Dollar Funding Rate plus 4% per annum and repayable in June 2023. The secured banking facility was guaranteed by two wholly-owned subsidiaries of the Company.
- (b) In September 2020, November 2020, January 2021, March 2021 and November 2021, the Company obtained the Second Loan of HK\$40,000,000 from the Investor, which are interest-free and the maturity dates are subject to the terms and conditions pursuant to the Second Loan Agreement. The fair value of the liability component of the Second Loan was estimated at the issuance date using the discounted rate. The residual amount was assigned as the equity component and was included in shareholders' equity. Since the rate of return was closed to the discounted rate, the entire issue was recognised as liabilities with no equity component. During the reporting period, the Investor confirmed that the Company had no repayment obligation within the conversion period pursuant to the Supplemental Deed and the Second Loan has been reclassified to non-current liabilities.

## 21. 借貸 (續)

附註：

- (a) 於二零二二年七月，本公司取得港幣30,000,000元的有抵押銀行融資，按1個月港幣資金率加4厘的年利率計息，並須於二零二三年六月償還。有抵押銀行融資以本公司的兩間全資附屬公司擔保。
- (b) 於二零二零年九月、二零二零年十一月、二零二一年一月、二零二一年三月及二零二一年十一月，本公司自投資者取得第二筆貸款港幣40,000,000元，該筆貸款屬不計息且到期日受第二份貸款協議之條款及條件所規限。第二筆貸款負債部分之公平值於發行日使用貼現率估計。餘額撥作權益部分，並計入股東權益內。由於回報率接近貼現率，故全部發行已確認為負債而並無權益部分。於報告期內，投資者確認本公司並無根據補充契據於轉換期內還款的責任，且第二筆貸款已重新分類至非流動負債。

## 22. SHARE CAPITAL

## 22. 股本

	30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Authorised:		
500,000,000,000 (31 March 2022: 500,000,000,000) ordinary shares of HK\$0.01 (31 March 2022: HK\$0.01) each	5,000,000	5,000,000
Issued and fully paid:		
18,681,761,880 (31 March 2022: 18,681,761,880) ordinary shares of HK\$0.01 (31 March 2022: HK\$0.01) each	186,818	186,818

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

**22. SHARE CAPITAL (Continued)**

A summary of the movements of the Company's issued capital and share premium account is as follows:

		Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$'000 港幣千元	Share premium account 股份溢價賬 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	1,868,176,188	18,682	-	18,682
Issue of Shares (note)	發行股份 (附註)	16,813,585,692	168,136	73,039	241,175
At 31 March 2022 (audited), 1 April 2022 (audited) and 30 September 2022 (unaudited)	於二零二二年三月三十一日 (經審核)、二零二二年四月 一日 (經審核) 及二零二二 年九月三十日 (未經審核)	18,681,761,880	186,818	73,039	259,857

Note: On 29 October 2021, the Company allotted and issued 14,945,409,504 new ordinary Shares of HK\$0.01 each to the Investor and independent placees upon completion of the Subscription at a consideration of HK\$80,000,000 and the First Loan Conversion at the conversion price of approximately HK\$0.01614 per Share. On the same day, the Company allotted and issued 1,868,176,188 new ordinary Shares of HK\$0.01 each to the ListCo Schemes SchemeCo at nil consideration pursuant to the restructuring deed dated 10 September 2020 (details of which is disclosed in the circular of the Company dated 26 May 2021).

**23. SHARE OPTION SCHEME**

At the annual general meeting on 8 August 2022 (the "AGM"), the Company terminated the share option scheme which was adopted on 31 August 2012 with a term of ten years. As at the date of AGM, the Company had no shares issuable under outstanding options granted under this share option scheme. During the period from 1 April 2022 and up to the date of AGM, no share options were granted, cancelled, exercised or lapsed.

A new share option scheme of the Company was approved and adopted by the Shareholders at the AGM (the "2022 Scheme"). The 2022 Scheme shall be valid and effective for a period of ten years commencing from 8 August 2022.

**22. 股本 (續)**

本公司已發行股本及股份溢價賬之變動概述如下：

		Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$'000 港幣千元	Share premium account 股份溢價賬 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	1,868,176,188	18,682	-	18,682
Issue of Shares (note)	發行股份 (附註)	16,813,585,692	168,136	73,039	241,175
At 31 March 2022 (audited), 1 April 2022 (audited) and 30 September 2022 (unaudited)	於二零二二年三月三十一日 (經審核)、二零二二年四月 一日 (經審核) 及二零二二 年九月三十日 (未經審核)	18,681,761,880	186,818	73,039	259,857

附註：於二零二一年十月二十九日，於按代價港幣80,000,000元完成認購事項及按轉換價每股約港幣0.01614元完成第一筆貸款轉換後，本公司已向投資者及獨立承配人配發及發行14,945,409,504股每股面值港幣0.01元之新普通股。於同日，本公司根據日期為二零二零年九月十日之重組契據，以零代價向上市公司計劃之計劃公司配發及發行1,868,176,188股每股面值港幣0.01元之新普通股 (詳情披露於本公司日期為二零二一年五月二十六日之通函)。

**23. 購股權計劃**

於二零二二年八月八日舉行之股東週年大會 (「股東週年大會」) 上，本公司終止於二零一二年八月三十一日採納之為期十年之購股權計劃。於股東週年大會日期，本公司並無根據該購股權計劃授出之尚未行使購股權項下可予發行之股份。於自二零二二年四月一日起至股東週年大會日期止期間，概無購股權獲授出、註銷、行使或失效。

股東於股東週年大會上已批准及採納本公司之一項新購股權計劃 (「二零二二年計劃」)。二零二二年計劃將於自二零二二年八月八日起計之十年期間內有效及生效。

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

**23. SHARE OPTION SCHEME (Continued)**

The primary purpose of the 2022 Scheme is to reward participants who have contributed or will contribute to the Group and to encourage longer term commitment of grantees to the Group and to better align their interests with those of the Shareholders, which can contribute towards enhancing the value of the Company and its Shares for the benefit, and in alignment with the interests, of the Company and its Shareholders as a whole. Further details of the 2022 Scheme were disclosed in the Company's circular dated 16 July 2022.

During the reporting period ended 30 September 2022, no share options were granted, cancelled, exercised or lapsed under the 2022 Scheme.

**24. RELATED PARTY TRANSACTIONS**

(a) Saved as the transactions and arrangements disclosed elsewhere in these condensed consolidated financial statements, the Group entered into the following significant transactions with related parties at the terms mutually agreed:

**23. 購股權計劃 (續)**

二零二二年計劃之主要目的旨在獎勵已或將對本集團作出貢獻之參與人士，並鼓勵承授人對本集團的長期承擔及使其利益與股東的利益更好地保持一致，這有助於提升本公司及其股份的價值，符合本公司及其股東之整體利益並與本公司及其股東之利益保持一致。二零二二年計劃之更多詳情披露於本公司日期為二零二二年七月十六日之通函。

於截至二零二二年九月三十日止報告期間內，概無購股權根據二零二二年計劃已獲授出、註銷、行使或失效。

**24. 關連方交易**

(a) 除該等簡明綜合財務報表其他部分所披露之交易及安排外，本集團與關連方按雙方共同協定的條款訂立以下重大交易：

		For the six months ended 30 September 截至九月三十日止六個月	
		二零二二年 (Unaudited) (未經審核) HK\$'000 港幣千元	二零二一年 (Unaudited) (未經審核) HK\$'000 港幣千元
Advisory fee income with related parties (notes i and ii)	與關連方之顧問費收入 (附註i及ii)	3,407	-
Insurance brokerage income with a related party (notes i and iii)	與一名關連方之保險經紀收入 (附註i及iii)	1,137	-
Rental and building management fee paid to a related party (note iv)	已付一名關連方之租金 及物業管理費 (附註iv)	1,023	-

Notes:

- (i) The Group received advisory fee income and insurance brokerage income from related companies, which are controlled by the ultimate controlling party of the Group. The transactions were conducted on mutually agreed terms in the ordinary course of business.
- (ii) During the six months ended 30 September 2022, these transactions constituted connected transactions of the Group under the Listing Rules. Further details of these above transactions of connected transactions are set out in the Company's announcements dated 29 October 2021 and 31 March 2022 (six months ended 30 September 2021: Nil).

附註:

- (i) 本集團自由本集團最終控制方控制的關連公司收取顧問費收入及保險經紀收入。該等交易乃於日常業務過程中按雙方協定的條款進行。
- (ii) 截至二零二二年九月三十日止六個月，根據上市規則，該等交易構成本集團之關連交易。有關關連交易之該等上述交易之進一步詳情載於本公司日期為二零二一年十月二十九日及二零二二年三月三十一日之公告 (截至二零二一年九月三十日止六個月：無)。

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

## 24. RELATED PARTY TRANSACTIONS (Continued)

## (a) (Continued)

Notes: (Continued)

(iii) During the six months ended 30 September 2022, these transactions constituted continuing connected transactions of the Group under the Listing Rules. Further details of these above transactions of continuing connected transactions are set out in the Company's announcements dated 29 October 2021 and 31 March 2022 (six months ended 30 September 2021: Nil).

(iv) Rental expenses and building management fee were charged in accordance with a tenancy agreement for an office leased from a related company. These transactions were conducted on mutually agreed terms in the ordinary course of business.

## (b) Commitments with a related party

During the period, the Company entered into a lease agreement with a related company, in which the ultimate controlling party of the Group is a member of the key management personnel of the related party, to lease an investment property for the Group's business operations. The operating lease is negotiated for a term of three years.

As at 30 September 2022, the Group had an outstanding future minimum lease payment under the non-cancellable operating lease for such property owned by the related company amounting to HK\$4,366,000 (31 March 2022: HK\$5,158,000).

## (c) Compensation of key management personnel of the Group:

## 24. 關連方交易 (續)

## (a) (續)

附註: (續)

(iii) 截至二零二二年九月三十日止六個月，根據上市規則，該等交易構成本集團之持續關連交易。有關持續關連交易之該等上述交易之進一步詳情載於本公司日期為二零二一年十月二十九日及二零二二年三月三十一日之公告（截至二零二一年九月三十日止六個月：無）。

(iv) 租金開支及物業管理費乃根據就租賃自一間關連公司的辦公室而訂立的租賃協議收取。該等交易乃於日常業務過程中按照共同協定條款進行。

## (b) 關連方承擔

於本期間，本公司與一間關連公司（本集團最終控制方 該關連方主要管理層成員）訂立租賃協議，以租賃投資物業用於本集團業務營運。經營租賃經磋商為期三年。

於二零二二年九月三十日，根據就關連公司擁有的有關物業訂立的不可撤銷經營租賃，本集團擁有尚未償還未來最低租賃付款港幣4,366,000元（二零二二年三月三十一日：港幣5,158,000元）。

## (c) 本集團主要管理人員之薪酬：

For the six months ended  
30 September

截至九月三十日止六個月

2022 2021

二零二二年 二零二一年

(Unaudited) (Unaudited)

(未經審核) (未經審核)

HK\$'000 HK\$'000

港幣千元 港幣千元

Fee	袍金	300	896
Short-term employee benefits	短期僱員福利	4,536	1,367
Post-employment payments	退休福利	21	5
Total compensation paid to key management personnel	已向主要管理人員支付之總薪酬	4,857	2,268

## 25. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

### Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations: Fair value measured using only Level 1 inputs, that is, unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 valuations: Fair value measured using Level 2 inputs, that is, observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

Level 3 valuations: Fair value measured using significant unobservable inputs.

The Group uses an independent valuer to perform valuations of financial instruments which are categorised into Level 3 of the fair value hierarchy. Valuation reports with analysis of changes in fair value measurement are prepared by the independent valuer and are reviewed and approved by the directors of the Company. Discussion of the valuation process and results with the directors of the Company is held to coincide with the reporting dates.

## 25. 金融工具之公平值及公平值層級

### 公平值層級

下表呈報於報告期末本集團按持續基準計量的金融工具之公平值(分為香港財務報告準則第13號公平值計量界定的三級公平值層級)。公平值計量分類的級別乃參考估值技術使用的輸入數據之可觀察性及重大性,按以下方式釐定:

第一層估值:僅使用第一層輸入數據(即於計量日期活躍市場上相同資產或負債的未調整報價)計量的公平值。

第二層估值:僅使用第二層輸入數據(即不符合第一層計量的可觀察輸入數據),不使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據指無市場數據的輸入數據。

第三層估值:使用重大不可觀察輸入數據計量的公平值。

本集團利用一名獨立估值師對分類至公平值層級第三層的金融工具進行估值。含有公平值計量變動分析的估值報告由獨立估值師編製,並由本公司董事審閱及批准。於報告日期與本公司董事討論估值程序及結果。

## 25. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

### Fair value hierarchy (Continued)

Assets measured at fair value:

按公平值計量的資產：

## 25. 金融工具之公平值及公平值層級 (續)

### 公平值層級 (續)

	Fair value measurement using 使用以下各項之公平值計量			Total 總額	
	Quoted prices in active markets (Level 1) 活躍 市場報價 (第一層) HK\$'000 港幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 港幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 港幣千元		
As at 30 September 2022: (Unaudited) Fair value through profit or loss instrument	於二零二二年九月三十日： (未經審核) 按公平值計入損益之工具	-	-	1,945	1,945
As at 31 March 2022: (Audited) Fair value through profit or loss instrument	於二零二二年三月三十一日： (經審核) 按公平值計入損益之工具	-	-	1,945	1,945
Investments at fair value through profit or loss	透過損益以公平值列賬之投資	1,356	-	-	1,356
		1,356	-	1,945	3,301

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

During the six months ended 30 September 2022, 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 liabilities (31 March 2022: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於二零二二年九月三十日及二零二二年三月三十一日，本集團並無任何按公平值計量的金融負債。

截至二零二二年九月三十日止六個月，金融資產及負債的第一層與第二層之間公平值計量並無轉撥，亦並無轉入或轉出第三層（二零二二年三月三十一日：無）。本集團之政策為於出現公平值層級之間轉撥之報告期末確認該等轉撥。



## 25. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

### Fair value hierarchy (Continued)

#### Information about Level 3 fair value measurements

The fair value of the convertible loan is determined by binomial tree pricing model. In calculating the fair value, expected volatility and discount rate are the key inputs for those parameters of the model. The higher the expected volatility and discount rate, the lower the fair value.

No sensitivity analysis is disclosed for the impact of changes in the relevant unobservable data as the directors of the Company considers that the exposure is insignificant to the Group.

The movements during the period in the balance of the Level 3 fair value measurement are as follows:

Convertible loan  
可換股貸款

At beginning and at end of the period 於期初及期末

The carrying amounts of the Group's financial instruments carried at amortised cost in the condensed consolidated financial statements are not materially different from their fair values as at 30 September 2022 and 31 March 2022.

## 25. 金融工具之公平值及公平值層級 (續)

### 公平值層級 (續)

#### 第三層公平值計量之資料

可換股貸款的公平值由二項式樹定價模型釐定。於計算公平值時，預期波動率及折現率為該模型所用該等參數的主要輸入數據。預期波動率及折現率越高，則公平值越低。

並無就相關不可觀察數據變動的影響披露敏感度分析，原因為本公司董事認為該風險對本集團而言並不重大。

第三層公平值計量結餘之期內變動如下：

For the six months ended 30 September 截至九月三十日止六個月	
2022 二零二二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 港幣千元

	<b>1,945</b>	-
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於二零二二年九月三十日及二零二二年三月三十一日，簡明綜合財務報表中按攤銷成本列賬之本集團金融工具之賬面值與其公平值並無重大不同。

## 26. CONTINGENT LIABILITIES AND LITIGATION

- (a) Wins Finance was a deconsolidated subsidiary of the Group and certain of its executive officers were named as defendants in two civil securities lawsuits filed in two U.S. District Courts (the "Lawsuit A" and the "Lawsuit B", collectively referred to as the "Lawsuits") in April 2017. Both Lawsuits were putative class action lawsuits where plaintiffs' counsels sought to represent the entire class of shareholders who acquired Wins Finance's securities between 29 October 2015 and 29 March 2017. Both Lawsuits asserted the same statutory violations under the U.S. Securities Exchange Act, alleged, in sum and substance, that the defendants made false and misleading statements, or failed to disclose material facts, in Wins Finance's prospectuses, press releases, and filings with the U.S. Securities and Exchange Commission (the "SEC") in connection with its growth, business prospects and the adequacy of its internal controls. The Lawsuits also alleged that Wins Finance misrepresented the location of its principal executive office in the SEC filings. The Lawsuits further alleged that Wins Finance's stock price fell when the alleged misstatements or omissions became known to investors. The plaintiffs sought unspecified monetary damages, including interest, costs and attorney's fees and other relief as the court deemed just.

In July 2017, the plaintiffs of Lawsuit A filed a notice to the U.S. District Court declaring that Lawsuit A is voluntarily dismissed, without prejudice and without costs to any party, and the court subsequently terminate Lawsuit A. Accordingly, the directors of Wins Finance considered no contingent liabilities would arise from Lawsuit A.

## 26. 或然負債及訴訟

- (a) 於二零一七年四月，Wins Finance（為本集團之一間取消綜合入賬附屬公司）及其若干執行人員於兩個美國地區法院提出的兩宗民事證券訴訟（「訴訟A」及「訴訟B」，統稱為「該等訴訟」）中被列為被告。該等訴訟均為推定集體訴訟，原告律師尋求代表於二零一五年十月二十九日至二零一七年三月二十九日期間購買了Wins Finance證券的全體股東。該等訴訟均主張《美國證券交易法》項下的相同法定違規行為，總而言之指稱被告在Wins Finance的招股章程、新聞稿及向美國證券交易委員會（「美國證監會」）提交的文件中作出了有關其增長、業務前景及內控充足性的虛假及誤導性陳述，或未能披露相關重大事實。該等訴訟亦指稱，Wins Finance在提交予美國證監會的文件中虛假陳述了其重要執行人員的地點。該等訴訟進一步指稱，當相關錯誤陳述或遺漏被投資者知悉後，Wins Finance的股價下跌。原告尋求金額未定的損害賠償，包括利息、成本、律師費及法院認為正當的其他濟助。

於二零一七年七月，訴訟A的原告向美國地區法院提交通知，自願中止訴訟A，任何一方不受影響，亦毋須承擔任何訴費，法院隨後終止訴訟A。因此，Wins Finance董事認為，訴訟A不會產生或然負債。

**26. CONTINGENT LIABILITIES AND LITIGATION***(Continued)***(a) (Continued)**

In June 2017, the court issued an order appointing lead plaintiffs and lead counsel for Lawsuit B. In August 2017, lead plaintiffs of Lawsuit B filed an amended class action complaint. The amended complaint claimed against Wins Finance for securities fraud purportedly arising from alleged misrepresentations concerning its principal executive offices (which alleged misrepresentations resulted in Wins Finance being added to, and then removed from, the Russell 2000 index). In October 2017, Wins Finance moved to dismiss the amended complaint for failure to state a claim against it. In March 2018, the court issued an order to deny Wins Finance's motion to dismiss. Thus, Lawsuit B proceeded to the fact gathering stage. In June 2018, counsel for the parties appeared before the court for an initial scheduling conference and the court entered a schedule for discovery and additional motions. In July 2018, the plaintiffs filed with the court proof of summons and amended complaint against certain individual defendants and in August 2018, such individual defendants moved to dismiss the amended complaint for failure to state a claim against them. In September 2018, the lead plaintiffs filed a motion seeking class certification. In that motion, the lead plaintiffs did not specify the amount of alleged class-wide damages, nor did they provide any methodology for the calculation of the same. Wins Finance's opposition to that motion was due in December 2018. In October 2018, the court issued an order dismissing the action against an individual defendant without prejudice, for the lead plaintiffs' failure to timely serve such individual defendant with the summons and amended complaint.

As a result of a private mediation conducted in November 2018, Wins Finance agreed in principle to settle the class action, on behalf of all remaining defendant parties. The court granted preliminary approval of the settlement by order entered in March 2019, and has rescheduled a final settlement approval hearing on 18 May 2020.

**26. 或然負債及訴訟 (續)****(a) (續)**

於二零一七年六月，法院頒佈命令，就訴訟B委任首席原告及首席律師。於二零一七年八月，訴訟B的首席原告提交經修訂集體訴訟起訴書。經修訂起訴書指稱有關Wins Finance的主要行政人員的虛假陳述為證券欺詐提出索償（所指稱虛假陳述導致Wins Finance被列入羅素2000指數，後被剔除出該指數）。於二零一七年十月，Wins Finance動議因未能對其說明索償而駁回經修訂起訴書。於二零一八年三月，法院頒佈命令，拒絕Wins Finance的駁回動議。因此，訴訟B進行收集事實階段。於二零一八年六月，各方律師參加法院的初步時間表規劃會議，法院已就文件披露及額外動議決定時間表。於二零一八年七月，原告針對若干個人被告人向法院提交傳喚證明及經修訂起訴書，於二零一八年八月，該等個人被告人動議因未能對其說明索償而駁回經修訂起訴書。於二零一八年九月，首席原告提交動議，尋求集體認證。在該動議中，首席原告未說明指稱集體損害總金額，亦未提出任何相關計算方法。Wins Finance於二零一八年十二月提出對該動議的異議。於二零一八年十月，法院頒佈一項命令，駁回對一名個人被告人的訴訟，無損權利，理由是首席原告未能即時向該個人被告人送達傳訊令狀及經修訂起訴書。

由於二零一八年十一月進行庭外調解，Wins Finance已代表所有餘下被告人原則上同意和解該集體訴訟。法院已於二零一九年三月頒佈命令，初步批准和解，並重新計劃於二零二零年五月十八日舉行最終和解批准聆訊。

**26. CONTINGENT LIABILITIES AND LITIGATION***(Continued)***(a) (Continued)**

As disclosed in note 11 to these condensed financial statements, control over Wins Finance was deemed to have lost since 1 April 2019. Accordingly, the directors of the Company have been unable to obtain sufficient documentary information regarding the Lawsuits.

As disclosed in note 2, following the completion of the Restructuring on 1 November 2021, Wins Finance, being part of the Excluded Subsidiaries, was transferred to the ListCo Schemes SchemeCo. As at the date of this report, the Group no longer has any interest in Wins Finance and the contingent liabilities of Wins Finance would no longer be relevant to the Group.

- (b) On 27 September 2021, the Provisional Liquidators applied to the High Court for dismissal of the Petition and discharge of Provisional Liquidators, upon which, on 4 October 2021, the High Court ordered that, the Petition be dismissed and the Provisional Liquidators be discharged on 1 November 2021, with liberty to the Petitioner and the Provisional Liquidators to apply.

Subsequent to the dismissal of Petition and discharge of Provisional Liquidators on 1 November 2021 and save as disclosed elsewhere in this report, the Group is not aware of other material contingent liabilities as at 30 September 2022.

**27. EVENT AFTER THE REPORTING PERIOD**

On 1 November 2022, the Company entered into a placing and subscription agreement with the vendor (being the Company's majority Shareholder) and the placing agents, pursuant to which, the vendor agreed to sell and the placing agents severally (and not jointly nor on a joint and several basis) agreed on a best effort basis to place to no less than six independent third party places up to 252,336,000 Shares held by the vendor (representing approximately 1.35% of the total number of Shares in issue as at the date of placing and subscription agreement) at the vendor placing price of HK\$0.112 per Share.

**26. 或然負債及訴訟 (續)****(a) (續)**

如該等簡明財務報表附註11所披露，對Wins Finance之控制權被視作已自二零一九年四月一日起失去。因此，本公司董事無法取得有關該等訴訟之充足文件資料。

如附註2所披露，隨重組於二零二一年十一月一日完成後，Wins Finance (即除外附屬公司之一部分)已轉讓予上市公司計劃之計劃公司。於本報告日期，本集團不再於Wins Finance擁有任何權益，且Wins Finance之或然負債將與本集團無關。

- (b) 於二零二一年九月二十七日，臨時清盤人向高等法院申請駁回呈請及解除臨時清盤人之職務，據此於二零二一年十月四日，高等法院頒令，呈請人及臨時清盤人可自由申請，呈請已於二零二一年十一月一日被駁回及臨時清盤人之職務亦告解除。

於二零二一年十一月一日駁回呈請及解除臨時清盤人之職務後，以及除本報告其他章節所披露者外，本集團並不知悉於二零二二年九月三十日之其他重大或然負債。

**27. 報告期後事項**

於二零二二年十一月一日，本公司與賣方 (即本公司之主要股東)及配售代理訂立配售及認購協議，據此賣方已同意出售及配售代理已個別 (而非共同，亦非按共同及個別基準)同意按竭盡全力基準向不少於六名獨立第三方承配人配售賣方持有之最多252,336,000股股份 (相當於於配售及認購協議日期已發行股份總數之約1.35%)，賣方配售價為每股港幣0.112元。

**27. EVENT AFTER THE REPORTING PERIOD (Continued)**

Subject to the fulfilment of conditions in the placing and subscription agreement, the vendor agreed to subscribe for, and the Company agreed to issue such number of new Shares being equivalent to the number of Shares actually sold by the placing agents in the vendor placing, at the subscription price of HK\$0.112 per Share, which is equivalent to the vendor placing price.

The completion of the vendor placing took place on 3 November 2022 in accordance with the terms and conditions of the placing and subscription agreement, where an aggregate of 252,336,000 vendor placing shares were successfully placed by the placing agents to no less than six placees, who and whose ultimate beneficial owners are, to the best of the Director's knowledge, information and belief after having made all reasonable enquiries, third parties independent of and not connected with the Company and its connected persons, at the vendor placing price of HK\$0.112 per vendor placing share.

As all conditions to the subscription have been fulfilled, the vendor subscribed for, and the Company allotted and issued 252,336,000 subscription shares to the vendor at HK\$0.112 per Share (which is equivalent to the vendor placing price) on 11 November 2022 in accordance with the terms and conditions of the placing and subscription agreement. The subscription shares represent approximately 1.33% of the number of Shares in issue as enlarged by the allotment and issue of subscription shares. The net proceeds from the subscription are approximately HK\$27.5 million, net of professional fees and out-of-pocket expenses.

Except as disclosed elsewhere in this interim report, the Group had no other significant events after the reporting period.

**28. CAPITAL COMMITMENTS**

The Group had capital commitment of approximately HK\$304,000 and US\$503,000 (equivalent to HK\$4 million) contracted but not provided for IT infrastructure and subscription of an other financial asset, respectively, as at 30 September 2022 (31 March 2022: Nil).

**27. 報告期後事項 (續)**

待達成配售及認購協議所載條件後，賣方已同意認購及本公司已同意發行相等於賣方配售事項中配售代理實際出售之股份數目之新股份，認購價為每股港幣0.112元（等於賣方配售價）。

根據配售及認購協議的條款及條件，賣方配售事項已於二零二二年十一月三日完成，其中配售代理成功配售合共252,336,000股賣方配售股份予不少於六名承配人（據董事作出一切合理查詢後所深知、盡悉及確信，其及其最終實益擁有人為獨立於本公司或其關連人士且與彼等概無關連的第三方），賣方配售價為每股賣方配售股份港幣0.112元。

由於認購事項的所有條件均已獲達成，賣方於二零二二年十一月十一日根據配售及認購協議的條款及條件認購及本公司按每股認購股份港幣0.112元（等於賣方配售價）向賣方配發及發行252,336,000股認購股份。認購股份佔經配發及發行認購股份擴大後之已發行股份數目之約1.33%。認購事項之所得款項淨額約為港幣27,500,000元（經扣除專業費用及實付費用）。

除本中期報告其他章節所披露者外，本集團於報告期後並無任何其他重大事項。

**28. 資本承擔**

於二零二二年九月三十日，本集團就IT基礎設施以及認購一項其他金融資產擁有已訂約但未作出撥備之資本承擔分別約港幣304,000元及503,000美元（相當於港幣4,000,000元）（二零二二年三月三十一日：無）。

## INTERIM DIVIDEND

The directors of Arta TechFin Corporation Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) do not recommend the payment of an interim dividend for the six months ended 30 September 2022 (six months ended 30 September 2021: Nil).

## BUSINESS AND FINANCIAL REVIEW

### Liquidity, financial resources and capital structure

As at 30 September 2022, the Group had total assets, net current assets and net assets of approximately HK\$116 million (31 March 2022: HK\$133 million), HK\$34 million (31 March 2022: HK\$36 million) and HK\$27 million (31 March 2022: HK\$65 million) respectively, and cash and bank balances of HK\$51 million (31 March 2022: HK\$68 million). The current ratio (current assets/current liabilities) was 1.74 (31 March 2022: 1.57). The Group had a secured borrowing of HK\$30 million (31 March 2022: Nil) and an unsecured borrowing of HK\$40 million (31 March 2022: HK\$40 million). Gearing ratio, calculated on the basis of the Group’s borrowings divided by the equity attributable to the shareholders of the Company (the “Shareholders”) was 264.0% at 30 September 2022 (31 March 2022: 61.8%).

The borrowings of the Group carried floating interest rates calculated by reference to the lender’s costs of funds were made in Hong Kong dollar. Borrowing cost of HK\$638,000 included in finance costs of HK\$1 million for the six months ended 30 September 2022 (the “Period”) was incurred on the new external borrowing obtained during the Period. Total finance costs for the Period reduced by 99.7% as compared to the corresponding period in 2021 of HK\$329 million. The Group’s funding and treasury policy is designed to maintain a diversified and balanced debt profile and financing structure. The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Hong Kong dollar and United States (“US”) dollar. As Hong Kong dollar is pegged to US dollar, the foreign exchange risk exposures are considered limited. The Group did not have any financial instruments used for hedging purpose.

### Financial performance

#### 財務表現

		For the six months ended 30 September		
		截至九月三十日止六個月		Increase/ (decrease) 增加/(減少)
		2022	2021	
		二零二二年	二零二一年	
		HK\$'000	HK\$'000	
		港幣千元	港幣千元	
Consolidated turnover	綜合營業額	9,215	29,726	(69.0)%
General and administrative expenses	一般及行政開支	45,418	41,389	9.7%
Consolidated net loss	綜合虧損淨額	38,165	365,565	(89.6)%

## 中期股息

裕承科金有限公司(「本公司»)及其附屬公司(統稱「本集團»)董事不建議派發截至二零二二年九月三十日止六個月之中期股息(截至二零二一年九月三十日止六個月:無)。

## 業務及財務回顧

### 流動資金、財務資源及資本架構

於二零二二年九月三十日,本集團的總資產、流動資產淨值及資產淨值分別約為港幣116,000,000元(二零二二年三月三十一日:港幣133,000,000元)、港幣34,000,000元(二零二二年三月三十一日:港幣36,000,000元)及港幣27,000,000元(二零二二年三月三十一日:港幣65,000,000元),以及現金及銀行結餘為港幣51,000,000元(二零二二年三月三十一日:港幣68,000,000元)。流動比率(流動資產/流動負債)為1.74(二零二二年三月三十一日:1.57)。本集團之有抵押借貸為港幣30,000,000元(二零二二年三月三十一日:無)及無抵押借貸為港幣40,000,000元(二零二二年三月三十一日:港幣40,000,000元)。於二零二二年九月三十日,借貸比率(按本集團的借貸除以本公司股東(「股東»)應佔權益計算)為264.0%(二零二二年三月三十一日:61.8%)。

本集團之借貸參考貸款人的資金成本,按浮動利率計息,並以港幣借入。借貸成本港幣638,000元計入截至二零二二年九月三十日止六個月(「本期間»)之融資成本港幣1,000,000元,乃產生自於本期間取得之新外部借貸。相較二零二一年同期之港幣329,000,000元,本期間之融資成本總額減少99.7%。本集團的融資及庫務政策旨在維持多元化及平衡的債務狀況及融資架構。本集團面臨因各種貨幣產生的外匯風險,主要與港幣及美元有關。由於港幣與美元掛鈎,外匯風險被認為有限。本集團並無任何用於對沖目的之金融工具。

**BUSINESS AND FINANCIAL REVIEW** *(Continued)***Financial performance** *(Continued)*

For the Period, the Group's consolidated revenue was decreased to HK\$9 million as a result of a fall in business volume caused by the decline in primary and secondary capital markets activities.

General and administrative expenses, amounted to HK\$45 million, remained stable for the corresponding period in 2021 of HK\$41 million. Total employee benefit expenses (including directors' remuneration) amounted to HK\$27 million for the Period (corresponding period in 2021: HK\$22 million). Legal and professional fees amounted to HK\$2 million (corresponding period in 2021: HK\$1 million) were incurred for the Period mainly for hiring of legal and compliance consultants to review and strengthen our internal controls and compliance policies and deal with certain licensing issues.

The Group recorded a significant decrease in consolidated net loss attributable to Shareholders for the Period to HK\$38 million (corresponding period in 2021: HK\$366 million), primarily due to reduction of finance costs of HK\$329 million which was incurred mainly due to interest accrued on default on certain borrowings (such finance costs were accrued in connection with debts that were transferred to the Creditor's Schemes on 29 October 2021).

Basic and diluted loss per share was HK0.20 cents (corresponding period in 2021: HK19.57 cents).

The Group had capital commitment of approximately HK\$304,000 and US\$503,000 (equivalent to HK\$4 million) contracted but not provided for IT infrastructure and subscription of an other financial asset, respectively, as at 30 September 2022 (31 March 2022: Nil). In light of the amount of liquid assets on hand and banking facilities available, the directors of the Company (the "Directors") are of the view that the Group has sufficient financial resources to meet its ongoing operational requirements. The Group's assets portfolio is mainly financed by its shareholders' funds. As at 30 September 2022, the Group had shareholders' funds of HK\$27 million (31 March 2022: HK\$65 million).

**Business review**

The Group is principally engaged in businesses organised into three segments: (1) global markets business, which includes our securities and futures brokerage and investment banking businesses; (2) asset management business; and (3) insurance brokerage business.

**業務及財務回顧** *(續)***財務表現** *(續)*

於本期間，由於一級和二級資本市場活動減少導致業務量下降，本集團之綜合收入減少至港幣9,000,000元。

一般及行政開支為港幣45,000,000元，較二零二一年同期的港幣41,000,000元維持穩定。本期間僱員福利開支總額（包括董事酬金）為港幣27,000,000元（二零二一年同期：港幣22,000,000元）。本期間產生法律及專業費用港幣2,000,000元（二零二一年同期：港幣1,000,000元），主要用於聘用法律及合規顧問以審閱及加強我們的內部監控及合規政策並處理若干許可事宜。

本期間內，本集團錄得股東應佔綜合虧損淨額大幅減少至港幣38,000,000元（二零二一年同期：港幣366,000,000元），主要由於融資成本減少港幣329,000,000元，其主要因若干借貸違約而產生之利息所致（該等融資成本乃就於二零二一年十月二十九日已轉讓予債權人計劃之債務而產生）。

每股基本及攤薄虧損為港幣0.20仙（二零二一年同期：港幣19.57仙）。

於二零二二年九月三十日，本集團就IT基礎設施以及認購一項其他金融資產擁有已訂約但未撥備之資本承擔分別約港幣304,000元及503,000美元（相當於港幣4,000,000元）（二零二二年三月三十一日：無）。基於手頭上的流動資產金額及可動用銀行融資額，本公司董事（「董事」）認為，本集團擁有充足財政資源以應付其持續營運需求。本集團之資產組合主要透過其股東資金提供資金。於二零二二年九月三十日，本集團的股東資金為港幣27,000,000元（二零二二年三月三十一日：港幣65,000,000元）。

**業務回顧**

本集團主要從事分為三個分部的業務：(1)環球市場業務，包括證券及期貨經紀以及投資銀行業務；(2)資產管理業務；及(3)保險經紀業務。

## BUSINESS AND FINANCIAL REVIEW (Continued)

### Business review (Continued)

The Group recorded a consolidated net loss (before finance costs and income tax expense) of approximately HK\$37 million for the Period as compared to a consolidated net loss (before finance costs and income tax expense) of approximately HK\$29 million for the six months ended 30 September 2021 which included non-recurring restructuring-related expenses of approximately HK\$14 million.

The expected increase in consolidated net loss (before finance costs and income tax expense) for the Period is mainly attributable to a decrease in revenue of approximately HK\$21 million as compared to the same period in 2021, as a result of a fall in business volume caused by the decline in primary and secondary capital markets activities.

### Segmental revenue

#### 分類收入

Global markets business	全球市場業務
Asset management business	資產管理業務
Insurance brokerage business	保險經紀業務

Total revenue 總收入

## 業務及財務回顧 (續)

### 業務回顧 (續)

於本期間，本集團錄得綜合虧損淨額（除融資成本及所得稅開支前）約港幣37,000,000元，而於截至二零二一年九月三十日止六個月則錄得綜合虧損淨額（除融資成本及所得稅開支前）約港幣29,000,000元，其中包括非經常性重組相關開支約港幣14,000,000元。

本期間之預期綜合淨虧損（除融資成本及所得稅開支前）增加主要由於收入較二零二一年同期減少約港幣21,000,000元，此乃由於一級和二級資本市場活動減少導致業務量下降所致。

### For the six months ended 30 September

#### 截至九月三十日止六個月

	2022	2021	Decrease
	二零二二年	二零二一年	減少
	HK\$'000	HK\$'000	
	港幣千元	港幣千元	
Global markets business	6,968	23,729	70.6%
Asset management business	167	3,063	94.5%
Insurance brokerage business	2,080	2,934	29.1%
<b>Total revenue</b>	<b>9,215</b>	<b>29,726</b>	<b>69.0%</b>

The Group believes there would be greater revenue improvement were it not for the adverse market conditions, and that the full potential of the global markets and asset management businesses has yet to be realised. Our insurance brokerage business will be recovered after the relaxation of pandemic travel restrictions.

本集團認為，如果不是不利市況，收入將有更大改善，且全球市場及資產管理業務的全部潛力尚未實現。我們的保險經紀業務將於疫情旅行限制放寬後恢復。



## OTHER FINANCIAL ASSETS

As at 30 September 2022 and 31 March 2022, the Group had no other financial assets.

The Group recorded a non-current other financial asset of an unlisted equity investment with 12.17% equity interest in a securities company (the "Securities Company") until 29 October 2021. Pursuant to the Creditor's Scheme, the Group had effectively disposed of its entire interests in the other financial assets on 29 October 2021.

The Securities Company, Shengang Securities Company Limited, is a full-licensed securities company in China (Shanghai) Pilot Free Trade Zone of the Closer Economic Partnership Arrangement between Mainland China and Hong Kong with an original investment cost of Renminbi ("RMB") 525 million. It is principally engaged in securities brokerage, securities underwriting and sponsoring, securities trading and securities asset management related businesses in China.

References are made to the circular of the Company dated 26 May 2021 and the announcements of the Company dated 29 October 2021 and 11 January 2022. On 10 November 2020, Arta Global Markets Limited ("AGML", formerly known as Freeman Securities Limited), the Scheme Administrators (formerly the Provisional Liquidators), Jiangsu Shagang Group Company Limited\* (江蘇沙鋼集團有限公司) (the "SSCL Purchaser") and Cheery Plus Limited (the "SSCL Secured Creditor") entered into a term sheet, pursuant to which AGML conditionally agreed to sell, and the SSCL Purchaser conditionally agreed to acquire, 12.17% of shareholding interest in the Securities Company at the consideration of RMB600 million.

On 9 February 2021, AGML, the Scheme Administrators, the SSCL Purchaser and the SSCL Secured Creditor entered into the SSCL Disposal Supplemental Term Sheet, pursuant to which the parties agreed to amend and supplement the terms of the SSCL Disposal Term Sheet. On the same date, AGML, the Scheme Administrators and the SSCL Purchaser entered into the SSCL Share Transfer Agreement, pursuant to which AGML conditionally agreed to sell, and the SSCL Purchaser conditionally agreed to acquire, the SSCL Interest at the consideration of RMB600 million.

## 其他金融資產

於二零二二年九月三十日及二零二二年三月三十一日，本集團並無其他金融資產。

本集團錄得於一間證券公司（「證券公司」）12.17%股本權益的非上市股權投資之非流動其他金融資產（直至二零二一年十月二十九日）。根據債權人計劃，本集團已於二零二一年十月二十九日實際出售其於其他金融資產之全部權益。

證券公司申港證券股份有限公司為《內地與香港關於建立更緊密經貿關係的安排》框架下於中國（上海）自由貿易試驗區的全牌照證券公司（初始投資成本為人民幣（「人民幣」）525,000,000元）。其主要在中國從事證券經紀、證券承銷與保薦、證券交易及證券資產管理相關業務。

茲提述本公司日期為二零二一年五月二十六日之通函及本公司日期為二零二一年十月二十九日及二零二二年一月十一日之公告。於二零二零年十一月十日，裕承環球市場有限公司（「AGML」，前稱民眾證券有限公司）、計劃管理人（前稱臨時清盤人）、江蘇沙鋼集團有限公司（「申港證券買方」）及添樂有限公司（「申港證券有抵押債權人」）訂立條款書，據此，AGML有條件同意出售及申港證券買方有條件同意收購證券公司之12.17%股權，代價為人民幣600,000,000元。

於二零二一年二月九日，AGML、計劃管理人、申港證券買方及申港證券有抵押債權人訂立申港證券出售事項補充條款書，據此訂約各方同意修訂及補充申港證券出售事項條款書之條款。於同日，AGML、計劃管理人及申港證券買方訂立申港證券股份轉讓協議，據此，AGML有條件同意出售，而申港證券買方有條件同意收購申港證券權益，代價為人民幣600,000,000元。

\* for identification purpose only

**OTHER FINANCIAL ASSETS** *(Continued)*

The SSCL Purchaser paid RMB90 million to the Scheme Administrators as deposit. The SSCL Disposal will proceed to completion after government approvals registration and filing procedures, including but not limited to the approval of the China Securities Regulatory Commission having been obtained or completed. As at the date of this interim report, the SSCL Disposal has not completed. As stated in the circular of the Company dated 26 May 2021, the terms of the ListCo Schemes require that the entire interests of the Excluded Subsidiaries (which term includes SSCL) be transferred to the ListCo Schemes SchemeCo at a nominal value and any realisation from the assets of the ListCo Schemes (which includes shares in and assets of the Excluded Subsidiaries) shall be applied for distribution in accordance with the terms of the ListCo Schemes. Accordingly, regardless of whether or not the SSCL Disposal is completed, the Group no longer holds any controlling interest or beneficial interest in the SSCL upon the ListCo Schemes taking effect on 1 November 2021, notwithstanding that they remain as the registered holder of the SSCL Interest.

**PLEDGE OF ASSETS**

As at 30 September 2022, bank borrowing of HK\$30 million was secured by corporate guarantees given by two wholly-owned subsidiaries of the Company.

**EVENT AFTER THE REPORTING PERIOD**

On 1 November 2022, the Company entered into a placing and subscription agreement with the vendor (being the Company's majority Shareholder) and the placing agents, pursuant to which, the vendor agreed to sell and the placing agents severally (and not jointly nor on a joint and several basis) agreed on a best effort basis to place to no less than six independent third party placees up to 252,336,000 shares of the Company (the "Shares") held by the vendor (representing approximately 1.35% of the total number of Shares in issue as at the date of placing and subscription agreement) at the vendor placing price of HK\$0.112 per Share.

Subject to the fulfilment of conditions in the placing and subscription agreement, the vendor agreed to subscribe for, and the Company agreed to issue such number of new Shares being equivalent to the number of Shares actually sold by the placing agents in the vendor placing, at the subscription price of HK\$0.112 per Share, which is equivalent to the vendor placing price.

**其他金融資產 (續)**

申港證券買方已向計劃管理人支付人民幣90,000,000元作為按金。申港證券出售事項將於已取得或完成政府批准註冊及備案程序(包括但不限於中國證券監督管理委員會批准)後完成。於本中期報告日期,申港證券出售事項尚未完成。誠如本公司日期為二零二一年五月二十六日之通函所述,上市公司計劃之條款規定除外附屬公司(此詞彙包含申港證券)之全部權益將按面值轉讓予上市公司計劃之計劃公司,以及上市公司計劃之資產(包括於除外附屬公司之股份及其資產)之任何變現將根據上市公司計劃之條款進行分配。因此,不論申港證券出售事項是否完成,於上市公司計劃於二零二一年十一月一日生效後本集團不再於申港證券中擁有任何控股權益或實益權益,惟仍屬申港證券權益之登記持有人。

**資產抵押**

於二零二二年九月三十日,港幣30,000,000元之銀行借貸由本公司兩間全資附屬公司提供之公司擔保作抵押。

**報告期後事項**

於二零二二年十一月一日,本公司與賣方(即本公司之主要股東)及配售代理訂立配售及認購協議,據此賣方已同意出售及配售代理已個別(而非共同,亦非按共同及個別基準)同意按竭盡全力基準向不少於六名獨立第三方承配人配售賣方持有之最多252,336,000股本公司股份(「股份」)(相當於於配售及認購協議日期已發行股份總數之約1.35%),賣方配售價為每股港幣0.112元。

待達成配售及認購協議所載條件後,賣方已同意認購及本公司已同意發行相等於賣方配售事項中配售代理實際出售之股份數目之新股份,認購價為每股港幣0.112元(等於賣方配售價)。

**EVENT AFTER THE REPORTING PERIOD (Continued)**

The completion of the vendor placing took place on 3 November 2022 in accordance with the terms and conditions of the placing and subscription agreement, where an aggregate of 252,336,000 vendor placing shares were successfully placed by the placing agents to no less than six placees, who and whose ultimate beneficial owners are, to the best of the Director's knowledge, information and belief after having made all reasonable enquiries, third parties independent of and not connected with the Company and its connected persons, at the vendor placing price of HK\$0.112 per vendor placing share.

As all conditions to the subscription have been fulfilled, the vendor subscribed for, and the Company allotted and issued 252,336,000 subscription shares to the vendor at HK\$0.112 per Share (which is equivalent to the vendor placing price) on 11 November 2022 in accordance with the terms and conditions of the placing and subscription agreement. The subscription shares represent approximately 1.33% of the number of Shares in issue as enlarged by the allotment and issue of subscription shares. The net proceeds from the subscription are approximately HK\$27.5 million, net of professional fees and out-of-pocket expenses.

Except as disclosed elsewhere in this interim report, the Group had no other significant events after the reporting period.

**MATERIAL ACQUISITIONS/DISPOSALS**

Save as mentioned in this interim report, the Group did not have any significant investments nor did it make any material acquisitions or disposals of subsidiaries and associates throughout the reporting period ended 30 September 2022.

**CONTINGENT LIABILITIES**

Save as disclosed elsewhere in this report, the Group is not aware of other material contingent liabilities as at 30 September 2022.

**EMPLOYEES AND REMUNERATION POLICY**

As at 30 September 2022, the Group employed 57 staff members including the Executive Directors of the Company (30 September 2021: 64 staff members). Staff costs incurred for the Period, including directors' remuneration, were HK\$27 million (corresponding period in 2021: HK\$22 million). The Company has adopted a share option scheme and the Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme under the Mandatory Provident Fund Schemes Ordinance for its employees. During the Period, no share options were granted, exercised, cancelled or lapsed.

**報告期後事項 (續)**

根據配售及認購協議的條款及條件，賣方配售事項已於二零二二年十一月三日完成，其中配售代理成功配售合共252,336,000股賣方配售股份予不少於六名承配人（據董事作出一切合理查詢後所深知、盡悉及確信，其及其最終實益擁有人為獨立於本公司或其關連人士且與彼等概無關連的第三方），賣方配售價為每股賣方配售股份港幣0.112元。

由於認購事項的所有條件均已獲達成，賣方於二零二二年十一月十一日根據配售及認購協議的條款及條件認購及本公司按每股認購股份港幣0.112元（等於賣方配售價）向賣方配發及發行252,336,000股認購股份。認購股份佔經配發及發行認購股份擴大後之已發行股份數目之約1.33%。認購事項之所得款項淨額約為港幣27,500,000元（經扣除專業費用及實付費用）。

除本中期報告其他章節所披露者外，本集團於報告期後並無任何其他重大事項。

**重大收購／出售**

除本中期報告所述外，本集團於截至二零二二年九月三十日止報告期內並無任何重大投資，亦無作出任何重大收購或出售附屬公司及聯營公司。

**或然負債**

除本報告其他章節所披露者外，本集團並不知悉於二零二二年九月三十日之其他重大或然負債。

**僱員及薪酬政策**

於二零二二年九月三十日，本集團僱用57名員工（包括本公司執行董事）（二零二一年九月三十日：64名員工）。本期間產生的員工成本（包括董事酬金）為港幣27,000,000元（二零二一年同期：港幣22,000,000元）。本公司已採納一項購股權計劃，而本集團已根據強制性公積金計劃條例為其僱員設立一項定額供款強制性公積金退休福利計劃。於本期間，概無購股權獲授出、行使、註銷或失效。

## EMPLOYEES AND REMUNERATION POLICY

*(Continued)*

Remuneration policy of the Group is reviewed regularly, making reference to legal framework, market condition and the performance of the Group and individual staff (including Directors). The remuneration policy and remuneration packages of the Executive Directors and members of the senior management of the Group are reviewed by the Remuneration Committee. The Company offers continuous learning and training programs to employees to enhance their skills and knowledge.

## PROSPECTS

The Group is developing a wealth-management focused fintech platform across current lines of businesses in global markets, asset management ("AM"), and insurance brokerage. The same platform shall also incorporate new services including but not limited to asset custody and prime services. Our product offerings will be broadened to globally listed securities and futures as well as over-the-counter global fixed income securities and multi-asset derivatives.

The Group continues to develop alternative financial solutions via blockchain innovation. A technology in finance ("TechFin") task force has been commissioned to research and build up blockchain infrastructure with use cases and applications in finance. The long-term business objective is to develop a hybrid fintech platform that offers both traditional financial services and blockchain-based financial solutions.

Our client acquisition strategy focuses on professional investors including but not limited to licensed institutions, corporates, family offices and high net worth individuals.

### Global Markets

The Group continues to upgrade technology infrastructures and optimise staff composition in brokerage and investment banking businesses.

With recent guidance and support by the SAR Government and respective regulators on virtual asset products, the Group sees long-term opportunities in offering a broader range of global financial products in traditional and virtual asset markets. Three of the Group's licensed subsidiaries are in active discussions with the Hong Kong Securities & Futures Commission ("SFC") to broaden product offerings to various types of virtual asset products including but not limited to Chicago Mercantile Exchange listed, cash-settled futures and options on Bitcoin or Ethereum indices. In addition, the Group has devoted resources to technology research and development on upgrading legacy local brokerage to a seamless global offering. The new platform will partner with and utilise global custodian and brokerage service providers to enable a one-stop prime services solutions. During the Period, one of our wholly-owned subsidiaries has been registered as a licensed Trustee Company to offer custodian services.

## 僱員及薪酬政策 (續)

本集團的薪酬政策是參考法律框架、市況和本集團與個別員工(包括董事)表現而定期檢討。本集團執行董事和高級管理人員的薪酬政策和薪酬組合由薪酬委員會檢討。本公司為僱員提供持續學習及培訓計劃,以提升其技能及知識。

## 前景

本集團正在開發一個專注財富管理的金融科技平台,覆蓋全球市場、資產管理(「資產管理」)及保險經紀的現有業務綫。該平台亦將納入新服務,包括但不限於資產託管及優質服務。我們的產品範圍將擴大至全球上市證券及期貨以及場外交易全球固定收益證券及多元資產衍生品。

本集團繼續通過區塊鏈創新開發替代金融解決方案。科技金融(「科技金融」)工作小組已獲委任研究及建立具有金融用例及應用的區塊鏈基礎設施。長期業務目標為開發一個提供傳統金融服務及基於區塊鏈的金融解決方案的混合金融科技平台。

我們的客戶獲取策略專注專業投資者,包括但不限於持牌機構、企業、家族辦公室及高淨值人士。

### 全球市場

本集團持續升級技術基礎設施以及優化經紀及投資銀行業務的人員組成。

鑒於特區政府及相關監管機構近期對虛擬資產產品作出的指引及支持,本集團看到於傳統及虛擬資產市場提供更廣泛全球金融產品的長期機遇。本集團三間持牌附屬公司已與香港證券及期貨事務監察委員會(「證監會」)進行積極討論,以將產品範圍擴大至各類虛擬資產產品,包括但不限於芝加哥商品交易所上市、現金結算的期貨及比特幣或以以太坊指數期權。此外,本集團已投入資源進行技術研發,以將傳統本地經紀升級為無縫全球產品。新平台將與全球託管及經紀服務提供商合作,並利用彼等實現一站式優質服務解決方案。於本期間,我們的一間全資附屬公司已註冊為持牌受託公司,以提供託管服務。

**PROSPECTS** *(Continued)***Global Markets** *(Continued)*

With the decline in primary capital market issuances, our investment banking division adjusts its business focus to assist and advise clients on distressed asset restructurings and private market financing. Simultaneously, the investment banking team also works closely with internal and external technology teams to construct a Security Token Offering (“STO”) platform, with an aim to using blockchain technologies to conjunct with clients’ supply chain businesses and offer alternative financing solutions of better operational efficiencies and data transparency.

**Asset Management**

Rising global macro uncertainty and increasing clients’ appetite for risk protection have brought the AM business to focus on fixed income investment strategies. The AM business has also devoted resources in developing virtual asset advisory and investment capabilities, in addition to working with SFC on uplifting virtual asset product offering.

**Insurance Brokerage**

Conventional business-to-client insurance segment is expected to see a rebound as soon as quarantine requirements between Hong Kong and mainland border relaxes. The insurance team is also establishing business partnership and channels in offering asset-intensive reinsurances and virtual asset insurance policies.

**TechFin Development/Web3 Services**

Building a STO platform is one of Group’s key TechFin mandates. STO’s benefits of better transparency, liquidity and accessibility shall enhance users’ experience and protection by eliminating inefficient barriers imposed by current origination processes and systems.

The Group has launched a Web3 Art and Cultural online news platform, Artazine in September 2022. Artazine critically expands our clientele range to young and tech-savvy generations. A Web3 corporate solution team has been formed to provide clients with corporate rebranding, marketing services and better outreach to younger audiences.

**Regional Expansion**

The Group plans to expand our geographic footprints in Asia in the second half of FY22/23, cohering with the Company’s “local to global” development strategy. The Group will set up Singapore regional office and apply for Singapore Capital Markets Services licenses, and actively establish strategic partnerships and distribution channels globally.

**前景** *(續)***全球市場** *(續)*

鑒於一級資本市場發行量下降，我們的投資銀行分部調整其業務重點，以就不良資產重組及私募市場融資為客戶提供協助及建議。同時，投資銀行團隊亦與內外部技術團隊密切合作，打造證券型通證發行（「STO」）平台，旨在利用區塊鏈技術與客戶的供應鏈業務相結合，並提供運營效率及數據透明度更優的替代融資解決方案。

**資產管理**

全球宏觀不確定性上升及客戶對風險保護的需求增加導致資產管理業務專注固定收益投資策略。除與證監會合作提升虛擬資產產品供應外，資產管理業務亦投入資源開發虛擬資產諮詢及投資能力。

**保險經紀**

一旦香港與內地邊境的檢疫要求放寬，傳統企業對客戶保險業務有望反彈。保險團隊亦於提供資產密集型再保險及虛擬資產保單方面建立業務合作關係及渠道。

**科技金融發展/Web3服務**

建立STO平台為本集團的一項主要科技金融任務。STO的透明度、流動性及可訪問性更高，將有助通過消除當前發起流程及系統造成的低效障礙提升用戶體驗及保護。

本集團已於二零二二年九月推出Web3藝術及文化在綫新聞平台Artazine。Artazine將我們的客戶範圍擴展至精通技術的年輕一代。Web3企業解決方案團隊已告成立，為客戶提供企業品牌重塑、市場推廣服務及更好地觸及年輕受眾。

**地區擴展**

本集團計劃於二零二二／二三財年下半年擴大我們在亞洲的地區覆蓋範圍，以配合本公司「本土化到全球化」的發展戰略。本集團將設立新加坡地區辦事處及申請新加坡資本市場服務牌照，並積極建立全球戰略合作關係及分銷渠道。

## SHARE OPTION SCHEME

At the annual general meeting on 8 August 2022 (the "AGM"), the Company terminated the share option scheme which was adopted on 31 August 2012 with a term of ten years. As at the date of AGM, the Company had no shares issuable under outstanding options granted under this share option scheme. During the period from 1 April 2022 and up to the date of AGM, no share options were granted, cancelled, exercised or lapsed.

In order to provide the Group with a platform to reward participants who have contributed or will contribute to the Group and to encourage longer term commitment of grantees to the Group for their better alignment of interests with those of the shareholders of the Company (the "Shareholders"), the Shareholders approved the adoption of a new share option scheme (the "2022 Scheme") at the AGM. During the reporting period ended 30 September 2022, no share options were granted, cancelled, exercised or lapsed under the 2022 Scheme.

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 September 2022, the interests of the Directors in shares and underlying shares of the Company or any of its associated corporations which were recorded in the register required to be kept by the Company under Section 352 of the Securities and Futures Ordinance ("SFO") were as follows:

### (A) Long position in shares

Name of Director	董事名稱	Number of shares in personal interests 於個人權益之股份數目	Approximate percentage of the issued share capital 佔已發行股本之概約百分比
Dr. Cheng Chi-Kong, Adrian JP ("Dr. Cheng")	鄭志剛博士JP (「鄭博士」)	14,011,317,504 (note 1) (附註1)	75.00% (note 2) (附註2)

Notes:

- (1) These shares are directly held by Radiant Alliance Limited, a company which is wholly-owned by Divine Artemis Limited, which in turn is wholly-owned by Dr. Cheng.
- (2) Subsequent to 30 September 2022, on 11 November 2022, the Company completed a vendor placing and issued new Shares. Interest in issued Shares was diluted from 75.00% to 74.00%.

## 購股權計劃

於二零二二年八月八日舉行的股東週年大會(「股東週年大會」)上,本公司已終止於二零二二年八月三十一日採納的為期十年的購股權計劃。於股東週年大會日期,本公司並無根據是項購股權計劃授出的未行使購股權可發行股份。於二零二二年四月一日至股東週年大會日期期間,概無購股權獲授出、註銷、行使或失效。

為向本集團提供平台以獎勵已或將對本集團作出貢獻之參與人士,並鼓勵承授人對本集團的長期承擔及使其利益與本公司股東(「股東」)的利益更好地保持一致,股東已於股東週年大會上批准採納一項新購股權計劃(「二零二二年計劃」)。於截至二零二二年九月三十日止報告期內,概無購股權根據二零二二年計劃獲授出、註銷、行使或失效。

## 董事於股份及相關股份的權益

根據證券及期貨條例(「證券及期貨條例」)第352條的規定而設置的登記冊所載,各董事於二零二二年九月三十日所持有本公司及其相聯法團的股份及相關股份的權益載列如下:

### (A) 於股份之好倉

附註:

- (1) 該等股份由Radiant Alliance Limited(其由鄭博士全資擁有之Divine Artemis Limited全資擁有)直接持有。
- (2) 於二零二二年九月三十日後,於二零二二年十一月十一日,本公司已完成賣方配售事項並發行新股份。於已發行股份之權益已由75.00%攤薄至74.00%。

**DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES** (Continued)**(B) Long position in underlying shares – borrowings****董事於股份及相關股份的權益 (續)****(B) 於相關股份之好倉 - 借貸**

Name of Director	Nature of interests	Amount of borrowings	Number of underlying shares held	Approximate percentage of the issued share capital
董事名稱	權益性質	借貸金額	所持相關股份數目	佔已發行股本之概約百分比
		HK\$ 港幣元		
Dr. Cheng Chi-Kong, Adrian JP 鄭志剛博士JP	Personal (note 1) 個人 (附註1)	40,000,000	2,478,766,139	13.26% (note 2) (附註2)

Notes:

附註:

(1) References are made to the circular of the Company dated 26 May 2021 and the announcement of the Company dated 29 October 2021. The interest-free and unsecured Second Loan of HK\$40 million may be converted into new Shares at the election of Radiant Alliance Limited, which is wholly-owned by Divine Artemis Limited and is in turn wholly-owned by Dr. Cheng, at any time from 1 November 2022 to 1 November 2024 at the conversion price of approximately HK\$0.01614 per Share.

(1) 茲提述本公司日期為二零二一年五月二十六日的通函及本公司日期為二零二一年十月二十九日的公告。Radiant Alliance Limited (其由鄭博士全資擁有之Divine Artemis Limited全資擁有)可於二零二二年十一月一日至二零二四年十一月一日期間的任何時間按其選擇將免息及無抵押第二筆貸款港幣40,000,000元轉換為新股份，轉換價約為每股港幣0.01614元。

As at 30 September 2022, the aggregate number and aggregate percentage of interests in ordinary shares and underlying shares of Dr. Cheng are 16,490,083,643 and 88.26% respectively. Subsequent to 30 September 2022, on 11 November 2022, the Company completed a vendor placing and issued new Shares. The aggregate percentage of interests in ordinary shares and underlying Shares of Dr. Cheng was diluted to 87.09%.

於二零二二年九月三十日，鄭博士於普通股及相關股份的總數及所佔權益總百分比分別為16,490,083,643股及88.26%。於二零二二年九月三十日後，於二零二二年十一月十一日，本公司已完成賣方配售事項並發行新股份。鄭博士於普通股及相關股份的所佔權益總百分比被攤薄至87.09%。

(2) Subsequent to 30 September 2022, on 11 November 2022, the Company completed a vendor placing and issued new Shares. Percentage of the issued Shares was diluted from 13.26% to 13.09%.

(2) 於二零二二年九月三十日後，於二零二二年十一月十一日，本公司已完成賣方配售事項並發行新股份。已發行股份之百分比已由13.26%攤薄至13.09%。

**(C) Long position in underlying shares – share options**

As at 30 September 2022, the Company had no outstanding share options granted. During the six months ended 30 September 2022, no Directors of the Company has interest in share options to subscribe for shares in the Company or its subsidiaries.

**(C) 於相關股份之好倉 - 購股權**

於二零二二年九月三十日，本公司並無已授出尚未行使購股權。截至二零二二年九月三十日止六個月，本公司董事概無於認購本公司或其附屬公司股份的購股權中擁有權益。

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

### (C) Long position in underlying shares – share options (Continued)

Save as disclosed above, as at 30 September 2022, none of the Directors or chief executive had or deemed to have any interest or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as defined in the SFO that were required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code").

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the above section headed "Directors' Interests in Shares and Underlying Shares" and note 23 to the condensed consolidated financial statements headed "Share Option Scheme", at no time during the six months ended 30 September 2022 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or chief executive or any of their spouse or children under the age of eighteen to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 30 September 2022, based on the register kept by the Company, the following party (other than a director or chief executive of the Company) has interests or short position in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, as known to the Company or recorded in the register maintained by the Company pursuant to Section 336 of the SFO:

Name of substantial shareholder	Capacity	Total	Approximate percentage of the issued share capital 佔已發行股本 概約百分比
主要股東名稱	身份	總計	
Gain Bright Limited	Beneficial owner 實益擁有人	1,133,923,296 (L) (note 1) (附註1)	6.07% (L) (note 2) (附註2)

(L): Long Position

## 董事於股份及相關股份的權益 (續)

### (C) 於相關股份之好倉 - 購股權 (續)

除上文所披露者外，於二零二二年九月三十日，董事或主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例）的股份、相關股份及債權證中擁有或被視為擁有須記入根據證券及期貨條例第352條須存置之登記冊內，或根據上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之任何權益或淡倉。

## 董事購買股份或債權證之權利

除上文「董事於股份及相關股份之權益」一節及簡明綜合財務報表附註23「購股權計劃」所披露者外，於截至二零二二年九月三十日止六個月期間任何時間，本公司或其任何附屬公司並無訂立任何安排，使董事或行政總裁或任何彼等的配偶或十八歲以下子女可藉購買本公司或任何其他法人團體之股份或債務證券（包括債權證）而獲得利益。

## 主要股東及其他人士於股份及相關股份之權益

於二零二二年九月三十日，據本公司存置之登記冊所載列，就本公司所知，或本公司根據證券及期貨條例第336條存置之登記冊所記錄，以下人士（本公司董事或主要行政人員除外）持有於本公司股份及相關股份之權益或淡倉，為本公司已發行股本5%或以上：

Name of substantial shareholder	Capacity	Total	Approximate percentage of the issued share capital 佔已發行股本 概約百分比
主要股東名稱	身份	總計	
Gain Bright Limited	Beneficial owner 實益擁有人	1,133,923,296 (L) (note 1) (附註1)	6.07% (L) (note 2) (附註2)

(L): 好倉



## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Notes:

- (1) Shares were issued and allotted to Gain Bright Limited, pursuant to the scheme of arrangement between the Company and its creditors, for the benefit of scheme creditors. Messrs. Lai Kar Yan and Ho Kwok Leung Glen are the administrators of the scheme and each is deemed to have an interest in 566,961,648 Shares.
- (2) Subsequent to 30 September 2022, on 11 November 2022, the Company completed a vendor placing and issued new Shares. Interest in issued Shares was diluted from 6.07% to 5.99%.

Save as disclosed above and based on the register kept by the Company, the Company had not been notified by any person who had interests or short positions in the shares and underlying shares of the Company at 30 September 2022 as recorded in the register required to be kept under Section 336 of the SFO.

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

During the six months ended 30 September 2022, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the listed securities of the Company.

## UPDATE ON DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), the changes in information of the Directors since the date of the Company's Annual Report 2021/22 are set out below:

Ms. Yeung Shuet Fan Pamela was appointed to concurrently serve as the Chief Financial Officer of the Company with effect from 30 November 2022.

Ms. Ling Kit Sum Imma has completed her term of service as a member of the Appeal Board Panel (Town Planning) on 30 September 2022.

## MAJOR ACQUISITIONS AND DISPOSALS

Save as mentioned in this interim report, the Group did not have any significant investments nor did it make any material acquisitions or disposals of subsidiaries and associates throughout the reporting period ended 30 September 2022.

## 主要股東及其他人士於股份及相關股份之權益 (續)

附註：

- (1) 根據本公司與其債權人的安排計劃，為計劃債權人的利益向Gain Bright Limited發行及配發股份。黎嘉恩先生及何國樑先生為計劃管理人及各自視為於566,961,648股股份中擁有權益。
- (2) 於二零二二年九月三十日後，於二零二二年十一月十一日，本公司已完成賣方配售事項並發行新股份。於已發行股份之權益已由6.07%攤薄至5.99%。

除上文所披露者外以及據本公司存置之登記冊所載列，於二零二二年九月三十日，本公司並未獲任何人士知會，其於本公司股份及相關股份中擁有根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

## 購買、出售或贖回本公司之上市證券

於截至二零二二年九月三十日止六個月，本公司及其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

## 董事資料更新

根據聯交所證券上市規則（「上市規則」）第13.51B(1)條，自本公司二零二一／二二年年報日期起之董事資料變動如下：

楊雪芬女士已獲委任兼任本公司首席財務總監，自二零二二年十一月三十日起生效。

凌潔心女士已於二零二二年九月三十日完成其上訴委員團（城市規劃）委員之任期。

## 主要收購及出售

除本中期報告所述者外，本集團於截至二零二二年九月三十日止報告期內並無任何重大投資，亦無作出重大收購或出售附屬公司及聯營公司。

## REVIEW OF INTERIM RESULTS

The Company's unaudited interim results for the six months ended 30 September 2022 have been reviewed by the Company's Audit Committee and those charged with governance, and have not been audited, but have been reviewed by the Company's external auditor, Crowe (HK) CPA Limited in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the Hong Kong Institute of Certified Public Accountants.

## CORPORATE GOVERNANCE CODE

The Company has complied with all the applicable code provisions of the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules throughout the six months ended 30 September 2022, with the exception of code provision F.2.2.

Code provision F.2.2 provides that the chairman of the board should attend the annual general meeting. Dr. Cheng, the Chairman of the Board, was unable to attend the AGM due to other business commitments. Mr. Lau Fu Wing, Eddie, the Chief Executive Officer and Executive Director of the Company who took the chair of the AGM, together with other members of the Board who attended the AGM, were of sufficient calibre for answering questions at the AGM and had answered questions at the AGM competently.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code of conduct regarding its Directors' securities transactions. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard set out in the Model Code and its code of conduct regarding securities transactions by directors during the six months ended 30 September 2022.

## 審閱中期業績

本公司截至二零二二年九月三十日止六個月的未經審核中期業績已由本公司審核委員會及負責管治人員審閱，且並未審核，但已由本公司外部核數師國富浩華（香港）會計師事務所有限公司根據香港會計師公會頒佈的香港審閱工作準則第2410號由實體的獨立核數師執行中期財務資料審閱進行審閱。

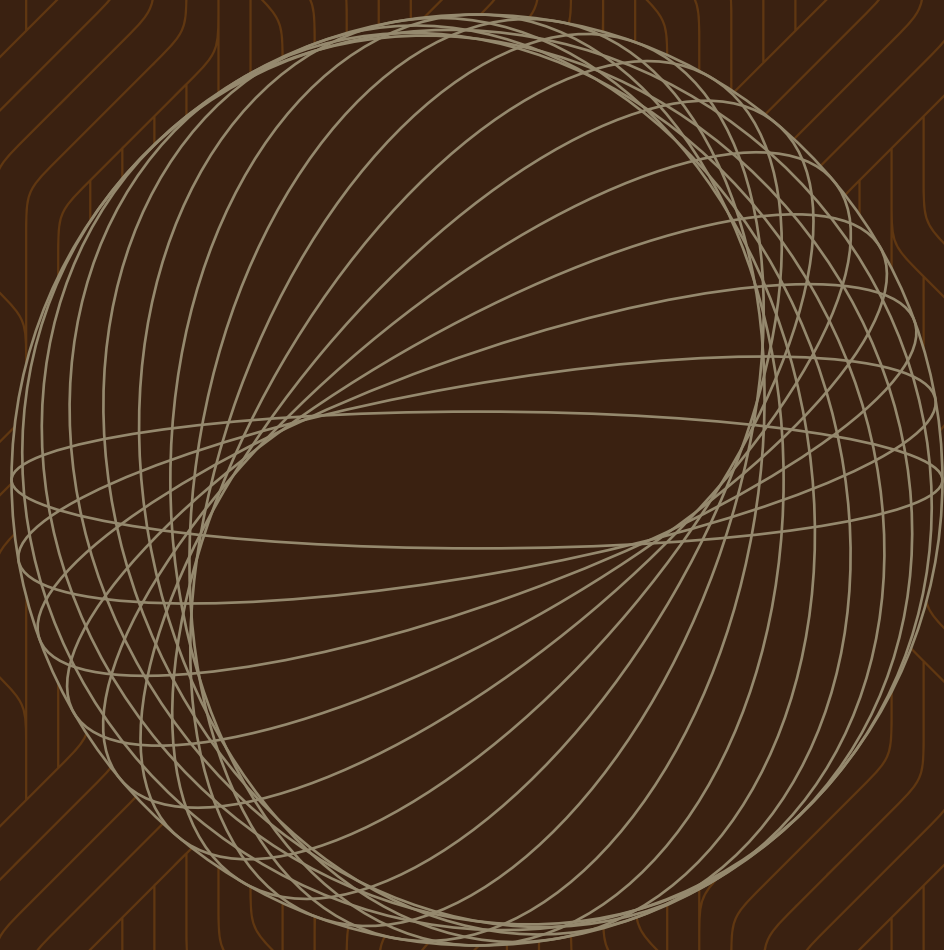
## 企業管治守則

於截至二零二二年九月三十日止六個月內，本公司已遵守上市規則附錄14所載企業管治守則（「企業管治守則」）的所有適用守則條文，惟守則條文第F.2.2條除外。

守則條文第F.2.2條規定董事會主席應出席股東週年大會。董事會主席鄭博士因其他業務承擔而未能出席股東週年大會。擔任股東週年大會主席的本公司行政總裁兼執行董事劉富榮先生，連同出席股東週年大會的其他董事會成員，均具備足夠才幹於股東週年大會上回答提問，並已於股東週年大會上稱職地回答提問。

## 董事進行證券交易

本公司已採納上市規則附錄十所載之標準守則作為其本身就董事進行證券交易之行為守則。經向全體董事作出特定查詢後，全體董事確認彼等於截至二零二二年九月三十日止六個月內一直遵守標準守則所載之規定標準及其董事進行證券交易之行為守則。



# ARTA

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